



Governing Policies on Ethical Conduct at Titan Company Limited

Ver : 2.0



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Message from our Managing Director



We are Titan, part of the TATA group with a legacy of over 150 years of conducting business with integrity and fairness. This legacy is a source of pride and builds a deep sense of belonging for each one of us. We are governed by the TATA CODE OF CONDUCT (TCoC), a living document that governs and guides all stakeholders associated with the brand – employees, business associates and vendor partners. The Group Motto 'Leadership with Trust' is embraced and lived in spirit and letter as we walk the RIGHT WAY @ TITAN.

The Company has endorsed ethical conduct in all spheres of work and built on the core TATA values: *Integrity, Responsibility, Pioneering, Unity, Excellence*. The TCoC covers all aspects of professional relationships and is applicable to all stakeholders associated with Titan. However, I wanted to draw your attention to some specific clauses which govern day to day operations including the statutory laws. These have been detailed in the GOVERNING POLICIES OF ETHICAL CONDUCT AT TITAN (GP) booklet. There are seven important policies, which are extracted from the TCOOC to provide elaboration and guidelines to application of these policies.

The policies are listed below:

1. Policy on Gifting and Hospitality (including corrupt acts)
2. Policy Guidelines against Financial Misdemeanor
3. Policy on Conflict of Interest
4. Guidelines for Receiving Honorarium
5. Whistle Blower Policy
6. Policy on Prevention of Sexual Harassment at Workplace (POSH)
7. Anti Bribery and Anti Corruption Policy

The booklet also outlines clearly the rules and regulations that require adherence; the escalation matrix; redressal channels and support available for clarification and complaint registration process. While these policies need to be read and understood by each and every employee by way of an annual reaffirmation, it is even more important to abide in spirit.

However, there are other policies released from time to time by other departments to strengthen the governance and to comply with regulations (eg. Data Privacy, Insider Trading etc) which could be an extension of some of these or other clauses of the TCoC.

I urge each one of you to be familiar with the Governing Policies and be a role model Titanian. Wishing you the very best and thank you for walking the RIGHT WAY.

Ajoy Chawla

TATA Code of Conduct (2015)

The Tata Code of Conduct represents the values and core principles that guide the conduct of every Tata business. The Code lays down the ethical standards that Tata colleagues need to observe in their professional lives. The five core values that underpin the way we conduct our business activities are: **Unity, Integrity, Responsibility, Pioneering and Excellence.**

The following is the summary of the TATA Code of Conduct which will give you a fair idea of the essence of each one. However for better understanding, it is recommended to go through the detailed booklet on the **HR Portal link:** me.titan.in ;

Our Employees

1. Equal Opportunities Employer – We do not tolerate harassment in any form and therefore we expect every employee to discourage such misdemeanours in the workplace.
2. Dignity and Respect – This articulates the roles and responsibilities of our leaders / co-workers in ensuring a conducive work environment. We do not tolerate harassment of any kind, whether sexual, physical, verbal or psychological
3. Human Rights – We do not employ children or use forced labour. We do not confiscate employee's documents or force them in any way to secure employment
4. Bribery and Corruption – There will be no direct or outsourced bribery or corruption by our employees.
5. Gifts and Hospitality – Gifts and hospitality given or received should be modest in value and appropriate and in compliance with our Company's policy
6. Freedom of association – Our employees must notify and seek prior approval for any activity as per the 'Conflicts of Interest' clause of the Code and in accordance to the applicable company policies and law

7. Working outside employment with us - Our employees must notify and seek prior approval for any activity as per the 'Conflicts of Interest' clause of the Code and in accordance to the applicable company policies and law.
8. Integrity of information and assets – We must respect the property rights of our Company assets and information and of others and never misuse the same.
9. Insider Trading – Our employees must not indulge in any form of insider trading nor assist others with this information.
10. Prohibited Drugs and Substances – We do not tolerate prohibited drugs and substances from being possessed, consumed or distributed at our workplaces or in the course of Company duties.
11. Conflicts of Interest – A conflict of interest could be any known activity, transaction, relationship or service engaged by an employee, his/her immediate family, relatives or close personal relationship which may cause concern that the employee could not / might not perform his/her duties to the company.

Our Customers

1. Products and Services – Striving for excellence in the standards of our work and in the quality of our goods and services is a core TATA value. It is the unwavering practice of this value that builds and sustains customer trust in our brand.
2. Export Controls and Trade sanctions – We shall comply with all relevant export controls or trade sanctions in the course of our business.
3. Fair Competition – We will adhere to the ethical standards of competing fairly in all the businesses and markets we operate in whether it's in development, operations or in collecting competitive information.
4. Dealings with Customers – Our dealings with customers will be fair and transparent

Our Communities and the Environment

1. Communities – We are committed to good corporate citizenship and shall actively assist in the improvement of the quality of life of the people in the communities we operate in
2. The Environment – We strive for environmental sustainability and comply with all applicable laws and regulations in all our operations

Our Value- Chain Partners

1. Our value chain partners would include our suppliers and service providers, distributors, sales representatives, contractors, channel partners, Consultants, intermediaries and agents, joint venture partners and other business associates. All our associations and actions will adhere to the TCoC clauses in selection and action.

Our Financial Stakeholders

1. We are committed to enhancing shareholder value and complying with laws and regulations that govern shareholder rights with fair transparent practices.

Governments

1. Political non-alignment – We shall act in accordance with the constitution and governance systems of the countries in which we operate in. Any financial contribution considered by our Board of Directors shall be extended through a transparent, duly authorized, non-discriminatory and non-discretionary vehicle.

Our Group Companies

1. We seek to cooperate with our group companies, including joint ventures by adhering to the TCoC policies.

Raising Concerns

We encourage our employees, customers, suppliers and other stakeholders to raise concerns or make disclosures when they become aware of any actual or potential violation of our code, policies or law. We do not tolerate

any form of retaliation against anyone reporting legitimate concerns. Any such person found involved in such targeting will be dealt with disciplinary action.

Accountability

The Code is more than a set of prescriptive guidelines issued solely for the purpose of formal compliance. It represents our Commitment to our value system and our core principles Governing Policies on Ethical Conduct at Titan Company Limited.

Communication of TCoC and Governing Policies at Titan - The Right Way at Titan Approach

1. Purpose

This approach is meant to enable or guide the employees/ stakeholders to communicate effectively with all categories and segments of employees on the Tata Code of Conduct / Ethical work practices at Titan. As a practice, Titan has over the years reinforced the Right way towards Management of Ethics. The Company constantly strives to innovate and benchmark itself with the best in ensuring a consistent communication of a need for a respectful and safe workplace.

2. Scope

Covers all categories of Employees working on the rolls of the company or off rolls.

3. Responsibility

It's the responsibility of the Chief Ethics Counsellor and the team of Ethics counsellors to carry out the above communication that would also cover receiving, investigating and closure of ethical issues.

4. Process

- 4.1 The Ethics office will make available the updated version of the TCoC and the Governing Policies on Ethical Conduct Version 2.0 for all employees through the HR portal, posters, booklets etc.
- 4.2 Every individual who joins the company will be given an induction on the TCoC and Governing Policies, and will be asked to sign the declaration form available and the same is handed over to HR/ethics counsellor.

- 4.3 Ethics counsellors are trained to communicate, interpret and also deploy the understanding of the TCoC/Governing policy requirements in the local language in their respective areas.
- 4.4 Every year reinforcement of the TCoC / Governing policy requirements is done through cascades either in person or through digital media to all employees. Other means are used to reinforce the communication through theatre plays, workshops, floor walks and localised communication by ethics counsellors on a need to have basis. Leadership team members are present in all these sessions to ensure role modelling and also to respond to queries and clarifications.
- 4.5 Titan will use various survey mechanisms to gauge the employee understanding and obtain feedback on the ethics communication such as Tell ME and MBE survey, and will act upon the findings.
- 4.6 During the communication sessions, special emphasis will be given to those policies that are covered under the Governing Policies. The communication mechanisms also reinforce aspects of how to respond to an ethical issue and briefly mention about redressal mechanisms.

Note: Apart from the polices / guidelines in the TCoC and Governing Policies, different process owners communicate polices that may be relevant for specific departments/ functions/employee groups on a regular basis. It may also be noted that within the company there are many policies and practices that are in place in addition to the policies covered under the Governing policies. These are defined and driven by different stakeholders. For example the policy around Information security is driven by the IT function. Details of these are available with the ethics management team at Corporate.

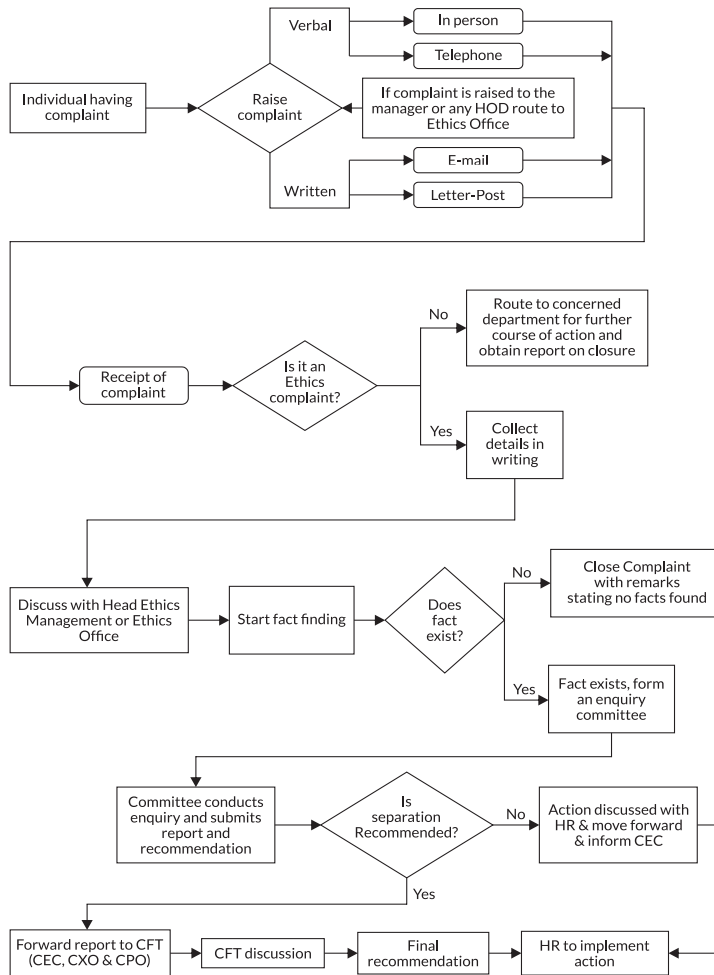
Communication of The Right Way at Titan to other stakeholders

Being a responsible citizen in upholding the true Tata values, Titan strives to ensure all its stakeholders - business associates, vendors, and contractors are adequately apprised of the policies and also enable them in better governance of their own organisations.

This includes conducting awareness sessions, training identified people as ethics champions and guiding them to deal with issues should they arise. It may however be noted that while Titan strives to communicate, and make the associates aware, the primary ownership of implementation of these policies rests with these associate or vendor groups.

The flow chart below gives a brief approach on the process of logging a complaint and how to address the same.

Process to lodge a complaint and closure of complaint



CFT: Cross Functional Team • CEC: Chief Ethics Counselor • CPO: Chief People Officer • CXO: Chief Operating Officer

Policy on Gifting and Hospitality (Including corrupt acts)

1. Introduction:

- 1.1 It is recognized that the exchange of gifts with people with whom we transact business is considered acceptable in all cultures. While it is understood that gifts are a part of normal social exchange, some gifting may lead to obtaining or providing obligatory favours (such as financial or other favours/kickbacks) which is unacceptable and therefore prohibited. This document provides a framework for compliance on gifting and is applicable to all stakeholders –employees, business associates and vendors of Titan Company Limited as well as its subsidiaries. The term ‘Company’ refers to Titan Company Limited in the document.
- 1.2 The circumstances under which gifts might be received directly or indirectly fall into various categories. A few illustrative examples include:
 - 1.2.1 Gifts received on festive occasions such as Diwali, Christmas or New Year.
 - 1.2.2 Gifts received on special occasions such as a wedding or an anniversary
 - 1.2.3 Gifts received in recognition of a professional contribution made by the recipient, such as for making a knowledge sharing presentation, remuneration for guest lecture and related areas.
 - 1.2.4 Gifts received on the occasion of a terminal event such as a transfer or on cessation of employment.
 - 1.2.5 Gifts received during visits to Vendor/Business Associates location
- 1.3 An illustrative list of the kinds of gifts that are typically given / received are as follows
 - 1.3.1 Articles of edible nature.

- 1.3.2 Articles of use in an office such as table clocks, stationery, desk accessories or any other novelty items
- 1.3.3 Articles of personal use such as clothing, perfumes, household articles, white goods, etc.
- 1.3.4 Gold or silver coins, gift vouchers, etc.
- 1.3.5 Religious artifacts

2. Receipt of gift from Associates (refers Business Associates and Vendors)

The recipient of a gift is encouraged to make a declaration stating the description of the gift, the estimated value, donor details and occasion of gifting to the email id ethics@titan.co.in within 7 days of receiving the gift.

- 2.1 Where gifts of value < Rs 2000/- are received, the recipient is to declare the gift to the above email id and thereafter has the option to either hand it over to Ethics office or retain the gift. Employees are to ensure that such retention of gifts of value > Rs2000/- is not more than 3 times in a year.
- 2.2 Gifts of value more than Rs.2000, the recipient shall abide by the recommendation of the Ethics office or alternatively deposit it with the Ethics Counsellor.

*If a high value gift is received and return of the same to the giver is not possible, it is expected that the gift is declared and handed over to the Ethics office.

- 2.3 Gifts in kind - Use of infrastructure of business associates (use of guest house, use of car in another location) including indirect solicitation of hospitality, parties etc. should be avoided. As far as possible, individuals should settle all bills directly and in case bookings are made on their behalf by business associates the entire amount shall be reimbursed to them.

3. Gifts to any third parties by Titan employees

- 3.1 Being a Tata company, the company will strive to uphold its value systems in every possible manner and on all occasions. The company's representatives shall not indulge in any form

of influencing external authorities in order to receive a favor while acting on behalf of the company.

3. 2 However, there are occasions where gifts may be given. Certain illustrative examples of giving gifts to third parties are festivals, weddings, certain important milestones.
3. 3 Gifts given on behalf of the company will be given only after obtaining the prior approval of the TMC member who may consult with the Chief Ethics Counsellor or the Managing Director before according his / her approval.

4. Positive assurance

Following practices will be carried out to ensure positive assurance among the Titan employees to uphold values of our organization.

4. 1 The Company considers it a good practice to share edible items with fellow employees
4. 2 On becoming aware of the gift, the Ethics Office shall send a letter to the party who has offered a gift, to reinforce the policy
4. 3 Constant and regular Communication from Chief Ethics Counsellor to all workforce on key occasion/festivals to desist offering or receiving gifts
4. 4 Recognition of individuals who declare gifts received, is published in the newsletter as a note of appreciation
4. 5 Such items declared will be auctioned and the resultant proceeds utilized for a good cause (charities) by the Company

5. Corrupt Acts

This topic is introduced in keeping with the TCoC clause on bribery and corruption. This policy is to manage situations that occur within the Company between employees and third parties to gain favours or contracts in a quid pro quo arrangement through 'gifting' or illegal payment / services. In cases where government persons or agencies are involved or any Company employees are found to be influencing any Government contracts, then the law / regulatory rules will be referred. An illustrative list (not exhaustive) of such corrupt acts is listed below for reference.

Obligatory exchanges includes

- 5.1 Cash or gifts with an individual or family members or associates
- 5.2 Inflated commissions
- 5.3 Fake consultancy agreements
- 5.4 Unauthorized rebates
- 5.5 Non-monetary favours or charitable donations

These actions may be undertaken directly or through a third party. It is illegal and unethical to directly or indirectly offer or receive any obligatory favors. Such actions could be an offer, a promise, of giving, demanding or acceptance of undue advantage as an inducement for an action which is illegal, unethical or a breach of trust. These corrupt arrangements could involve.

- Payments (or promises of payments) or things of value or services
- Providing lavish/inappropriate gifts, hospitality and entertainment
- Sharing of confidential information
- Sexual or other favours
- Underwriting travel expenses
- Other significant favours viz. services provided directly

6. Responsibilities and Redressal

- 6.1 Every employee is expected to be fair and transparent in their dealings with vendors and business associates and any other form of service providers abiding by the Company policies. If an employee/third party comes across any incident violating this policy s/he is expected to report the incident to the Ethics office (ethics@titan.co.in). Such complaints will be dealt with an appropriate process of inquiry, should there be a violation of the provisions of this policy or the Tata Code of Conduct, Suitable action will be taken in line with the service conditions of employment.

- 6.2 Vendors / Contractors are to be given a fair opportunity to represent themselves and will be evaluated on merit for their association with the Company. If there is a demand for bribe, the same can be reported to the Ethics office (ethics@titan.co.in). Alternately if it is discovered that the vendor or contractor offers bribe, appropriate action including blacklisting can be invoked.
- 6.3 Business associates are expected to abide by the Titan policy and the law in their business transactions on behalf of Titan Company. In case of any violation reported the same will be dealt with appropriate process of inquiry and should there be a violation it will be dealt with in accordance of the agreement conditions binding with the associate / partner.

Policy guidelines against Financial Misdemeanours

1. Introduction:

Titan Company Limited (“Titan” or the “Company”) has well-laid standard operating processes and practices to manage financial transactions—commercial, reimbursements and fund flow. Any deviation, violation or transgression leading to financial loss or reputational loss to the Company will be dealt with appropriately in a strict manner, especially when it involves breach of integrity by the individual. Any employee/associate (employee shall include every employee of the Company whether working in India or abroad, including permanent, temporary, on training or on contract, associate (viz. business associates, suppliers or vendors of the Company) may raise concern with the ethics team, HODs, Chief Ethics Counsellor (CEC) or Ethics office or any representative of the Company in confidence.

2. Scope:

This Policy lays down an illustrative list of violations involving an individual and the Company where transactions lead to financial or reputational loss to Company or are blatant acts of fraud involving personal integrity and the manner in which such misdemeanours shall be dealt with by the Company.

Few examples of violations are listed below. However, these may not cover all misdemeanours, but can be referenced for any similar offences:

- i. Theft/ borrowing of Company assets without authorization (cash, gold, watches, accessories, sarees, apparel, etc.)
- ii. Fake/ false bill submission for reimbursements including without limitation, travel, medical, food, entertainment, LTA/Assets at home) or any other similar which violates any employee welfare policies
- iii. Use/Misuse of Company assets for customer discounts or closing a customer transaction or misusing customer loyalty points for personal use

- iv. Selling of non-approved products with the intent of personal gain while exposing the Company to risk of reputation (eye lens, spectacle frames, watch batteries, gold /gold products, etc.)
- v. Misdemeanours involving commercial violations will include dealings between individual and group of individuals and the Company where such transactions lead to financial loss, breach of statutory regulations and/ or reputational risk to Company or other stakeholders (including customers).

Each business division has a detailed list of commercial processes and procedures that are communicated to the concerned stakeholders and should be followed strictly. A few examples of transgressions include cash transactions beyond permissible limits, misusing customer information etc. for transactions etc.

3. Inquiry, Closure & Appeal

Any such misdemeanour which is reported to the Ethics team or the CEC will be investigated by the authorised personnel (viz. ethics counsellors, OCG, Internal audit, third party) as may be deemed appropriate. Based on the fact finding report/ inquiry report, a show cause notice will be issued to the concerned.

In cases managed by the Ethics department, the inquiry report is submitted to the CEC for closure and recommendation of action, basis which the HR will implement the penal action.

Any reported deviations including those that may be commercial in nature with respect to a business associate, irrespective of the source of such information, will be dealt with in an appropriate manner by a special committee. The actions (if any) based on such investigations are shared with the concerned businesses for implementation.

4. Reporting

All such cases are recorded and reported to the authorised committees (including Board) at appropriate times.

5. Appeals

Any complainant who feels that a complaint or a concern did not receive prompt and fair response/resolution may appeal to the Managing Director.

6. Protection against Retaliation

Persons raising complaints will be protected against retaliation, victimisation or harassment during investigation or post closure of the case.

Policy on Conflict of Interest

Reviewed and updated on August, 2024

1. Background and Purpose

This Policy on Conflict of Interest (the “Policy”) aims to offer direction and guidelines for conducting business activities with a commitment to professionalism, integrity, honesty, high moral and ethical principles. All employees (including associates, consultants and contractors) shall always act in the best interest of Titan Company Limited (hereinafter referred to as the “Company” or “Titan”) and shall ensure that any business or personal association including close personal relationships (family and friends) does not create a Conflict of Interest (“COI”) or appearance of COI with their roles and duties in the Company or the operations of the Company or with the interests of the Company. This Policy lays down the principles for undertaking business transactions without any COI.

This Policy is to be read in conjunction with the clause on COI in the Tata Code of Conduct, Policy on Gifting and Hospitality (Including corrupt acts), Guidelines for Receiving Honorariums and Policy Guidelines for Employee – Franchisee / Vendor Business Relationships.

The Chief Ethics Counsellor (CEC) shall monitor the effectiveness and review the implementation of the compliance principles set forth in this policy.

2. Scope

This policy is applicable to all employees and associates.

3. Key Terms

- **Associates:** It includes suppliers, dealers, distributors, franchisees, vendors, service providers or other such person with whom Titan has any business or transactional dealings.
- **Close Personal Relationship:** Close personal relationship can be defined as direct dependents, friends or family of employees. The

associations can be clarified by the employee on case-to-case basis with the authorized persons.

- **Conflict of Interest:** A conflict of interest could be any known transaction, relationship or service engaged in by an employee, his/her immediate family/relatives or a close personal relationship, or by an Associate, which may cause concern (based upon an objective determination) that the employee or associate could not or might not be able to fairly perform his/her duties to the Company.
- **Employee:** Includes all employees (on-roll, off-roll, temporary, permanent), contractors and consultants of the Company.
- **Immediate Family/Relative:** Includes parents, siblings, spouse, partner, and children.

4. Categories of Conflicts of Interest (Illustrative list only)

A Conflict of Interest may arise when an employee places his or her personal interests over the interests of the Company. Such personal interests may exist due to a relationship of the employee with his/her immediate family, relatives or a close personal relationship, which can influence or appear to influence the employee's ability to fairly perform his/her duties towards the Company.

The following illustrations are indicative scenarios of a conflict of interest. This is not (and cannot be) an exhaustive list and is intended to provide illustrative value. Refer Appendix 1 for more examples.

Type of Conflict	Illustration
COI due to Personal Relationship	<ul style="list-style-type: none"> • Employee is involved in the process of recruitment of an immediate family, relative or a person in 'close personal relationship' into the Company. • Employee is in a position to influence decisions with regard to award of benefits, such as increase in salary or other remuneration, posting, promotion or disciplinary decision for immediate family, relative or a person in 'close personal relationship'.

	<ul style="list-style-type: none"> • Employee is in a position to influence decisions relating to transactions such as awarding contracts or giving unfair advantage to suppliers having connection with such supplier who is an immediate relative or a person having close personal relationships. • Employee engages in business with companies where someone in close relationship of a colleague is at a position of responsibility.
<p>Outside employment/ Financial interest in a third party</p>	<ul style="list-style-type: none"> • The employee engages in a business activity (with monetary or non-monetary benefits) with anyone who is party to a transaction with the Company. • The employee is in a position to derive a benefit for any immediate family member, or for any person in a 'close personal relationship' (wherein they have financial interest), by making or influencing decisions relating to any transaction. • The employee or any immediate family member or any person in a 'close personal relationship' (wherein they have financial interest) gets into supplier/ vendor/ subcontractor/ consultant or customer relationship with the Company. • Accepting money in any form from any vendor, supplier, business partner or customer. • Membership/position of responsibility in educational/professional bodies, government committees/bodies or government organizations. • Position of responsibility in business activities outside the primary employment.

Recruitment of close relatives including children will be guided by appropriate company policies (refer employee portal or contact your HRBP)

5. Responsibility

A. Employee

- Employees are required to proactively identify potential or existing Conflicts of Interest, make timely written disclosure and seek approval from Chief Ethics Counselor (CEC)/Chief People Officer (CPO).
- Employees shall not engage in any business, relationship or activity, which might conflict with the interest of the Company.
- At the time of appointment in the Company, employees shall make full disclosure of any interest leading to an actual or potential conflict that such persons or their immediate family or persons with whom they enjoy close personal relationships, may have in a family business or a company or firm that is a competitor, supplier, customer or distributor of, or has other business dealings with the Company.
- In case there is any change in actual or potential Conflicts of Interest, the concerned person must immediately declare such conflicts and seek approval from CEC/CPO.
- Acceptance of personal gifts, hospitalities, remuneration, or comparable benefits from competitors, clients and suppliers or potential suppliers should be consistent with the guidelines mentioned in Policy on Gifting and Hospitality (Including corrupt acts).
- Acceptance of honorarium and royalties should be consistent with the Guidelines for Receiving Honorariums.
- A key part of preventing Conflict of Interest or an appearance of Conflict of Interest is compliance with the Company's Social Media Policy. Employees should disclose and take approval for any potential Conflicts of Interest, such as affiliations, sponsorships, or partnerships, arising out of their interactions on social media platforms.
- Notwithstanding such or any other instance of Conflict of Interest that exists due to historical reasons, adequate and full disclosure by interested employees shall be made to the CEC/CPO.

B. CEC/CPO

- CEC/CPO shall ensure all Conflict of Interest (potential or actual) disclosures are actioned upon in a timely manner.

- CEC/CPO shall communicate the decision and its reasoning to the employee and follow up to ensure that conditions/safeguards in the approval are adhered to by the employee.
- The CEC/CPO shall retain documentation of the disclosure and decision on the Conflict of Interest disclosure in the employee's HR file.

C. Associates and Third Parties

- Associates and third parties who engage with the Company are expected to abide by TCOC and ensure that no Conflict of Interest arises out of their association with the Company's employees or with other business they might be engaged in (by way of inadvertently/intentionally sharing confidential information, indulging in activities which might be unfavorable to the Company).

6. Disclosure

Employee

Certain Conflicts of Interest need to be managed on an ongoing basis, while some may be single event based (e.g. a transaction). The following elements are to be considered to set the procedures for 'disclosure' and 'address the mitigation' of the Conflict of Interest:

What

- What types of Conflict of Interest need to be disclosed?
- What information is required to be furnished during this disclosure?

Who

- Who should be receiving the disclosure and who should review/approve the Conflict of Interest disclosure?
- Who should be managing the overall process?

When

- All new joiners in the Company should submit a Conflict of Interest disclosure at the time of joining.
- All employees irrespective of their employment period at the Company should submit a disclosure, as soon as they became aware of any potential Conflict of Interest related to them and

seek approvals.

- All employees who have already submitted a Conflict of Interest disclosure should submit a fresh disclosure and seek approval in case there is 'any material change' related to the said disclosure or if there is any 'additional' Conflict of Interest situation.

Disclosure and Approval Process

- Employees are required to make timely written/email disclosure of potential or existing Conflicts of Interest in the prescribed form (as listed in the Appendix 2) and seek approval.

Associates

- The disclosures by the concerned persons are covered in their agreement with the Company. For further clarifications, the Business Heads or the CEC can be reached.

7. Consequence of Non-Disclosure

Non-compliance with this policy including failure to report potential Conflicts of Interest instances may result in disciplinary action including termination, suspension and penalty. This could also result into non-compliance with policy Guidelines for Employee – Franchisee /Vendor Business Relationships and should be read in conjunction with Disciplinary Policy and Procedures.

For associates and third parties, the consequence of non-disclosure will be evaluated by the management and appropriate action will be recommended.

8. Mitigation

Where Conflicts of Interest are found to exist as per the disclosure submitted by the employee, the actions to be taken by the Company in order to mitigate the risk of Conflict of Interest are determined in consultation with relevant stakeholders and discussed with the Employee (if required). Such mitigation actions may include, but are not limited to:

- Restricting involvement of the employee in the decisions relating to the Conflict of Interest.
- Removing the employee from responsibilities that have given rise to the Conflict of Interest.

- Relinquishment of the personal/financial interest by the employee in the matter.
- Any other action in the context of the disclosure.

If the employee needs clarifications whether Conflicts of Interest exists in a situation or not, the employee must discuss it with the CEC/CPO. While clarification on the matter is being sought, the employee should avoid taking part in the activity.

In the event of any conflict in the interpretation of the various clause and conditions contained in this Policy, the resolution by the CEC shall be final.

9. Related Policies

The link to other related policies is as below, please read the same for adherence:

Related Policy	Link
Tata code of conduct	me.titan.in -> policies-and-notifications -> Tata Code of Conduct
Policy on Gifting and Hospitality (Including corrupt acts)	me.titan.in -> policies-and-notifications -> Governing policy on Ethical Conduct -> Pg 13-17
Guidelines for Receiving Honorariums	me.titan.in -> policies-and-notifications -> Governing policy on Ethical Conduct -> Pg 33-34
Disciplinary Policy and Procedures	me.titan.in -> policies-and-notifications -> Disciplinary Policy and Procedures
Social Media Policy	me.titan.in -> policies-and-notifications -> Social Media Policy
Employee – Franchisee / Vendor Business Relationships	me.titan.in -> policies-and-notifications -> Employee Franchisee Business Relationships
Employment of Employee's children	me.titan.in -> policies-and-notifications -> Employment Opportunities for Employee's Children

10. Appendix

Appendix – 1: Examples of (not limited to) possible scenarios of conflict of interest situations

- Giving more business to supplier where someone in close relationship is at a position of responsibility.
- Receiving high value gifts under the pretext of occasions/events/celebrations.
- Asking supplier to arrange for tickets or VIP entry at events/special places etc.
- Using a company contractor for personal construction/repair.
- Colluding and participating in financial arrangements and pooling money to rotate savings and credits.
- Engaging in dating, romantic, sexual or other close relationships, with a subordinate/supervisor or anyone who may exercise power of influence
- Using BPM portal or company cab for travel of family members.
- Buying products made/sold by someone in close relationship of a colleague. e.g.- Buying products made/sold by someone in close relationship of a colleague.
- Investing in companies where someone in close relationship of a colleague is at a position of responsibility
- Working part-time or accepting consulting fees and providing advice to a supplier
- Sharing details of an upcoming project before finalization.
- Giving more business to specific suppliers and seeking gifts or hospitality (travel tickets and hotel bookings etc)
- Misusing position of authority and asking juniors or subordinates to do personal work.
- Asking a subordinate to help in personal household work or to manage personal finances or trade financial products on one's behalf.

Appendix - 2: Conflict of interest disclosure form (sample)
DECLARATION OF POTENTIAL CONFLICT OF INTEREST

Date: _____

Employee Details

Name: _____ Designation: _____

Employee ID: _____ Department: _____

Reporting Manager: _____ Location: _____

Conflict of interest to be disclosed

- Is this a temporary assignment or a long term? Please mention the duration: _____
- Description of the situation giving rise to the actual or potential conflict of interest: _____
- Name of company(s) or individual(s) involved with the actual or potential conflict of interest: _____
- Nature of personal interest or involvement with company(s) or individual(s): _____

Conflict of Interest – Approval

- Approved - with no further action required
- Approved - subject to mitigation action(s)
- Not Approved (with/without safeguard needed)

Mitigation Action(s) Required

- For Employee: _____
- For Reporting Manager: _____
- For Relevant Department(s): _____

Acknowledgment

Signature of Employee: _____

Signature of CEC/CPO: _____

Please send the completed form to Ethics Team at ethics@titan.co.in

Guidelines for Receiving Honorariums

1. Introduction

As with any growing and successful organization, it is expected that many of us at Titan would be called upon and invited by several external bodies to deliver lectures, share thoughts on experiences, etc.

This is typically on account of both the individual's stature in that organization as well as, being in an organization that has gained reputation in the country as a leader in its own businesses as well as a role model for others to emulate in many ways

Illustrative list of some of them could include

- Delivering lectures or taking sessions in educational institutions
- Invitations to become panel members in various bodies of public interest
- Supporting training or education for a specific period of time
- Delivering lectures in public conferences, etc.

In many cases the individuals are given a memento or a gift, and many a time an honorarium in the form of cash.

2. Compliance requirements for the Guidelines

Gifts that are received would be treated in the same way as given in the gifting policy.

It is expected that any honorarium received be declared to the Chief Ethics Counsellor, who will advise on the further course of action. The individual is allowed to retain 75% of the value of the amount received, and the rest should be deposited with the company.

To ensure certain discipline and also maintain the brand image of the company, any individual who represents the company in external bodies or presentations, shall do so with the prior approval of his unit / functional head only.

- Such approvals shall be given keeping in mind Competency of the employee including his / her communication skills

- Silent period concerns if any Information security policy requirements

However in cases where the association with the external body is of a continual nature, that may lead to continuous payment of honorarium, the same shall have the prior approval of the MD/Chief Ethics Counsellor as the case may be. The treatment of the amount received shall be decided by the Managing Director / Chief Ethics Counsellor.

It may be noted that this process is not applicable for any sitting fee that may be received by the Senior Management as a member of the Board of Directors or Advisory Board of any company or institution. Depending on the nature of the membership and fee received the same will be dealt with by the MD in discussion with the Board.

Whistle Blower Policy

The term “Company” refers to Titan Company Limited.

1. Preface

- a. 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 behavior. Towards this end, the Company has adopted the Tata Code of Conduct (“the Code”), which lays down the principles and standards that should govern the actions of the Company and its Employees/ Associates. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the Employees/Associates in pointing out such violations of the Code cannot be undermined. There is a provision under the Code encouraging Employees/Associates to report violations of Code, law or policies or any event (actual or potential) of misconduct that is not reflective of values and principles of Tata Group and the Company provided under the paragraph: Raising Concerns.

Every employee of a Tata Company shall promptly report to the management any actual or possible violation of the Code or an event he becomes aware of that could affect the business or reputation of his or any other Tata Company.

- b. Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 states that all listed entities shall formulate a vigil mechanism called “Whistle Blower Policy” for directors and employees to report genuine concerns and accordingly the Company has adopted this Whistle Blower Policy for Directors/Employees/Associates to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the Code , Ethics Policy and Code of Conduct to Regulate, Monitor and Report Trading by Insider (“Insider Trading Code”)

2. 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 the Company TITAN in accordance with Section 177 of Companies Act, 2013 and read with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b. "Employee/Associate" means every employee of the Company (whether working in India or abroad), including the Directors in the employment, permanent, temporary, on training or on contract. Associates means business associates, suppliers or vendors of the company.
- c. "Code" means the Tata Code of Conduct.
- d. "Company" refers to Titan Company Limited.
- e. "Insider Trading Code" means Company's Code of Conduct to Regulate, Monitor and Report Trading by Insiders as adopted pursuant to amendment in SEBI (Prohibition of Insider Trading) Regulations, 2015.
- f. "Investigators" means those persons authorized, appointed, consulted or approached by the Chief Ethics Counsellor/Chairman of the Audit Committee and include the auditors of the Company and the police.
- g. "Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- h. "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.
- i. "Whistle Blower" means an Employee/Associate making a Protected Disclosure under this Policy

3. Scope

- a. This Policy is an extension of the Tata 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.
- b. Every Employee of the Company shall promptly report any instances of leak of Unpublished Price Sensitive Information as provided under the "Insider Trading Code" as per the procedures prescribed thereunder.
- c. 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 Chief Ethics Counsellor or the Chairman of the Audit Committee or the Investigators.
- d. The Chief Ethics Counsellor or the Chairman of the Audit Committee will appropriately deal with protected Disclosure, as the case may be.

4. Eligibility

All Directors/Employees/Associates of the Company are eligible to make Protected Disclosures under the Policy.

5. Disqualification

- a. 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.
- b. 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 a mala fide intention.
- c. Whistle Blowers, who make three Protected Disclosures, which have been all 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

- d. of such Whistle Blowers, the Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

6. Procedure

- a. All Protected Disclosures concerning financial/ accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- b. In respect of all other Protected Disclosures, those concerning the Chief Ethics Counsellor and employees at the levels of Vice Presidents and above should be addressed to the Chairman of the Audit Committee of the Company and those concerning other directors/employees/associates should be addressed to the Chief Ethics Counsellor of the Company.

Mr N E Sridhar,

Chief Ethics Counsellor - Titan Company Limited,
“Integrity” # 193 Veerasandra, Electronic City Post,
Off Hosur Main Road, Bangalore - 560 100.

E-Mail: ethics@titan.co.in

Mr Ashwani Puri, Chairman - Board Audit Committee

(Titan Company Ltd.), 28/2, Friends Colony (West),
New Delhi - 110 065.

E-Mail: wb@titan.co.in

- c. If any executive of the Company other than the Chairman of Audit Committee or the Chief Ethics Counsellor receives a protected disclosure, the same should be forwarded to the Company’s Chief Ethics Counsellor or the Chairman of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistle Blower confidential.

- d. Protected Disclosures should 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.
- e. The Protected Disclosure should be forwarded under a covering letter, which shall bear the identity of the Whistle Blower. The Chairman of the Audit Committee/Chief Ethics Counsellor, as the case may be shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- f. 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.
- g. The Whistle Blower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures will not be entertained, as it would not be possible for it to interview the Whistle Blowers.

7. Investigations

- a. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Chief Ethics Counsellor/Chairman of the Audit Committee of the Company who will investigate/oversee the investigations under the authorization of the Audit Committee.
- b. The Chief Ethics Counsellor/Chairman of the Audit Committee may at its discretion, consider involving any Investigators for the purpose of investigation.

The decision to conduct an investigation taken by the Chief Ethics Counsellor/Chairman of the Audit Committee is by itself 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.

- c. The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- d. 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.
- e. Subjects shall have a duty to co-operate with the Chief Ethics Counsellor/Chairman of the 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.
- f. Subjects have a right to consult with a person or persons of their choice, other than the Chief Ethics Counsellor/Investigators and/or members of the Audit Committee and/or the Whistle Blower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- g. Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- h. 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 a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- i. 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.
- j. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure..

8. Protection

- a. 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, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like 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. 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.

- b. A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and, recommend suitable action to the management.
- c. 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 Chief Ethics Counsellor/Chairman of the Audit Committee (e.g. during investigations carried out by Investigators).
- d. Any other Employee/Associate assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

9. Investigators

- a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Chief Ethics Counsellor/ Audit Committee when acting within the course and scope of their investigation.
- b. 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 a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.

- c. Investigations will be launched only after a 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, but investigation itself should not be undertaken as an investigation of an improper or unethical activity

10. Decision

If an investigation leads the Chief Ethics Counsellor/Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Chief Ethics Counsellor/ Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Chief Ethics Counsellor/Chairman of the Audit Committee deems fit. It is clarified that any disciplinary or corrective action initiated against the Subject 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.

11. Reporting

The Chief Ethics Counsellor shall submit a report to the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

12. Retention of documents

The Company shall retain all Protected Disclosures in writing or documented along with the results of investigation relating thereto for a minimum period of seven years

13. 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 Directors/Employees/Associates unless the same is notified to the Directors/Employees/Associates in writing.

Policy on Prevention of Sexual Harassment at Workplace

1. Objective

Titan Company Limited is committed and promotes a secure and congenial environment at work place to all its employees. Company adopts zero-tolerance for sexual harassment at work place.

Sexual harassment is a form of workplace harassment of a sexual nature that affects the dignity of men and women at work. It is essential that each employee deals with their colleagues and third parties with respect and realize that his/her behaviour will be attributed to the company and can affect its reputation.

This policy provides for Prevention, Prohibition and Redressal mechanism against Sexual Harassment at workplace. The provisions of this policy is gender inclusive and thereby will address sexual harassments meted to all category employees.

This Policy includes the principles of the Tata Code of Conduct and The Sexual Harassment of Women at Work Place (Prevention, Prohibition, and Redressal) Act and Rules, 2013. All employees shall be bound by the Tata Code of Conduct and Titan's Disciplinary Policy and Procedures (Please refer for details at **HR Portal** : me.titan.in)

2. Purpose

The Policy is meant to

- a. Promote a healthy work environment and take preventive measures to advocate harmonious and respectful work place
- b. Prohibit and Prevent acts of sexual harassment at work place where such deemed behaviour amounts to misconduct as per this Policy
- c. Provide for an effective Complaint and Redressal mechanism.

3. Definitions:

- a. **Act:** Means The Sexual Harassment of Women at Work Place (Prevention, Prohibition, and Redressal) Act 2013 and its Rules.
- b. **Committee:** Means Internal Committee constituted under this policy under Point No. 8 of this Policy
- c. **Complainant:** Means an aggrieved employee and in case of more than one aggrieved employee, all or any one or more of them
- d. **Respondent:** Employee against whom a complaint is filed under this policy
- e. **Day:** Shall be understood to mean working day.
- f. **Disciplinary Authority:** Chief People Officer (HR Head).
- g. **Employee:**
All employees of Titan including regular, temporary, probationers, apprentices and interns.
All contract employees (directly employed or through agency) working at Titan's workplace or company owned retail outlets (Annexure A for list of retail stores updated annually).
- h. **Third Party:** Are those persons with whom Titan Company has a contractual arrangement with including franchisees, vendors, contractors, man power providers, service providers, customers etc. where at least one Titan employee is involved in an incident or the incident occurs at a Titan premises
- i. **Hostile Work Environment:** Is said to be created when any act of Sexual Harassment, that has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive working environment
- j. **Inquiry Committee:** Committee set up by Internal Committee from amongst its members who will conduct the inquiry along with the external member, either through physical meetings or through virtual meetings
- k. **Sexual Harassment:** Includes any one or more of the following **unwelcome behaviour** (whether directly or by implication) such as:
 - i. Physical and virtual contact and advances

- ii. A demand or request for sexual favours
- iii. Sexually coloured remarks
- iv. Showing pornography
- v. Or any other unwelcome physical, verbal or non-verbal conduct of sexual nature
- vi. Showing pornography
- vii. Or any other unwelcome physical, verbal or non-verbal conduct of sexual nature

Explanation 1: Perception of the act by the Complainant and its impact thereof is evaluated in a registered complaint

Explanation 2: All other violations not deemed as sexual harassment (as may be decided by the IC) will be treated as a misconduct of service rules / policies and the same will be forwarded to concern for redressal.

{**Note:** List of indicative behaviours that constitute sexual harassment is enclosed in **Annexure B.**}

L. Work place:

- i. Factory / manufacturing units, administrative units, corporate office / regional offices, retail stores, warehouses, guest houses or the precincts of the establishment of the company
- ii. Any place visited by the employees arising out of or during course of employment
- iii. Physical or digital space when an employee is connected to work, even if it is from home.

M. Victimization: Any adverse action by an individual, groups of individuals against individuals who has in good faith, reported instances of Sexual Harassment or been a witness in the proceedings to redress instances of Sexual Harassment

4. Prevention of Sexual Harassment

- i. No person shall be subjected to Sexual Harassment at workplace.
- ii. The following conduct amongst other circumstances if it occurs or is present in relation to or connected with any act of behaviour of sexual harassment may amount to sexual harassment when:

- a. Any sexual demands or favours are made a condition of employment
- b. Submission to or rejection of such demands is used as the basis for any decision related to service conditions.
- c. Implied or explicit promise of preferential treatment, detrimental treatment, threat in his / her employment
- d. Any humiliating treatment that may affect a person' health or safety while at work with specific sexual ref or innuendoes
- e. Any conduct that interferes with work or creates an intimidating or offensive or hostile working with specific sexual ref/ innuendos

5. Policy pertaining to Third Party (Franchisee/ Contractors)

It is expected as per TCoC that every business associate (Franchisees, vendors, contractors) shall be responsible for their employees or stakeholders in providing a safe workplace as per the terms of contract. Titan Policy against Sexual Harassment would not apply to them/ their employees.

However keeping in mind the larger requirements of the Tata Code of Conduct, Titan will enable the following upon their request:

- i. Help conduct awareness sessions and training if required by them
- ii. Support the partners by providing information on POSH law and process, help in setting up of internal committees, training etc.
- iii. Sharing of good practices and experiences

6. Duties of the Management:

Sexual Harassment is notified under the standing orders / Disciplinary Policy and Procedures of the Company as misconduct as applicable. Prohibition of Sexual Harassment at work place should be notified, published and circulated in appropriate ways.

Unit Heads/HR heads/Managers should take following steps amongst others to prevent Sexual Harassment:

- a. Organise workshops and awareness programmes at regular intervals for sensitising the employees with the Provisions of this Policy/Act & Rules
- b. Organise workshops for employees on subjects related to maintaining a respectful work place
- c. Conduct orientation programme for the Internal committees members
- d. Provide necessary facilities to the Internal Committee for dealing with the complaint and conducting the inquiry
- e. Assist in securing the attendance of the Respondent and witness before the Internal Committee
- f. Provide appropriate work conditions with respect to work, leisure, health, and hygiene to ensure there is no hostile environment at the work place.
- g. Provide appropriate medical and counselling facilities
- h. Take all necessary and reasonable steps to prevent and ensure that no employee is subject to Sexual Harassment by any third party during the course of employment.

7. Duties of Employees:

All employees at Titan have a responsibility in contributing to a mature, safe and respectful work environment. This Policy shall be applicable and will be in addition to and not in derogation of the provisions of any other policy and service rules for the time being in force within the organisation. Through various training and awareness sessions Titan will make employees aware of their roles and responsibilities in implementation of this policy.

- a. Any individual who is aware of Sexual Harassment or sexually offensive conduct has a duty to report and/or appear as witness if necessary in the inquiry conducted by the Committee members
- b. An individual who has a duty to give effect to this policy but fails to act accordingly and appears to be shielding any persons shall be guilty of abetment.

- c. All employees are personally responsible for their actions and must ensure that their behaviour does not constitute sexual harassment whether it happens deliberately or otherwise.
- d. An employee witnessing/supporting/participating in harassment of his/her colleague or other Titan stakeholders will also be liable to be inquired into and will be accorded punishment commiserate to the damage caused to the aggrieved.

8. Internal Committee:

Considering the vast network of manufacturing units, retail stores and offices all over India the following structure is adopted by Titan to address the requirements of this Policy.

- a. **Core Committee (CC)**
 - ii. Core committee is the central committee which will manage and advise all SH related issues across the Company.
 - iii. It consists of not less than 12 members and includes CEC, IC Chairperson, Head-Ethics Management, External member and senior members of the different business divisions such as Watches, Jewellery and functions like Marketing, HR & Administration, ISCM, IT across of the organisation and is managed centrally out of Corporate office.
 - iv. At least 50% of the members will be women. Including the chairperson
 - v. The tenure of members is for a minimum of 3 years. Extension of tenure will be reviewed by the appointing authorities, as applicable.
- b. **Zonal Committee (ZC) of Titan.**
 - iii. Zonal Committee shall be set up at Titan's units/regional/ area offices to cater to its regional employees in retail, manufacturing and offices to handle the complaints/SH issues locally
 - iv. As per the existing infrastructure there shall be 14 such ZC currently. This will be updated as the company grows

- v. Each ZC will consist of not less than 3 members and shall be headed by a woman. The ZC at manufacturing units will also have representative from the unionised employees.
 - vi. ZC members are selected by the Core Committee and list shall be updated from time to time.
 - vii. The tenure of members is for maximum of 3 years.
- c. **Joint Complaints Committee**

In cases where Titan and other agencies who are contractually bound, receive a complaint of SH which involves both or more organisations a joint complaints committee will be formed as the situation requires and the inquiry will be conducted as per the Policy applicable at the concerned 'workplace'.

However accountability to take actions rests solely with the organisation who employs and pays wages to such employees in accordance with the law.

9. Powers and Duties of Internal Committee

- a. **Powers and Duties Core Committee**
 - ii. Framing policy and guidelines
 - iii. Plan & Implement the policy
 - iv. Preparing and executing preventive measures
 - v. Conducting awareness programmes
 - vi. Selection and formation of Zonal Committee
 - vii. Case deliberations
 - viii. Chairperson of CC will be responsible for forwarding the inquiry report to the Disciplinary Authority (DA) and ensure implementation of action
 - ix. To hold quarterly Core committee meetings with objective to review and update on action taken by the Committees
 - x. Summary of the POSH Complaints will be presented to the Titan Board Ethics Committee as part of the Ethics and POSH report and will be presented in the Annual Report

- xi. Ensure compliance of the requirement of Companies Act regarding POSH
 - xii. Co-ordinate with Central & State Women's Commission on issues pertaining to POSH as appropriate
- b. **Powers & duties of Zonal Committee**
- iii. Zonal Committee will lead the local awareness programmes
 - iv. Adopt and execute preventive measures
 - v. Coordinate or participate in inquiries and ensure closure of inquiries on the complaints of SH

10. Complaints: (Ref Annexure C for format)

- i. Any aggrieved person who is the subjected to any sexual harassment at workplace may report to the CC or ZC in writing within 90 days of date of incident.; and in case of series of incidents, within 90 days from the date of last incident
- ii. In cases where complainant cannot submit the complaint in writing, assistance can be given to the person to submit in writing.
- iii. In case the aggrieved person communicates verbally to his/her Team Manager, HR Manager, Ethics Counsellor or any other employee about any incident/s, the aggrieved person is encouraged to submit the complaint in writing.
- iv. An aggrieved employee may also email the complaint to: ethics@titan.co.in.
- v. Any other person, other than IC member who is receiving the complaint, shall forward to the respective Zonal/Core committee for further action.
- vi. The ZC/CC may consider accepting complaints of incidents beyond 90 days if satisfied with reasons for delay submitted by the complainant (duly recorded)
- vii. If an employee knows of the occurrence of such harassment to anyone else, is expected to report the same at the earliest to the IC.

Note: Refer *Annexure D* for SH complaint registration process.

11. Resolution process

On a written request from the aggrieved person, the Internal Committee may initiate resolution.

- a. **Conciliation:**
 - ii. Before initiating inquiry, on request of the complainant steps may be taken to settle matter between the parties through conciliation.
 - iii. If the attempt for conciliation is successful the settlement shall be recorded in writing and the complaint shall be closed after reporting the same to the Disciplinary Authority by the IC chairperson.
 - iv. The conciliation report will be handed over to both parties and closure notes submitted to HR for records

Note: Refer Annexure E for conciliation flow chart

- b. **Enquiry:**

Subject to provision of conciliation mentioned above, the Internal Committee will proceed with an inquiry after giving opportunity of hearing to both parties and maintaining confidentiality

Note: Ref *Annexure F* for inquiry procedure flow chart

12. Enquiry procedure:

Upon receipt of the complaints regarding SH, the Internal Committee shall initiate inquiry procedure within a period of 7 days

- i. Internal Committee shall issue a show cause notice calling upon the Respondent to show cause within a period of 7 days from the date of receipt of the notice.
- ii. On receiving the response from the Respondent, it is forwarded to the Complainant
- iii. Both parties are given opportunity to depose before the inquiry committee and present their list of witnesses and evidences (if any) witness deposition and cross examination is recorded and read over to them and signatures are obtained of the deposing parties

- iv. All material submitted during the inquiry and also the recording of the deposition shall be shared to each of the parties
- v. Inquiry shall be completed within 90 days from the date of registration of the complaint
- vi. The inquiry submits findings report and deliberates on recommendations with CC of IC within 7 days of inquiry completion
- vii. Inquiry report with recommendations is handed over to the DA by IC chairperson within 3 days of receiving the inquiry report
- viii. Disciplinary Authority (DA) to implement action within 30 days of receipt of inquiry report

13. Closure Process:

Inquiry report should contain findings and also recommended action.

Upon receipt of the inquiry report the DA shall take necessary action within 30 days of receipt of the report.

- i. If allegations against the Respondent have been proved and IC has recommend action, Disciplinary Authority shall take action.
- ii. If the recommendation is to impose major penalty, then the Core Committee shall advise issue of second show cause notice to the Respondent enclosing copy of the inquiry report. On receiving the response, the final conclusion on the recommended action is shared with the DA for implementation. DA will implement action as per the service conditions
- iii. Copies of the inquiry report shall be furnished to both the parties.
- iv. The decision/outcome shall be documented in the service records of the Respondent
- v. If either Complainant or Respondent does not respond/appear before the IC on being summoned for inquiry, the IC is vested with powers to close the case ex parte after issuing at least 3 summons

14. Action During the pendency of the Inquiry

During the pendency of the inquiry, on a written request made by the complainant, the Committee may recommend to the concerned HR the following:

- i. Transfer the complainant or the Respondent to any other workplace
- ii. Grant leave to the complainant for a period of three months / inquiry period which is in addition to the regular leave
- iii. Witnesses who are deposing before inquiry shall be granted leave/OD on the day of the inquiry in addition their regular leave Counselling support if required
- iv. Counselling support will be provided to the concerned if it is required

15. Recommended actions

Those found guilty will be subjected to disciplinary action in accordance with the service conditions / standing orders.

Recommendations can include single or a combination of actions listed below:

- Counselling
- Censure / warning letter
- Financial penalty:
 - Withholding of increment
 - Deduction from salary
 - Lowering of performance ratings
 - Financial recovery
- Suspension for a given period
 - Transfer
 - Demotion
 - Withholding of promotion
 - Separation from Company

- Repeat offence will attract higher penalty including dismissal
- Any other penalties which deem fits
- Multiple actions (combination of some of the above) can also be recommended simultaneously

16. Malafide case

- This policy provides redressal in the event of sexual harassment to all its employees in the interest of justice and fair play. However, if on investigation, it is found that the complaint was raised with a malafide intention to malign the Respondent or tarnish the reputation of the person in the company or to settle a personal/ professional scores, the company may take strict action against the complainant and initiate appropriate disciplinary action against such person in line with service conditions.
- Lack of evidence to support complaint does not indicate a malafide intention.

17. Appeals and Alternate legal remedies

- The concerned parties can appeal / seek alternate legal remedies from court or other deemed authorities in accordance with the law as they deem fit if they are not in averment with the IC inquiry process, report findings or conclusion thereof.
- Nothing in this policy shall prevent the aggrieved person or the respondent from pursuing formal legal remedies or resolution through Govt. agencies or the courts of law of the country.

18. Protection against retaliation or Victimisation

- Titan forbids any form of retaliation against anyone who has reported or has cooperated in any investigation involving a reported case of SH
- The employee lodging the compliant, any person providing information or any witness will be protected from any form or retaliation. While dealing with the complaints of SH, the Committee shall ensure that the complainant or the witnesses

are not victimised or discriminated against by the Respondent/ other employees.

- iii. Any unwarranted pressures, retaliation, intimidation or any other type of unethical behaviour from the Respondent against the Complainant while the inquiry is in progress should be reported by the complainant to the Core Committee or the Zonal Committee.
- iv. As with complaints of harassment, this too will be treated as a misconduct and Titan will take appropriate action to prevent/ rectify the retaliation.

19. Confidentiality

Titan will exercise utmost care in ensuring confidentiality of the process, protection of the victim/harassed and treat the entire process with the dignity and merit it deserves.

All information received shall be kept confidential. Any person including the witnesses who breaches the confidentiality will be subjected to disciplinary action.

20. Documentation

The Committee shall keep complete and accurate documentation of the complaint, its investigation and the resolution thereof. Copy of The documents (final outcomes) shall be placed in the personal records of the concerned individual by HR and a copy maintained in the Ethics Office.

21. Dissemination of the Policy

A copy of this Policy shall be circulated amongst all the employees of the Company in appropriate local languages.

A copy of the policy shall be uploaded in the company website.

22. Amendment

Titan reserves the right to modify and amend the provisions of this Policy, so as to comply with applicable legal requirements, internal policies etc., as it deems necessary by Titan from time to time.

23. Annexure A

List of physical locations of Workplaces (retail stores, manufacturing and Office location details). Please refer: <https://www.titancompany.in/contact-us>

24. Annexure B

Some examples of Behaviours that constitute sexual harassment

Harassment includes unwelcome words, acts or displays. Any of the following behaviours which impacts an employee, will invite appropriate disciplinary action.

Verbal harassment includes:

1. Any taunting snide remarks based on sex (including pregnancy, childbirth or related medical condition), sexual orientation, gender identity, marital status or personal appearance.
2. Using abusive and offensive language or comments that put down people because of their sex or sexual orientation
3. Phone calls or messages on electronic mail or computer networks which are threatening, abusive or offensive to employees
4. Sexual messages, text, or images which may be perceived by the recipient as creating a hostile work environment
5. Suggesting or insisting that someone wear revealing clothing
6. Intrusive questions about sexual activity, tales of sexual exploits, comments about people's (women/men) bodies or intruding on the privacy of an employee
7. Repeated requests for sexual favours, sexual advances or repeated pressure for dates and social contact especially when person invited has refused/ignored similar invitations
8. Sexually suggestive comments, sexually coloured propositions, insults or threats
9. Telling lewd jokes about sex or sexual orientation
10. Singing or humming vulgar songs, ballads or words

Non-Verbal harassment includes:

1. Graphic descriptions of pornography including graffiti in the office premises
2. Displaying of books, photographs, paintings, films, pamphlets, packages, etc. containing 'indecent representation of women/ men', or
3. Material that is sexual in nature, sexist, sexually explicit is displayed in the workplace, circulated, or put in someone's workplace or belongings, or on a computer or on the internet or any other public display system in the work premises
4. Offensive gestures, staring, leering or whistling with the intention to insult or discomfort another
5. Even if not directly done to a particular individual, uttering a word, making a gesture or exhibiting any object with the intention that such words, gestures, or objects be heard or seen by an employee
6. Sounds, gestures or display of offensive books, pictures, cartoons, magazines, calendars; or derogatory written materials at one's desk or workplace
7. Viewing, showing or mailing pornographic posters, Internet sites, cartoons, drawings
8. Suggestive letters, phone calls, electronic instant messaging or e-mail messages

Physical harassment includes:

1. Intentional touching of the body, eg. Unwelcome hugs, kisses, brushing, fondling, pinching, patting etc.
2. "Accidentally" brushing sexual parts of the body
3. Any displays of affection which can make others uncomfortable or are inappropriate at the workplace even if the recipient welcomes it
4. Indecent exposure or coerced sexual intercourse
5. Use of technology to induce different remote sensations on the body including, but not limited to pain and sexual stimulation

6. Sexual assault or using criminal force to any woman or man, intending to outrage or knowing it to be likely that he/she will thereby outrage her/his modesty
7. Stalking during the course of work (coming to going from work)
8. Bullying (including physical assault) with sexual overtures; creating discomfort by discussing sexual orientation of an individual

The list is not an exhaustive list and is meant to serve as possible indicator.

Annexure C

INDICATIVE FORMAT FOR COMPLAINT

Date: _____

Name, designation & address: _____

of / victim(s) / aggrieved.

Name, designation & address: _____

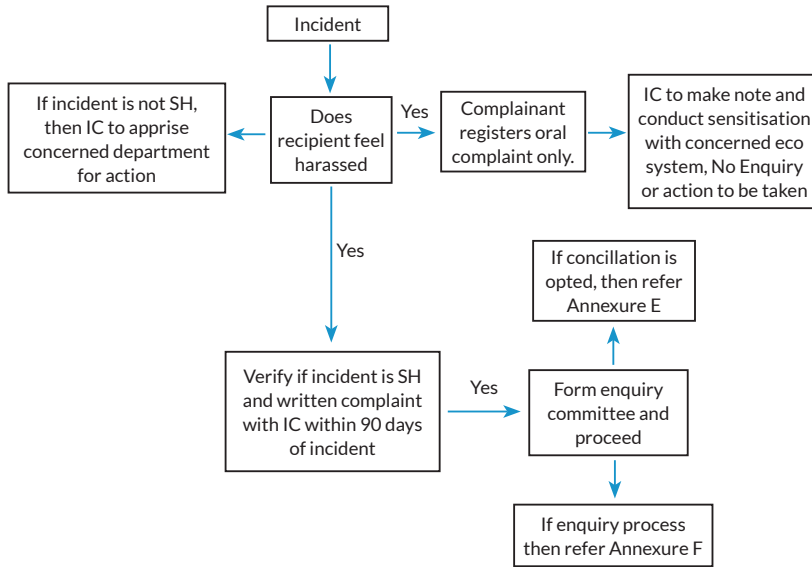
Of respondent(s)

Complaint: _____

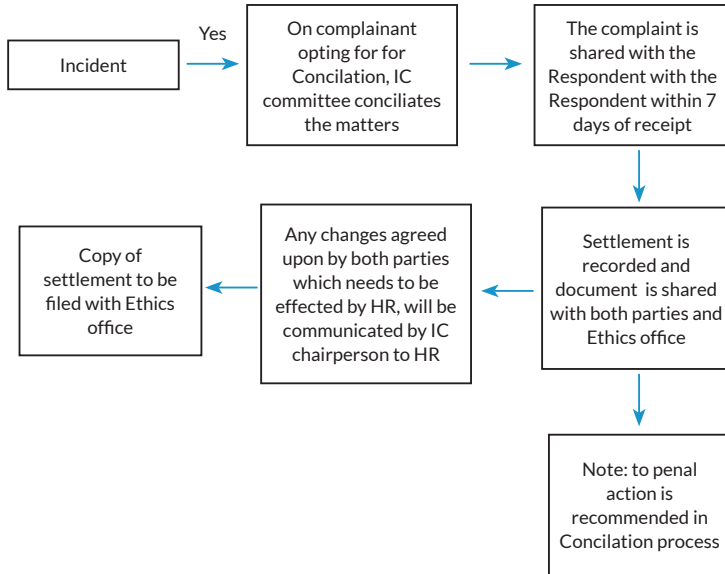
Signature:

Date:

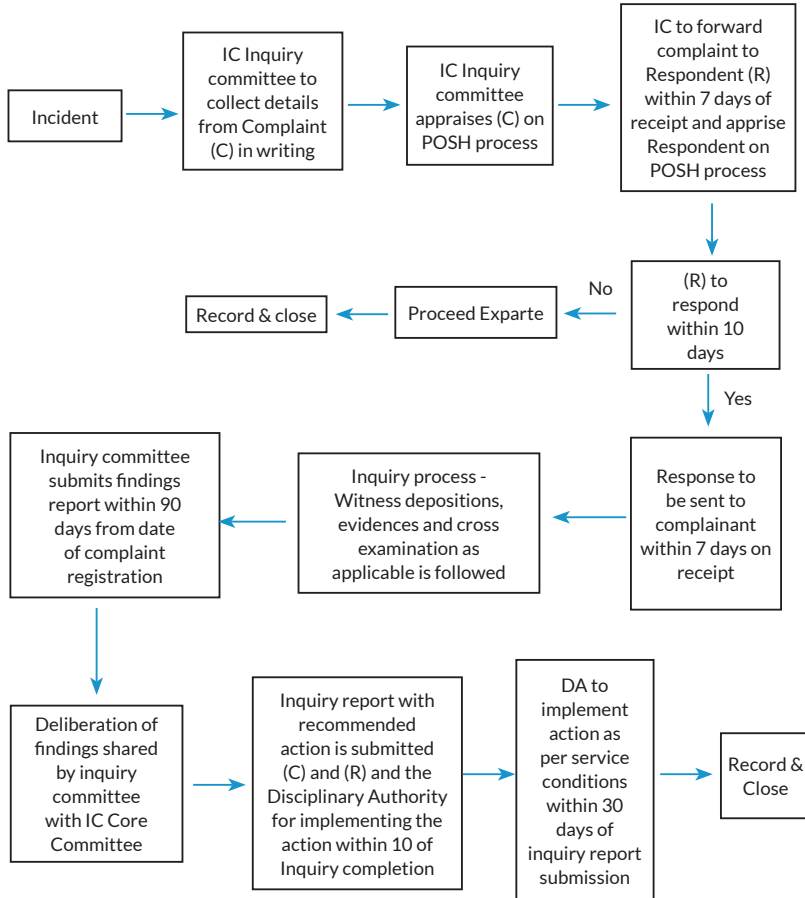
Annexure D - SH Complaint Registration Process



Annexure E - SH Complaint - Conciliation Process



Annexure F - SH Complaint Inquiry Process





Leading with Trust, Living by Values



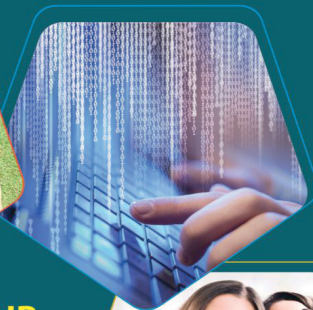
Pioneering

We will be **bold** and **agile**, courageously taking on challenges, using **deep customer insight** to develop innovative solutions.



Unity

We will invest in our **people** and **partners**, enable **continuous learning**, and build caring and **collaborative relationships** based on trust and mutual respect.



OUR VALUES



Integrity

We will be **fair, honest, transparent** and **ethical in our conduct**; everything we do must stand the test of public scrutiny.



Excellence

We will be **passionate** about achieving the **highest standards of quality**, always promoting **meritocracy**.



Responsibility

We will **integrate environmental** and **social principles** in our businesses, ensuring that what comes from the people goes back to the people many times over.



Registered Office: #3 Sipcot Industrial Complex, Hosur - 635126
Corporate Office: Titan Company Limited, "INTEGRITY", No.193, Behind D Mart, Veerasandra, Electronics City PO, Off Hosur Main Road, Bangalore - 560100.

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