

# Whistleblower Policy



# Whistleblower Policy



## I. PREFACE

1. The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. Towards this end, the Company has adopted the Code of Conduct (“the Code”), which lays down the principles and standards that should govern the actions of the Company and their employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be matter of serious concern for the Company. The role of the employees in pointing out such violations of the Code cannot be undermined. There is a provision under the Code requiring employees to report violations, which states:

### ‘2.17’ .Reporting Concerns

Every employee of Tata BlueScope Steel Limited promptly reports to the management any actual or possible violation of the Code or an event he becomes aware of that could affect the business or his reputation.

2. This Whistle Blower Policy (“the Policy”) has been formulated with a view to provide a mechanism for employees of the Company to approach the Ethics Counsellor / Chairman of the Audit Committee of the Company.

## II. DEFINITIONS

The definitions of some of the key terms used in this Policy are given below. Capitalised terms not defined herein shall have the meaning assigned to them under the Code.

- a) “Audit Committee” means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 292A of the Companies Act, 1956 and read with Clause 49 of the Listing Agreement with the Stock Exchanges.
- b) “Employee” means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.
- c) “Code” means the Code of Conduct as per the Hormonal of Tata BlueScope Steel Limited.
- d) “Investigators” mean those persons authorised, appointed, consulted or approached by the Ethics Counsellor/Audit Committee and include the Vigilance Dept, auditors of the Company and the police.
- e) “Protected Disclosure” means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- f) “Senior Management” means personnel of the company who are members of its management/operating council (i.e. core management team excluding independent directors). This would also include all members of management one level below the executive directors.
- g) “Subject” means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- h) “Whistle Blower” means an Employee making protected Disclosure under this Policy.
- i) “Whistle Blower Protection Committee” means committee constituted under the Chairmanship of the MD/CEO to examine the grievances of Whistle blower about the victimisation allegedly suffered by him / her.

## III. SCOPE

1. This Policy is an extension of the Code of Conduct. The Whistle Blower’s role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case. Whistle Blowers provide initial information related to a reasonable belief that an improper or unethical practice has occurred.
2. Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Ethics Counsellor or the Audit Committee or the Investigators.
3. Protected Disclosure will be appropriately dealt with by the Management / Ethics Counsellor / Audit Committee, as the case may be.

## IV. ELIGIBILITY

All Employees of the Company are eligible to make Protected Disclosures under the Policy. The protected Disclosures may be in relation to

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matters concerning the Company.

## V. DISQUALIFICATIONS

1. While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
2. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with mala fide intention.
3. Whistle Blowers, who make three or more Protected Disclosures, which have been subsequently found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistle Blowers, the Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

## VI. PROCEDURE

1. All Protected Disclosures concerning financial / accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.
2. In respect of all other Protected Disclosures, those concerning the Ethics Counsellor and employees at the levels of M-3 (i.e. General Managers) and above should be addressed to the Chairman of the Audit Committee of the Company and those concerning other employees should be addressed to the Ethics Counsellor of the Company.
3. The contact details of the Chairman of the Audit Committee and of the Ethics Counsellor of the Company are as under :  
ethicscounselor@tatabluescopesteel.com
4. If a protected disclosure is received by any executive of the company/Vigilance Group of the Company other than Chairman of Audit Committee or Ethics Counsellor, the same should be forwarded to the Company's Ethics Counsellor for further appropriate action. They must take appropriate care so that the identity of the Whistle Blower does not get divulged in the process.
5. Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistle Blower.
6. If the protected disclosure is received by the Chairman of the Audit Committee, he shall detach the covering letter and forward only the Protected Disclosure to the Ethics Counsellor of the Company for investigation.
7. Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
8. The Whistle Blower must disclose his/her identity in the covering letter forwarding such Protected Disclosure.

## VII. INVESTIGATION

1. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Ethics Counsellor/Audit Committee of the Company in accordance with the normal procedure. The Ethics Counsellor/Audit Committee may at its discretion, consider the involvement of any investigators/Vigilance group of the Company for the purpose of investigation.
2. The decision to conduct an investigation is not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle blower that an improper or unethical act was committed.
3. The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
4. Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
5. Subjects shall have a duty to co-operate with the Ethics Counsellor / Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
6. Subjects have a right to consult with a person or persons of their choice, save and except Ethics Counsellor / Investigators and/or the Audit

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Committee and/or the Whistle Blower. This may involve representation including legal representation. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.

7. Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witness shall not be influenced, coached, threatened or intimidated by the Subjects. If he is found indulging in any such actions will make themselves liable or disciplinary actions. Under no circumstances, subjects should compel investigator to disclose the identity of the Whistle Blower.
8. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against subject shall be considered as maintainable unless there is good evidence in support of the allegation.
9. Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
10. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.

## VIII. PROTECTION

1. No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimisation or any other unfair employment practice being adopted against the Whistle Blowers. Complete protection will be given to the Whistle Blowers against any unfair practice. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
2. The Whistle Blower shall be protected from any retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure.
3. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Whistle Blowers are cautioned that their identity may become known for reasons outside the control of the Ethics Counsellor/Audit Committee (e.g. during investigations carried out by Investigators).
4. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

## WHISTLE BLOWER PROTECTION COMMITTEE

The Company has constituted the Whistle Blower Protection Committee under the Chairmanship of MD/CEO as under:

**Managing Director**

**Chief Financial Officer**

**Corporate Counsel**

**General Manager- Human Resource**

In case a Whistle Blower feels that he/she has been victimized in employment related matters because of reporting about the violation of the Code, he/ she can submit a 'Grievance' to the Ethics Counsellor, giving specific details of nature of victimization allegedly suffered by him/her. All such grievances will be examined by the aforesaid committee. The Committee will meet at regular intervals and examine the grievances on their merits. The Committee will also conduct necessary investigation of the concern and recommend appropriate action as the case may be.

While Management is determined to give appropriate protection to the genuine Whistle Blower, the employees at the same time are advised to refrain from using this facility for furthering their own personal interest. If proved, such cases may be referred to the Whistle Blower Protection Committee for disciplinary action.

## IX. INVESTIGATORS

1. Investigators are required to conduct a process towards fact-finding and analysis related to alleged improper or unethical activities.

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Investigators shall derive their authority and access rights from the Company/Audit Committee when acting within the course and scope of their investigation.

2. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have duty of fairness, objectivity, thoroughness, ethical behaviour, and observance of legal and professional standards.
3. Investigations will be launched only after preliminary review which establishes that:
  - a) The alleged act constitutes an improper or unethical activity or conduct, and
  - b) Either the allegation is supported by information specific enough to be investigated, or matters that do not meet this standard may be worthy of management review, but investigation should not be undertaken as an investigation of an improper or unethical activity.

## **X. DECISION**

If an investigation leads the Ethics Counsellor/ Audit Committee to conclude that an improper or unethical act has been committed, the Ethics Counsellor/Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective actions they deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

## **XI. REPORTING**

The Ethics Counsellor shall submit a report on a quarterly basis to the Audit Committee regarding total number of disclosures received in previous quarter, nature of complaint, outcome of investigation, actions recommended by the Ethics Counsellor/Audit Committee and implementation of the same. The EC should also report to the AC the concern raised for victimisation for employment related matters by the Whistle Blower and action taken by the Whistle Blower Protection Committee. Such Reports on the above shall be reviewed and recorded by the Audit Committee.

## **XII. RETENTION OF DOCUMENTS**

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of seven years.

## **XIII. AMENDMENT**

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees unless the same is notified to the Employees in writing.