



## **WHISTLEBLOWER POLICY**

**HPCL-Mittal Energy Limited  
& its' Subsidiary**

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### **1. Background and Objectives of the Policy**

HPCL-Mittal Energy Ltd. ('HMEL' or 'the Company') endeavours to conduct its business with the highest standards of professionalism, integrity, ethics and legal compliance. HMEL also has a defined Code of Conduct that all employees are expected to comply with.

The objective of this Whistleblower policy is to provide HMEL stakeholders (Directors, employees, suppliers, contractors, traders, customers, consultants, agents, etc. and their employees) a way to raise issues or concerns if the stakeholders have reason to believe that these standards or the Code of Conduct are being compromised or if there is an actual or suspected fraud.

It provides a mechanism for the stakeholders to report their concerns through the designated channels, which are operated under the oversight of the Audit Committee.

The Company expects its employees and other covered stakeholders to promptly report to the designated channels any actual or possible violations of code of conduct, actual or suspected fraud or an event he/she becomes aware of that could affect the business or reputation of the company.

### **2. Coverage and Scope**

This policy covers HMEL and its subsidiaries. The policy covers all permanent and temporary employees, in India or abroad, directors and all those acting on behalf of the Company (such as suppliers, contractors, traders, customers, consultants, agents, etc. and their employees). This policy should be read in conjunction with the Code of Conduct

### **3. Guidelines**

The policy is intended to be used for reporting of events/ issues which are actual or potential violations of the Code of Conduct, illegal activity or an actual or suspected fraud. For example, Fraud including forgery, misappropriation, embezzlement, theft; leakage of confidential information; falsification of records; abuse of authority including gaining access to information that should not be accessible to the person; discrimination between different employees of the company, employees of third parties etc.

### **4. Definitions**

“**Whistleblower**” means a person who makes disclosure of events under this policy.

“**Ethics Committee**” means a committee formed by the management consisting of Chief Financial Officer (‘**CFO**’), Chief Operating Officer (‘**COO**’) and Vice President-Human Leadership (‘**VP-HL**’).

“**Ombudsperson**” means GM, Risk Assurance or any other person as nominated by Managing Director & Chief Executive Officer (‘**MD&CEO**’) of the Company.

### **5. Guidance to Reporting**

As far as employees are concerned, the Whistleblower policy and mechanism are not meant to replace normal office protocol for communication and escalation of issues. A Whistleblower is advised to follow the guidance set out below for reporting concerns:

- At the first instant, bring the concern to the notice of his/her supervisor
- If that does not help or if the concern is against the supervisor, then bring it to the notice of Human Leadership
- If the above do not result in any satisfactory response or action, the person should use the Reporting channel mentioned in paragraph 6.

If an employee does not feel comfortable highlighting the concern to his/ her supervisor or Human Leadership, he/ she can directly use the reporting channel mentioned in paragraph 6.

The Director or employee shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

Third parties outside the company can highlight the concern directly using the Reporting channel mentioned in paragraph 6.

A few points which should be kept in mind before or while reporting a concern:

- The Whistleblower policy is intended to be used for serious and sensitive issue and hence complaints / disclosures should be factual and not speculative in nature. It must contain as much relevant information as possible which should help in assessment and investigation;
- Attempt should be made to report the concern immediately after the event has occurred;

- The Whistleblower should not investigate or attempt to investigate the matter on his own. The Whistleblower must disclose his/ her identity in the complaint and the Audit/ Ethics Committee/ Ombudsperson may not accept anonymous complaints. Audit/ Ethics Committee/ Ombudsperson will have discretionary powers to decide whether to investigate any specific anonymous complaint or not.

If an employee receives a complaint, he/ she should report it using the reporting channel mentioned in paragraph 6.

### **6. Reporting Channel and Procedure**

All complaints/ disclosures will be received and recorded by the **Ombudsperson**. The contact details of the Ombudsperson are enclosed herewith as **Annexure 1**.

On receipt of each complaint, the Ombudsperson will immediately inform the Ethics Committee and the Audit Committee.

Ombudsperson will seek necessary advice and guidance as and when required from the Ethics Committee in conducting or deciding not to conduct investigation.

Ombudsperson will initiate the investigation in consultation with the Ethics Committee using company's Risk Assurance department or outside agency to investigate the matter. The nature of investigation will depend on merit of each case.

On completion of the investigation, the Ombudsperson will send its report and recommendations to the management of the Company and management will take necessary action based on its procedures and the findings of the investigation report received from Ombudsperson.

Ombudsperson will apprise the Audit Committee about the subject matter.

Employees are expected to co-operate with the Ombudsperson, Risk Assurance group/ outside agency as the case may be.

### **7. Confidentiality**

All complaints received will be kept confidential and will be shared strictly on a 'need to know' basis.

The Whistleblower, the defendant, committee members, investigators, third parties and its employees and everyone else involved in the process shall:

- Maintain complete confidentiality of the matter;
- Not discuss the matter except for the purpose of investigations;
- Not keep the documents/ evidences pertaining to the investigation unattended anywhere at any time.

The Whistleblower's identity will be disclosed only in the following circumstances:

- The Whistleblower agrees to be identified;
- Identification is necessary to allow HMEL or law enforcement officials to investigate or respond effectively;
- Identification is required by laws.

### **8. Protection**

The Whistleblower will be provided the following protection under this policy:

- HMEL will keep the identity of the Whistleblower confidential to the extent possible, subject to legal constraints;
- HMEL will ensure that there is no unfair treatment meted out to the Whistleblowers. Harassment, discrimination or victimisation of the Whistleblower will not be tolerated and could constitute sufficient grounds for dismissal of the employee responsible for these actions. Protection will be given to the Whistleblowers to ensure that there is no direct or indirect impact of the incident e.g. termination, disciplinary action, transfer, delay in promotion, etc.;
- Any other stakeholder assisting in the investigation will be protected to the same extent as the Whistleblower;
- If a Whistleblower makes an allegation knowing it to be false or with mala fide intentions, no protection will be provided under this policy and he / she may be subject to disciplinary action.

The protection is available provided that:

- The communication/ disclosure is made in good faith;
- The Whistleblower believes that the information, and any allegations contained in it, are substantially true;
- The Whistleblower is not acting mala fide or for personal gain.

### **9. False complaints**

- Making frivolous or bogus complaints through Whistleblower mechanism is unacceptable and strictly prohibited and suitable legal action can be initiated against false complainant;

- If results of investigation indicate that the complaint was false or frivolous or was made with malicious intention, the Whistleblower will be subject to disciplinary action as may be considered appropriate, including termination of services or employment contract.

### **10. Amendments to this policy**

- Modifications may be necessary to the policy for various reasons including changes in local, state, central and international laws to ensure compliance etc.
- Authority to approve changes to this policy (including composition of the Ethics Committee) lies with the Audit Committee.

### **11. Document retention**

- Ombudsperson shall maintain appropriate documents for all the complaints received through Whistleblower mechanism and the action taken against them;
- Reports containing details like type of complaint, description of complaint, action taken, report of action taken, etc. will be prepared for all complaints received;
- All such documents and reports will be retained by HMEL for a period of eight years.

### **12. Additional enforcement**

Nothing in this policy prevents a person from reporting information to appropriate agency(ies) when there is a reasonable cause to believe that a violation of local, state, central or international law has occurred.

**Annexure 1: Ombudsperson Contact Details**

**OMBUDSPERSON**  
**HPCL-Mittal Energy Limited**  
INOX Towers,  
Plot no. 17, Sector 16A,  
NOIDA -201301 (UP)  
T: +91-120-4634607  
**E-mail: [wb@hmel.in](mailto:wb@hmel.in)**



**Annexure 2: Frequently Asked Questions**

<b>Question</b>	<b>Answer</b>
<b>What should I do if I have a complaint as an employee?</b>	<p>Use any of the following channels for reporting the complaint</p> <ul style="list-style-type: none"> <li>• Report it to your immediate supervisor/manager;</li> <li>• If not satisfied on the action taken, speak with your Human Leadership Manager;</li> <li>• If still not satisfied on the action taken, use the reporting channels as mentioned in paragraph 6 of this policy, with complete assurance on confidentiality of information</li> </ul>
<b>What is the need of Whistleblower helpline?</b>	<p>Whistleblower helpline is a means for employees and other persons covered under this policy to confidentially and/or anonymously, report any unacceptable practice, any event of misconduct or any violation of its Code of Conduct/ other policies or laws governing it.</p> <p>It is for use in a situation where a person does not feel comfortable using any of the usual channels of communication or protocols to raise a concern (e.g., immediate supervisor or a Human Leadership), or where the person has reason to believe that using the typical communication and reporting channels has been, or would be, unsuccessful.</p>
<b>Is there any time limit for reporting a case?</b>	<p>There is no time limit for reporting the case.</p> <p>However, you are encouraged to report as soon as possible.</p>
<b>Is there any specific time in which I have to make calls?</b>	<p>The complaint can be made from 9.30 am to 6 pm on official working days if it is over phone, otherwise any time if it is by email, post, courier etc.</p>
<b>How will my confidentiality be protected?</b>	<p>The information shared by Whistleblower will be available only to the concerned members of the investigation team and Ethics Committee.</p> <p>Whistleblower’s identity will be disclosed only in following circumstances:</p> <ul style="list-style-type: none"> <li>• The Whistleblower agrees to be identified;</li> <li>• Identification is necessary to allow HMEL or law</li> </ul>

<b>Question</b>	<b>Answer</b>
	<p>enforcement officials to investigate or respond effectively;</p> <ul style="list-style-type: none"> <li>• Identification is required by law.</li> </ul>
<p><b>What does "good faith" mean?</b></p>	<p>Good faith means when the Whistleblower has reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. But good faith shall be deemed lacking when the Whistleblower does not have personal knowledge on a factual basis for the communication or where the employee and/or Third party knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous. In these circumstances, suitable legal action can be initiated against the false complainant.</p>
<p><b>Is there any time limit for resolving the case?</b></p>	<p>Attempt will be made to complete preliminary evaluation within one week ideally using Company’s Risk Assurance Group. If needed, the Ethic Committee can engage an outside agency to investigate the matter who should complete the investigation within 45 days from engagement.</p> <p>Based on result of preliminary evaluation, further course of action will be decided by the Ethics Committee.</p> <p>Resolution of a case would depend on several factors like its nature, availability of information, among other things. Thus the time for resolution will vary from case to case.</p>
<p><b>What should I do if someone reports a complaint to me?</b></p>	<p>You can report through the Whistleblowing channel mentioned in paragraph 6.</p>

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