

# **RESPONSIBLE VALUE CHAIN PARTNER CODE OF CONDUCT**

## 1. Introduction

1.1. Tata Advanced Systems Limited, its JVs and Subsidiaries (hereby referred as “TASL” or “Company”) are committed to conducting their business in an ethical, legal, and socially responsible manner., and in line with the [Tata Code of Conduct](#). The Company consider its value chain partners to be an integral part of their business and believes that a reliable and sustainable supply chain is critical for a responsible and efficient organisation. **The Responsible Value Chain Partner Code of Conduct** (hereby referred as “Code”) outlines the Company’s expectations for Value Chain Partner Code of conduct in relation to ethics, labour and human rights, health and safety, environmental protection, and management practices

1.2. This Code is a revised version of the erstwhile Tata Advanced Systems Limited – [Supplier Code of Conduct](#)

1.3. This **Code** outlines Company’s expectations from Value Chain Partner for upholding the Core Values and the key principles elucidated in this document

## 2. Applicability

2.1. This Code applies to the individual, business, company, corporation, architect, contractor, person, consultant, service provider or any other entity and their employees, agents and other representatives providing product or services to the Company, including but not limited to vendors, contractors, suppliers, subcontractors, consultants, agents, service providers, distributors, sales representatives, channel partners, intermediaries, and business partners (referred individually as “**Value chain partner**” and collectively “**Value chain partners**”).

2.2. This Code also applies to any subcontractor(s)/ value chain partner(s) to the Value Chain Partner, providing goods or services to the Value Chain Partner. The Value Chain Partner is fully responsible for ensuring compliance by any such sub-contractor(s) as if it were the Value Chain Partner itself.

## 3. Overview

TASL and its JVs’ value chain partners should strive to achieve the highest standards of ethics, business conduct, working conditions and environmental management. This Code also covers avenues for reporting concerns in event of a breach of the Code and accountability provisions. The Company reserves the right to amend or modify this Code to align with regulatory requirements or address critical areas with or without prior notice to the Value Chain Partners.

## 4. Principles of Responsible Value Chain Partner Code of Conduct

### 4.1. National Interest

- The TATA Group is committed to benefit the economic development of the countries in which it operates.
- Value Chain Partner shall operate in a manner which is contributing to the interests of the communities, in which it operates. Value Chain Partner shall conform to all applicable trade procedures, including licensing, documentation and other necessary formalities.

### 4.2. Compliance with Law and Ethics

- The Value Chain Partner shall always maintain the highest standards of ethical conduct and is expected to comply with all the applicable local, national, and multi-jurisdictional laws and regulations (broadly and collectively, the “Laws”) related to the conduct of its business.
- In case the standards mentioned in the Code differ from the legal requirements, the stricter of the standards prescribed in the Responsible Partner Code or the legal requirements shall apply.
- Value chain partners must ensure business integrity, honesty and professionalism while conducting business with TASL and its JVs.
- Value chain partners warrant to not engage in unfair trade practices in their dealings nor shall any information designated as confidential information be shared with any third parties.
- Value Chain Partner shall not offer nor accept bribes or obtain undue advantage by means of corruption, extortion or embezzlement.
- Value Chain Partner shall not engage in any activities that facilitate money laundering and/or engaging in transactions with individuals, groups or entities known to be involved in money laundering or terrorism or criminal activities.
- Value Chain Partner shall comply with applicable anti-trust Laws in the countries in which they operate.
- Value Chain Partner shall comply with applicable sanctions and trade restrictions imposed by the governments in the countries in which they operate. This would include and relate to restrictions on trade with embargoed countries, entities, or individuals, as well as restrictions on the use or transfer of certain technologies or products.

#### **4.3. Financial Reporting and Records**

- Documentation and record keeping are important to ensure accountability and transparency for service improvement. Value Chain Partner shall have processes for creation of documents and records to ensure regulatory compliance and conformity to this Code, with appropriate confidentiality measures to protect privacy.
- Value Chain Partner shall obtain, maintain, and keep current and valid business license and tax requirement as required under applicable laws and regulations.
- Any misinformation of the financial records by the Value Chain Partner which would have an adverse impact on TASL and its JVs would be regarded as a violation of this Code apart from inviting appropriate civil or criminal action under the relevant laws

#### **4.4. Anti-bribery and anti-corruption**

- Value chain partner shall not engage in any form of bribery or corruption, including offering, promising, giving, or receiving anything of value to obtain or retain business or gain an unfair advantage. Value chain partner shall comply with the applicable local or international anti-corruption laws and regulations.
- Value chain partner shall establish systems and processes to monitor and report on their compliance with applicable anti-bribery and corruption regulations, and promptly address and report any non-compliance as required under applicable laws. Value chain partner

shall conduct due diligence on their Value chain partners to ensure that they comply with anti-bribery and anti-corruption regulations.

#### **4.5. Gift, Hospitality & Donations**

- Value Chain Partner shall not offer or give, directly or indirectly gifts, hospitality, or other favors to employees, officers, directors, or anyone related to the Company that could influence or appear to influence business decisions or create a conflict of interest.
- However, promotional gifts e.g. items such as stationery, diaries, mugs, calendars, mouse mats or pens that bear the supplier name / logo, and that have no significant commercial value, may be given / accepted with full disclosure.
- Value Chain Partner shall never offer, directly or indirectly, any form of gift, entertainment, or anything of value on behalf of the Company to anyone including but not limited to government officials or customers, or their representatives to obtain or retain business; influence business decisions; and/or secure an unfair advantage.

#### **4.6. Conflict of Interest**

- The Value Chain Partner shall always act in the interest of the Company to ensure that any business or personal association which he / she may have does not involve a conflict of interest with the operations of the Company.
- A conflict of interest exists when personal or financial relationships or activities impair, or even appear to impair the ability to make objective and fair decisions
- Value Chain Partner shall avoid engaging in any activity that would create an actual or apparent conflict of interest that would impact their business transaction with the Company. In the event an actual or potential conflict of interest does arise, Value Chain Partner shall immediately report it to the Company.
- The Value Chain Partner shall not engage into a financial or any other relationship with TASL and its JVs' employee that creates any actual or potential conflict of interest for TASL and its JVs. All such conflicts, including potential conflicts, must be disclosed and not entered without proper authorization /sanction from the Business Unit Head and the chief financial controller/officer.

#### **4.7. Information Security and Data privacy**

- Value chain partner shall comply with applicable laws and regulations relating to information security and data privacy and ensure that their Value chain partners also comply with the law
- Value chain partner shall take adequate measures to protect any data that they may have access to, including customer data, financial data, and intellectual property.
- Value chain adhere to the Company data retention and destruction policies. They shall not retain data longer than necessary for the purposes specified in their contract and as per applicable law and shall securely dispose off data when it is no longer needed.

#### **4.8. Intellectual Property and Company Assets**

- The intellectual property and assets of TASL and its JVs shall not be misused by the Value Chain Partner. They shall be utilized judiciously for the purpose of conducting the business for which they are duly authorized.

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- Value chain partner is expected to take reasonable measures to protect the Company's physical and intangible assets like confidential and proprietary information, including trade secrets and other intellectual property.

**4.9. Third Party Representation**

- Value Chain Partners shall not be authorized to represent TASL and its JVs or to use the TATA/TASL brand/logo to further its interests without the written permission of TASL and its JVs.
- Value Chain Partners/ their Value Chain Partners, and their employees who are authorized to represent TASL and its JVs shall abide by the TATA Code of Conduct in their interaction with any third parties, and on behalf of TASL and its JVs, and shall sign a non-disclosure agreement to support confidentiality of information and adhere to terms thereof.

**4.10. Labour and Human Rights**

- Value Chain Partners must uphold the human rights of workers and treat them with dignity and respect.
- The Value Chain Partner shall provide equal opportunities to all its employees and all qualified applicants for employment without regard to their race, caste, religion, colour, ancestry, marital status, gender, sexual orientation, age, nationality, ethnic origin or disability.
- Value Chain Partners shall commit to congenial working environment for all its employees or their Value Chain Partners free from any threat, undue influence, coercion or harassment. Value Chain Partner shall adhere to all applicable labour regulations at all times including working hours, wages, benefits, leave and overtime. All work must be voluntary, and workers shall be free to leave work or terminate their employment with reasonable notice.
- Value Chain Partners shall mandatorily not employ children for employment or work. The minimum age for employment or work shall be 18 years of age.
- The Value Chain Partner is expected to recognize the principle of freedom of association and the right to collective bargaining

**4.11. Anti-harassment and Respectful Workplace**

- The Value Chain Partner shall always uphold the dignity of its employees, workers, contractors and shall work towards establishing and reinforcing a respectful work culture.
- Value Chain Partner shall prohibit harsh or inhumane treatment, violence, sexual harassment or abuse, corporal punishment, mental or physical coercion, bullying, verbal abuse, or any form of threat to their employees or workers or contractors.

**4.12. Health, Safety and Environment**

- Value Chain Partner agrees that sound health, safety and environment management practices are essential to maintain high standard and to promote economic and environmental sustainability of the business
- Value Chain Partners shall endeavour to eliminate physical hazards wherever possible. If a hazard cannot be eliminated or a safer substitute cannot be found, the next best approach is to use engineering controls to keep the hazard from reaching the workforce.

Where appropriate engineering controls are not possible, Value Chain Partners shall establish appropriate administrative controls such as safe work procedures, warning alarms and training as necessary.

- In order to foster a safe work environment, Value Chain Partner shall provide employees with appropriate workplace health and safety information, training and appropriate personal protective equipment.
- Value Chain Partners shall commit to reducing the environmental impact of their designs, manufacturing processes and waste emissions.
- Value Chain Partner shall adhere to all environment, health and safety laws applicable in their country and with appropriate protection standards. Value Chain Partner shall prevent the wasteful use of natural resources and be committed to improving the environment, particularly with regard to the emission of greenhouse gases, and shall endeavour to offset the effect of climate change in all spheres of its activities.
- Value Chain Partner shall adhere to all restrictions and abide by regulations in respect of any waste generated, monitor, control discharge of effluents so as to protect the environment and the community and prevent pollution by recycling & reuse of materials.

#### **4.13. Quality of Products and Services**

- The Value Chain Partner shall be committed to supply goods and services as per agreed upon and industry best quality standards, backed by after-sales & support services consistent with requirements of TASL and its JVs.
- The quality standards of the goods and services provided by the Value Chain Partner shall meet applicable national and international standards. Value Chain Partner products shall display adequate caution, health and safety information on its packaging and service Value Chain Partners shall display adequate health and safety warnings for their services.

#### **4.14. Value Chain Partners and Sub-Value Chain Partners**

- Value Chain Partners shall ensure that the approved sub-Value Chain Partners/ third-party agencies providing workers are compliant with the provisions of the Code and all applicable laws
- Value Chain Partners shall ensure that contracts for both direct and contract workers clearly convey the conditions of employment in a language understood by the worker.
- Value Chain Partner shall ensure that its employees have clean records and there are no pending charges against them

#### **4.15. Management Commitment**

- Value Chain Partners to establish or adopt a management system designed to ensure compliance with this Code and applicable laws and regulations, identify and mitigate related operational risks, and facilitate continuous improvement.
- The management commitment should contain the following elements:
  1. Company Statement: The Value Chain Partner shall ensure suitable communication on the principles highlighted in the Code to its employees, associates, subcontractors, and others involved in providing products and/or services to the Company.

2. Performance Objectives with Implementation Plans and Measures: The Value Chain Partner shall self-monitor and demonstrate its compliance with the Code. Value Chain Partner shall actively audit and manage their day-to-day management and share relevant reports with the Company upon request. The Value Chain Partner can be required to adopt a written code of conduct pertaining to performance standards, performance objectives, targets and implementation plans, including a periodic assessment of the Value Chain Partner's performance against those objectives
3. Audits and Assessments: Value Chain Partners agree that they and their sub-value chain partners shall comply with this Code and with applicable laws and regulations. Value Chain Partner shall have a process for timely correction of any deficiencies identified by an internal or external audit, assessment, inspection, investigation or review.

## **5. General**

- Event of Violation:
  - The Value Chain Partners are expected to adopt adequate processes in place to monitor their compliance with the clauses outlined in this Code. The Company may visit Value Chain Partner facilities with or without notice, to assess compliance with this Code.
  - If the Value Chain Partner does not comply with this Code, TASL and its JVs require that the Supplier implement a corrective action plan to cure the non-compliance within a specified time period. The time period so specified must be furnished in writing by the value chain partner. In case the Value Chain Partners fails to meet the correction action plan commitment, it may result in appropriate action including but not limited to suspension or termination of the relationship or existing contracts with the Value Chain Partner, including suspending placement of future orders
- Value Chain Partner shall not issue any statements or promotional contents to the press or social media or any other media service relating to the Company or its affiliates, or their operations and/or business and/or activities with the Company without explicit prior written permission from the Company.

## **6. Whistle-blower Protection and Anonymous Complaints**

- Company encourages its Value Chain Partners to raise concerns or make disclosures when they become aware of any actual or potential violation of Tata Code of Conduct, Responsible Partner Code or Laws and such concerns or disclosures may be submitted through the communication channels provided in its Whistle blower Policy or mail to [ethics@tataadvancedsystems.com](mailto:ethics@tataadvancedsystems.com) or [ethics@tasl.aero](mailto:ethics@tasl.aero). The Company assures that whistle-blowers raising concerns in good faith are protected from retaliation, whether within or outside the organization

## **7. Value Chain Partner Code of Conduct Compliance Commitment**

- The Value Chain Partner confirms receipt of TASL and its JVs' Value Chain Partner Code of Conduct and assures commitment to comply with it in letter and in spirit. Value Chain Partner confirms that TASL and its JVs has the right, upon reasonable notice to verify compliance of the requirements under this Code. TASL and its JVs encourages its Value Chain Partners to implement their own binding Code of Conduct. The Value Chain Partner

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agrees to encourage any of its sub-Value Chain Partner or provider of goods and services to comply with its obligations under this Value Chain Partner Code of Conduct and also understands that non-compliance with any terms of the Code will be deemed a breach and could lead to legal ramifications entitling TASL and its JVs to take actions against the Value Chain Partner including termination of association.

#### **8. Annual declaration**

- The Value Chain Partner may be required to issue an annual declaration in the form prescribed by TASL indicating continued compliance with the Code and provide such other details as may be prescribed.