

Annexure 1 – For Employees: Section D Clause 24 to 28 of the Tata Code of Conduct 2015 (TCOC)

All employees (including associates, contractors and consultants) shall always act in the company's best interests and ensure that any business or personal association including close personal relationships which they may have, does not create a Conflict of Interest ('COI') with their roles and duties in the company or the operations of the company. Further, employees shall not engage in any business, relationship or activity, which might conflict with the interest of the company.

An employee may have conflict of interest due to personal relationships, financial interest in a third party (Competitors/Value-chain partners), Outside employment/External mandate, etc. In case of any of the conflicting situations, the following guidelines should be adhered to:

1. All new joiners in the company should submit a Conflict of Interest disclosure to HR.
2. All employees irrespective of their tenure at the company should submit a disclosure to HR, as soon as they become aware of any potential Conflict of Interest related to them.
3. Employees who have submitted a Conflict of Interest disclosure in the past should submit a fresh disclosure in case there is 'any material change' related to the said disclosure or there is any 'additional' Conflict of Interest situation.
4. If the employee needs clarification on whether Conflicts of Interest exist in a particular situation or not, the employee must discuss it with the Reporting Manager/HR Manager/ Local Ethics Counsellor / CEC to determine whether it is so and, how it could be mitigated.
5. While clarification on the matter is being sought as per point 4 above, the employee should avoid taking part in any activity described in the Conflict of Interest disclosure.
6. In case, he has to take part in a conflicting transaction, he shall take approvals as per the table below.

S. No	Types of Conflict of Interest	Approval Required *
1	Personal Relationship	CHRO
2	Financial Interest in third party (Competitor/ Business Partner/ Vendor)	CFO
3	Outside employment/External mandate/involvement in social causes independently or through an entity	CHRO

*The approvals shall be communicated along with suitable mitigation measures.

If there is a failure to make the required timely disclosure and the company management becomes aware of an instance of Conflict of Interest that ought to have been disclosed by an employee, the management could take a serious view of the matter and may take suitable disciplinary action.