

# **TCS Global Policy – Whistle Blower**

**VERSION 9.0**

## **Applicability**

This TCS Whistle Blower Policy (“Policy”) is applicable to all Employees, Directors and Stakeholders of Tata Consultancy Services Limited (referred to as ‘TCS’) and its Subsidiaries (collectively referred as ‘Company’).

## **Introduction**

The Company believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Towards this, the Company has adopted the Tata Code of Conduct (“**Code**”), which lays down the principles and standards that govern the actions of the Company, its Directors, and Employees. By living the values embodied in the Code, TCS has built a brand reputation of trust and integrity. A copy of the aforesaid Code is available on the TCS’ website at <https://www.tcs.com/tata-code-of-conduct>.

Any actual or potential violation of the Code or violation of the applicable laws would be a matter of serious concern for the Company. This Policy has been formulated to provide a vigil mechanism to empower Directors, Employees and Stakeholders to report any actual or potential illegal and unethical practices in violation of the law of the land (“**Violation**”) without fear of retaliation.

***Note:*** This global policy should be read in conjunction with geography and country specific policy documents on Whistle-blower (if any).

It complies with various related regulations, including the Companies Act (India), 2013, Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements), 2015, The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 as amended, the United Kingdom Bribery Act (UKBA), the United States Foreign Corrupt Practices Act (US FCPA) etc.

## **Definitions**

The definitions of some of the key terms used in this policy are given below. Capitalized 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 TCS in accordance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b. “**Director**” means a director on the Board of TCS and/or its subsidiaries.

- c. "**Employee**" includes every person in employment of TCS and/or its Subsidiaries, regardless of geographic location, and includes consultants, associates, interns and trainees of the Company.
- d. "**Stakeholders**" include others with whom the Company has financial or commercial dealings.
- e. "**Whistle Blower**" is the Employee, Director or Stakeholder reporting a Violation under this Policy.
- f. "**Protected Disclosure**" is the communication of a Violation, made in good faith by the Whistle Blower and sent over email or as a hard copy in terms of this Policy, disclosing verifiable information and evidence of the Violation.
- g. "**Subject(s)**" is the Employee(s) or Director(s) against or in relation to whom a Violation has been reported, or evidence gathered during an investigation.
- h. "**Subsidiaries**" means the direct and indirect subsidiaries of TCS as per the provisions of the Companies Act, 2013.

### **Scope**

- a. Anybody with knowledge of and having verifiable information or material about violation or indulging in any illegal or unethical acts by any Employee or Director of the Company, is entitled to make a Protected Disclosure in terms of this Policy.
- b. The Whistle Blower's role is that of a reporting party with reliable and verifiable information about illegal or unethical acts committed by Subject(s). A Whistle Blower should not act on their own in conducting any investigative activities, nor prescribe any corrective or remedial action. The Whistle Blower shall have no automatic right to participate in any investigative activities, other than when requested to do so during the investigation process.

### **Reporting a Protected Disclosure**

- a. A Whistle Blower is encouraged to report any Violation to TCS Chief Ethics Counsellor at [whistle.blower@tcs.com](mailto:whistle.blower@tcs.com).
- b. If for any reason the Whistle Blower is not comfortable making a Protected Disclosure in terms of (a) above or in appropriate or exceptional cases a Protected Disclosure may also be addressed to the Chairperson of the Audit Committee, at [chairman.auditcommittee@tcs.com](mailto:chairman.auditcommittee@tcs.com).

- c. Hard copies of the Protected Disclosure may also be sent to:

The Chief Ethics Counsellor (CEC), Tata Consultancy Services  
Post Box 1063, Mumbai 400001

- d. The Protected Disclosure may be in English, Hindi or the official language of the place of employment/business of the Whistle Blower. It should be factual and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the Violation.
- e. To facilitate an effective and expeditious investigation and for availing the protection under this Policy, the Whistle Blower(s) must identify themselves in the Protected Disclosure. The identity of the Whistle Blower will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- f. A Whistle Blower who provides their communication details will receive an acknowledgment of receipt of the Protected Disclosure.

#### ***Investigation***

- a. All Protected Disclosures reported under this Policy will be investigated by the TCS Chief Ethics Counsellor or sent for investigation to such person as may be deemed fit.
- b. In exceptional cases, the Chairperson of the Audit Committee may refer the Protected Disclosure to an external investigator.
- c. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.
- d. The decision to conduct an investigation is not an acceptance of the accusation and is to be treated as part of the neutral fact-finding process.
- e. Decisions taken by the audit committee and/or the Chairperson of the Audit Committee, including interpretation of any of the clauses of this Policy, shall be final and binding on all concerned.

#### ***Rights and Obligations of the Subject***

- a. The Subject(s) shall:
  - i) be normally informed of the allegations at the outset of a formal investigation and have opportunity for providing their inputs during the investigation.
  - ii) co-operate during the investigation process to the extent that such co-operation will not compromise the protections available under the applicable laws.

- iii) not interfere with the investigation, nor withhold, destroy or tamper with any evidence or influence, coach, threaten or intimidate the witness.
  - iv) have the right to consult with a person or persons of their choice, other than with the investigation team and/or the Whistle Blower.
  - v) be given the opportunity to respond to material findings contained in an investigation report unless there are compelling reasons not to do so.
- b. The identity of the Subject(s) will be kept confidential to the extent possible given the legitimate needs of law and the investigation.

#### ***Protection to Whistle Blower***

- a. The Company condemns any kind of discrimination, harassment, victimization or any other unfair practice against Whistle Blowers. No unfair treatment will be meted out to a Whistle Blower for making a Protected Disclosure under this Policy. To the extent applicable, complete protection will be given to Whistle Blower against any unfair practice such as retaliation, threat or intimidation or termination/suspension of service/contract, 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/her duties/functions including making further Protected Disclosure.
- b. Any other employee or director assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- c. Any violation of the above clauses (a) and (b) may be reported to the Chairperson of the Audit Committee, who shall have it investigated and based on the report of the investigation, recommend suitable action to the management or the Board, as appropriate.
- d. 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 the criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

#### ***Outcome of Investigation***

- a. If the investigation leads to the conclusion that an illegal, improper or unethical act has been committed, appropriate disciplinary or corrective action may be initiated against the Subject(s). The disciplinary action may include wage freeze, suspension, recovery, claw back, termination of employment/contract or any other punitive legal action.

- b. It is clarified that any disciplinary or corrective action initiated against the Subject(s) as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.
- c. 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 TCS Chief Ethics Counsellor.

#### ***Disqualifications***

Protection under this Policy does not mean protection from any action arising out of false or bogus allegations made by a Whistle Blower in the Protected Disclosure knowing it to be false or bogus or with a bad faith intention, or such actions related to or arising from any event/incident or matter totally unconnected with the Protected Disclosure. Further, any abuse of protection under this policy will warrant appropriate action.

#### ***Amendment***

TCS 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 uploaded on TCS' website as and when amended.