WHISTLEBLOWER POLICY

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Toyota Tsusho India Private Limited

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TOYOTA TSUSHO INDIA PVT. LTD. TTIPL

1. INTRODUCTION:

Toyota Tsusho India Private Limited (hereinafter referred to as **"TTIPL", "Company", "We", "Us" and "Our"** as the context may require), is committed to the highest standards of ethical, moral, and legal conduct. In pursuit of this commitment, we have formulated this Whistleblower Policy (this **"Policy"**) to provide a structured platform for reporting genuine complaints regarding any actual or suspected misconduct, unethical behavior, or violation of Toyota Tsusho group global Code of Conduct and Ethics ("**COCE**"), which is defined as Problem Conducts under Article 4.6 hereof (such complaints are defined as the Complaints in Article 4.2 hereof).

2. PURPOSE/ OBJECTIVE:

The purposes and objectives of this Policy are as follows:

a) To promote responsible and secure whistleblowing mechanism, ensuring that individuals can report any Complaint without fear of retaliation and with the assurance that their identity and disclosures shall be protected and ensure the proper redressal of Complaints;

b) To enable employees, directors, vendors, service providers, customers and other stakeholders associated with the Company to report any Problem Conduct, in a secure and confidential manner;

c) To encourage transparent and responsible reporting culture, thereby enhancing corporate self-governance and accountability;

d) To foster and sustain trust among all stakeholders through open communication and by ensuring timely redressal of Complaints; and

e) To deter Problem Conducts by making individuals aware that such practices can be reported, investigated and appropriate action would be taken.

3. SCOPE/APPLICABILITY

This Policy covers any and all reporting of the Complaints (as defined in Article 4.2) from all employees working in the Company either permanent or temporary, expatriates, consultants and contract employees, and also includes external stakeholders i.e. third-party contractors, contractor's employees, clients, customers, vendors, service providers and external auditors.

4. DEFINITION

4.1 **Board** means the board of directors of the Company.

4.2 **Complaint** means any complaint regarding actual or suspected Problem Conduct.

4.3 **Code of Conduct Policy** shall mean TTIPL's Code of Conduct Policy.

4.4 **Document Management Policy** shall mean TTIPL's Document Management Policy.

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4.5 **Investigating Committee** means a team formed by the Monitoring Committee to investigate Complaint filed by a Whistleblower.

4.6 **MD** means the managing director of the Company.

4.7 **Monitoring Committee** means a committee designated by the Company to review the Complaints, investigate through appointment of the Investigating Committee and determine the final redressal.

4.8 **Problem Conduct** means any misconduct, unethical behavior, or violation of COCE, including the conduct listed in Article 5 hereof.

4.9 **Subject of Complaint** means an individual within the Company against whom a Complaint is reported in accordance with this Policy.

4.10 **Whistleblower** means an individual who reports a Complaint in accordance with this Policy.

5. SCOPE OF REPORTABLE ISSUES/VIOLATIONS:

Whistleblower may report any Complaint regarding actual or suspected Problem Conduct. For the avoidance of doubt, Problem Conduct includes, but is not limited to the following:

5.1 Fraud, bribery, and corruption: Any dishonest act or omission with intent to gain undue advantage, including giving or accepting bribes or kickbacks. Corrupt practices including solicitation or acceptance of inappropriate gifts or facilitation payments.

5.2 Breach of policies: Any non-compliance with internal rules, policies, standard operating procedures, or the ethical code adopted by the Company.

5.3 Violation of business-related laws and regulations: Non-compliance with legal or regulatory requirements during the performance of official duties, whether on behalf of the Company or in an individual capacity.

5.4 Conflict of interest: Any situation where personal interests interfere with professional duties or Company's interest.

5.5 Abuse of authority or harassment: Misuse of position or authority, including physical, verbal, or psychological harassment of colleagues, stakeholders, employees, contractors, or partners.

5.6 Misuse of confidential information: Unauthorized use or sharing of non-public, sensitive Company data for personal gain or to aid others. Exploiting one's role or insider information for personal advantage or to benefit select individuals.

5.7 Financial irregularities: Any manipulation, misappropriation of financial records, falsification of accounts, misuse of financial authority, misuse of funds, or accounting fraud.

5.8 Misuse of Company resources: Improper use of Company's funds, assets, infrastructure, or human resources for personal benefit or unauthorized activities.

5.9 Environmental or safety violations: Non-compliance with environmental, health, or safety standards, including actions that endanger people or the ecosystem.

5.10 Any illegal activity, whether criminal (e.g., theft, criminal breach of trust, misappropriation) or civil (e.g., defamation or libel) falls within the scope of reportable violations.

5.11 Any unethical or improper conduct, even if not specifically mentioned in this Policy.

5.12 Selecting vendors or contractors based on personal relationships or biases rather than on business merit and value.

6. COMPLAINT LODGING MODE AND OBLIGATION TO LODGE COMPLAINT

6.1 If the Whistleblower is a third-party contractor, an employee of a contractor, a client, a customer, a vendor, a service provider, an external auditor, or any other external stakeholder (including any former employee who does not meet the criteria set forth in Article 6.2), the following modes shall be used to report the Complaint:

a) Email addressed to whistleblower@ttipl.co.in; or

b) Letter addressed to the Whistleblower Monitoring Committee at the address below:

To: Whistleblower Monitoring Committee

Address: Toyota Tsusho India Private Limited,

Plot No. 33 & 34, Bidadi Industrial Area,

Ramanagara Taluk, Bengaluru South District, Bidadi,

Karnataka-562109.

6.2 If the Whistleblower is a former employee within one (1) year from resignation, the Complaint may be submitted to Toyota Tsusho Group's SPEAK UP at https://secure.ethicspoint.eu/domain/media/en/gui/104301/index.html, in addition to the modes provided in Article 6.1.

6.3 If the Whistleblower is a director, a permanent employee, an expatriate, or a contract employee of the Company:

a. The Whistleblower is obliged to report the Complaint first to their line manager or superior under this Policy.

b. If the Whistleblower feels uncomfortable to do so, they should then report to whistleblower@ttipl.co.in.

c. Notwithstanding the foregoing, if the Whistleblower reasonably determines that reporting in accordance with above sub-clause (a) and (b) is inappropriate or the Complaint submitted in accordance with above sub-clause (b) is not properly responded or the Complaint is against

(i) the Managing Director; or

(ii) a member of the Monitoring Committee; or

(iii) a member of the Board; or

(iv) a member of Toyota Tsusho TTC group companies other than the

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Company.

In the foregoing cases, the Whistleblower has every right to report such Complaint to Toyota Tsusho Group's SPEAK UP at https://secure.ethicspoint.eu/domain/media/en/gui/104301/index.html

6.4 The Whistleblower shall use the reporting format attached as **Annexure 1** when reporting a Complaint under Article 6.1 (a) and (b) and 6.3 (b).

6.5 If the reporting of the Complaint does not comply with this Article 6, the Monitoring Committee may reject any review or investigation of the Complaint.

> ***Note:*** *In case Complaint is made under 6.1 (b), the envelope should be super scribed with '**Complaint under Whistleblower Policy**'. If the envelope is not super scribed and not closed, it will not be possible to protect the identity of the Whistleblower, and the complaint will be dealt as a normal complaint outside the purview of this Policy. A Whistleblower may choose to keep his/her identity anonymous. In such cases, the complaint should be accompanied by evidence and supporting data.*

7. RESTRICTIONS ON THE FILING OF COMPLAINT

7.1 The following actions are strictly prohibited under this Policy:

a) Submitting a false or frivolous complaint without substance;

b) Filing a complaint with malicious intent or to cause harm; or

c) Making allegations that are incomplete, misleading, or presented in bad faith.

7.2 If any individual is found to have violated the above prohibitions, the following actions may be taken:

a) Employees may face disciplinary measures, including warning, suspension, or termination.

b) External parties such as vendors, consultants, or customers may be blacklisted or have their existing contracts terminated.

7.3 The Complaints may be rejected if:

a) it is reported in anonymous basis and devoid of any evidence or materiality of the Problem Conduct and/or if such Complaint is intentionally and/or maliciously circulated to defame an individual. Further, the Monitoring Committee has every right to take necessary and appropriate action against the Whistleblower;

b) it does not have any relation to the Company's business or activities;

c) information provided in the Complaint is insufficient; or

d) the Monitoring Committee deems the Complaint inappropriate to review or investigate.

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8. COMPOSITION OF MONITORING COMMITTEE

8.1 The Monitoring Committee shall consist of following five (5) members, including MD, who shall also act as the chairperson of the Monitoring Committee.

8.2 The other members shall include:

a) Deputy Managing Director or any other Director of the Company;
b) Chief Financial Officer;
c) Chief Administrative Officer; and
d) Legal and Compliance Department head.

8.3 The quorum for any meeting of the Monitoring Committee shall be a minimum of three (3) members and shall include the MD at all times.

8.4 The Monitoring Committee is empowered to:

a. receive and assess a Complaint;
b. decide whether the Complaint warrants an investigation and appoint an Investigating Committee;
c. maintain the confidentiality of the Complaint, identity of the Whistleblower and any information arising out of the review and investigation of the Complaint throughout the process;
d. decide action to be taken based on the closure report by Investigating Committee; and
e. review the Complaints received on periodic basis.

8.5 On receipt of the complaint, the Monitoring Committee shall:

a) exclude any and all members who appear to be involved in Complaint from the reviewing and investigation of the Complaint (including the process set forth in (b) to (e) of this clause), and if the remaining member of the Monitoring Committee cannot satisfy the quorum as set forth in Article 8.3, the remaining members of Monitoring Committee shall report the complaint to the General Manager of the Compliance & Crisis Management Department, Toyota Tsusho Corporation;
b) determine whether the complaint qualifies as a genuine Complaint under this Policy;
c) ascertain whether the same complaint was raised previously by anyone on the subject, and if so, the outcome thereof;
d) if the complaint is determined to qualify as a genuine Complaint under sub-clause (b) of this Article 8.5, initiate either an internal or external investigation based on the nature of the issue;
e) direct and implement suitable remedial measures following the investigation.

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9. COMPOSITION OF INVESTIGATING COMMITTEE

9.1. The Investigating Committee shall be appointed by the Monitoring Committee based on the complexity and sensitivity of the Complaint.

9.2. The Investigating Committee shall have at least three (3) members. Such members may be the Company's employees or external agencies or professionals, as determined by the Monitoring Committee.

10. INVESTIGATION PROCESS

10.1 Internal investigation shall be carried out by the members of the Investigating Committee.

10.2 The investigation process shall comprise a structured approach that includes, but is not limited to:

a. the collection and examination of relevant evidence;
b. conducting interviews with the Whistleblower, the Subject of Complaint, and any other relevant parties; and
c. to request the Monitoring Committee for initiation of an external investigation where the complexity, scale, or nature of the matter so demands.

10.3 Powers of Investigation Committee:
The powers of the Investigation Committee shall include but not limited to, the following:

a. To access and examine all relevant records, documents, emails, data logs, or other materials necessary for the purpose of the investigation, whether physical or electronic, including those maintained by internal departments.
b. To summon and interview employees, Whistleblowers, Subject of Complaint, and any other relevant persons to obtain facts, statements, or clarifications.
c. To seek explanations in writing from Subject of Complaint whose conduct is under examination.
d. To secure the assistance or support of any internal department or external expert (including legal, forensic, or IT professionals) subject to prior consultation with the Monitoring Committee.
e. To recommend interim measures during the course of the investigation, such as suspension, temporary transfer of the Subject of Complaint.
f. To recommend protection of Whistleblowers or witnesses, if required.
g. To ensure protection of all evidence and to take custody of any material likely to be tampered with, destroyed, or concealed.
h. To recommend disciplinary or corrective action to the Monitoring Committee based on the outcome of the investigation.

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10.4 Duties of Investigating Committee

The Investigating Committee shall perform the following duties in accordance with the principles of fairness, confidentiality, and accountability:

a. To conduct a prompt, fair, impartial, and thorough investigation into the Complaints referred by the Monitoring Committee.
b. To maintain strict confidentiality and anonymity of the Whistleblower, witnesses, and any sensitive information obtained during the course of investigation, unless disclosure is required by law
c. To adopt a fact-based and evidence-driven approach, avoiding bias, conflict of interest, or personal judgment.
d. To update the Monitoring Committee on the progress of the investigation, including any delays, impediments, or requirement for additional resources.
e. To complete the investigation within the stipulated timelines and submit a comprehensive final investigation report to the Monitoring Committee, along with findings, recommendations, and supporting documentation.

10.5 An inquiry into the Complaint received by the Investigating Committee shall be normally completed within a period of three (3) months from the date of receipt of the Complaint but shall not unreasonably exceed beyond six (6) months.

10.6 Upon completion of the investigation, the Investigation Committee shall submit a report to the Monitoring Committee, detailing the Complaint, key findings, conclusions, and recommended actions (hereinafter referred to as a "**Closure Report**"). The Monitoring Committee shall review the Closure Report and decide on closure or further action. All records shall be kept confidential.

> ***Note:*** *The decision to investigate is by itself not an accusation and is to be treated as a neutral fact-finding process. The Subject of Complaint shall be given an opportunity for providing their inputs during the investigation. The Subject of Complaint shall have a duty to co-operate with the Investigating Committee. The Subject of Complaint is prohibited from interfering with the investigation, withholding, destroying, or tampering with evidence, or influencing, coaching, threatening, or intimidating any witnesses.*

11. ACTIONS AFTER THE REVIEW OF THE COMPLAINT

11.1 Based on the Closure Report, the Monitoring Committee shall discuss each Complaint and decide whether the Complaint is proved on preponderance of probabilities. This decision of the Monitoring Committee shall be final.

11.2 If the Complaint is proved on a preponderance of probabilities,

11.2.1 the Subject of Complaint is deemed to have been breached the Code of Conduct Policy. The Monitoring Committee shall decide on the action to be initiated including imposing a penalty as per Code of Conduct Policy as follows:

a. Written warning;

b. Withholding of promotion;
c. Withholding of increment;
d. Reduction in salary;
e. Demotion to a lower grade;
f. Dismissal / Discharge from service;
g. Discharge from specific projects;
h. Suspension of business relation or any other action as may be deemed necessary; and/or
i. Initiation of the process as applicable under Indian laws if the Problem Conduct is criminal in nature.

11.2.2 the Monitoring Committee may direct the concerned division/department to take corrective actions to prevent repetition of the instances of unethical and unfair activities.

11.2.3 if the Problem Conduct includes crime or it is punishable under prevalent laws and regulations, the Monitoring Committee may recommend the Company to initiate a legal action including the filing of Police Complaint in consultation with Legal and Compliance Department.

11.3 If the Complaint is not proved on a preponderance of probabilities, then the Monitoring Committee may close the case or take other measures as per their discretion.

12. DUTY OF CONFIDENTIALITY

12.1 The Whistleblower, Monitoring Committee and the Investigating Committee and every person involved in the reviewing and investigation process of the Complaint shall:

a) maintain complete confidentiality and secrecy of the matter;
b) not discuss the matter in any informal/social gatherings/meetings;
c) discuss only to the extent or with the persons required for the purpose of completing the process and investigations;
d) keep any and all documents in a secure location, such as a locked cabinet or other place not accessible to unauthorized persons at any time; and
e) keep emails and files password-protected.

12.2 If anyone is found not complying with the above obligations, he/she shall be held liable for such disciplinary action as is considered fit by the Monitoring Committee.

13. PROTECTION TO WHISTLEBLOWER AND WITNESS

13.1Any Whistleblower who has made a Complaint and any person who has cooperated with the investigation (referred to as "**Witness**" in this Article) under this Policy must not be victimized by initiation of any proceedings or otherwise merely on the ground that such person had made a Complaint or cooperated with the investigation under this Policy. Either on the application of the Whistleblower, or on the basis of information gathered, if the Monitoring Committee is of the opinion that either the Whistleblower

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or the Witness needs protection, the Monitoring Committee shall take such appropriate action(s). Provided that the aforementioned protection of the Whistleblower is subject to the following conditions:

a. The Whistleblower has chosen to identify himself;
b. The Complaint is made in good faith; and
c. The Whistleblower reasonably believes that information contained in the Complaint is substantially true.

14. MAINTENANCE OF DOCUMENTS AND RETENTION

14.1 To provide protection to the Whistleblower and to maintain secrecy about identity of the Whistleblower, records collected during investigation, including Complaint copy must be preserved with strict controls by the Monitoring Committee. Further, to avoid leakage of information and to avoid misuse of the information, data maintenance and retrieval must be under proper controlled environment in consultation with the IT department.

14.2 After the closure of the review, investigation, disciplinary action or any other actions regarding the Complaint and the Problem Conduct, the Legal and Compliance Department shall maintain all the documents related to such proceedings diligently in accordance with Document Management Policy.

15.GENERAL

15.1 This Policy shall be communicated to all employees and external stakeholders of TTIPL.

15.2 All complaints / actions taken will be documented by the Monitoring Committee.

15.3 Legal and Compliance Department shall be responsible for management and amendment (including repeal) of this Policy. Any changes to this Policy shall be carried out only through the procedure set forth in the Regulations for Final Decisions on Important Matters.

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ANNEXURE 1 – REPORTING OF PROBLEM CONDUCT

To	Monitoring Committee
Subject	Reporting of Problem Conduct

I. Nature of Problem Conduct

(Tick/mark all applicable)

Sl. No.	Problem Conduct Type	Applicable (✓)
1	Misappropriation or unauthorized use of Company assets/resources	
2	Conflict of interest	
3	Any illegal activity (criminal or civil)	
4	Breach of Code of Conduct, Ethics or Company policies	
5	Unauthorized disclosure of confidential or proprietary information	
6	Financial fraud or kickbacks	
7	Violation of TTIPL's Anti-Bribery and Anti-Corruption Policy	
8	Breach of workplace safety or non-compliance with EHS standards	
9	Inaccurate financial or accounting reporting	
10	Insider trading or misuse of unpublished price-sensitive information	
11	Workplace harassment (including discrimination, bullying, victimization)	
12	Misuse of social media involving TTIPL's name or reputation	
13	Abuse or misuse of authority	
14	Data breach or data theft	
15	Dual employment without disclosure	
16	Selection of vendors or contractors based on personal	

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	relationships or bias	
17	Others (please specify)	

II. Person(s) Involved

Particulars	**Details**
Name of Person Involved	
Department	
Designation	

(Add additional rows if more than one person is involved)

III. Problem Conduct Details

Particulars	**Details**
Date of Occurrence (approximate if exact date unknown)	
Location of Incident	
Source of Information / How did you come to know about the issue?	

Duration of the Problem Conduct (tick one):

Less than 1 month	**1–6 months**	**6–12 months**	**More than 12 months**
☐	☐	☐	☐

IV. Detailed Description of Problem Conduct

Description

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(Please provide a detailed description of the incident, including facts, sequence of events, and any other relevant information.)

V. Supporting Information

Question	**Response**
Do you have evidence in support of your report?	Yes ☐ / No ☐
If yes, please submit relevant documents	☐ Attached
Is anyone else aware of this incident?	Yes ☐ / No ☐
If yes, please provide details	

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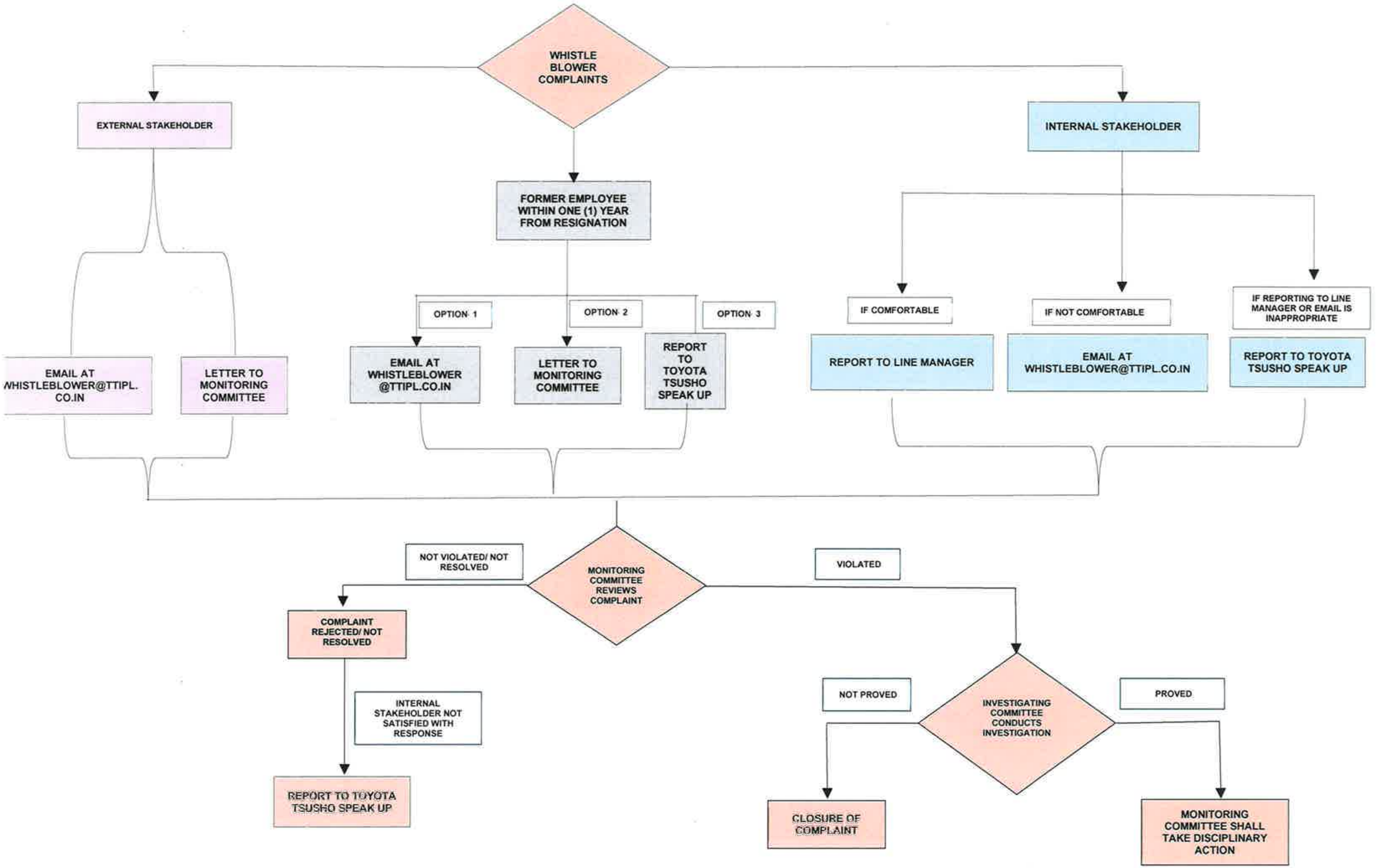

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