



Consequence Management Framework for Employees and Value-Chain Partners

Framework Statement

Tata Motors Insurance Broking And Advisory Services Limited ('TMIBASL' or 'the Company'), having adopted the TCoC 2015, is committed to act professionally, fairly and with integrity in all its business dealings. Each employee is responsible for ensuring that his or her behaviour and actions, collectively, stay aligned to these values.

It is expected that all employees and Value-Chain Partners of the Company exercise necessary prudence, checks and balances before taking decisions. It is also for their responsibility to know the rules and regulations. Ignorance of existing processes is not an excuse for taking wrong decisions or indulging in wrong practices.

Purpose

The purpose of this Framework is to provide guidance by ensuring uniformity and transparency in consequence management of all TCoC violations reported. This Framework is to be read in conjunction with the TCoC, as amended from time to time.

TATA MOTORS INSURANCE BROKING AND ADVISORY SERVICES LIMITED

Corporate Identity Number U50300MH1997PLC149349

Composite Broker IRDA License No 375 Validity 13-05-2023 to 12-05-2026

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A sister Company of Tata AIA Life Insurance Company Limited and Tata AIG General Insurance Company Limited



1. Introduction

The following process will be followed to ensure uniformity and transparency in Consequence Management w.r.t. TCoC related violations.

- a) TCoC violations would be investigated predominantly by the Fact Finding Team (FFT) comprising of any senior executive or members including Ethics Champions, as per the decision of the Apex Committee and Ethics Counsellor (EC). The FFT or the investigator appointed by the Apex Committee and EC will suggest consequential action, in accordance with this Framework. The Functional / Department Head and the concerned HR Head will be apprised of the findings of the investigations along with the suggested consequential action, to initiate the same. In case of severe breach of TCoC , the matter would be escalated directly to the Apex Ethics Committee (AEC) for speedy action.
- b) The consequential actions as recommended by the Ethics Champions or AEC or the investigator appointed by the EC as the case may be, will be updated to the Audit Committee on quarterly basis.
- c) The investigation process shall be completed normally within 52 working days of the receipt of concern (45 + 7 working days for completion of investigation and completion of consequential action respectively). In cases with larger concerns or delay in the completion, the Audit Committee would be updated on the same at its meetings.

The guideline is released to ensure that the scope and consequence of the TCoC violation is known to all employees. The consequential actions listed in the Sections 3 & 4 of this Framework will be applicable in cases in which the allegation of TCoC violations get proved. These consequential actions shall be independent of the consequences provided in the applicable law.

Any employee or representative may confidentially report a violation to this Framework (actual or potential) by writing to designated Ethics Counsellors of the Company or email to “ethics@tmibasl.com” or using the channels mentioned in the whistleblower policy.

2. Definitions

a) Value-Chain Partners

Our “Value-Chain Partners” would include our suppliers, service providers, sales representatives, contractors, channel partners (including MISPs), consultants, intermediaries like distributors and agents and other business associates.

b) Concurrent employment / dual employment

This would mean accepting employment or a position of responsibility or running a business outside of employment with our Company, with or without remuneration, which could interfere with your ability to work effectively at our Company or create conflicts or lead to breach of confidentiality. However, taking assignments like teaching, working for social / philanthropic causes, etc. after making proper disclosure and obtaining approval, shall be acceptable provided these activities are undertaken in your own time, after completion of office work/assignments, without any kind of remuneration and/or incurring any costs for the same on Company’s account.

c) Conflict of Interest

A conflict of interest could be any known activity, transaction, relationship or service engaged in by an employee, his/her immediate family (including parents, siblings, spouse, spousal equivalent and children), relatives or a close personal relationship, which may cause concern that the employee would not or might not be able to fairly, independently or objectively perform his/her duties to our Company.



d) Bribery

Bribery includes offer, promise, giving, demand or acceptance of any undue advantage as an inducement for an action, which is illegal, unethical, or a breach of trust. Bribes often involve payments (or promises of payments) but also include anything of value – providing lavish / inappropriate gifts, hospitality and entertainment, inside information, or sexual or other favours; offering employment to a relative; underwriting travel expense; abuse of function; or other significant favours. Bribery includes advantages provided directly, as well as indirectly through intermediary like consultants, agents, distributors, dealers, subsidiary companies, etc. Kindly refer to the relevant provisions of Anti Bribery and Anti Corruption Policy in tis regard.

e) Corruption

Corruption includes wrongdoing on the part of an authority, or those in power, through means that are illegitimate, immoral, or incompatible with ethical standards.

f) Misappropriation of fund

It means wrongful use of assets or funds of the Company, causing personal gain to the perpetrator or wrongful loss to the Company.

g) Forgery

An act of making any false document or false electronic record or part of a document or electronic record, with intent to cause damage or injury, to any person, or to support any claim or title, or to cause any person to part with property, or to enter into any express or implied contract, or with intent to commit fraud or that fraud may be committed.

h) Performance Management Rating

It means rating given to an employee at the end of financial year for performance of his/her duties in the Company.

i) Immediate family

It will include parents, siblings, spouse, spousal equivalent / partner, and children (including step parents, step siblings; adopted children).

j) Relative or Close Personal Relationship

It will include family members and individuals like:

- Own Grandparents (including 'step')
- Spouse's Parents / Grandparents (including 'step')
- Daughter-in-law / Son-in-law / Brother-in-Law / Sister-in-Law
- Spouse's siblings
- Spouse's Brother-in-Law / Sister-in-Law
- Niece or nephew
- Uncle or Aunt
- First Cousin
- Grand-children (including 'step')
- Close friends or confidante

k) Supply of substandard material under false branding

It means false claim of being the manufacturer or dealer in proprietary items by any Value-Chain Partner to acquire order, causing financial loss to the Company.



3. Offences and Consequential Actions for Employees

Listed below are the types of TCoC violations and the suggested consequential action for the same:

S. No.	TCoC reference	Outcome of TCoC investigation	Consequential action	
			First Instance	Repeat Instance
1.	Our employees - Dignity and respect - Equal Opportunity Employer - Prohibited drugs and substances	Employee misconduct / mis-behaviour a) Examples of wrongful behaviour are: <ul style="list-style-type: none"> • Persistent instances of late coming to office beyond possible regularizations • Unauthorised absenteeism or proxy punching regarding employee attendance • Harassment in any form verbal or psychological. -Verbal harassment will include use of abusive language, passing jokes / slurs, etc. -Psychological harassment will include discrediting or demeaning someone, spreading false rumours about employees / individuals associated with the Company, etc. • Abuse of authority / position like instructing subordinates to violate company Framework / procedures or making false records or carry out unethical act • Unfair and wilful discrimination based on gender, religion, region, caste, colour, age, ethnicity, etc. • Actions in breach of the Company's social media Framework • Consumption of liquor at office premises or during office hours or attending office in an inebriated condition • Use of prohibited drugs and substances at work place or while on official duty 	<ul style="list-style-type: none"> • Formal warning letter 	<u>Second Instance</u> <ul style="list-style-type: none"> • Performance management rating to be downgraded to 'partially meets expectation' <u>Third Instance</u> <ul style="list-style-type: none"> • Termination or resignation
	Our employees - Dignity and respect	b) Physical harassment or any behaviour resulting in threat to life or personnel safety issues. This will include physical violence / assault.	<ul style="list-style-type: none"> • Formal warning letter • Performance management rating to be downgraded to 'partially meets expectation' 	<ul style="list-style-type: none"> • Termination or resignation

S. No.	TCoC reference	Outcome of TCoC investigation	Consequential action	
			First Instance	Repeat Instance
2	<p>Our employees</p> <ul style="list-style-type: none"> - Working outside employment with us - Freedom of association <p>Our communities and the environment</p> <ul style="list-style-type: none"> - Communities 	<p>Concurrent / dual employment Concurrent employment without necessary disclosure and approval. Some examples are:</p> <ul style="list-style-type: none"> • Employment in another organisation • Providing any kind of professional services • Participation in research and development projects of other organisations and unrelated to our business • Operating own business or managing others business • Directorship / partnership / accepting another office of profit in a Company or a firm • Participation as a candidate in the election process to the public office or bodies deemed as public office <p>The above may be with or without remuneration (In case any of the above, involve association with our Value-Chain Partner or Competitors, then refer section on conflict of interest).</p>	<ul style="list-style-type: none"> • Termination or resignation 	
3	<p>Our employees</p> <ul style="list-style-type: none"> - Conflict of interest - Working outside employment with us - Freedom of association 	<p>Conflict of interest</p> <p>a) Non declaration or delay in declaration of conflict of interest situation which is providing undue advantage and personal benefit to employee or causing undue loss to the Company or impairing the employee's ability to perform his/her duties independently and objectively. Some examples are:</p> <ul style="list-style-type: none"> • Association or relationship with any Value-Chain Partner of the Company or Competitor of the Company. This will include any formal / informal interest in their business e.g. shareholding, partnership, financial support, employment, consulting service, etc. whether directly by the employee or through immediate family member or relative or through persons with whom they share close personal relationship; irrespective of the position held in such entity. • Any activity which is competing with the business of the Company or diverting any business opportunity for the Company to outsiders or for own-self (unless 	<ul style="list-style-type: none"> • Termination or resignation or • Recovery of loss, if any <p>If the relationship has not resulted in any undue advantage or misconduct or negligence at work, then:</p> <ul style="list-style-type: none"> • Formal warning letter • Role Change / Other mitigating actions • Performance management rating to be downgraded to 'partially meets expectation' 	

S. No.	TCoC reference	Outcome of TCoC investigation	Consequential action	
			First Instance	Repeat Instance
		<p>the opportunity was declined by the Company).</p> <ul style="list-style-type: none"> Influencing or attempting to influence appointment of an immediate family member or a relative or a person in close personal relationship for a job opportunity with any Value-Chain Partner, customer or competitor. 		
	Our employees - Conflict of interest	<p>b) Undisclosed personal relationship (immediate family member, relative or close personal relationship including romantic) with another employee of the Company, with:</p> <ul style="list-style-type: none"> direct / indirect reporting relationship, or one of them being in an influential position (e.g. Head of a department or function) 	<ul style="list-style-type: none"> Formal warning letter Role Change / Other mitigating actions <p>If this relationship results in misconduct or negligence at work, then:</p> <ul style="list-style-type: none"> Performance management rating to be downgraded to 'partially meets expectation' OR Termination or resignation 	
4	Our employees - Integrity of information and assets	<p>Misappropriation of funds / assets / resources (including theft)</p> <p>a) Availing or utilising Company's assets and facilities for personal purposes. Some examples are:</p> <ul style="list-style-type: none"> Use of Company assets for personal work without necessary approvals 	<ul style="list-style-type: none"> Formal warning letter Performance management rating to be downgraded to 'partially meets expectation' Recovery of loss 	<ul style="list-style-type: none"> Termination or resignation Recovery of loss
	Our employees - Integrity of information and assets	<p>b) Theft, siphoning of funds or assets of the Company. Some examples are:</p> <ul style="list-style-type: none"> marketing material, etc. are stolen from office or while in transit Siphoning of cash or diversion of funds without any justification or business reason Siphoning of funds by making payments to fictitious vendors or ghost employees Payments made to Value-Chain Partners for material / services not received at all or received in lesser quantity or of lower quality or inflating overtime or expenses 	<ul style="list-style-type: none"> Termination Recovery of loss 	
5	Our employees	False declarations	<ul style="list-style-type: none"> Formal warning letter 	<ul style="list-style-type: none"> Termination or resignation

S. No.	TCoC reference	Outcome of TCoC investigation	Consequential action	
			First Instance	Repeat Instance
	- Integrity of information and assets	a) False intentional declarations in self certification such as travel, impost claim, medical bills, other employee benefits, etc. Some examples are: <ul style="list-style-type: none"> • Personal visits / site seeing done during official trips, the expense for which is charged to Company • Fake medical bills or any expense bills submitted in reimbursement claims • Personal expense like meals, telephone, etc. charged to Company • Manipulation of supporting documents for inflating expense / medical claims 	<ul style="list-style-type: none"> • Performance management rating to be downgraded to 'partially meets expectation' • Recovery of loss 	<ul style="list-style-type: none"> • Recovery of loss
	Our employees - Integrity of information and assets	b) False information about relationship, educational qualification, etc. submitted to HR	<ul style="list-style-type: none"> • Termination or resignation 	
6	Our employees - Integrity of information and assets Our customers - Dealings with customers	Leakage of information Non adherence to company information and data security, including data leakages. This will include sharing of information in any form (spreadsheets, presentations, pictures, screen shots, etc) or media (social media, emails, etc.). Some examples are: <ul style="list-style-type: none"> • Sharing of internal communications in public domain such as management letters or presentations, etc. • Sharing of IPR / Confidential data Sharing of TMIBASL videos / strategy /or action plan or customer data 	<ul style="list-style-type: none"> • Termination or resignation 	
7	Divulging of any Company's confidential information and data	<ul style="list-style-type: none"> • Divulging of any Company's confidential information and data 	<ul style="list-style-type: none"> • Termination or resignation 	
8	Our employees - Gifts and Hospitality Our Value-Chain Partners	Gifts and Hospitality <ul style="list-style-type: none"> • Receiving or providing gifts and hospitality beyond acceptable limit and other norms defined in the Gifts and Hospitality Framework. 	<ul style="list-style-type: none"> • Formal warning letter • Performance management rating to be downgraded to 'partially meets expectation' • Return of gift to the Company 	<ul style="list-style-type: none"> • Termination or resignation

S. No.	TCoC reference	Outcome of TCoC investigation	Consequential action	
			First Instance	Repeat Instance
			<ul style="list-style-type: none"> In case of hospitality, financial penalty equivalent to the value of the benefit availed, to be recovered 	
9	<p>Our employees</p> <ul style="list-style-type: none"> Bribery and corruption Human rights <p>Our Value-Chain Partners</p> <p>Government</p> <ul style="list-style-type: none"> Government engagement 	<p>Bribery and Corruption</p> <p>This will include:</p> <ul style="list-style-type: none"> Giving bribes in any form, e.g. cash payments, transfer through agents, third parties, benefits in kind, sponsorships for events, donations, travel tickets, etc. Receipt of kickback or favours from Value-Chain Partners, in monetary form or otherwise, in the form of quid pro quo for unethical business practices resulting amongst others grant of business, denial of business or increase or reduction in business. This will include receipt of cash, consumables, hotel stays, tickets, getting personal work done from Value-Chain partners like painting, repairs, furniture, etc. Taking favours in any form, for securing employment in the Company 	<ul style="list-style-type: none"> Termination or resignation Recovery of loss 	
10	<p>Our employees</p> <ul style="list-style-type: none"> Integrity of information and assets Human rights <p>Our customers</p> <ul style="list-style-type: none"> Export control and trade sanctions Product and services Fair competition <p>Our communities and the environment</p> <ul style="list-style-type: none"> The environment 	<p>Legal / other violations</p> <ul style="list-style-type: none"> Any acts which results in legal or contractual violation for the Company or cause undue loss to the Company (not covered in the above categories) or cause reputational damage to the Company. This will include instances of <ul style="list-style-type: none"> forgery, creation of false documentation or records giving false declarations to regulatory bodies or third parties, customers, etc non-compliance with statutory and regulatory requirements and standards, unauthorised political donations or contributions, etc. Non-compliance with accounting standards, false accounting entries, false MIS reporting, etc. Violation of any applicable laws, regulations and guidelines. Violation of competition law e.g. sharing or fixing of prices, forming cartels, etc. 	<p>If unintentional and undisclosed</p> <ul style="list-style-type: none"> Formal warning letter Performance management rating to be downgraded to 'partially meets expectation' <p>If intentional</p> <ul style="list-style-type: none"> Termination or resignation Recovery of loss 	<ul style="list-style-type: none"> Termination or resignation Recovery of loss

S. No.	TCoC reference	Outcome of TCoC investigation	Consequential action	
			First Instance	Repeat Instance
	Our Value-Chain Partners Our Financial Stakeholders Government - Political non-alignment - Government engagement Our Group Companies			

Notes:

- The FFT or the AEC in consultation with the EC shall have the right to modulate the consequential action taking into consideration the nature, gravity, quantum of issues identified during investigation and other factors like tenure in the organisation, seniority, work performance, etc.
- For any violations not included in the above table, the consequential action shall be decided considering the severity of the violation and prevailing circumstances, by the FFT or the AEC in consultation with the EC.
- Whether or not to initiate a legal action will depend on factors like value of loss to the Company, recoverability of the same, co-operation provided by the subject during investigation, legal liabilities / risk to which Company is exposed due to the violation, etc. This will be decided by the the AEC in consultation with the EC.
- POSH and related cases stand excluded from this Framework. Investigation and disciplinary action for such cases to be decided and carried out by Internal Committee as per the guidelines laid down under POSH Framework.



4. Offences and Consequential Actions for Value-Chain Partners

Listed below are the types of TCOC violations and the suggested consequential action for the same:

S.No.	Outcome of TCOC investigation	Consequential action		
		First Instance	Second instance	Third instance
1	Bribery & Corruption			
	For illustrative instances, refer table in section 3	<ul style="list-style-type: none"> Formal warning letter Discussion with the vendor on possible mitigation steps 	<ul style="list-style-type: none"> Gradual reduction in share of business / any new assignment of activities Hold - New Business allocation / any new assignment of activities 	<ul style="list-style-type: none"> Discontinuance of arrangement and blocking of vendor code
2	Misrepresentation of being proprietary item by the insurer / manufacturer			
	False claim of being the manufacturer or dealer in proprietary items by any Value-Chain partner to acquire order, causing financial loss to the Company	<ul style="list-style-type: none"> Formal warning letter Discussion with the vendor on possible mitigation steps 	<ul style="list-style-type: none"> Gradual reduction in share of business / any new assignment of activities Hold - New Business allocation / any new assignment of activities 	<ul style="list-style-type: none"> Discontinuance of arrangement and blocking of vendor code
3	Violation of IPR			
	Supply of products infringing the IPRs of third parties and causing loss to the Company	<ul style="list-style-type: none"> Refer the instructions from the court on the infringement Facilitate licencing, royalty payments Discontinuance of arrangement and vendor code deletion Initiation of legal proceedings for recovery, if any on case to case basis May be produce the relevant IPR guidelines (mentioned in above table here). 		
4	Violation of statutory compliances			
	Some examples are: <ul style="list-style-type: none"> Non-payment of PF, ESI, minimum wages, bonus, gratuity, etc. Violation of other regulatory compliances including GST, Taxes Regulatory certification from competent authority 	<ul style="list-style-type: none"> Formal warning letter 	<ul style="list-style-type: none"> Gradual reduction in share of business / any new assignment of activities Hold - New Business allocation / any new assignment of activities 	<ul style="list-style-type: none"> Discontinuance of arrangement and blocking of vendor code

S.No.	Outcome of TCOC investigation	Consequential action		
		First Instance	Second instance	Third instance
	<ul style="list-style-type: none"> • Non-compliance with laws and regulations 			
5	Conflict of interest			
	Involvement in conflict of interest situation as referred in table in section 3	<ul style="list-style-type: none"> • Formal warning letter • Discussion with the vendor on possible mitigation steps 	<ul style="list-style-type: none"> • Gradual reduction in share of business / any new assignment of activities • Hold - New Business allocation / any new assignment of activities 	<ul style="list-style-type: none"> • Discontinuance of arrangement and blocking of vendor code

Notes:

- The FFT or the AEC in consultation with the EC shall have the right to modulate the consequential action against value-chain partners. While doing so, the nature and gravity of issues identified or proved during investigation against the value-chain partner for breach of the aforesaid TCoC clauses shall be considered. In addition, other factors like impact on supplies, longevity of the association with the Company, past track records, etc will also be considered.
- For any violations not included in the above table, the consequential action shall be decided considering the severity of the violation and prevailing circumstances, by the FFT or the AEC in consultation with the EC.
- Whether or not to initiate a legal action will depend on factors like value of loss to the Company, recoverability of the same, co-operation provided by the value-chain partner during investigation, legal liabilities / risk to which Company is exposed due to the violation, etc. This will be decided by the FFT or the AEC in consultation with the EC.

5. Review of this Framework

TMIBASL reserves the right to review, amend or modify any/all provisions of this Framework as and when the Whistleblower policy is reviewed.
