

**Sterlite Technologies Limited  
Code of Business  
Conduct  
&  
Ethics**

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## **I. Introduction**

At Sterlite we are committed to adopt and observe highest principles of ethics and business practice in conducting our business. It is not possible to achieve this without your support. The code of business conduct & ethics (the code) applies to Sterlite and its subsidiaries. The code sets forth the responsibilities of directors and employees at all levels, for managing the business activities with integrity and legal compliance.

You are expected to uphold these standards in day-to-day activities, comply with all applicable policies and procedures, and ensure that all agents and contractors understand and adhere to these standards. The code cannot cover every issue or situation you may face as Sterlite employee, however the board of directors will endeavor to continuously upgrade this code. This code supercedes all other codes, policies, procedures, instructions, practices, rules or written or verbal representations to the extent they are inconsistent. If you have any questions, you can contact the legal department to clear your doubts. It is essential that you thoroughly review this code and make a commitment to uphold its requirements. Failure to read and/or acknowledge the code does not exempt an employee from his/her responsibility to comply with the standards of the code and internal policies that are related to his/her job.

## **II. Business ethics and compliance with law**

### **A. Business ethics**

Uncompromising business ethics are an integral part of our values. You are expected to uphold the highest standards of ethical behavior and integrity. We believe that ethical and economic values are interdependent and business community must always strive to operate within the accepted global norms. While discharging your duties you are expected to:

- Apply “Zero Tolerance” in assuring strict adherence to local and international laws and ethical standards.
- Ensure continuous training and awareness for employees on how to handle ethical issues, as well as timely advice and guidance.
- Regularly monitor ethical conduct and ensure that accessible systems are in place for employees or others to report potential violations.

### **B. Compliance with law**

Compliance with law is above any other thing and we are all committed to conduct affairs of Sterlite in accordance with the laws applicable to business. You will endeavor to comply with all the laws of India and of the countries where we do business. Any act of ignorance/negligence amounting to violations of these laws and regulations can create significant liability for you, the company, its directors and other employees. You are expected to cooperate in any internal or external investigations of possible violations. Violation of law, this code of conduct for business and ethics or other company policies and procedures by

Company employees may force the company to take disciplinary action on the persons responsible for non-compliance. You are expected to play a wider role by ensuring not only the legal compliance but also alerting about possible violations by reporting to the legal department. The company is committed to protect any person who is assisting in any investigation or process with respect to such a violation. Any conduct which results in a violation of law by the company or in a substantial mismanagement of company resources and if proven constitutes an offence, you should promptly contact through your immediate supervisor or independently to CEO/COO/CFO in accordance with the company's Whistle-Blower Policy as stated in “Schedule I”.

## **III. Responsibility towards our colleagues and stakeholders**

## **A. General standards of conduct and safety**

It is necessary that you exercise good judgment to ensure the safety and welfare of employees, agents, contractors and associates. It is necessary to maintain a co-operative, efficient, positive, harmonious and productive work environment in the organization. While working at our premises or elsewhere you will always be co-operative and positive in your attitude and will help all the other employees in the best possible manner. At any event, where you represent the company you will observe decency and discipline and not behave in any manner which may ruin the image of the company. Employees are expected to dress neatly and in a manner consistent with the nature of work performed and observe dress code policy of the company that may be in place from time to time.

Safety is of highest importance for our company. You have to ensure that you comply with all applicable health and safety policies laid down by the company from time to time. We are all committed to ensure total compliance of rules and regulations pertaining to work safety so as to have secure and healthy work surroundings.

### **I. No violence and harassment at work place:**

All kinds of violence, abuse and threats not only at the work place but also outside the work place are strictly prohibited. The company is committed to providing all its employees and associates a work environment free of unlawful harassment. Company policy prohibits all types of harassment including sexual harassment and harassment based on medical condition, race, religion creed, color, national origin or ancestry, physical or mental disability, age, work environment, or any other basis. In case you believe that you are unlawfully harassed or tortured, you may report to your immediate supervisor or human resources department. You have to ensure that you follow in true spirit, the company's policy on sexual harassment, laid down from time to time.

### **II. Drug and alcohol abuse:**

Maintaining healthy and productive work environment is everybody's responsibility. Misusing controlled substances, or selling, manufacturing, distributing, possessing, using or being under the influence of illegal drugs and alcohol on the job is absolutely prohibited. This not only reduces work efficiency but also affects the reputation of the company.

### **III. Expense claims:**

The proper authority as per the authorization policy of the company that is in place from time to time must authorize all expenses relating to the business and in course of employment. You will not claim from the company, the expenses that are incurred for personal purposes.

## **B. Knowledge of applicable laws**

You are expected to have good knowledge of all the business laws applicable to your nature of work. It should be your endeavor to keep yourself abreast of the developments in such laws and regulations. Unawareness about the laws governed by the company is a potential danger and whenever required you will seek advice from the legal department on provisions of law. Violations of law, may subject the employee to individual criminal or civil liability, as well as disciplinary action by the company.

## **C. Conflict of interest**

All employees must avoid situations involving actual or potential conflict of their personal interests with the company. You should always be committed to your first responsibility, which is towards the company, and its stakeholders. Any situation where a conflict of interest might occur or appear to occur should be avoided. Your specific involvement with a competitor, supplier, employee of the company, creates an actual or potential conflict of interest. An employee involved in any such relationship or situation described in this policy should immediately and fully disclose the relevant circumstances to the appropriate supervisor. You are expected to maintain transparency in this

matter. The company may take corrective action whatever appears appropriate, according to the circumstances. You as an employee of Sterlite will:

- Devote your full attention to the business interests of the company and not engage in any activity that interferes with your performance or responsibilities to the company or is otherwise in conflict with or prejudicial to the company. Our policies prohibit any employee from accepting simultaneous employment with a company supplier, customer, developer or competitor, or from taking part in any activity that enhances or supports a competitor's position. Employee and officer will obtain approval from the company's human resource department before accepting outside directorship.
- Not invest with a company customer, supplier, developer or competitor.
- Not conduct company business with a relative, or with a business in which a relative is associated in any significant role. Relatives include spouse, siblings, children, parents, grandparents, grandchildren, aunts, uncles, nieces, nephews, cousins, step relationships, and in-laws. If such a related party transaction is unavoidable, you must fully disclose the nature of the related party transaction to the company's Human Resource Department.
- Ensure that all significant related party transactions, particularly those involving the company's directors and executive officers, are reported to the CFO so that those can be reviewed and approved in writing in advance.

#### **D. Corporate opportunities**

Personal benefit cannot be above your responsibility towards the company and you will not exploit for your own personal gain, opportunities that are discovered through the use of corporate property, information or position, unless the opportunity is disclosed fully in writing to the company's board of directors and the board of directors declines to pursue such opportunity. If you are the person who is involved or connected with development of new products/ processes, etc which are in nature of invention then all the inventions made by you individually or jointly with others in the course of employment is the property of the company.

You will not make any application personally either in India or outside for grant of patent for any such invention. You will assign the rights in all the inventions so made, in favor of the company and will sign all the necessary deeds and documents for that purpose. You will not keep in personal custody or pass-on to other persons or competitors the confidential information pertaining to such inventions, made during the period of employment or thereafter. For your personal gain/benefit, you will not deprive the company of any existing or potential business opportunity.

#### **E. Protecting the company's confidential information**

##### **I. Maintaining confidentiality:**

From time to time the company with the expectation that you fully understand the importance of the confidentiality entrusts you with the confidential information. This information is company's valuable asset. The company's confidential information includes but is not limited to product design; product plans, inventions, manufacturing process lists of customers, pricing policy, discount schemes, budgets, financial information and results, expansion/diversification plans and corporate restructuring plans. This information is the property of the company and may be protected by patent, trademark, copyright and trade secret laws. All confidential information must be used for company business purposes only. Every employee and agent / contractor with whom confidential information is shared must safeguard the confidential information. Publicity or sharing or unauthorized copying of such information or handling it negligently should be strictly avoided and failure to do so may invite disciplinary action.

Any information that is confidential and shared with the other persons should be shared only on need to know basis with prior approval of your head of department. This obligation extends to confidential information of third parties, which the company has rightfully received under non-disclosure agreements. Your confidentiality obligation remains in effect for as long as you work for the company and after you cease to be in the employment.

## **II. Co-operation in legal inquiries:**

You will cooperate with appropriate government inquiries and investigations. In this context, however, it is important to protect the legal rights of the company with respect to its confidential information. All government requests for information, documents or investigative interviews must be referred to the company's Legal Department. No financial information may be disclosed without the prior approval of the CFO.

## **III. Disclosure of information and responses to external requests:**

All inquiries or calls from the press and financial analysts should be referred to the Chief Financial Officer or Legal Department. The company has designated its CFO as spokesperson for financial matters. All press releases, interviews; media replies should be pre-cleared by the CFO/CEO.

## **F. Prohibition of 'Insider Trading' of shares**

In India as well as internationally, insider trading is strictly prohibited. Securities and Exchange Board of India (SEBI) is the statutory body in India that has made regulations to curb Insider Trading. 'Insider Trading' means to trade in shares of the company based on the 'Price Sensitive Information' that is in possession. These obligations apply not only to officers, directors, employees, but also to agents, contractors and consultants of the company who may come into possession of significant, sensitive information. Based on price-sensitive information you are not expected to earn profit.

As per the 'Sterlite-Insider Trading Code" any person having access to price sensitive information is obliged:

- Not to deal directly or through third persons, in shares of the company on the basis of price sensitive information and during the period when trading window is closed,
- To properly maintain database of price sensitive information,
- To provide half yearly and annual disclosures as stated in the code, and
- To obtain pre clearance before certain transactions of shares.

For the copy of "Sterlite-Insider Trading Code" please contact company's Legal Department. The code prescribes strict penalties for infringement of code, in addition to action that may be taken by SEBI that include imprisonment and imposition of a civil penalty.

## **G. Use of company's assets**

### **I. Handling of assets and intellectual property:**

You are entrusted with valuable assets of the company and you are duty bound for protecting the assets, which include all the physical things as well as intellectual property of the company like trademark, patent, copyrights. You will always ensure that the assets are:

- Handled / used properly and with due care and caution,
- Not misappropriated, loaned to others, or sold or donated, without appropriate authorization,
- Safeguarded against loss, damage, misuse or theft,
- Used for company business purposes only and not for personal use.

You will notify immediately to the human resource department if you see any unauthorized use of the company property including its intellectual property.

### **II. Handling of company funds:**

Handling of company funds for the purpose of benefit of the company is the responsibility of every company employee, to the extent he/she exercises control over such funds. You will ensure that company funds must be used only for company business purposes. You must maintain accurate and timely records of receipts and expenditure.

### **III. Use of electronic equipment and computers:**

The equipment like computer, laptop, printer, mobile, telephone, etc. are given to you to facilitate your work and to help you in discharging your duties efficiently. You must take care to:

- Use the equipment only for company business purposes,
- Protect it from theft or damage, just as if it were your own,
- Return all company equipment upon you ceasing to be in the employment,
- Utilize electronic communication devices in a legal, ethical and appropriate manner.

All such computers and electronic devices must remain fully accessible to the company and, to the maximum extent permitted by law, will remain the sole and exclusive property of the company. The company retains the right to gain access to any information received by, transmitted by, or stored in any such electronic communications device, by and through its employees, agents, contractors, or representatives, at any time, either with or without an employee's or third party's knowledge, consent or approval.

### **IV. Usage of licensed software:**

All software used by the employees on company's equipments must be appropriately licensed. Use of illegal or unauthorized copies of any software, may constitute copyright infringement and invite potential civil and criminal liability. In addition, use of illegal or unauthorized copies of software may subject the employee to disciplinary action, up to and including termination. Any non-licensed/supported software will be removed from the machines.

### **V. E-mail and Internet:**

Email and Internet facilities will be used for the purpose of business of the company. The company prohibits any connection of e-mail, connections to the internet, intranet and extranet and any other public or private networks, voice mail, video conferencing, facsimiles, and telephones and posting or discussing information concerning the company's services or business on the internet without the prior written consent of the CEO.

### **H. Maintenance and custody of records**

All the records of the company whether in the form of paper documents, CDs, computer hard disks, email, floppy disks, microfiche, microfilm or all other media is the property of the company. All the records are statutorily required to be properly preserved and maintained. Loss or misappropriation of records is a serious matter and is subject to strict disciplinary action. A legal hold suspends all document destruction procedures in order to preserve appropriate records under special circumstances, such as litigation or government investigations. The company's legal department determines and identifies from time to time, the type of company records or documents that are required to be placed under a legal hold. Records or supporting documents that have been placed under a legal hold must not be destroyed, altered or modified under any circumstances.

### **I. Accounting and payment practices**

#### **I. Accounting practices:**

The company is required to give true and fair picture of its assets and liabilities and profit/loss in all the published financial statements. This is a very strict obligation towards the stakeholders and potential investors. Therefore, the company is responsible to fully and accurately record all the transactions in the company's books and records in compliance with all applicable laws. All required information shall be accessible to the company's auditors and other authorized persons and government agencies.

The company prohibits recording false or misleading entries, unrecorded funds or assets, or payments without appropriate supporting documentation and approval, willful omissions of any company transactions. The company also discourages advance income recognition and hidden bank

accounts and funds. Any willful material misrepresentation of and/or misinformation of the financial accounts and reports may lead to appropriate civil or criminal action under the relevant laws.

## **II. Political contributions:**

The company's funds or assets must not be used for, or be contributed to, political campaigns or political practices under any circumstances without the prior written approval of the company's board of directors. The company reserves the right to make donations and comply fully with all applicable laws, rules and regulations regarding political contributions.

## **III. Prohibition of inducements (bribery and corruption):**

You will not indulge into illicit practices like, offer to pay, make payment, promise to pay, or issue authorization to pay any money, gift, or anything of value to a government officer, customers, vendors, consultants, etc. That is perceived as intended, directly or indirectly, to improperly influence any business decision, any act or failure to act, any commitment of fraud, or opportunity for the commission of any fraud. Law prohibits / restricts government officials or employees of government agencies from receiving payments, entertainment, or gifts for the purpose of winning or keeping business.

## **IV. Fraud**

Sterlite is committed to elimination of fraud, to the rigorous investigation of any suspected cases of fraud, and where fraud or other criminal act is proven, to ensure that wrong doers are appropriately dealt with.

## **V. Intermediaries**

You have to strictly ensure that agreements with consultants, brokers, sponsors, agents or other intermediaries are not used to channel payments to any person/s including public officials, customers, employees and circumvent our policy regarding bribing and corruption.

## **VI. Responsibility towards our customers and suppliers**

### **A. Customer relationship**

When you are dealing with company customers or potential customers, it is critical for you to remember that you represent the company to the people with whom you are dealing. Your efforts will be to create value for the company with the customers and build a relationship based upon trust. The company and its employees have provided services for many years and have built up significant goodwill over a period of time. This goodwill is one of our most important assets, and the company employees, agents and contractors must act to preserve the same. You will be diligent while selecting customers. The identity of a customer must be established from reliable identification sources or material documents.

### **B. Gifts from others**

You will not accept any money, gift, or anything of value from customers, vendors, consultants, etc. that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, or opportunity for the commission of any fraud.

### **C. Infringement of copyright law**

The company subscribes to many publications that help employees do their jobs better. These include newsletters, reference works, online reference services, magazines, books, and other digital and printed works. Copyright law generally protects these works, and their unauthorized copying and distribution constitute copyright infringement. You must first obtain the consent of the publisher of a publication before copying publications or significant parts of them. When in doubt about whether you may copy a publication, consult the Legal Department.

#### **D. Competitive information**

You should never attempt to obtain a competitor's confidential information by improper means, and you should especially never contact a competitor regarding their confidential information. While the company may, and does, employ former employees of competitors, we recognize and respect the obligations of those employees not to use or disclose the confidential information of their former employers.

#### **E. Selecting suppliers**

We treat the company's suppliers as contributors to our success. They must be confident that they will be treated lawfully and in an ethical manner. The company's policy is to purchase supplies based on need, quality, service, price and terms and conditions. The company's policy is to select significant suppliers or enter into significant supplier agreements through a competitive bid process wherever possible. Under no circumstances should any company employee, agent or contractor attempt to coerce suppliers in any way. The confidential information of a supplier is entitled to the same protection as that of any other third party and must not be received before an appropriate non-disclosure agreement has been signed.

While determining our supplier we recognize that we need to manage this expenditure on procurement, from social, ethical and environmental perspective by ensuring that our suppliers meet our standards of responsible behavior. In our procurement policy we will focus on the following:

- Our procurement process aims to surface ethical issues. Where serious ethical issues are identified, supplier will be excluded from doing business with us; and
- Our procurement process will ensure that we take all possible steps to ensure our suppliers do not unnecessarily impact environment in the way they produce, consume and dispose off materials.

#### **F. Government relations, lobbying and government contracts**

It is the company's policy to adhere to high ethical, moral and legal standards of business conduct governing contract and dealings with government employees and public officials. This policy includes strict compliance with all local, state, central laws and rules and regulations.

Any work involving lobbying communication with any member or employee of a legislative body or with any government official or employee in the formulation of legislation shall not be done without prior written approval of such activity from the CEO. Activity covered by this policy includes meetings with legislators or members of their staff or with senior government officials. Preparation, research, and other background activities that are done in support of lobbying communication are also covered by this policy even if the communication ultimately is not made. It is the company's policy to comply fully with all applicable laws and regulations and concerned departmental procedures that apply to government contracting. It is also necessary to strictly adhere to all terms and conditions of any contract with local, state/ central laws. The company's Legal Department must review and approve all contracts with any government entity.

#### **G. Free and fair competition and industrial espionage (anti trust)**

Free and fair competition is the key to healthy growth of any economy. The company is committed to obeying both the letter and spirit of these laws. The laws governing this often regulate the company's relationships with its distributors, resellers, dealers, and customers. Competition laws generally address pricing practices (including price discrimination), discounting, terms of sale, credit terms, promotional allowances, secret rebates, exclusive dealerships or distributorship, product bundling, restrictions on carrying competing products, termination, and many other practices. No employee, agent or contractor shall at any time or under any circumstances enter into an agreement or understanding, written or oral, expressed or implied, with any competitor concerning prices, discounts, other terms or conditions of sale, profit or profit margins, costs, allocation of product or geographic markets, allocation of customers, limitations on production, boycott of customers or suppliers, or bids or the intent to bid or even discuss or exchange information on these subjects. Collusion among

competitors is illegal, and the consequences of a violation could be severe. It is the company's policy to lawfully compete in the marketplace. This commitment to fairness includes respecting the rights of our competitors and abiding by all applicable laws in the course of competing. The purpose of this policy is to maintain the company's reputation as a lawful competitor and to help ensure the integrity of the competitive marketplace.

## **VII. Administration and waiver of the code**

The code shall be administered and monitored by Sterlite's board of directors. If you have any questions regarding the code, you can contact the Legal Department. The company is not in favor of granting any waivers, however in a very exceptional situation, any waiver of any provision of this code of conduct for a member of the company's board of directors or CEO/COO must be approved in writing by the company's board of directors and promptly disclosed. Any waiver of any provision of this code of business conduct and ethics with respect to any other employee, the CEO must approve the agent or contractor in writing.

## **VIII. Disciplinary action**

All Sterlite directors, officers and employees must confirm to the code. All managers should take active role in implementing and ensuring that the code is communicated and kept alive under all circumstances. The company will take appropriate action if actions of any person to whom the code applies is found to violate these policies or any other policy of the company. All directors, employees, agents, contractors and consultants are expected to adhere to these rules in carrying out their duties for the company. Disciplinary action may include immediate termination of employment or business relationship at the company's sole discretion. Where the company has suffered a loss, it may pursue its remedies against the individuals or entities responsible.

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## **IX. Whistle-Blower Policy- Schedule I**

### **A. Introduction**

This policy has been framed by the company to enable employees to raise their concerns about any malpractice, impropriety, abuse or wrongdoing at an early stage and in the right way, without fear of victimization, subsequent discrimination or disadvantage. The policy is intended to encourage and enable the employees to raise concerns within the company than overlooking a problem. It should be emphasized that this policy is intended to assist employees who believe they have discovered malpractice, impropriety, abuse or wrongdoing. It is not designed to question financial or business decisions taken by the company nor should it be used to reconsider any matters, which have already been addressed pursuant to disciplinary or other procedures of the company.

### **B. Scope of the policy**

Employees are often the first to realize that there may be something seriously wrong within the company. However, the employee may be worried about raising such issues or may want to keep the concerns to himself/herself because he/she may consider that it is none of his/her business or that it is only a suspicion. He/she may also feel that raising the matter would be disloyal to his/her colleagues, managers or to the company itself. Also, he/she may decide to say something but find that he/she has not spoken to the right person, or he/she has raised the issue in the wrong way and are not sure what to do next. The company has therefore endorsed the provisions set out below so as to ensure that no employee of the company should feel at a disadvantage in raising legitimate concerns.

This policy is intended to deal with concerns which are at least initially to be investigated separately but might then lead to the invocation of other procedures e.g. disciplinary. It applies to all permanent employees of the company including those who are on probation and becomes effective with effect from 1st January 2005.

### **C. Assurances**

If an employee raises genuine concern under this policy, he/she will not be at risk of losing his/her job nor will he/she be suffering from any form of retribution as a result. If one is acting in good faith it does not matter if one is mistaken. The company will not tolerate any harassment or victimization (including informal pressures) of/against the disclosing employee and will take appropriate action to protect the employee when he raises a concern in good faith. If the employee asks for protection of his/her identity, the company will not disclose it without his/her consent. However, it is possible that the company will be unable to resolve the concern raised without revealing the employee's identity (e.g. required for conducting an effective investigation or when evidence is needed in a court). But if this occurs the company will discuss with the employee as to how the company and employee can proceed further in the matter and decide accordingly.

### **D. Policy**

Malpractice, impropriety, abuse and wrongdoing (hereinafter referred to as “concern”) can include a whole variety of issues and some are listed below. However, this is not a comprehensive list but is intended to illustrate the sort of issues, which may be raised under this policy.

- Any unlawful act, whether criminal (e.g. theft) or a breach of the civil law (e.g. slander or libel).
- Breach of any policy or manual or code adopted by the company
- Health and safety risks, including risks to the public as well as other employees (e.g. faulty electrical equipment).
- Abuse of children and vulnerable adults (e.g. through physical, sexual, psychological or financial abuse, exploitation or neglect).
- Damage to the environment (e.g. pollution)
- Fraud and corruption (e.g. to solicit or receive any gift/reward as a bribe).
- Any instance of failure to comply with legal or statutory obligation either for and on behalf of the company or in any personal capacity in the course of discharging duties of the company.
- Any instance of any sort of financial malpractice.
- Abuse of power (e.g. bullying/harassment).
- Any other unethical or improper conduct.

### **E. Procedure for disclosure, enquiry and disciplinary action**

The company will not expect the employee to prove that his/her concern is true. It is perfectly acceptable for the employee to discuss his/her concern with a colleague and the employee may find it more comforting to raise the matter if there are two (or more) employees who share the same concerns. An employee intending to make any disclosure of a concern is required to disclose all relevant information regarding the concern in a signed written document not later than one-year of the day on which he/she knew of the concern.

1.The concern should be disclosed through e-mail or telephone, fax or other method to the ombudsman i.e. CEO/COO/CFO or by sending an e-mail to “whistleblower@sterlite.com”. In case you do not want to report your concern to any one of CEO/COO/CFO you may also report those facts to the chairman of audit committee of the company's board of directors. You can get name and contact details of the chairman of the audit committee on the company's web site in the 'corporate information' section.

2.The concern shall be investigated by the ombudsman either by himself or through any other person as may be deemed necessary by the ombudsman.

3.The audit committee of the board of directors may frame and circulate such rules as may be deemed necessary to enable a fair conduct of inquiry and investigation as well as decision.

4.Once an employee has made a disclosure of any concern, the ombudsman to whom the disclosure has been made shall pursue the following steps:

- Obtain full details and clarifications of the complaint.
- Consider the involvement of the company's auditors or other external investigation agency or person.
- Fully investigate into the allegation with the assistance where appropriate, of other individuals / bodies.
- Prepare a detailed written report and submit the same to the audit committee within 30 days. Whilst the purpose of this policy is to enable the company to investigate concerns raised by the employees and take appropriate steps to deal with it, the company will give the employees as much feedback as it can. The company may not be able to inform the employees of the precise action it takes where this would infringe a duty of confidence owed by the company to someone else.

The company will take steps to minimize any difficulties, which the employee may experience as a result of raising the concern. Thus, if the employee is required to give evidence in criminal or disciplinary proceedings the company will arrange for the employee to receive advice about the procedure etc.

5. The audit committee shall pursue the following steps:

- The audit committee will, based on the findings in the written report submitted by the ombudsman and after conduct of such further investigation as it may deem fit, come to a final decision in the matter not later than 30 days from the date of receipt of the written report.
- If the complaint is shown to be justified, then the audit committee shall invoke the disciplinary or other appropriate action against the defaulting employee as per company procedures.
- A copy of the decision in writing shall be sent to the ombudsman and placed before a meeting of the board meeting held immediately after the date of such a final decision.
- If the complainant or the person complained against is not satisfied with the decision of the audit committee, then either of the parties could prefer an appeal against this decision before the board of directors and the decision of the board in the matter will be final and binding on all the parties.

6. Anonymous allegations - This policy encourages & employee to put his/her name to any disclosures he/she makes. Concerns expressed anonymously are much less credible, but they may be considered for further action at the sole discretion of the company. In exercising this discretion, the factors to be taken into account will include:

- The seriousness of the concern raised
- The credibility of the concern
- The likelihood of confirming the allegation from attributable sources

7. If an employee makes an allegation in good faith, which is not confirmed by subsequent investigation, no action will be taken against that employee. In making a disclosure the employee should exercise due care to ensure the accuracy of the information.

8. The employee making the disclosure of concern as well as any of the persons to whom the concern has been disclosed or any of the persons who will be investigating or deciding on the investigation as well as the members of the audit committee shall not make public the concern disclosed except with the prior written permission of the audit committee. However, this restriction shall not be applicable if any employee is called upon to disclose this issue by any judicial process and in accordance with the laws of the land.

#### **F. Complaints of retaliation because of disclosure**

If an employee believes that he or she has been retaliated against in the form of an adverse personnel action for disclosing concern under this policy he/she may file a written complaint to the audit committee requesting an appropriate remedy. For the purposes of this policy an adverse personnel action shall include a disciplinary suspension; a decision not to promote; a decision not to grant a salary increase; a decision not to hire; a termination; an involuntary demotion; rejection during probation; a performance evaluation in which the employee's performance is generally evaluated as unsatisfactory; an involuntary resignation; an involuntary retirement; an involuntary reassignment to a

position with demonstrably less responsibility or status as compared to the one held prior to the reassignment; or an unfavorable change in the general terms and conditions of employment.

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## **X. Policy on prevention and prohibition of sexual harassment – Schedule II**

### **Introduction**

Sterlite Technologies Limited (hereinafter referred to as 'the company') is committed to maintaining a productive environment for all its employees at various levels in the organization, free of sexual harassment & discrimination on the basis of gender.

The Supreme Court of India, in a judgment in August 1997 (in Vishaka & others vs. the state of Rajasthan & others) stated that every instance of sexual harassment is a violation of “fundamental rights” under the constitution of India.

The Supreme Court judgment of 1997 makes it obligatory for every employer and other responsible persons to follow the guidelines laid down by the honorable court and to evolve a specific policy to combat sexual harassment in the workplace. These directions would be binding and enforceable in law until suitable legislation is enacted to occupy the field. The company has framed this policy in compliance with the order of the court.

### **Objectives**

- To develop a harmonious working environment, which is free from sexual harassment, gender based exploitation, and where all employees are treated with dignity, courtesy and respect.
- To increase awareness about sexual harassment by making available information, education and guidance on the subject.
- To evolve permanent mechanism for redressal and deterrence of any acts of sexual harassment and gender-based violence.
- To encourage the reporting of behavior which breaches the sexual harassment policy.
- To protect all employees while trying to address and resolve the problem and eliminate any inappropriate behavior.

### **Definition of sexual harassment:**

Sexual harassment includes any unwelcome sexually determined behavior (whether directly or by implication) as:

- A. Unwanted touching and any other bodily contact or interfering with an employee's ability to move or such conduct including sexual flirtations, propositions.
- B. A demand or request for sexual favors;
- C. Sexually colored remarks, sexual jokes or references, posting / transmitting emails or pictures of a sexual or other harassment-related nature.
- D. Displaying sexually suggestive objects, pictures or posters, showing pornography, playing sexual suggesting music.
- E. Any other unwelcome physical verbal or non-verbal conduct of sexual nature.

And where:

- A. Submission to or rejection of such behavior is made, explicitly or implicitly, a basis for an employment/ promotion decision, or a term or condition thereof or
- B. Such behavior directed against an individual persists despite its rejection or
- C. Such conduct has the purpose or effect of unreasonably interfering with an employee's performance or of creating an intimidating or hostile environment.

However, sexual harassment does not include the behavior, which is based on mutual attraction and friendship. If the interaction is consensual and reciprocated, it does not constitute as sexual harassment.

### **Circumstances in which sexual harassment may occur**

Sexual harassment of an employee by a supervisor, manager, co-worker, contractor, service provider, client or customer in the workplace as well as outside the workplace is unlawful. Such illicit conduct directed at individuals because of their race, caste, creed, religion, physical disability, family background, pregnancy or age in any work-related context, including conferences, work functions, office parties and business trips including interactions with clients & customers is prohibited and will attract disciplinary action.

### **Prevention of sexual harassment committee**

Based on the guidelines mentioned above, 'Prevention of Sexual Harassment Committee (PSHC)' has been constituted in the company. PSHC is headed by a woman employee with minimum of three and maximum of five members. Minimum half of its members will be women. Further, to prevent the possibility of any pressure or influence from senior level, PSHC also has an external member, having good social standing, who is familiar with the similar social issues.

Any employee who believes that actions or words of any of the supervisor, manager, co-worker, contractor, service provider, client or customer constitute unwelcome harassment, he/she can approach the PSHC. All such complaints will be investigated promptly in a confidential and fair manner by PSHC. A report will be placed before the audit committee of the board of directors of the company along with an annual report to the concerned government department of the complaints and actions taken by the committee.

The concerned employee can report through e-mail, telephone, fax or any other method to PSHC. The contact details of members of the PSHC are available on the company web site. Alternatively these details can be obtained from Head-HR or Company Secretary.

### **Procedure**

I. Employees should take note that it is a violation of this policy for anyone acting knowingly and recklessly either to make a false complaint of sexual harassment or to provide false information regarding a complaint.

II. Any employee facing sexual harassment can lodge a complaint with the PSHC via email or letter. If any third parties witness any sort of sexual harassment at the workplace, they can also report their concern. Once the complaint is lodged, PSHC shall proceed to investigate it as per the procedure specified.

III. The PSHC will, then within ten days of receipt of such a complaint, establish a prima facie case of sexual harassment. Reasons for not pursuing a complaint must be recorded and communicated to the complainant in writing.

IV. The PSHC shall have the power to summon people involved in the complaint or whosoever can provide information. The investigation of such complaints shall be dealt seriously keeping in mind the emotional nature of such type of investigation. The privacy of complainants and all persons involved shall be ensured. It shall further be ensured that the members of the committee do not have any involvement with the complainant or the accused. If any relationship persists between any member of the PSHC and the accused, such member shall not be involved in the investigation.

V. PSHC shall hear both the sides and receive information. There should not be any pre-judgment of any sorts. Witnesses should also be interviewed and responses should be documented. Besides, all participants in the investigation should be reminded that their cooperation and confidentiality are required.

VI. During the investigation, the following points should be taken care of:

- The complaining employee and the alleged harasser should be told to avoid contact with one another.
- The alleged harasser should be informed of the type of disciplinary action that may be taken if the allegations are found to be true.
- The complaining employee should be encouraged to report any further incidents of retaliation or harassment.
- The witnesses, if any, should be told as little as possible about the detail of the complaint in order to reduce the employer's exposure to later claims of defamation.

VII. The entire process of investigation has to be completed within one month of receipt of complaint. It shall forward its recommended action to the CEO/Chairman of the board of directors of the company.

VIII. The disciplinary action will be commensurate with the nature of the violation and it could be in the form of:

- Warning
- Written apology
- Debarring from supervisory duties
- Stopping of increments/ promotion
- Demotion / transfer
- Suspension
- Termination
- Any other relevant mechanism

IX. Where the conduct of an accused amounts to a specific offence under the state/ central laws or under any law, appropriate action shall be initiated in accordance with the law.

### **Awareness**

Awareness of the rights of the employees through this policy should be created by the following means:

- I. To publicize the policy in English as well as local language where company has its office, through notice boards, etc.
- II. To publicize the names and phone numbers of the members of the PSHC.
- III. To give all employees a copy of the written policy (or in any other form in which employee can access the same freely) and any further revisions. Information to all new hires and those employees who are new to management positions should be provided appropriately.

## Acknowledgment

To:

The Chief Executive Officer

I have received and completely read the code of Business Conduct & Ethics of 'Sterlite Technologies Limited' with total understanding of the standards and policies contained therein. I agree to comply with the code of Business Conduct & Ethics and other policies specific to my job as amended from time to time.

I understand that adherence of the code is the condition of employment and does not constitute and shall not be construed to constitute a contract of employment for a definite term or a guarantee of confirmed employment.

I will clear all my questions / doubts / queries pertaining to the code of Business Conduct & Ethics, company policies, or the legal and regulatory requirements applicable to my job from the Legal Department, whenever required.

Employee Name \_\_\_\_\_

Department \_\_\_\_\_

Signature \_\_\_\_\_

Date \_\_\_\_\_