



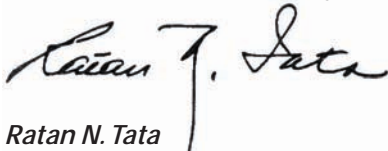
Tata Code of Conduct 2008

Foreword

The values and principles which have governed the manner in which the Tata Group of Companies and their employees have conducted themselves were first formally articulated as the Tata Code of Conduct in 1998. This Code was intended to serve as a guide to each employee on the values, ethics and business principles expected of him or her in personal and professional conduct.

It is however important to consider the effect of the rapidly increasing footprint of Tata Group Companies across nationalities and geographical boundaries on the Code, whilst retaining the ethos of the Tata brand and reputation. This emergent global presence requires an appropriate modification of the Code to ensure that it addresses and encompasses diverse cultural, business and related issues universally across our Group.

I urge each employee to read the current version of the Tata Code of Conduct and take pride in upholding the high standards of corporate and personal behaviour on which the Tata Group's reputation and respectability have been built over the past 130 years.

A handwritten signature in black ink, reading "Ratan N. Tata". The signature is written in a cursive style with a large, stylized 'T'.

Ratan N. Tata

Clause:1

National Interest

The Tata Group is committed to benefit the economic development of the countries in which it operates. No Tata Company shall undertake any project or activity to the detriment of the wider interests of the communities in which it operates. A Tata Company's management practices and business conduct must benefit the country, localities and communities served to the extent possible and affordable, and shall be in accordance with the laws and economic development policies of the government of each country.

A Tata Company, in the course of its international business activities, shall respect the culture, customs and traditions of each country and region in which it operates. It shall conform to international trade procedures, including licensing, documentation, and other necessary formalities as applicable.

Clause:2

Financial Reporting and Records

A Tata Company shall prepare and maintain its accounts fairly and accurately in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, standards, laws and regulations of the country in which the company conducts its business affairs.

Internal accounting and audit procedures shall reflect, fairly and accurately, all of the company's business transactions and disposition of assets, and shall have

internal controls to provide assurance to the Company's Board and shareholders that the transactions are accurate and legitimate. All required information shall be accessible to company auditors and other authorised parties and government agencies. There shall be no willful omissions of any company transactions from the books and records, no advance income recognition and no hidden bank account and funds.

Any willful, material misrepresentation of and / or misinformation on the financial accounts and reports shall be regarded as a violation of the Code apart from inviting appropriate civil or criminal action under the relevant laws. No employee shall make, authorise or collude in an improper payment, commission or bribe.

Clause:3

Competition

A Tata Company shall fully support the development and operation of competitive open markets and shall promote the liberalisation of trade and investment in each country and market it operates in. Specifically, a Tata Company shall not engage in restrictive trade practices and activities that generate or support the formation of monopolies, dominant market positions, cartels and similar unfair trade practices.

A Tata Company shall market its products and services on its own merits and shall not make unfair and misleading statements about competitors' products and services. Any collection of competitive information shall be made only in the normal course of business and shall

be obtained only through legally permitted sources and means.

Clause:4

Equal-Opportunities Employer

A Tata Company 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, sex, age, nationality, disability and veteran status.

Human Resource policies should promote diversity and equity in the workplace, as well as comply with all labour laws and international best practices. Employees of a Tata Company shall be treated with dignity and in accordance with the Tata policy to maintain a work environment free of sexual harassment, whether physical, verbal or psychological. Employee policies and practices shall be administered in a manner that would ensure that in all matters equal opportunity is provided to those eligible and the decisions are merit-based.

Clause:5

Gifts and Donations

A Tata Company and its employees shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations, or comparable benefits, which are intended to or perceived to obtain business or un-competitive favours for the conduct of its business and shall participate in efforts to

eliminate such forms of bribery, fraud and corruption. However, a Tata Company and its employees may accept and offer nominal gifts which are customarily given and are of commemorative nature for special events.

Clause:6

Government Agencies

A Tata Company and its employees shall not offer or give any company funds or property as donation to any government agencies or their representatives, directly or through intermediaries, in order to obtain any favourable performance of official duties. A Tata Company shall comply with government procurement regulations, and shall be transparent in all its dealings with government agencies as applicable.

Clause:7

Political Non-Alignment

A Tata Company shall be committed to and support functioning democratic constitutions and systems with transparent and fair electoral systems. A Tata Company shall not support directly or indirectly any specific political party or candidate for political office. The Company's conduct shall preclude any activity that could be interpreted as mutual dependence / favour with any political body and shall not offer or give any company funds or property as donations, directly or indirectly, to any specific political party, candidate or campaign.

Clause:8

Health, Safety and Environment

A Tata Company shall strive to provide a safe, healthy and ergonomic working environment for its people. It shall comply with all health, safety and environmental regulations in each jurisdiction, in which it operates.

A Tata Company shall be committed to best practice in minimising its impact on the environment, prevent the wasteful use of natural resources, and properly and safely control any hazardous aspects of its business.

A Tata Company shall have policies and processes in place to address issues of safety, health and environment, and shall also have a disaster management system to address any natural calamities or business contingencies that may arise.

A Tata Company, in the process of production and sale of its products and services, shall strive for economic, social and environmental sustainability.

Clause:9

Quality of Products and Services

A Tata Company shall be committed to supply goods and services of the highest quality standards backed by efficient after-sales service consistent with the requirements of customers to ensure their total satisfaction. The quality standards of the Company's goods and services should meet the required national standards and the Company should endeavour to become world-class.

A Tata Company shall illustrate adequate labels, caveats and other necessary health and safety information on its product packaging.

Clause:10

Corporate Citizenship

A Tata Company shall be committed to be a good corporate citizen not only in compliance with all relevant laws and regulations but also by actively assisting in the improvement of the quality of life of the people in the communities, in which it operates with the objective of making them self reliant. Such social responsibility would comprise, to initiate and support community initiatives in the field of community health and family welfare, water management, vocational training, education and literacy and encourage application of modern scientific and managerial techniques and expertise. This will be reviewed periodically in consonance with national and regional priorities. The Company would also not treat these activities as optional but would strive to incorporate them as an integral part of its business plan. The Company would also encourage volunteering amongst its employees and collaboration with community groups. Tata Companies are encouraged to develop social accounting systems, carry out social audit of their operations, and support public policies that promote social and economic development.

Clause:11

Cooperation of Tata Companies

A Tata Company shall cooperate with other Tata Companies by sharing knowledge, physical, human and management resources as long as this does not adversely affect its business interests and shareholder value.

In the procurement of products and services, a Tata Company shall give preference to another Tata Company, as long as it can provide these on competitive terms, relative to third parties.

Clause:12

Public Representation of the Company and the Group

The Tata Group honours the information requirements of the public and its stakeholders. In all its public appearance with respect to disclosing company and business information to public constituencies such as the media, the financial community, employees and shareholders, a Tata Company or the Tata Group shall be represented only by specifically authorised directors and employees. It will be the sole responsibility of these authorised representatives to disclose information on the Company.

Clause:13

Third Party Representation

Parties which have business dealings with the Tata Group but are not members of the Group such as consultants, agents, sales representatives, distributors, contractors, suppliers, etc

shall not be authorised to represent a Tata Company, if their business conduct and ethics are known to be inconsistent with the Tata Code. The third parties are expected to abide by the Code in their interaction with the company.

Clause:14

Use of the Tata Brand

The use of the Tata name and trademark owned by Tata Sons shall be governed by manuals, codes and agreements to be issued by Tata Sons. The use of the Tata Brand is defined in and regulated by the Tata Brand Equity and Business Promotion Agreement. No third party is expected to use the Tata brand to further its interests without specific authorisation.

Clause:15

Group Policies

A Tata Company shall recommend to its Board of Directors the adoption of policies and guidelines periodically formulated by Tata Sons.

Clause:16

Shareholders

A Tata Company shall be committed to enhance shareholder value and comply with all regulations and laws that govern shareholders' rights. The Board of Directors of a Tata Company shall duly and fairly inform its shareholders about all relevant aspects of the Company's

business and disclose such information, in accordance with the respective regulations and agreements.

Clause:17

Ethical Conduct

Every employee of a Tata Company, which shall include whole-time directors and the chief executive, shall deal on behalf of the Company with professionalism, honesty, integrity as well as high moral and ethical standards. Such conduct shall be fair and transparent and be perceived to be as such by third parties.

Every employee of a Tata Company shall preserve the human rights of every individual and shall strive to honour commitments.

Every employee shall be responsible for the implementation of and compliance with the Code in his / her professional environment. Failure to adhere to the Code could attract the most severe consequences including termination of employment.

Clause:18

Regulatory Compliance

Every employee of a Tata Company, in his / her business conduct, shall comply with all applicable laws and regulations, both in letter and in spirit, in all territories in which he or she operates. If the ethical and professional standards set out in the applicable laws and regulations fall short of the Code, then the standards of the Code shall prevail.

Clause:19

Concurrent Employment

An employee of a Tata Company shall not, without the prior approval of the chief executive of the Company accept employment or a position of responsibility (such as a consultant or a director) with any other company, nor provide “free-lance” services to anyone. In the case of a whole-time director or the chief executive such prior approval must be obtained from the Board of Directors of the Company.

Clause:20

Conflict of Interest

An employee or director of a Tata Company shall not accept a position of power / responsibility / board nomination in any other non Tata Company or not-for-profit organisation.

The above will not apply to

- ▶ Nominations to the Boards of Tata Companies, joint ventures or associate companies
- ▶ Memberships / positions of responsibility in professional bodies wherein such association will benefit the employee / Tata Company.
- ▶ Nominations / memberships in Government committees / bodies or organisations.
- ▶ Exceptional circumstances as determined by the competent authority.

Competent authority in case of an employee shall be the chief executive who in turn shall report all such exceptional cases to the Board of Directors on a quarterly basis. In case of the chief executive and directors, the Group Corporate Centre shall be the competent authority.

An employee of a Tata Company shall not engage in any business, relationship or activity which might detrimentally conflict with the interest of his / her Company or the Group. A conflict of interest, actual or potential, may arise where, directly or indirectly, (a) an employee of a Tata Company engages in a business, relationship or activity with anyone who is party to a transaction with his / her Company, (b) an employee is in a position to derive a personal benefit or a benefit to any of his / her relatives by making or influencing decisions relating to any transaction, and (c) an independent judgement of the Company's or Group's best interest cannot be exercised.

The main areas of such actual or potential conflicts of interest would include the following:

- ▶ Financial interest of an employee of a Tata Company or his / her relatives including the holding of an investment in the subscribed share capital of any company or a share in any firm which is an actual or potential competitor, supplier, customer, distributor, joint venture or other alliance partner of the Tata company. (The ownership of up to 1 per cent of the subscribed share capital of a publicly held company shall not ordinarily constitute a financial interest for this purpose.)

- ▶ An employee of a Tata Company conducting business on behalf of his / her Company or being in a position to influence a decision with regard to his / her Company's business with a supplier or customer of which his / her relative is a principal officer or representative resulting in a benefit to him / her or his / her relative
- ▶ Award of benefits such as increase in salary or other remuneration, posting, promotion or recruitment of a relative of an employee of a Tata Company where such an individual is in a position to influence the decision with regard to such benefits.
- ▶ Acceptance of gifts, donations, hospitality and / or entertainment beyond the customary level from existing or potential suppliers, customers or other third parties which have business dealings with the Company.

Notwithstanding that such or other instances of conflict of interest exist due to any historical reasons, adequate and full disclosure by the interested employees should be made to the company's management. It is also incumbent upon every employee to make a full disclosure of any interest which the employee or the employee's immediate family, which would include parents, spouse and children, may have in a company or firm which is a supplier, customer, distributor of or has other business dealings with his / her Company.

Every employee who is required to make a disclosure as mentioned above shall do so, in writing, to his / her immediate superior who shall forward the information along with his / her comments to the person designated for this

purpose by the chief executive and / or the Board of Directors / executive committee appointed by the Board and, upon a decision being taken in the matter, the employee concerned will be required to take necessary action as advised to resolve / avoid the conflict.

If an employee fails to make a disclosure as required therein and the management of its own accord becomes aware of an instance of conflict of interest that ought to have been disclosed by the employee, the management would take a serious view of the matter and consider suitable disciplinary action against the employee.

Clause:21

Securities Transactions and Confidential Information

An employee of a Tata Company and his / her immediate family shall not derive any benefit or assist others to derive any benefit from the access to and possession of information about the company, Group or client which is not in the public domain and thus constitutes insider information.

An employee of a Tata Company shall not use or proliferate information which is not available to the investing public and therefore constitutes insider information for making or giving advice on investment decisions on the securities of the respective Tata Company on which such insider information has been obtained.

Such insider information might include the following:-

- ▶ Acquisition and divestiture of businesses or business units

- ▶ Financial information such as profits, earnings and dividends
- ▶ Announcement of new product introductions or developments
- ▶ Asset revaluations
- ▶ Investment decisions / plans
- ▶ Restructuring plans
- ▶ Major supply and delivery agreements
- ▶ Raising finances

An employee of a Tata Company shall also respect and observe the confidentiality of information pertaining to other companies, their patents, intellectual property rights, trademarks and inventions; and strictly observe a practice of non-disclosure.

Clause:22

Protecting Company Assets

The assets of a Tata Company should not be misused but employed primarily for the purpose of conducting the business for which they are duly authorised. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets such as information technology and systems, proprietary information, intellectual property rights, relationships with customers and suppliers, etc.

Clause:23

Citizenship

An employee of a Tata Company shall in his / her private life be free to pursue an active role in civic or political affairs as long as it does not adversely affect the business or interests of the Company or the Group.

Clause:24

Integrity of Data Furnished

Every employee of a Tata Company shall ensure at all times, the integrity of data or information furnished by him to the Company.

Clause:25

Reporting Concerns

Every employee of a Tata Company shall promptly report to the Management when she / he becomes aware of any actual or possible violation of the Code or an event of misconduct, act of misdemeanour or act not in Company's interest, which could affect the business or reputation of his / her or any other Tata Company.

Any employee can make a protected disclosure under the Whistle Blower Policy. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower.

The 2008 version of the TCoC
supersedes all earlier versions and
associated documents.
This revised TCoC stands effective
from December 7, 2007

