



ANTI-MONEY LAUNDERING POLICY

Tata Investment Corporation Limited

Version: 1.3
February 2025

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Document Change Control

Date	Version	Author [Name]	Reviewed By [Name]	Approval Date	Description
07-Jan-23	1.0	Manoj Kumar CV	--	17-Jan-23	Approved by Board of Directors dtd 17-Jan-23
03-Aug-23	1.1	Jamshed Patel	Amit Dalal	04-Aug-23	Change in Sec 3(a) – Organization restructuring due to resignation of CFO&CS and appointment of CS – all references to CFO&CS in the document changed accordingly.
21-Oct-24	1.2	Jamshed Patel	--	31-Oct-24	Annual review by Board of Directors in its meeting held on dtd. 31-Oct-24 – No change
19-Dec-24	1.3	Ankan Mondal	Jamshed Patel	11-Feb-25	Promotion of Executive Director to Managing Director w.e.f. 01-Jan-25 as approved by Board of Directors in its meeting held on 31-Oct-24. Hence, all references to ED have been amended to MD in this Policy.

1. Policy Statement and Purpose

Tata Investment Corporation Limited (TICL) is committed to complying with all applicable **Anti-Money Laundering (AML)** laws in the conduct of its business. Clause 21(D) of the **Tata Code of Conduct 2015 (TCoC 2015)** states that *"we shall comply with all applicable anti-money laundering, anti-fraud and anti-corruption laws and we shall establish processes to check for and prevent any breaches of such laws"*. TICL, being a listed entity shall also comply with the guidelines set under the SEBI's **Guidelines on Anti-Money Laundering Standards and Combating the Financing of Terrorism** under the **Prevention of Money Laundering Act, 2002**.

Towards this objective, TICL shall conduct business only with reputable vendors who are involved in legitimate business activities and whose funds are derived from legitimate sources. Appropriate measures shall be framed to ensure that TICL does not, even inadvertently, accept forms of payment that are known or suspected to be means of laundering money. One such measure is "Know-Your-Counterparty" (KYC) guidelines.

The purpose of this **Anti-Money Laundering Policy (AML Policy)** is to prevent any involvement by TICL in money laundering activity even where the involvement may be unintentional. It requires Directors, Officers, other employees and persons associated with TICL to recognize questionable financial transactions, and to take steps to conduct appropriate additional due diligence. If any 'Red Flag', whether or not listed in this AML Policy is triggered, the Designated Persons (as defined below) need to promptly contact the Company's Compliance Officer (as defined below) to facilitate any further due diligence or action that may be needed. The Company is also committed to cooperate with law enforcement and regulatory agencies enforcing anti-money laundering laws and regulations from time to time.

The guidelines in this AML Policy supplement the TCoC 2015 and should be read in conjunction with:

- a) TCoC 2015;
- b) SEBI Listing Obligations and Disclosure Requirements Regulations, 2015;
- c) TICL's Whistle blower Policy;
- d) TICL's Anti-Bribery and Anti-Corruption Policy;
- e) TICL's Code of Corporate Disclosure Practices;
- f) TICL's Policy on Material Subsidiaries;
- g) TICL's Policy on Related Party Transactions;
- h) NBFC Fair Practice Code;
- i) Various IT Policies of TICL;
- j) Any other relevant policies as may be implemented by the Company from time to time.

2. Scope and Applicability

This AML Policy is applicable to for the Company. The Company shall recommend adoption of this AML Policy to its Board of Directors (BoD) as well as the Board of Directors of its subsidiary. This AML Policy is applicable to all individuals working at all levels and grades, including Directors, Key Managerial Persons, Officers, other employees (whether permanent, fixed-term or temporary), Consultants, Contractors, Trainees, Interns, Seconded Staff, Casual Workers and Agency Staff, Agents, or any other person associated with the Company and such other persons including those designated by the Compliance Officer from time to time (all of the aforesaid being collectively referred to as **Designated Persons**).

3. Compliance Officer and Designated Director

- a) The Company shall, from time to time, designate an employee of sufficient seniority, competence and independence as the **Compliance Officer** to ensure compliance with the provisions of this AML Policy (**Compliance Officer**) and the same shall be notified to the Designated Persons. Mr. Jamshed Patel, CS, has been designated as the Compliance Officer

of the Company. All reports, complaints, doubts or concerns in relation to this AML Policy shall be raised by the Designated Persons to the Compliance Officer.

- b) All queries, concerns or complaints received by any persons dealing with a money laundering issue shall be reported to the Compliance Officer. Any action required to be undertaken under this AML Policy shall be taken by the Compliance Officer in accordance with this AML Policy. The Compliance Officer shall have a functional reporting to the **Designated Director (Managing Director)** [Rule 2 (ba) of PMLA Rules] and shall submit any incident reports (including action taken) to the Designated Director at the upcoming Audit Committee Meeting. Aggravated cases of breach of this AML Policy shall be escalated to the BoD through the Designated Director.

4. Guidance on Prevention of Money Laundering

- a) The phrase “money laundering” is generally understood to mean any act or attempted act to conceal or disguise the true origin and ownership of illegally obtained proceeds so that they appear to have originated from legitimate sources thereby avoiding prosecution, conviction and confiscation of the illegal proceeds. Money laundering can be used by terrorist organizations, tax evaders, smugglers, by those engaged in bribery, or anyone who receives money for illegal activities or through illegal means. Countering money laundering is of critical importance as it ensures that illegal funds do not remain hidden and do not get integrated into legal business and consequently into the legal economy.
- b) The Government of India has enacted the **Prevention of Money Laundering Act, 2002** (PMLA) and issued rules & regulations thereunder with effect from July 1, 2005, for preventing money laundering and countering the financing of terrorism in India. The PMLA defines the offence of money laundering as “*whosoever directly or indirectly attempts to indulge or knowingly assists or knowingly is a party or is actually involved in any process or activity connected with the proceeds of crime and projecting it as untainted property shall be guilty of offence of money laundering.*” The term ‘proceeds of crime’ has been defined under Section 2(u) of the PMLA as “*any property derived or obtained, directly or indirectly, by any person as a result of criminal activity relating to a scheduled offence or the value of any such property.*” The definition of ‘proceeds of crime’ also implies that assets can be tainted by conversion. Therefore, if the ‘proceeds of crime’ are utilized to purchase another asset, by conversion, that asset could also be considered as ‘proceed of crime’ replacing the tainted money. Under the provisions of the PMLA, proceeds of crime can be attached in the possession of any person, whether or not such person was involved in the offence of money laundering.
- c) Money laundering usually consists of 3 (Three) steps:
 - i. **Placement:** This is the initial stage and during this stage, the money generated from illegal/criminal activity such as sale of drugs, illegal firearms, etc. is disposed of. Funds are deposited into financial institutions or converted into negotiable instruments such as money orders or traveller’s cheques. For example, cash received by a drug smuggler can be taken to a bank and changed into a money order or traveller’s cheque.
 - ii. **Layering:** In this stage, funds are moved into other accounts in an effort to hide their origin and separate illegally obtained assets or funds from their original source. This is achieved by creating layers of transactions, by moving the illicit funds between accounts, between businesses, and by buying and selling assets on a local and international basis until the original source of the money is virtually untraceable. Thus, a trail of unusually complex transactions is created to disguise the original source of funds and thereby make it appear legitimate. For example, money can be moved into and out of various offshore bank accounts through electronic funds transfers.
 - iii. **Integration:** Once the illegitimate money is successfully integrated into the financial system, these illicit funds are reintroduced into the economy and financial system and often used to purchase legitimate assets, fund legitimate businesses, or conduct other criminal activity. The transactions are made in such a manner so as to appear as being made out of legitimate funds.

- d) Compliance with AML and anti-terrorism laws and regulations requires an awareness of possible '**Red Flags**' or **suspicious activities**, which may arise in the course of conducting business. When 'Red Flags' are identified, an appropriate level of additional due diligence must be performed, and additional approvals should be obtained.

5. Potential Red Flags

While an exhaustive list cannot be provided, set out below are indicative actions or situations or parties that Designated Persons should be aware about – which when appearing together or individually should raise 'red flag' concerns (each, whether or not listed herein, a **Red Flag**):

- a) Customers or suppliers who are connected to countries identified as non-cooperative by the 'Financial Action Task Force on Money Laundering' established by the G-7 Summit in 1987, and international organisations against money laundering;
- b) Customers or suppliers who are reluctant to provide complete information and/or provide insufficient, false, or suspicious information or who are unwilling to comply with the Company's KYC norms as may be in force from time to time;
- c) Customers or suppliers who appear to be acting as an agent for another company or individual, but decline or are reluctant to provide information regarding that company or individual;
- d) Customers or suppliers who express concern about, or want to avoid, reporting or record-keeping requirements;
- e) Payments of amounts in excess of Rs.20,000/- (Rupees Twenty Thousand) only made in cash or cash equivalents, such as money orders, traveller's cheques, internet currencies or prepaid cash cards. Acceptance of such amounts of cash or cash equivalents as a form of payment by the Company is strongly discouraged. Cash payments are commonly used by money launderers, and leave very little in the way of audit trails. Alternative methods of payment which provide a stronger audit trail should be offered. Particular care should be taken with regard to customers and suppliers who structure these payments to avoid the relevant government reporting requirements for cash and cash equivalent payments (for example by making multiple smaller payments or payments from multiple sources);
- f) The purchase of products, or a larger volume purchase, that appears to be inconsistent with a customer's normal ordering pattern, and in the absence of any legitimate business reason such as a special price promotion;
- g) Complex deal structures or payment patterns that reflect no real business purpose or economic sense;
- h) Requests for payment to be made through an unrelated country or to an unrelated third party;
- i) Multiple partial payments from various parties on behalf of a single customer and/or multiple partial payments from various locations. Also included are "double endorsed" or "third party" cheques, where a customer endorses over to a company as payment for their invoice a cheque that was originally made out to the customer;
- j) Customers or suppliers whose address is not a physical site;
- k) Customers making a funds deposit followed by an immediate request that the money be wired out or transferred to a third party, or to another firm, without any apparent business purpose;
- l) Customers paying in one form of payment and then requesting a refund of the payment in another form e.g. paying by credit card and requesting a wire transfer or cash refund.

6. Standard Operating Procedures for Compliance

Each Designated Person is required to ensure that he/she undertakes the following steps in the course of the business operations of the Company:

- a) **Know business partners:** where appropriate, Designated Persons should conduct integrity assessments and other due diligence exercises and be familiar with business practices of customers and suppliers.

- b) **Monitor financial activity:** Designated Persons are required to observe and record payments and transactions consistent with all established policies and procedures and follow global financial standards for acceptable forms of payment.
- c) **Keep complete records:** Designated Persons should always keep current, complete and accurate records of every business transaction.
- d) **Report any suspicious activity:** each Designated Person has an obligation under this AML Policy to immediately and, without delay, report to the Compliance Officer any **Suspicious Transaction** (as defined below) or **suspicious activity** or **'Red Flag'** concern (Report). Each Designated Person shall be aware of and follow country legal requirements for the reporting of cash transactions.
- 'Suspicious Transaction'** includes an attempted transaction, whether or not made in cash, which to a person acting in good faith:
- gives rise to a reasonable ground of suspicion that it may involve the proceeds of an offence specified in the schedule to the PMLA, regardless of the value involved; or
 - appears to be made in circumstances of unusual or unjustified complexity; or
 - appears to have no economic rationale or bona-fide purpose; or
 - gives rise to a reasonable ground of suspicion that it may involve financing of the activities relating to terrorism or other forms of criminal activity.
- e) **Reporting/action by the Compliance Officer:** when setting up internal procedures, the Compliance Officer may adopt a 'risk-based approach' to KYC and AML compliances. Consequently, there will be circumstances when it will be both necessary and permissible to apply commercial judgment to a Report received by the Compliance Officer. Based on the facts and circumstances of an incident covered in a Report, the Compliance Officer shall take one or more steps, such as
- probe into the incident himself/herself,
 - set up an internal enquiry into the incident,
 - in case of Aggravated Cases determine and recommend whether a reporting of the incident should be made to the appropriate authority. (Aggravated Cases shall mean incidents of AML that need to be reported to relevant regulatory or enforcement authorities, for example the Financial Intelligence Unit-India [Rules 7 & 8 of PMLA 2005]. All Aggravated Cases must be escalated, without delay, by the Designated Director to the BoD).
- f) **Cooperate fully for enforcing anti-money laundering laws:** the Compliance Officer shall be the Company's point of contact for coordinating with all law enforcement and regulatory agencies for all compliance reporting and investigations. Designated Persons shall render full support to the Compliance Officer as well as cooperate fully with any internal investigation team set up by the Compliance Officer or the Designated Director or the BoD, or with any external investigation (FIU-IND as per Sec 12 of PMLA 2005).
- g) **Maintenance of records:** records confirming the identity of suppliers, contractors, investors and other persons shall be retained for such number of years as per the SEBI guidelines – minimum of 5 (Five) years as per Rule 3 of PMLA 2005. A checklist for the Company's KYC is annexed hereto as Annexure-I.

7. Violations

Violations under this AML Policy include the following actions by Designated Persons:

- a) any violation of the compliance steps under this AML Policy by a Designated Person;
- b) on-boarding a supplier, contractor, agent, or investor in contravention of the KYC norms;
- c) requesting others to violate the AML Policy;
- d) failure to promptly raise a known or suspected violation of the AML Policy or notify a potential 'Red Flag' or Suspicious Transaction;

- e) failure to cooperate in investigations of possible AML Policy violations;
- f) retaliation against another employee for reporting a concern under the AML Policy;
- g) failure to demonstrate leadership, initiative, and diligence to ensure compliance with the AML Policy, PMLA and other applicable laws;
- h) involvement in any form of money laundering activities, whether in the course of employment with the Company.

8. Consequences of Violation of AML Policy by Designated Persons

In case of violations of the AML Policy, the Compliance Officer shall, after considering inputs, if any, from the Designated Director, have the discretion to do the following:

- a) **Corrective Action:** if necessary, corrective actions shall be prescribed by the Compliance Officer to appropriate managers, officers, or other employees for implementation.
- b) **Penalties:** the Compliance Officer shall, based on the investigation reports (if any) have the discretion to recommend appropriate disciplinary action, including suspension and termination of service, against such a defaulting Designated Person. Depending on the nature and scale of default of the AML Policy by the defaulting Designated Person, the Compliance Officer may also recommend to the BoD to commence civil and/or criminal proceedings against such a Designated Person in order to enforce remedies available to the Company under applicable laws.

9. Annexure

9.1 Know-Your-Counterparty Checklist

Description	Documents Required
Counterparty KYC	<ul style="list-style-type: none"> ▪ Details of Directors / Partners / Proprietors with DIN nos. ▪ Address of Company, Directors / Partners / Proprietors ▪ Incorporation Date & Year ▪ Registration / Incorporation Certificate ▪ Details of Authorized Signatories
Credit and Financial History	<ul style="list-style-type: none"> ▪ Bank Account details ▪ PAN & GST details ▪ Audited Financial Statements for past 2 years
Regulatory Compliance	<ul style="list-style-type: none"> ▪ Any penalties levied by regulators (RBI, SEBI etc) ▪ Is Counterparty a Politically Exposed Person (PEP)
Sign-offs	<ul style="list-style-type: none"> ▪ Service-Level Agreement / Appointment Letter

9.2 List of Sanctioned Individuals/ Entities:

An updated list of individuals and entities which are subject to various sanction measures such as freezing of assets/accounts, denial of financial services etc., as approved by the **Security Council Committee** established pursuant to various **United Nations' Security Council Resolutions (UNSCRs)** can be accessed at its website at <https://www.un.org/securitycouncil/content/un-sc-consolidated-list>