THE RIGHT WAY AT

TITAN COMPANY





GOVERNING POLICIES ON ETHICAL CONDUCT AT TITAN COMPANY LIMITED

Version : 3.0

English

August 2026

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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: I*ntegrity, 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 TCOC 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)

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 am happy to introduce you to the third version of the governing policies (ver 3.0) which has been refreshed based on stakeholder feedback and benchmarking.

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 misdemeanors 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 with 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 during 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

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

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

Governments

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

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

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 stakeholders of the Company

1. Employees - Off roll and on roll
2. Business Associates
3. Vendors
4. Board members

3. Responsibility

It's the responsibility of the Chief Ethics Counsellor, Head Ethics Management, 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 periodically, the updated version of the TCoC and the Governing Policies on Ethical Conduct for all employees through the HR portal, posters, booklets etc. for the employees to familiarize themselves with.

4.2 Every individual who joins the company (on roll) will be given an induction on the TCoC and Governing Policies and will be required to sign the declaration form and the same will be filed in the personal files.

1. 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.

2. 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 localized communication by ethics counsellors on a need to have basis. Ethics Month celebrations is another annual event which spotlights the RIGHT WAY communication across the Company. Leadership team members are present in all these sessions to ensure role modelling and to respond to queries and clarifications.

3. The Right Way E-Learning module (available on rightway.titan.in portal) is an annual reaffirmation to be submitted by every employee mandatorily.

4. Titan will use various survey mechanisms to gauge the employee understanding and obtain feedback on the ethics communication such as Tell ME and LBE survey, and will act upon the findings.

5. 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 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. For example: Information Security Policy and Data Privacy Policy is driven by the IT function. Details of these are available on the myHR portal.

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 enable them in better governance of their own organizations.

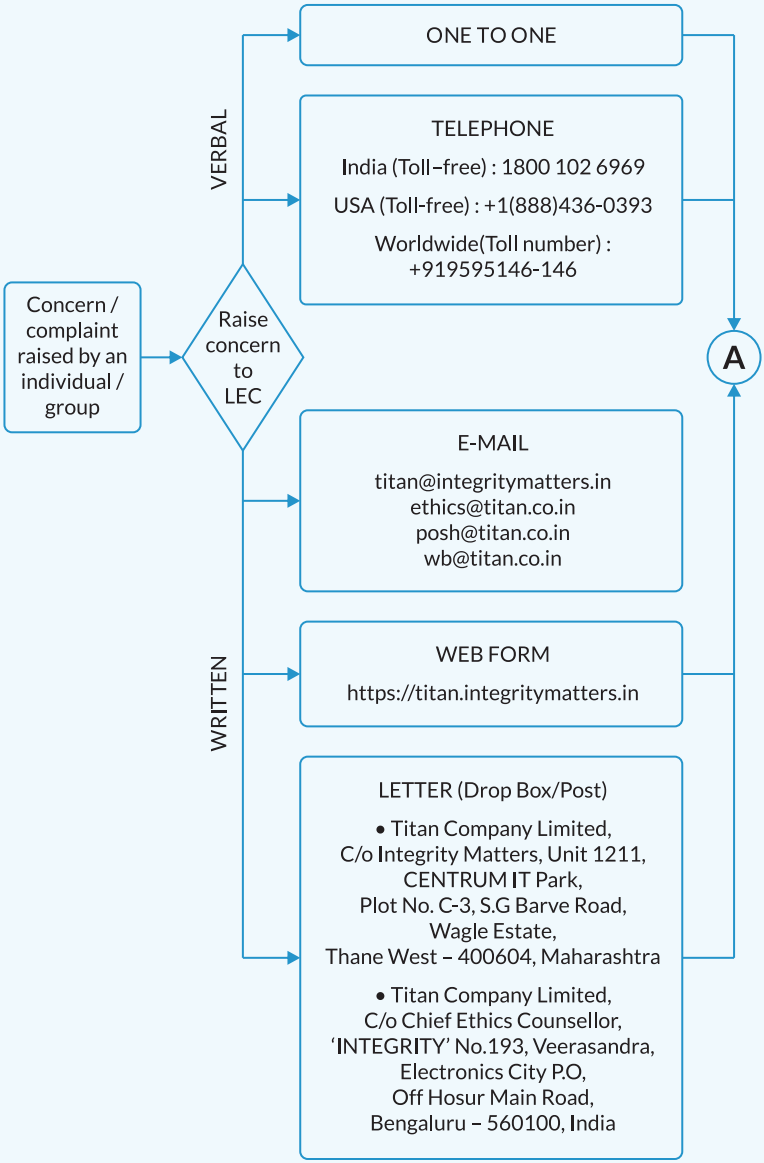
This includes conducting awareness sessions, training identified people as ethics champions and guiding them to deal with issues should they arise. It may however be noted that while Titan strives to communicate, and make the associates aware, the primary ownership of implementation of these policies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

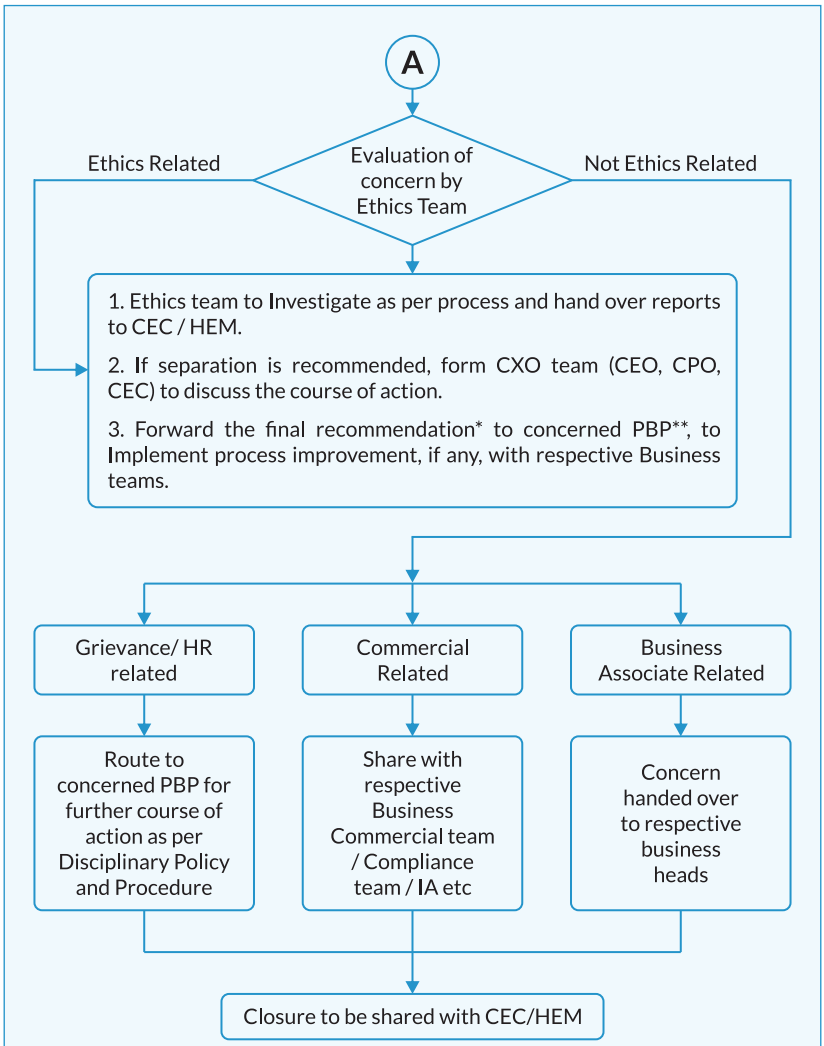
As a good practice, Business Associates / vendors and their employees are invited to theater cascades, business meets where RIGHT WAY communication is deployed. Titan also conducts a curated communications session for special groups on the policies and their redressal. (Ex: House Keeping etc.)

While complaints relating to associates or vendors are received on the company's redressal channel, the same will be transferred to the employer (vendor / Business Associates) to address and close appropriately.

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

PROCESS FOR LOGGING IN A CONCERN
TITAN COMPANY LIMITED





***The final recommendation** – recommended actions as per guided by consequence matrix (includes guidelines of standing orders / HR disciplinary process). Consequence matrix is a confidential internal document referred by Ethics Office / HR

** **Concerned PBP** – All closures recorded are to be maintained in HR personnel files and closure to be updated to Ethics office.

CEC : Chief Ethics Counsellor
PBP : People Business Partner
HEM : Head Ethics Management
LEC : Local Ethics Counsellor
CEO : Chief Executive Officer
CPO : Chief People Officer
IA : Internal Audit

Policy on Gifting and Hospitality (Including corrupt acts)

1. Background and purpose

This policy governs the gifts that are given or received by the employees of Titan. It is applicable to gifts within the organization as well as between professional connections made on behalf of the organization. The purpose of this policy is to establish uniformity in the gifting culture within the organization and restrict any conflicts of interest. This policy is to be read in conjunction with the clause on COI and other policies such as ABAC that may be introduced from time to time in the Tata Code of Conduct (refer Annexure 1).

The Chief Ethics Counsellor 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 categories of employees , associates and vendors of Titan.
- This policy covers receipt and offering of gifts and hospitality.
- The following gifts are **excluded** from this policy.
    - Corporate Sponsorships: The Company may pay to be associated with an event, project, organization, program or institution.
    - Company led events: Company-approved large-scale events or international meetings conducted as part of an official business program where hospitality or arrangements are formally organized, funded, or approved by the Company such as BAM.
    - Employee Recognition/Group gifting: Gifts given as part of company events, awards, or recognition programs that are pre-approved or sanctioned by the organization such as long service, group gifting where all participants receive similar

gift or other work-related achievements. These may include vendor/associate meets, TBEM assessors, department outbounds etc.

- Charitable Donations: Contributions made on behalf of the company to charitable organizations.
- A gift exchange event among colleagues (example Secret Santa), with predetermined limits and expectations and approvals from concerned managers as per SOA.
- Promotional Gifts: Items such as stationery, pens, diaries, etc. that bear the logo or company name, provided these have no significant monetary value, less than **₹500** or **USD 10/-** (or equivalent in local currency).
- Gifts, mementos or gift hampers to customers: Gifts given to customers during appropriate times (e.g., holidays or events or under any program run by management).
- Gifts given or received (by guests or hosts) - refer section 5

3. Key Terms

- **Gift:** A gift is anything of value and would encompass any gratuitous monetary or non-monetary benefit. It includes tangible items such as cash, precious metals and stones, jewellery, art, and any of their equivalents, but also intangible items such as gift cards, discounts, services, loans, favours, special privileges, advantages, benefits and rights that are not available to the general public.
- **Hospitality:** The term "hospitality" would include any form of travel, hotel, vacations, trips, food, drinks, entertainment, tickets to sporting or music events, outings, theatrical events, awards or ceremonies etc.
- **Conflict of Interest:** A conflict of interest could be any known transaction, relationship or service engaged by an employee and his/her immediate family/relatives, which may cause concern (based upon an objective determination) that the employee could not or might not be able to fairly perform his/her duties to the company. (Refer policy on Conflict of Interest – including when a gift is taken or given)

- **Kickback:** Kickbacks are typically payments made in return for a business favour or advantage.
- **Bribery:** Offering, giving, receiving, or soliciting anything of value to influence business decisions, actions, or outcomes. May include, but are not limited to, gift cards, tickets to sporting, music or cultural events, meals, travel or lodging, use of vehicles or vacation facilities, or job offers.
- **Corrupt Acts:** Any act of dishonesty or unethical conduct, including the abuse of power for personal gain, fraudulent practices, or favoritism.

4. General Principles

Occasions for Gifting: Titan does not permit the soliciting of gifts or hospitality. Gifting/hospitality is permitted only if such gift/hospitality does not create the appearance (or an implied obligation) that the giver is entitled to preferential treatment, an award of business, better prices, improved terms of sale or service etc. The circumstances under which gifts might be given or received directly or indirectly fall into various categories.

A few illustrative examples included

- Gifting on festive occasions such as Diwali, Christmas or New Year or on special occasions such as a wedding or an anniversary.
- Gifts in recognition of a professional contribution made by the recipient, such as certain important milestones or recognizing a dedicated employee (eg. long service award)
- Gifts on the occasion of a terminal event such as a transfer, super annuation or on cessation of employment.
- Gifts during visits to Vendor/Business Associates location.
- Gifts in recognition of a professional contribution, such as delivering lectures, taking sessions, becoming chief guest or panel members. Any money received would be treated in the same way as given in the Honorarium policy.

When attending vendor events, meetings, or functions, employees do so as representatives of the Company. Accordingly, any gifts, meals, or hospitality

exchanged must be in accordance with the limits and principles set out in this policy or any other related guidelines.

- Please note that some of our products are vulnerable for routine gifting Ex: watches

We should completely avoid the same especially with external officials who may be involved in certain decision making and circumstances around those times. If one has to give it should be done in a transparent manner with the approvals of highest authority in that function

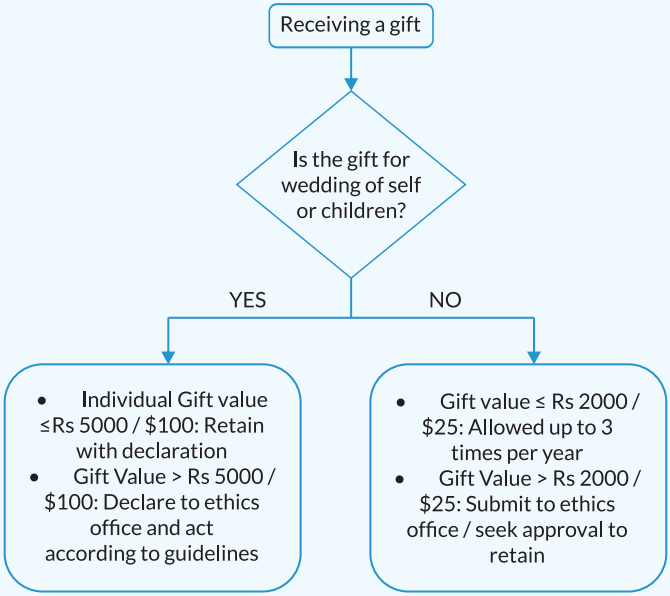
5. Guidelines on Receipt of gift from Associates (refers Business Associates and Vendors)

- **Where gift is valued up to INR 2,000 or USD 25 (or equivalent in local currency), a recommended practice is, recipient employees must disclose and declare the gift.** An employee may receive maximum of three (3) gifts in a financial year, regardless of who gives them, unless approved by the CEC.
- **Where gift value is greater than INR 2,000 or USD 25 (or equivalent in local currency), employee must declare and deposit the same to the Ethics office.**
- Lavish dining, fine-dining experiences, luxury venues, or high-value hospitality funded by vendors are not permitted, regardless of amount, frequency, or occasion.
- In circumstances where participation in a business associate/ vendor-supported event is deemed necessary for business, and/or bulk booking arrangements are made by the vendor for accommodation and meals, the employee should obtain prior approval from HOD or above, who may consult with the Chief Ethics Counsellor or the Managing Director before according his / her approval.
- Unless by official invite, family members or persons not directly related to the relevant business project should not join these trips/ events.
- Employees must use good judgment in determining the value of any gifts/entertainment received. If it is unclear, consider

contacting a store or checking online, for similar items or checking with supervisor. Any meal or hospitality that could create an actual or perceived obligation, influence, or conflict of interest must be declined or pre-approved by the Ethics Office

- Employees are expected to exercise sound judgment in retaining such gifts, particularly where the associate or vendor is within their direct reporting, influence, or decision-making chain, and consider returning or surrendering such gifts where appropriate or occasion such as direct family functions like wedding etc.
- Guidelines to retain the gift: If employee wishes to retain any gift of value more than the permitted limit , the gift is to be declared along with value. On approval from the Ethics team, the full amount of the value to be submitted to the Ethics fund and gift maybe retained (not more than 3 times / year)
- All declarations should in line with disclosure and approval requirements under this policy (refer section 7).

Figure 1: Guide on Receiving gift



6. Guidelines on offering Gifts to any third party by Titan employees

The company's representatives shall not indulge in any form of influencing external authorities in order to receive a favour while acting on behalf of the company. The primary intent should be to affirm the relationship in the most professional manner.

There are occasions where gifts may be given such as festivals, weddings, certain important milestones.

- An employee should not offer on behalf of the Company:
    - gifts in the form of money, alcohol, cash
    - gifts to family members of a supplier, customer, or other business partners
    - gifts or hospitality if there is a likelihood that it could be seen as 'bribery'
    - gifts to government officials, unless formally approved by CEC or the MD
- Reasonable and bona-fide expenses on hospitality (such as transportation, meals and hotel expenses) that are directly related to the business/operations of the Company, promotion and demonstration or explanation of products or services of the Company are permissible and in line with company applicable policies.
- **Gifts of value up to INR 5000/- or USD 100/- (or equivalent in local currency) may be given a maximum of one gift per financial year to one receiver on special in-frequent occasions such as wedding, anniversary or culturally important occasions, etc.**
- All gifts must be pre-approved by respective HOD and above, who may consult with the CEC or the Managing Director before according his / her approval.

7. Disclosure and Approval

- Employees must report all gifts received, its nature, estimated

value and the identity of the sender to their supervisor as well as the Ethics department for transparency and record-keeping by filing the form: me.titan.in > Quick links > Gift declaration form within 07 days of receiving the gift.

- It is employee's responsibility to retain supporting of every gift disclosure made.
- For retaining the gift, employee should seek approval from CEC or Head Ethics Management. The permitted gift value limit is not deductible or adjustable. Employees cannot keep a high-value gift by paying the difference (unless if its of sentimental value). For any retention of gift of higher value, full amount to be credited to the Ethics fund after due declaration.

8. Positive assurance

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

- Constant and regular communication from Ethics office to all workforce on key occasion/festivals to desist offering or receiving gifts.
- Recognition of individuals who declare gifts received, as a note of appreciation
- Such items declared and submitted will be auctioned and the resultant proceeds utilized for a good cause by the Company.

9. 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:

1.1 Cash or gifts with an individual or family members or associates

1.2 Inflated commissions

1.3 Fake consultancy agreements

1.4 Unauthorized rebates

1.5 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 expense
- Other significant favours viz. services provided directly

10. Corrupt Acts

- 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, including possible termination of services will be taken in line with the service conditions of employment.
- 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.

- 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.
- Any exceptions to the policy must be justified by a documented explanation and pre-approved by the CEC.

11. Related Policies for reference

Section	Policy
Clause 24-28	Tata Code of Conduct
Section 1-3, Section 5	Whistle Blower Policy
Section 2	Guidelines for receiving Honorariums
Section 5	Conflict of Interest Policy

12. Annexure 1 – Tata Code of Conduct clauses related to Conflict of Interest

Clause	*Description*
Section D, Clause 11	*Business gifts and hospitality are sometimes used in the normal course of business activity. However, if offers of gifts or hospitality (including entertainment or travel) are frequent or of substantial value, they may create the perception of, or an actual conflict of interest or an 'illicit payment'. Therefore, gifts and hospitality given or received should be modest in value and appropriate, and in compliance with our company's gifts and hospitality policy.*
Section G, Clause 4	*We shall ensure that any gifts or hospitality received from, or given to, our suppliers or service providers comply with our company's gifts and hospitality policy.*

13. Annexure 2 – Scenarios of acceptable and prohibited gifts / entertainment

Prohibited gifts / entertainment :

- *Cash, bank transfers, UPI transfers*
- *Gift cards, vouchers, prepaid cards*
- *Loans, advances, or personal financial help*
- *Anything offered before/during/after a decision (contracts, approvals, audits, renewals)*
- *"Thank you" gifts post-deal from vendors/partners*
- *Expensive electronics, jewellery, watches*
- *Discounts not available to others*
- *Preferential access or treatment*
- *Gifts from Vendors/associates where employee has decision-making authority or commercial influence or audit/control responsibility*
- *Employees should generally avoid giving gifts to their managers, supervisors, or anyone in a position of authority. This helps maintain professional boundaries and avoids the appearance of favouritism or undue influence*
- *Gifts given in the form of services or other non-cash benefits e.g., a promise of employment, travel tickets, use of car, hotel bookings, airline travel or overnight accommodation, etc.*
- *Entertainment intended to obtain or retain business, influence a decision or secure an improper advantage is never appropriate. E.g: Lavish, excessive or extravagant meals, parties, travel or events during or immediately before a tender, quotation, negotiation, vendor selection, contract renewal or other sensitive business decision, Adult entertainment, Gambling, betting, casinos or entertainment involving illegal activities.*

Acceptable gifts / entertainment:

Articles of edible nature for festive occasions, such as Diwali, Christmas or New Year.

- *Articles of use in an office such as Diaries, pens, calendars, small merchandise, table clocks, stationery, memento, desk accessories customised with the gifting company's logo in item.*
- *Group gifts or pooling together for a single gift for a colleague is usually more acceptable than individual gifts (Ex : During weddings or general functions)*
- *Employees may keep money or prizes won in a lucky draw conducted ethically, legally, and transparently as part of a company event/ business associate event (e.g., a holiday party or a team-building exercise). However, the same must also be disclosed to the Ethics office.*
- *Hospitality/entertainment is reasonably related to a legitimate business purpose (e.g., business discussions over a meal) and does not create the appearance (or an implied obligation) to preferential treatment, an award of business, better prices etc. e.g: Working lunches or dinners, Refreshments served during business meetings, company-sponsored events, product launches or business networking events.*

14. Reporting

Any deviation from the policy must be promptly reported to the Ethics team through:

Ethics Helpline

- India (Toll–free) : 1800 102 6969
- USA (Toll-free) : +1(888)436-0393
- Worldwide(Toll number) : +919595-146-146
- E-Mail: titan@integritymatters.in or ethics@titan.co.in

15. FAQs

1. Can I accept gifts from vendors or business associates?

Yes, but only within limits and with proper disclosure. Anything that may influence business decisions must be avoided.

2. What is the maximum value of a gift I can keep?

- *Up to* ***₹2,000****: Can be accepted but must be declared*
- *Above* ***₹2,000****: Must be deposited with Ethics Office or pay the value of the gift to the company to retain the same.*

3. How many gifts can I receive in a year?

Maximum ***3 gifts per financial year****, unless special approval is obtained, irrespective of gift giver.*

4. Can I keep a wedding gift received from a vendor or associate?

Yes. Employees may retain a wedding gift received from a vendor or associate if the value of the gift does not exceed ***INR 5,000 or USD 100 (or equivalent in local currency)*** *per gift and the gift is related to* ***their own wedding or their child's wedding****.*

5. Does this policy apply to gifts received for any family member's wedding?

No. The exception applies only to gifts received for:

- *Your own wedding, or*
- *The wedding of your child.*

6. What should I do if a wedding gift exceeds INR 5,000 or USD 100?

Any wedding gift that exceeds ***INR 5,000 or USD 100 (or equivalent in local currency)*** *must be* ***declared and deposited to the Ethics Office*** *in accordance with company policy.*

7. *What gifts are strictly not allowed?*

- *Expensive items (electronics, jewellery)*
- *Gift which could be obligatory in nature*

8. *Can I accept hospitality like meals, travel, or events?*

- ***Normal business meals may be allowed***
- ***Lavish or luxury hospitality is not allowed** without approval*

9. *Do I need to declare all gifts?*

*Yes. All gifts must be **declared within 7 days** to the Ethics Office.*

10. *Can I give gifts to clients or vendors?*

Yes, but

- *Must be **modest***
- *Within **₹5,000 limit per year per person***
- *Requires **prior approval***
- *In future if a formal policy is declared by the company, then that will over ride this*

11. *Can I give or receive cash gifts?*

*No. **Cash or cash equivalents are strictly prohibited**.*

12. *Are gifts to government officials allowed?*

*No, **unless formally approved by senior leadership (CEC/MD)**.*

13. *What should I do if I'm unsure about a gift?*

- ***Do not accept immediately** Check with your **HOD or Ethics Office** before proceeding*

Policy guidelines against Financial Misdemeanors

1. Introduction:

Titan Company Limited ("Titan" or the "Company") has well-laid standard operating processes and practices to manage financial transactions– commercials, 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 Misdemeanors shall be dealt with by the Company.
Few examples of violations are listed below. However, these may not cover all Misdemeanors, 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. Misdemeanors 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, especially misusing customer information etc. for transactions in violation of Data Privacy Act, soliciting payments in personal accounts under pretext of system failure etc.

3. Inquiry, Closure & Appeal

Any such Misdemeanor 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 in line with consequence matrix / Disciplinary procedure manual 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.

7. FAQs

1. ***What is considered a financial misdemeanor?***

   *Any act that causes **financial loss or reputational damage** to the company or involves **breach of integrity**, such as fraud, misuse of assets, or policy violations.*

2. ***What are some examples of financial misconduct?***

   - *Theft or unauthorized use of company assets*
   - *Fake reimbursement claims (travel, medical, etc.)*
   - *Misuse of customer data or loyalty points*
   - *Selling non-approved products for personal gain*
   - *Violating commercial processes leading to loss*
   - *Violations of regulatory obligations*

3. ***Who can report a financial misconduct?***

   Any employee(permanent, temporary, interns, apprentices), associate, vendor, customer or stakeholder can report in confidence.

4. ***Will I be protected if I report an issue?***

   *Yes. The company ensures **protection against retaliation, victimization, or harassment** during and after the investigation.*

Policy on conflict of interest

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.

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*)

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	• 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'. • 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.
Outside employment / Financial interest in a third party	• 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/sub-contractor/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 which may conflict with core responsibilities.

Note: *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 and necessary approvals obtained 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.

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. Responsibilities

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 -> Employee policies -> Disciplinary Policy and Procedures
Social Media Policy	me.titan.in -> policies-and-notifications -> Employee policies-> Social Media Policy
Employee – Franchisee / Vendor Business Relationships	me.titan.in -> policies-and-notifications -> Employee policies -> Employee Franchisee Business Relationships
Employment of Employee's children	me.titan.in -> policies-and-notifications -> Employee policies-> Employment Opportunities for Employee's Children
Related Party Transactions	Available with company secretary's office

10. Appendix

Appendix – 1: Examples of possible scenarios of conflict-of-interest situations

(Not limited to the following)

- *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.*
- *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**

11. Reporting

Any deviation from the policy must be promptly reported to the Ethics team through:

Ethics Helpline

- India (Toll–free) : 1800 102 6969
- USA (Toll-free) : +1(888)436-0393
- Worldwide(Toll number) : +919595-146-146
- E-Mail: titan@integritymatters.in or ethics@titan.co.in

12. FAQs

1. What is a Conflict of Interest (COI)?

A COI occurs when personal relationships, financial interests, or external activities interfere or appear to interfere with an employee's ability to act in the best interest of the Company.

2. Who does this policy apply to?

- *All employees (permanent, temporary, interns, apprentices)*
- *Contract employees*
- *Consultants, vendors, and business associates*
- *Any person interacting within Titan workplaces*

3. What are common examples of COI?

- *Hiring or influencing decisions involving friends or family*
- *On boarding vendors who are relatives in personally supervised business*
- *Having financial interest in a supplier/customer for personal gain*
- *Accepting money or benefits from business partners*
- *Working part-time with a competing or related business*

4. *Do I need to disclose a conflict even if it is only potential?*

Yes. Employees must disclose both actual and potential conflicts immediately upon becoming aware of them.

5. *How do I disclose a Conflict of Interest?*

- *Upload COI declaration form (sample in appendix 2)*
- *Seek approval from CEC or CPO*

6. *When should I disclose a COI?*

- *At the time of joining / onboarding*
- *Whenever a new conflict arises*
- *When there is a change in an existing disclosure*

7. *Can I have outside employment or financial interests?*

Only if it does not conflict with company interests and is disclosed and preapproved.

8. *What happens after I disclose a conflict?*

The company may:

- *Restrict your role in decision-making*
- *Reassign responsibilities*
- *Ask you to remove the conflicting interest*
- *Apply other mitigation measures*

9. *What are the consequences of not disclosing a COI?*

Non-disclosure may result in disciplinary action

10. *What should I do if I am unsure whether a situation is a conflict?*

- *Pause and do not proceed with the activity*
- *Seek guidance from CEC/CPO before acting*

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.

Note: *This policy to be read in conjunction with the Company Secretary guidelines (Advisory on External Engagement) that has been communicated to all senior management team members, and HR guidelines / service conditions on concurrent employment*

3. FAQs

1. What is an honorarium?

An honorarium is a ***payment (cash or equivalent)*** *received for participating in external activities such as lectures, panel discussions, training sessions, or conferences.*

2. In what situations can I receive an honorarium?

As representative of the organization and as a subject matter expert, where an employee is participating in the following (not limited)

- *Delivering lectures at educational institutions*
- *Speaking at conferences or events*
- *Participating in panels or advisory bodies or similar*
- *Supporting external training initiatives*

3. *Do I need approval before participating in such external engagements?*

*Yes. **Prior approval from your HOD is mandatory** before representing the company externally.*

4. *Can I accept gifts along with honorariums?*

*Yes, but **gifts will be governed by the Gifting & Hospitality Policy**.*

5. *Do I need to declare the honorarium received?*

*Yes. All honorariums must be **declared to the Chief Ethics Counsellor (CEC)** for guidance.*

6. *How much of the honorarium can I retain?*

*You can retain **75% of the value**, and the remaining **25% must be deposited with the company**.*

7. *What if the engagement is ongoing or recurring?*

*If the association leads to **continuous honorarium payments**, prior approval from the **Managing Director (MD) or CEC** is required, and the treatment of income will be decided accordingly.*

8. *Are there any conditions for approval?*

Yes, approvals are based on:

- *Employee's **competency and communication skills***
- ***Information security considerations***
- *Any **business or compliance risks***

9. *Does this policy apply to board sitting fees?*

*No. **Board or advisory sitting fees for senior management are handled separately** by the MD in consultation with the Board.*

10. *What is my responsibility when representing the company externally?*

You must:

- *Maintain the **company's image and professionalism***
- *Comply with all **ethics, confidentiality, and policy requirements***
- *Ensure transparency through **disclosure and approvals***

Whistle Blower Policy

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. 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 the 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. “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.

a. ”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.

b. Associates means business associates, suppliers or vendors of the company “Code” means the Tata Code of Conduct.

c. ”Company” refers to Titan Company Limited.

d. “Insider Trading Code” means Company’s Code of Conduct to Regulate, Monitor and Report Trading by Insider as adopted pursuant to amendment in SEBI (Prohibition of Insider Trading) Regulations, 2015.

e. “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.

f. “Protected Disclosure” means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

g. ”Subject” means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

h. “Whistle Blower” means an Employee/Associate making a Protected Disclosure under this Policy.

3. Scope

a. 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. 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.

c. 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

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. 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. 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 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. 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.

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

Chairman - Board Audit Committee (Titan Company Ltd.,),
28/2, Friends Colony (West), New Delhi - 110 065.
E-Mail: wb@titan.co.in

Ethics Helpline

- India (Toll–free) : 1800 102 6969
- USA (Toll-free) : +1(888)436-0393
- Worldwide(Toll number) : +919595-146-146
- E-Mail: titan@integritymatters.in

b. 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. 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. 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. 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. The Whistle Blower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. While anonymous disclosures will not be entertained, as it would not be possible for it to interview the Whistle Blowers. The company will still treat with utmost confidence any Whistle blower / ethical complaint that comes from anonymous source or seeking protection. Any anonymous Whistle blower or ethical complaint will be reviewed by CEC and tracked on the severity, quantum, level of person, location etc. A fact finding will be done and basis of the outcome the MD/Board will update on the next course of action including investigation and take forward accordingly.

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. 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.

b. The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.

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. 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.

c. 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. 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. 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. 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.

d. The investigation If the company decides based on the case complexity, to go with the third party for investigation, for the same will have to be ratified Board Ethics Committee / CPO and Company secretary.

e. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure. 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. 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. 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).

f. Any other Employee/Associate assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

g. 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. 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.

h. 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.

8. 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.

9. Reporting

- Any deviation from the policy must be promptly reported to the Ethics team through:

  Ethics Helpline

  - India (Toll–free) : 1800 102 6969
  - USA (Toll-free) : +1(888)436-0393
  - Worldwide(Toll number) : +919595-146-146
  - E-Mail: titan@integritymatters.in or ethics@titan.co.in

- 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. As required from time to time a quarterly disclosure to the BEC and also Stat auditors shall also be done.

10. 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

11. 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.

12. FAQs

1. What is the purpose of the Whistle Blower Policy?

*To provide a **safe and transparent mechanism** for employees and associates to report **unethical behavior, fraud, or violations** of the Code of Conduct.*

2. Who can report a concern under this policy?

- *All employees (permanent, temporary, interns, apprentices)*
- *Contract employees*
- *Consultants, vendors, and business associates*
- *Customer*
- *Any person interacting within Titan workplaces*

3. What type of issues can be reported?

You can report:

- *Fraud or financial misconduct*
- *Violation of company policies or laws*
- *Insider trading concerns*
- *Unethical or improper behavior*

4. What is a "Protected Disclosure"?

*A **good-faith report** made with information that indicates **misconduct or unethical activity.***

5. How can I report a concern?

- *Submit a **written complaint***
- *Send to:*
  - *Chief Ethics Counsellor (ethics@titan.co.in)*
  - *Audit Committee Chair (wb@titan.co.in)*
  - *Ethics management (titan@integritymatters.in)*
  - *Provide **clear, factual details***

6. Can I report anonymously?

The company will still treat with utmost confidence any Whistle blower / ethical complaint that comes from anonymous source or seeking protection

7. Will my identity be kept confidential?

*Yes. The company ensures c**onfidentiality of the whistle blower's identity**, to the extent permitted by law.*

8. What happens after I report a concern?

- *Initial review is conducted*
- *If valid, a **formal investigatio**n is initiated*
- *Findings are reviewed and action is recommended*

9. Will I be protected from retaliation?

Yes. The company strictly prohibits:

- *Harassment*
- *Victimization*
- *Demotion, termination, or discrimination against whistle blowers or supporting individuals*

10. What if someone makes a false complaint?

*If a complaint is found to be **malicious or knowingly false**, disciplinary action may be taken, and repeated misuse can lead to disqualification from reporting.*

Policy on Prevention of Sexual Harassment at Workplace (POSH)

1. Introduction

Titan Company Limited (hereinafter referred to as the Company) is committed to providing a safe, respectful, and inclusive workplace that is free from all forms of sexual harassment. This policy ensures that all employees, regardless of their gender, are treated with dignity and that complaints are handled in a fair, confidential, and timely manner.

Sexual Harassment is a form of workplace harassment of a sexual nature that affects the dignity of individuals at work. It is essential that each employee treats their colleagues/stakeholders/ vendors/ business associates with respect and realizes that their behaviour will be attributed to the company and can affect its reputation.

This Policy provides for Prevention, Prohibition, and Redressal Mechanisms against Sexual Harassment at the Workplace. The provision of this policy is Gender Inclusive and thereby will address Sexual Harassment meted out to all categories of employees and aggrieved persons.

The **Prevention of Sexual Harassment at Workplace Policy (POSH Policy)** has been drafted in accordance with the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (Law) as applicable in India. This Policy includes the principles of the Tata Code of Conduct and the Sexual Harassment of Women at Workplace (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 the details at **HR Portal** : me.titan.in)

2. Applicability and Purpose

The Company aims zero-tolerance attitude towards any kind of sexual harassment caused by any employee, consultant, contractor, vendor, or any person formally associated with them towards any other person, being an employee of the Company or that of its partner, client, vendor,

or contractor in the premises of TITAN or any other workplace of the Company.

The Policy is meant to

a. Promote a healthy work environment and take preventive measures to advocate a harmonious and respectful workplace

b. Prohibit and prevent acts of sexual harassment at the workplace where such behaviour amounts to misconduct as per this Policy

c. Provide for an effective Complaint and Redressal mechanism

3. Definition

a. **Act:** Prevention of Sexual Harassment of Women at Workplace (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 person of any gender and in case of more than one aggrieved person , all or any one or more of them

d. **Respondent:** Employee/s against whom a complaint is filed under this policy

e. **Disciplinary Authority:** Chief People Officer (HR Head).

f. **Employee:** AAll 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 Titan website link)

g. **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

h. **Hostile Work Environment:** IIs 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

i. **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. Senior Woman employee will be assigned as the Acting Presiding Officer for that particular matter.

j. **Sexual Harassment:** Includes any one or more of the following **unwelcome behaviour** (whether directly or by implication) such as:

   i. Physical contact and advances
   ii. A demand or request for sexual favour
   iii. Sexually coloured remarks
   iv. Showing pornography
   v. 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.}***

k. **Workplace**

   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. Physical or digital space when an employee is connected to work, even if it is from home.
   iii. Any social, business, or other functions where the conduct or comments may have an adverse impact on the workplace or workplace relations.
   iv. An alleged act of sexual harassment committed during or outside of office hours using any mode of communication including electronic communication.
   v. Any place visited by employee or arising out of or during employment with Company, including transport services if provided by Company for undertaking such journey.

vi. The entire period of to and from work when on official duty, whether in company own premises or an employee in a client or associate's space.

l. **Victimization/ Retaliation:** Any adverse action by an individual, groups of individuals against individuals who have, 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 the workplace.

ii. The following conduct, amongst other circumstances if it occurs or is present in relation to or connected with any act or 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 to his / her employment

d. Any humiliating treatment that may affect a person's health or safety while at work with specific sexual references or innuendoes.

e. Any conduct that interferes with work or creates an intimidating or offensive or hostile working with specific sexual ref/ innuendos

Note 1: Sexual Harassment is not specific to any gender or from any specific gender – it could be Male to Female, Female to Male, Male to Male, or Female to Female or Male/Female to Transgender. Each one must exercise their own good judgment to avoid engaging in conduct that may be perceived by others as Sexual Harassment. In all the above cases, it is not the intention of the person behaving but the impact on the person who is subjected to such behaviour that will matter

Note 2: Any complaint or allegation involving a child/minor shall be dealt with in accordance with the applicable provisions of the Protection of Children from Sexual Offences Act, 2012 and the procedures prescribed there under, and shall not be dealt with solely under this POSH policy.

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 the contract. Titan Policy against Sexual Harassment would not apply to them/ their employees. The partner entity, as per law must adopt the principles of POSH Act and constitute their own IC committee and adhere to the stipulated guidelines on prevention, prohibition and redressal.

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 workplace.

g. Provide appropriate medical and counselling facilities at the Employee Assistance Program.

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 the implementation of this policy.

i. Any individual who is aware of Sexual Harassment or sexually offensive conduct has a duty to report and/or appear as a witness if necessary in the Inquiry conducted by the Committee members

ii. 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.

iii. 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.

iv. 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 Company to address the requirements of this Policy.

1. **Core Committee (CC)**

    a. Core Committee is the central committee which will manage and advise all Sexual Harassment related issues across the Company.

    b. 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.

    c. At least 50% of the members will be women. Including the chairperson

    d. The tenure of members including chairperson is for a of 3 years. Extension of tenure will be reviewed by the appointing authorities, as applicable.

2. **Zonal Committee (ZC) of the Company**

    a. Zonal Committee shall be set up at the Company's units/ regional/ area offices to cater to its regional employees in retail, manufacturing, and offices to handle the complaints/SH issues locally

    b. As per the existing infrastructure, there shall be adequate number of (currently 14) such Zonal Committees. This will be updated as the company grows. These Zonal committees will represent a group of locations / stores in a given region

    c. Each Zonal Committee will consist of not less than 3 members and shall be headed by a woman. The Zonal Committee at manufacturing units will also have a representative from the unionised employees.

    d. ZC members are selected by the Core Committee, and the list shall be updated from time to time.

    e. The tenure of members is for a maximum of 3 years. The same members can be re-notified for another term/s as required.

3. **Joint Complaints Committee**

In cases where the Company and other agencies that are contractually bound receive a complaint of Sexual harassment at the workplace, which involves two 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 that 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**

a. Framing policy and guidelines

b. Plan & Implement the policy

c. Preparing and executing preventive measures

d. Conducting awareness programmes

e. Selection and formation of Zonal Committee

f. Case deliberations

g. Chairperson of CC will be responsible for forwarding the Inquiry report to the Disciplinary Authority (DA) and ensure implementation of action

h. To hold quarterly Core committee meetings with objective to review and update on action taken by the Committees

i. 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

j. Ensure compliance of the requirement of Companies Act regarding POSH

k. Co-ordinate with Central & State Women's Commission on issues pertaining to POSH as appropriate

B. **Powers & duties of Zonal Committee**

i. Zonal Committee will lead the local awareness programmes

ii. Adopt and execute preventive measures

iii. Coordinate or participate in inquiries and ensure closure of inquiries on the complaints of SH

iv. Provide inputs to the IC from time to time on matters related to policy updates

C. **Duties of Internal Committee**

a. The Committee is responsible for ensuring that the mechanism for registering complaints is safe, accessible and conducted with the due sensitivity necessitated by the situation.

b. The members of the Committee shall be cognizant of the complaints about sexual harassment, conduct inquiries diligently, provide aid & redressal to Aggrieved Persons, recommend penalties and take necessary action against the Respondent.

c. The Committee shall nominate members, recommend new policies and provide suggestions as applicable.

d. Receive and address complaints of sexual harassment and inquire into complaints in detail.

e. Assist Complainant in filing the complaint, in case the Complainant is unable to do so.

f. Inquiry shall be a priority for the Committee members.

g. Ensure quorum of minimum 03 (Three) members is met during all Inquiry meetings, with mandatory presence of the Chairperson/Presiding Officer at all Inquiry meetings. Atleast one meeting per quarter.

h. Follow the principles of natural justice and treat the Complainant, Respondent, witnesses, and related persons to the Inquiry with dignity and respect and give both the Complainant and the Respondent a fair opportunity to make their submissions. All members of the Committee shall be acting without any prejudice or bias while conducting inquiries or dealing with complaints of sexual harassment in any other manner.

i. Make efforts to ensure that the Complainants and the witnesses are not further victimized or discriminated against while the complaint is pending.

j. Document in detail all the Inquiry proceedings and the Inquiry report.

k. Refrain from talking about a potential, pending, or completed case of sexual harassment to any member directly or indirectly connected to any form of media

l. Where such conduct amounts to a specific offence under the Bhartiya Nyaya Sanhita (Indian Penal Code) or under any other law, the appropriate committee shall initiate action in accordance with the law by making a complaint with the appropriate Government authority.

m. Read and acquaint themselves with the Policy and attend trainings on this subject matter including whatever practical court rulings on the subject matter.

n. In the event, the complaint does not fall under the purview of sexual harassment, or the complaint does not mean an offence of sexual harassment, forward the same to the respective HR.

o. Recommend appropriate action to the employer / CHRO/CPO basis the Inquiry committee findings

D. **Removal of Internal Committee Members**

A member of the Internal Committee shall be removed/replaced if the member:

a. breaches confidentiality;

b. has been convicted for an offence or an Inquiry into an offence under any law for the time being in force is pending against them;

c. has been found guilty in any disciplinary proceedings or a disciplinary proceeding is pending against them;

d. has abused their position as to render their continuance in office prejudicial to the public interest; and/or,

e. any vacancy created in the Internal Committee due to cessation of employment, resignation, death, disability or

removal, as applicable, shall be filled by a fresh nomination by the Company in accordance with its guidelines and in conjunction with provisions of Law (where applicable).

10. Complaints: (Ref *Annexure* C for format)

i. Any aggrieved person who is subjected to any sexual harassment at the workplace may report to the CC or ZC in writing within 90 days of the date of the incident; and in case of a series of incidents, within 90 days from the date of the last incident.

ii. In cases where the complainant cannot submit the complaint in writing, assistance can be given to the person to submit it 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** or **posh@titan.co.in** or ethics helpline **titan@integritymatters.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 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

Upon receipt of a written request from the aggrieved person, the Internal Committee may initiate a resolution.

a. **Conciliation:**

i. Before initiating Inquiry, on written request of the complainant steps may be taken to settle matter between the parties through conciliation.

ii. Monetary settlement cannot be made the basis of such 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. **Inquiry:**

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: Refer ***Annexure F*** for Inquiry procedure flow chart

Should at any stage the complainant would withdraw / drop the complaint, the company IC / Inquiry committee at its discretion may terminate the Inquiry as POSH after understanding the reasonable explanation and getting convinced. However, the IC/Ethics office is liable to redress the complaint as misconduct and further recommend full investigation and take action on the outcome has deemed fit, including treating it as misconduct.

12. Inquiry Procedure

Upon receipt of the complaints regarding SH, the Internal Committee shall initiate the Inquiry procedure within a period of 7 days. In case there is a delay, Internal Committee may document the reason for the delay in the Inquiry Report.

i. The 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. 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.

iii. On receiving the response from the Respondent, it is forwarded to the Complainant

iv. Both parties are given the opportunity to depose before the Inquiry committee and present their list of witnesses and evidence (if any). Witness deposition and cross-examination is recorded and read over to them, and signatures are obtained of the deposing parties.

v. All material submitted during the Inquiry and also the recording of the deposition shall be shared with each of the parties.

vi. Inquiry shall be completed within 90 days from the date of registration of the complaint

vii. The Inquiry submits a findings report and deliberates on recommendations with CC of IC within 7 days of Inquiry completion

viii. The findings report is sent to the complainant and respondent seeking acknowledgement and providing opportunity for submitting any further evidences/ seeking clarifications.

ix. On receiving the acknowledgement, Inquiry report with recommendations is handed over to the DA by IC chairperson within 3 days of receiving the Inquiry report

x. 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. In the event, either parties refuse to acknowledge or accept the Inquiry report, the HR/HEM will send a mail communication to record closure of the case.

v. The decision/outcome shall be documented in the service records of the Respondent

14. Action During the pendency of the Inquiry (Interim Relief)

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 the Inquiry shall be granted leave/OD on the day of the Inquiry in addition to their regular leave, and Counselling support if required

iv. Counselling support will be provided to the concerned if it is required; the concerned party can contact the Employee Assistance Program

15. Recommended actions

Those found guilty will be subjected to disciplinary action in accordance with the service conditions / standing orders. The disciplinary action recommended to be recorded in the personal files of such individuals. 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
- Where required/ applicable the IC will also refer and take inputs from Disciplinary procedure manual and standing orders before conclusion

16. Malafide/ Malicious or False Complaint

If on Inquiry, it is revealed that the complaint was made with a malicious intent and with the motive of maligning the Respondent/tarnishing their image or otherwise and/or to settle personal/professional scores, strict action will be recommended by Internal Committee against the Complainant. Hence, in case Internal Committee arrives at a conclusion that allegation against the Respondent is malicious or Complainant has made the complaint knowing it to be false or has produced a forged or misleading document, POSH Committee may recommend to the Company to take an action against the Complainant as specified above and as applicable in disciplinary procedures / standing orders.

17. Appeals and Alternate legal remedies

a. 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

b. Nothing in this policy shall prevent the aggrieved person or the respondent from pursuing formal legal remedies or resolution through Government. agencies or the courts of law of the country.

18. Protection against retaliation or Victimization

i. Titan forbids any form of retaliation against anyone who has reported or has cooperated in any investigation involving a reported case of Sexual Harassment.

ii. 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. Complainant or Respondent during the course of investigation should not reach out the Internal Committee members, except the chairperson should it so require only to seek guidance on the Inquiry procedure.

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.

Examples for retaliation – demotion, denial of leave, social isolation at workplace, undue negative performance review, intimidating behavior-post complaint.

Both parties are to respect the authority of the IC committee and maintain decorum through the Inquiry. Any instance found where IC members are harassed, offered bribes or tried to be influenced by Complainant or Respondent or witnesses will be recorded. Such actions attract advisory

note to DA to issue warning letters. Such acts may go against the individual be used as evidence by the IC.

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 redressal proceedings 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*

6. *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.*

Annexure C – Format of Compliant

SEXUAL HARASSMENT COMPLAINT FORMAT (INDICATIVE)

General Information

Full Name	
Employee ID	
Career Level	
Job title	
Work location	
Name of the Respondent (Person against whom the allegations are being raised)	
Email id, contact details of the Respondent	

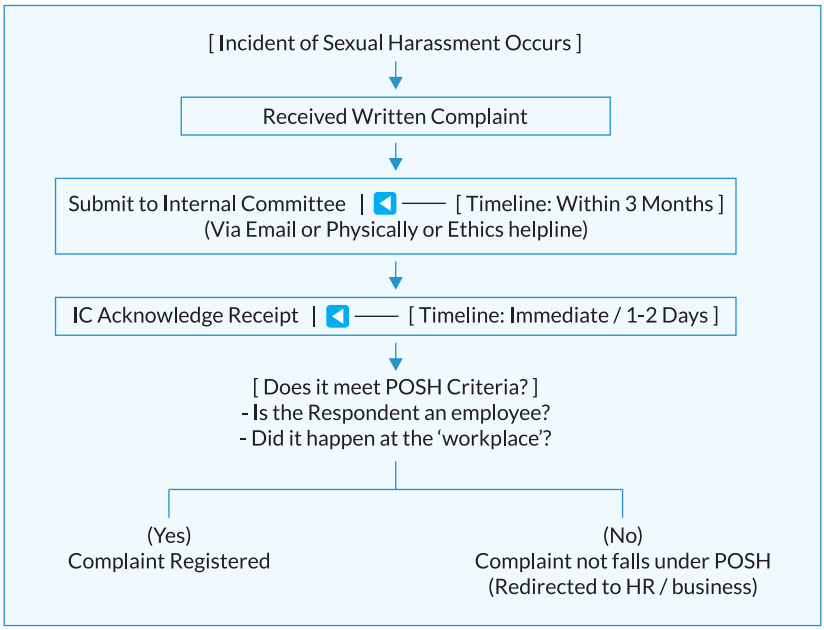
Describe each incident of sexual harassment separately and with as much details as possible. In case complainant are unable to recollect exact date and time, include approximate dates/time of the day (For ex: morning/evening/night) to the best of your recollection.

Please add as many rows as required.

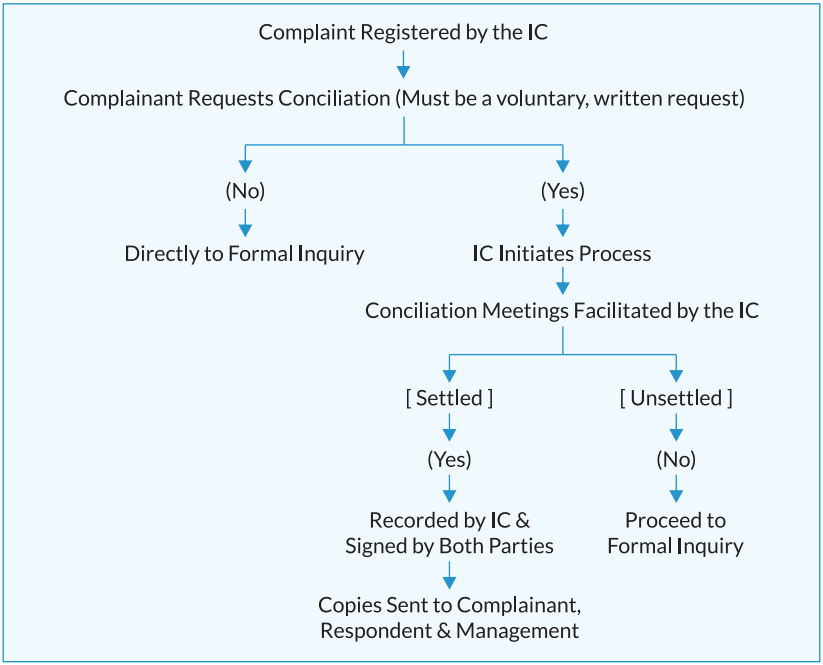
Sl. No.	Incident of sexual harassment	Date/ Time	Place of incident	Name of Witnesses (if any)	Supporting documents

Please note that the Internal Committee (IC) notified under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013 [POSH Act] will initiate redressal proceedings as laid down under the POSH Act and Rules.

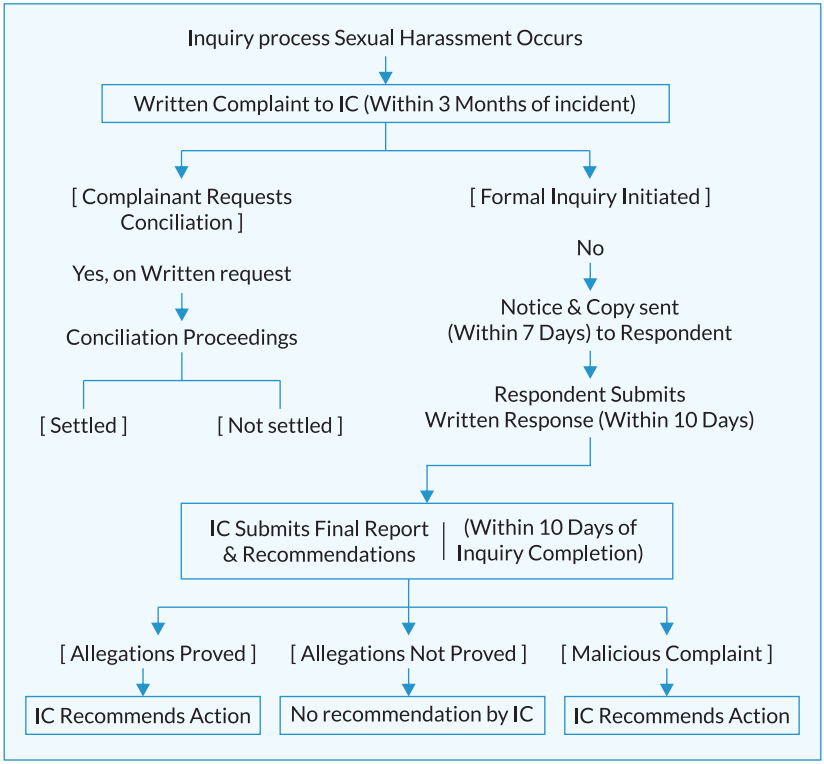
Annexure D - POSH Complaint Registration Process



Annexure E - Conciliation Process



Annexure F - Inquiry Process



Related Policy	*Link*
Tata Code of Conduct	*me.titan.in -> policies-and-notifications -> Tata Code of Conduct -> Dignity and Respect*
Equal Opportunity & Anti-discriminatory policy	*me.titan.in -> policies-and-notifications -> employee policies -> Equal Opportunity & Anti-discriminatory policy*
Company Event Etiquette	*me.titan.in -> policies-and-notifications -> employee policies -> Company event etiquette*
Conflict of Interest Policy	*Section 4 and 5*
Standing Orders/ Factories Act	*Available with respective factory HRs*

25. FAQs

1. What is the objective of the POSH Policy?

*The policy aims to provide a **safe, respectful, and inclusive work-place** free from sexual harassment and ensure complaints are handled fairly, confidentially, and promptly.*

2. Who does this policy apply to?

It applies to

- *All employees (permanent, temporary, interns, apprentices)*
- *Contract employees*
- *Consultants, vendors, and business associates*
- *Customers*
- *Any person interacting within Titan workplaces*

3. What is considered sexual harassment?

*Sexual harassment includes any **unwelcome behavior of a sexual nature**, such as:*

- *Physical contact or advances*
- *Requests for sexual favours*
- *Sexually coloured remarks*
- *Showing pornography*
- *Any verbal, non-verbal, or physical conduct of a sexual nature*

4. Is the POSH policy gender-specific?

The policy is gender-inclusive and applies to all genders (male, female, transgender).

5. What constitutes the "workplace" under this policy?

Workplace includes:

- *Offices, factories, stores, warehouses*

- *Work-from-home/digital environments*
- *Business trips, events, transport*
- *Any location connected to employment*

6. What should an employee do if they experience harassment?

- *Submit a* **written complaint within 90 days** *of the incident*
- *Email via:* ***posh@titan.co.in / ethics@titan.co.in / titan@intergritymatters.in***
- *Or approach HR/Manager/Ethics Counselor/Committee*

7. Can someone else report an incident?

Yes. Any employee aware of sexual harassment can raise a complaint, after the fact-finding process, if found will act as a witness to complaint.

8. What is the Internal Committee (IC)?

A formal body responsible for:

- *Receiving complaints*
- *Conducting inquiries*
- *Recommending actions*

It operates via:

- *Core Committee (central)*
- *Zonal Committees (regional)*

9. What is the process after a complaint is filed?

- *Complaint acknowledgment*
- *Option for* ***conciliation (if requested)***
- *Formal Inquiry within 7 days*
- *Inquiry completion within* ***90 days***
- *Report submission and action implementation*

10. *What is conciliation?*

A voluntary resolution process:

- *Initiated only on complainant's written request*
- *Cannot involve monetary settlement*
- *Ends the case if successfully resolved*

11. *What interim relief are available during the Inquiry for Complainant?*

- *Transfer (complainant or respondent)*
- *Special leave with pay (up to 3 months)*
- *Counseling support*

12. *What actions can be taken against the respondent if found guilty?*

Hights----Possible disciplinary actions include:

- *Warning or counseling*
- *Salary deductions or increment withholding*
- *Demotion or suspension*
- *Termination from employment*

13. *What happens if a complaint is false or malicious?*

If proven malicious:

- *Action will be taken against the complainant*
- *Same disciplinary provisions may apply*

14. *Is confidentiality maintained?*

*Yes. All proceedings and information are treated **strictly confidential**, and breaches invite disciplinary action.*

15. *What is the safeguards against retaliation?*

The company strictly prohibits any form of:

- *Retaliation*
- *Victimization*
- *Intimidation against complainants or witnesses*

But if in violation individual will be warned or case will be dissolved in extreme situation

16. What if the issue involves a third party (vendor, contractor, business associates)?

Third parties must have their own POSH mechanisms. Titan can:

- *Provide guidance and support*
- *Extend training support, if needed*

17. Can employees approach legal authorities?

Yes. The policy does not restrict employees from seeking:

- *Legal remedies*
- *Court intervention or government support*

18. What are employees' responsibilities?

Employees must:

- *Maintain a respectful workplace*
- *Avoid inappropriate behavior*
- *Report incidents when aware*

19. How should employees behave after a POSH Inquiry is completed?

After a POSH Inquiry, all employees are expected to ***maintain professionalism, confidentiality, and respect for all involved****.*

- ***Do not engage in gossip or speculation*** *about the case, outcome, or individuals involved*
- ***Respect confidentiality****—sharing details of the case is a violation of policy*
- ***Avoid discussing the matter casually****, even if you are aware of some information*
- ***Do not judge, isolate, or form opinions*** *about either the complainant or respondent*
- ***Continue to maintain a respectful and inclusive work environment***

Code of Conduct at Titan

I acknowledge that I have received, read and understood the Governing Policies on Ethical Code of Conduct at Titan Company Limited. I agree to abide by the Code of Conduct and related policies of Titan Company Limited. I am also made aware of the overall Tata Code of Conduct.

I understand that as an employee/stakeholder of Titan Company Limited, I am required to comply with the policies and guidelines described therein and failure to do so may subject me to disciplinary action, up to and including termination and, if applicable, to criminal or civil proceedings.

I understand that if I have a concern about violation or a potential violation of the Code of Conduct, I must promptly report the same to the Chief Ethics Counsellor / Local Ethics Counsellor or to ethics@titan.co.in failing which, I may also be treated as a party to the case if reported by others.

In case I have any concern pertaining to the Code of Conduct or related policies, I will get the same resolved with the Chief Ethics Counsellor / Ethics Counsellor Internal Complaints Committee of Titan Company Limited.

Signature: ..... Date: .....

Employee Name: .....

Employee Number: ..... Department: .....

Location: .....

.....

.....

Please submit this declaration to your local HR / Ethics Counsellor.

Note

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.



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.

TITAN COMPANY

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

Toll-Free Number for recording your concern: **18003099740.**
www.titancompany.in