



Whistleblower Policy

I. Purpose

TVS Supply Chain Solutions Limited and its subsidiaries (“**TVS SCS**” or “**we**” or “**our**” or “**us**”) are committed to high standards of corporate behaviour towards employees, customers, suppliers, governments, and communities in which we operate. These principles, as set out in our Code of Business Conduct [which is made available at <https://www.tvsscs.com/wp-content/uploads/2021/10/cobc-final-lr-05-10-21.pdf>] (“**COBC**”) include that we always act lawfully, ethically and with integrity. This means that each of us must be prepared to stand up and do what is right, even though it may find to be difficult.

The purpose of this Whistleblower Policy (“**Policy**”) is to reinforce the said principles and reaffirm TVS SCS’ commitment to an open speaking - up process in which employees and other stakeholders like customers, suppliers, other business partners, lenders, investors are encouraged to raise any concerns of Wrongdoing (as defined below) they may have, in a responsible and effective manner. In today’s environment, employees remain TVS SCS’ first and best line of defence to Wrongdoing. When employees detect and report Wrongdoing, TVS SCS can take prompt and corrective action to fix such Wrongdoing.

We recognize that the early detection and reporting of Wrongdoing depend on maintaining a culture of trust and integrity in which all employees and other stakeholders:

- (a) are encouraged to report actual or potential Wrongdoing as soon as possible, knowing that their concerns will be taken seriously, and that appropriate action will be taken;
- (b) know and use the channels available to them to report concerns of Wrongdoing; and
- (c) trust that the speaking up process is confidential and has no tolerance for victimisation, retaliation, retribution, or detrimental treatment of any kind.

II. Scope of Policy

A. Who can be a Whistleblower under this Policy?

Subject to applicable local laws, this Policy and the procedures described in this Policy are available to every employee or associate of TVS SCS and any party with whom TVS SCS has or had a business relationship (such as customers, contractors, agents, and their representatives). This Policy and the procedures described in this Policy also apply to any relatives or dependents of any of the above, including individuals, as may be prescribed by any applicable local law.

B. What activities are covered under this Policy?

Subject to the applicable local laws, this Policy covers employees and other stakeholders (as defined above) who wish to disclose information which the individual believes shows actual or planned misconduct, malpractice or an improper state of affairs, or circumstances at or involving TVS SCS. In this Policy, the below mentioned activities are considered as “**Wrongdoing**” which include, without limitation:

- Financial malpractice or impropriety or fraud;
- Breaches or suspected breaches of applicable tax laws or misconduct in relation to TVS SCS’ tax affairs;
- Bribery or corruption;
- Conduct that represents a danger to the public, including dangers to health and safety and damage to the environment in violation of applicable environmental law or regulation;
- Criminal activity;
- Failure to comply with any legal or regulatory requirements;
- Significant breaches of the Code of Business Conduct or other policies or procedures;
- Unauthorised disclosure of trade secrets or proprietary or confidential information;
- Conduct likely to damage TVS SCS’ reputation or goodwill; or
- Deliberate concealment any of the above once they have occurred.



For greater clarity, it is emphasized that this Policy is not designed to address routine employee or personal employment issue such as those related to the relationships of employers & employees, employment terms, conditions of work, or transfer of employment, which should be dealt with in accordance with the relevant grievance redressal policy or open-door policy or similar policy or mechanism of the relevant TVS SCS' subsidiary. However, in the event that such an employee concern is received under this Policy it will be properly routed to the appropriate human resource department.

III. Policy Statement

TVS SCS takes instances of Wrongdoing seriously. Every employee and other stakeholders are expected, when he or she becomes aware of any actual or suspected Wrongdoing, to promptly report the concern or incident in the manner described in this Policy. Doing so will allow TVS SCS to address the issue and resolve it, ideally before it becomes an actual violation of law or a risk to health, security, safety, or the reputation of TVS SCS. It also helps to build trust among employees and with customers, suppliers, and other business partners.

IV. Procedures for voicing a Concern

We hope all employees will be able to raise concerns about actual or possible Wrongdoing openly and, where they feel comfortable, directly with their line manager, without any fear. Generally speaking, your line manager will be in a position to resolve a concern of Wrongdoing quickly.

In the event if you feel that this may be inappropriate, you may report it to a member of the local or regional HR, Legal, or Compliance teams, or another senior person in TVS SCS, or to the designated e-mail address ethics.helpline@tvsscs.com.

Because you have several means of reporting, you need not report to someone you believe may be involved in the suspected violation or from whom you would fear retaliation. In addition, there may be certain circumstances where the individual believes it to be



inappropriate to communicate a concern of Wrongdoing using any of the channels listed above.

If you have concerns about reaching out to us in terms of above or in appropriate it may also be addressed to Chairperson of the Audit Committee (the “**Audit Committee**”) at Corporate.Whistleblower@tvsscs.com.

We advise individuals to put their name to any disclosures they make. Concerns of Wrongdoing which are expressed anonymously are more difficult to act upon effectively, hence it may or may not be considered. However, Corporate Whistleblower Committee shall decide on such anonymous disclosures, on the basis of the seriousness and credibility of the issues raised and the likelihood of confirming the alleged concern of Wrongdoing from attributable sources and information provided.

When reporting any concern of Wrongdoing, whether to your direct line manager or through the other mechanisms listed above, it is important that you report the Wrongdoing as soon as practicable and provide as much detail as is available about the suspected Wrongdoing, including:

- WHO: The target of the allegation; others who know about the alleged conduct.
- WHAT: The law, policy, requirement, etc. alleged to have been broken.
- WHY: What might be gained/benefitted from the alleged action
- WHERE: Group, business line, region, country, department, project location, team involved in the alleged activities
- WHEN: Timeframe of the alleged incident (approximate or exact)

Any employee or other stakeholder who believes that he or she has been personally involved in Wrongdoing is expected to report such incident(s). Self-reporting will be considered when deciding whether or what disciplinary or other action may be appropriate.



Sometimes employees may have concerns that relate to the actions of a third party, such as a customer, vendor, or service provider. We strongly encourage you to report such concerns internally before raising them with any third party. You should utilize one of the channels for reporting set out above for guidance.

Nothing in this Policy, however, prevents you from testifying or otherwise assist any applicable regulator or enforcement authority performing its functions or duties consistent with or in relation to applicable law.

V. Confidentiality is Respected

TVS SCS will treat all disclosures under this Policy in an appropriate and sensitive manner. If you report Wrongdoing in good faith under this Policy, every effort will be made to keep your identity in confidence and your identity will be revealed only on a 'need to know' basis in connection with investigation or resolving the concern or management action. The exception to this confidential approach might arise in instances where TVS SCS is under a legal obligation to disclose information to public authorities, for instance in the case of certain serious types of criminal conduct.

VI. No Victimisation

We understand that employees are sometimes worried about possible repercussions associated with complaints of Wrongdoing. Please know that we encourage openness and will support individual who has reasonable grounds to raise concerns of Wrongdoing under this Policy (called a "**Protected Disclosure**"), even if they turn out to be mistaken.

We will not tolerate victimization, retaliation, retribution, or detrimental treatment of any kind as a result of any employee who makes a Protected Disclosure or participates in an investigation into a Protected Disclosure. Any employee found to have retaliated against another employee because they believe that the employee has made, may make, proposes to make, or could make a Protected Disclosure or has assisted, may assist, proposes to assist, or could assist in an investigation into a Protected Disclosure will be subject to appropriate

discipline, up to and including the possible termination of employment. We interpret victimization, retaliation, or retribution broadly, and such detrimental treatment includes, amongst other things:

- Dismissal;
- Altering an employee's position to his or her disadvantage;
- Disciplinary action or other form of injury to an employee in his or her employment;
- Discrimination, harassment, intimidation, threats or other unfavourable treatment;
- Harm or injury to a person, including psychological harm or damage to a person's reputation; and
- Damage to a person's property, business, or financial position.

If you believe that you have suffered any such treatment, you should immediately report your concerns using one of the reporting mechanisms identified in section III A above.

VII. Investigation Process

Once you have raised a concern of Wrongdoing, TVS SCS will evaluate it to determine the appropriate next steps. Provided there is sufficient information provided to support the concern of Wrongdoing, a prompt investigation will be conducted with the objective of establishing whether the alleged or suspected Wrongdoing has occurred or was being planned. The format of the investigation will vary depending on the circumstances. The investigation may need to be carried out under strict terms of confidentiality i.e., not informing the subject/alleged wrongdoer of the complaint until (or if) it becomes necessary to do so, for example as in the case of suspected fraud.

In some cases, TVS SCS, upon directions from the Chairperson of the Audit Committee or Corporate Whistleblower Committee, may appoint an internal or external investigator or team of investigators, including staff with relevant investigative experience or with special knowledge of the subject matter. No one will be judged to have engaged in Wrongdoing or misconduct until the investigation, if any, is complete and they have had a chance to respond



to the allegations. All investigators will treat witnesses in a professional manner and with dignity and respect.

TVS SCS will aim to keep any employee who raises a concern of Wrongdoing informed of the progress of any investigation and its likely timetable for completion. However, sometimes the need for confidentiality and legal considerations may prevent us from giving the employee specific details of the investigation or any disciplinary action taken as a result.

For significant cases, there will be additional oversight by the TVS SCS' Corporate Whistleblower Committee to ensure clear ownership of and accountability for the particular concern of Wrongdoing raised, appropriate investigation team resourcing (independence, level & capability), rapid action with defined timing for completion and specific deliverables for action (including disciplinary recommendations).

If an allegation or concern is found to be well-founded, TVS SCS will take appropriate action to both correct the issue and (so far as practicable) minimize the risk of it happening again in future. Such action may include disciplinary or other appropriate procedures.

Timescales For Investigation

All reasonable efforts will be made to acknowledge concerns reported to the designated email address specific in section III A above within two business days. Due to the varied nature of issues which may be raised it is not possible to lay down precise timescales for either internal or external investigations. Investigation will however be undertaken as expeditiously as possible in line with the nature and severity of the alleged or suspected Wrongdoing without affecting the quality and depth of the investigation.

Cooperation

All employees are expected to cooperate fully with any TVS SCS-designated investigators,



providing complete and truthful information. Any employee who fails to cooperate with a TVS SCS investigation or lies to or misleads TVS SCS will be subject to disciplinary action up to and including termination of employment.

Employees who have been informed or become aware of ongoing investigations for which they have potentially relevant records (e.g., memoranda, electronic mail, instant messages, files, notes, photographs, recordings, or other records) must retain these records and provide them to TVS SCS. Any employee who knowingly destroys or alters potentially relevant records or information will be subject to disciplinary action up to and including the possible termination of employment.

VIII. Untrue/False Allegations

It is a very serious matter to raise a concern which you know to be false, and if we determine that a false complaint has been made maliciously or the individual persists in repeatedly making untrue allegations on an ongoing basis, and without reasonable grounds for doing so, we may conclude that such actions amount to gross misconduct, warranting discipline up to and including the possible termination of employment.

This Policy does not form a part of any employee's employment contract, or otherwise create one, and will be subject to any applicable local laws. In the event of any of the provisions hereof conflict with any applicable local laws, the applicable local law shall govern to the extent of such conflict.

The Board of Directors of TVS SCS can modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with federal, state, or local regulations and / or accommodate organizational changes within TVS SCS. The revised Policy shall be uploaded on TVS SCS' website as and when amended.

Document History

Effective Date	Version Number	Content Owner(s)	Description
16 th May 2022	1.0	Legal & HR	New global Whistleblower policy has been formulated and adopted by Board of directors of TVS Supply Chain Solutions Limited to report any wrongdoing/violations within the organisation.