



Tata BlueScope Steel Pvt Ltd

# Whistle Blower Policy

Ver 1.1

Ethics Office  
July 14, 2022

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## Summary of Changes Made to The Policy Document

Version No.	Version Date	Prepared By	Approved by	Affected Section & Description of Change
1.0	25 <sup>th</sup> July 2016	Ravi Suryavanshi	Riten Choudhury	<ul style="list-style-type: none"> <li>Document created</li> </ul>
1.1	13 <sup>th</sup> June 2022	Nayana Rokade	Anoop Kumar Trivedi	<ul style="list-style-type: none"> <li>Reformatting and added version change section.</li> <li>Purpose, Scope &amp; Applicability and Policy statement mentioned separately.</li> <li>Policy made applicable to subsidiaries.</li> <li>Language of reporting made specific.</li> <li>Specific mention of Business associates in the scope.</li> <li>Modification of contact details.</li> <li>Changes to investigation steps. Right and responsibilities of Subject mentioned separately.</li> <li>Changes in Decision clause by adding certain consequences.</li> </ul>

## Purpose

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. Our Code of Conduct lays down the principles and standards that should govern the actions of the Company and their employees and Directors.

Any actual or potential violation of the Code of Conduct, howsoever insignificant or perceived as such, would be matter of serious concern for the Company. The role of our stakeholders in pointing out such violations cannot be undermined.

There is a provision under the Code of Conduct requiring employees to report violations. Whistle blowing means calling the attention of the management to serious irregularities within the Company.

This Whistle Blower Policy ("the Policy") is an extension of the Code of Conduct and has been formulated with the purpose to provide a framework to promote responsible and secure whistle blowing by employees, directors and other stakeholders. It protects persons wishing to raise such concerns and prohibits any retaliation against them.

Note: This policy should be read in conjunction with geography and country specific rules on Whistleblowing (if any)

## Definitions

The definitions of some of the key terms used in this Policy are given below. 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) "Employees" means every person in employment of the Company and its subsidiaries.
- c) "Code" means the Code of Conduct as per the Manual of Tata BlueScope Steel Pvt. Ltd.
- 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" is defined as any person who has or had access to data, events or information about an actual, suspected or anticipated violation within or by the company, and, whether anonymously or not, makes or attempts to make a deliberate, voluntary and protected disclosure.
- i) "Whistle Blower Protection Committee" means committee constituted to examine the grievances of Whistle blowers about the victimisation allegedly suffered by them.

## Scope & Applicability

This policy is applicable to all Employees, Directors and Stakeholders of Tata BlueScope Steel Pvt Ltd and its subsidiaries (collectively referred as "the Company")

Employees of the Company, Directors and Stakeholders such as Customers, Business Associates, Suppliers, Contractors and/or Third-Party Intermediaries such as Agents and Consultants may use the procedures set out in this policy to submit, anonymously if they wish, confidential complaints.

Any person other than those defined above may also use the procedures set out in this Policy to submit a complaint or any concern(s) stated above and they are actively encouraged to do so.

## Policy Statement

The Company allows for good faith disclosure of confidential complaints internally, without fear of reprisal, discrimination or adverse employment or commercial consequences.

We aim to address such disclosures or complaints by taking appropriate action, against those responsible for any substantiated wrongdoing and further seek to undertake remedial action to correct, undo or otherwise address the wrongdoing.

The Company will not tolerate any retaliation against any employee, customer and/or third-party intermediary for reporting in good faith any inquiry or concern.

## Whistle Blowers

- i. 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.
- ii. Whistle Blowers provide initial information related to a reasonable belief that an improper or unethical practice has occurred.
- iii. 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.
- iv. Protected Disclosure will be appropriately dealt with by the Management / Ethics Counsellor / Audit Committee, as the case may be.

## Procedure

- i. Protected Disclosures should preferably be reported in writing i.e. in physical or electronic format and should be factual (not speculative) so as to ensure a clear understanding of the issues raised by the Whistle Blower.
- ii. The protected Disclosures may be in relation to matters concerning the Company.
- iii. Protected Disclosures should be in English, Hindi or in the regional language of the place of employment of the Whistle Blower.
- iv. Protected Disclosures should not be 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.
- v. All Protected Disclosures concerning major financial / accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- vi. Protected Disclosures concerning the Ethics Counsellor or any employees at the levels of General Manager 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.
- vii. The contact details to report the protected disclosure are:

**Ethics Counsellor**

Ms. Nayana Rokade

Email: [ethicscounselor@tatabluescopesteel.com](mailto:ethicscounselor@tatabluescopesteel.com)

Tata BlueScope Steel Pvt. Ltd.

The Metropolitan, 4th floor, Final plot no. 27, Survey No.21, Wakdewadi, Shivajinagar, Pune -411005. Maharashtra. India.

Tel: +91 20 6621 8000

**Chairman of the Audit Committee**

Mrs. Samita Shah

Tata Steel Ltd.

Bombay House, 24, Homi Mody Street, Mumbai 400 001. Maharashtra. India.

Tel: +91 22 6665 8282

- viii. If a protected disclosure is received by any executive 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. The concerned executives must take appropriate care so that the identity of the Whistle Blower does not get divulged in the process.
- ix. To facilitate an effective and expeditious investigation and for availing protection under this policy, the Whistle Blower(s) must identify themselves in a covering letter attached to the protected disclosure. The covering letter will be detached by receiving authority, and only the Protected Disclosure will be referred in further investigation.

## Investigation

- i. 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 for the purpose of investigation. In exceptional cases, the Protected Disclosures may be referred to an external investigator.
- ii. Investigations will be launched only after preliminary review which establishes that:
- The alleged act constitutes an improper or unethical activity or conduct, and
  - 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
- iii. The decision to conduct an investigation 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.
- iv. The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- v. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.

## Right and Responsibilities of the Subject

- i. 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.
- ii. 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.
- iii. Subjects have a right to consult with a person or persons of their choice, save and except Ethics Counsellor / Investigators and/or the Audit 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.
- iv. 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.
- v. 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.
- vi. 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.

## Protection to Whistle Blower

- i. 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.
- ii. 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.
- iii. 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.
- iv. 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).

- v. Any other person assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

## Whistle Blower Protection Committee

- i. The Ethics Committee of the Company shall act as Whistle-blower Protection Committee. The committee presently comprises of:
- Chief Financial Officer (Chairman)
  - Ethics Counsellor (Convener)
  - Chief Human Resource Officer
  - DGM-Legal & CS
  - Country Manager Sri Lanka
- ii. In case a Whistle Blower feels that they have been victimized in employment related matters because of reporting about the violation of the Code, they can submit a 'Grievance' to the Ethics Counsellor, giving specific details of nature of victimization allegedly suffered by them.
- iii. All such grievances will be examined by the aforesaid committee.
- iv. The Committee will meet at regular intervals and examine the grievances on their merits.
- v. The Committee will also conduct necessary investigation of the concern and recommend appropriate action as the case may be.
- vi. While Management is determined to give appropriate protection to the genuine Whistle Blower, they 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.

## Investigators

- i. Investigators are required to conduct a process towards fact-finding and analysis related to alleged improper or unethical activities.
- ii. Investigators shall derive their authority and access rights from the Company/Audit Committee when acting within the course and scope of their investigation.
- iii. Technical and other resources may be drawn upon as necessary to augment the investigation.
- iv. 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.



## 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, against the Subject(s).

The disciplinary action will be in line with Consequence Management Framework which is in force at the time of recommending such action and may include suspension, recovery, termination of employment / contract or any other punitive legal action.

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.

The progress, the outcome of the investigation and the actions taken may be communicated to the Whistle Blower in such manner as may be determined by the Ethics Counsellor.

## Disqualifications

- i. 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.
- ii. 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 bad faith intention.
- iii. Whistle Blowers, who make three or more Protected Disclosures, which have been subsequently found to be in bad faith, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy.
- iv. In respect of such Whistle Blowers, the Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

## 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.

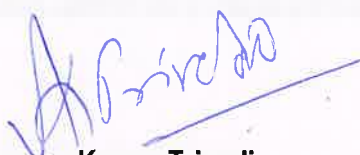
The Ethics Counsellor should also report to the Audit Committee the concern raised for victimisation for employment related matters by the Whistle Blower and action taken by the Whistle Blower Protection Committee. Such Reports on the above shall be reviewed and recorded by the Audit Committee.

## 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.

## 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. The revised policy shall be notified in writing.



**Anoop Kumar Trivedi**  
**Managing Director**