



Whistleblower Policy

(As Approved by the Board of Directors at its meeting to be held on 13.08.2014)

1. Purpose

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.

The Company is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct.

Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement between listed companies and the Stock Exchanges, inter-alia, provides, for all listed companies to establish a mechanism called Vigil mechanism/ Whistle Blower Policy for Employees and Directors.

The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees wishing to raise a concern about serious irregularities within the Company.

The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

Definitions

“**Audit Committee**” means the Audit Committee of the Company as per Section 177 of the Companies Act 2013 read with Clause 49 of the Listing Agreement.

“**Code**” means the HEG Code of Conduct.

“**Disciplinary Action**” means any action that can be taken on the completion of / during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

“Employee” means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.

“Protected Disclosure” means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

“Whistle Blower” is someone who makes a Protected Disclosure under this Policy.

“Whistle Blower Committee” means a Committee responsible for ensuring enquiry/investigation under this policy. The Audit Committee shall constitute such Committee comprising of such members as it may deem fit.

Reportable Matters

The Policy covers malpractices and events which have taken place/ suspected to take place involving:

1. Abuse of authority
2. Breach of contract
3. Negligence causing substantial and specific danger to public health and safety
4. Manipulation of company data/records
5. Financial irregularities, including fraud, or suspected fraud, bribery
6. Criminal offence
7. Pilferation of confidential/propriety information
8. Deliberate violation of law/regulation and illegality
9. Wastage/misappropriation of company funds/assets
10. Breach of Code of Conduct or Rules

Manner in which concern can be raised

Employees can make Protected Disclosure to the Chairman of the Whistle Blower Committee, as soon as possible but not later than 30 consecutive days after becoming aware of the same, who shall refer the same to Whistle Blower Committee of the Company.

Whistle Blower must put his/her name to allegations. Concerns expressed anonymously WILL NOT BE investigated.

To the extent possible, the Complaint or Protected Disclosure must include the following:

1. The name/details of employee, and /or outside party or parties involved;
2. The sector of the Company where it happened (division, office);
3. Type of concern (what happened); a) Financial reporting; b) Legal matter; c) Management d) Employee misconduct; and/or e) Health & safety and environmental issues etc.
4. Submit proof or identify where proof can be found, if possible;

5. Who to contact for more information, if possible; and/or

Enquiry Mechanism

If initial enquiries by the Whistle Blower Committee indicate that the concern has no basis, or it is not a matter to be investigation pursued under this Policy, it may be dismissed at this stage and the decision has to be documented.

Where initial enquiries indicate that further investigation is necessary, this would be carried out by the Whistle Blower Committee. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt.

The Whistle Blower Committee shall:

- i) Make a detailed written record of the Protected Disclosure. The record will include:
 - a) Facts of the matter;
 - b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - c) Whether any Protected Disclosure was raised previously against the same Subject;
 - d) The financial/ otherwise loss which has been incurred / would have been incurred ;
 - e) Findings of Whistle Blower Committee;
- ii) In case the Protected Disclosure is proved take such Disciplinary Action as it may think fit and take preventive measures to avoid reoccurrence of the matter;
- iii) In case of matters of high concern, the Whistle Blower Committee may refer the matter to Audit Committee for taking such disciplinary/other actions as it may deem fit.
- iv) In case the Protected Disclosure is not proved, extinguish the matter;

Secrecy & Confidentiality

The Whistle Blower, Whistle Blower Committee and everyone involved in the process shall:

- a. maintain complete confidentiality/ 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. not keep the papers unattended anywhere at any time
- e. keep the electronic mails/files under password

Non-retaliation/Protection

No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower. Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

The identity of the Whistle Blower shall be kept confidential.

Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

Document retention

The Company shall maintain documentation of all complaints or reports subject to this Policy. The documentation shall include any written submissions provided by the complainant, any other Company documents identified in the complaint or by the Company as relevant to the complaint, a summary of the date and manner in which the complaint was received by the Company and any response by the Company to the complainant. All such documentation shall be retained by the Company for a minimum of six (6) years from the date of receipt of the complaint.

Display

The Whistle Blower Policy shall be uploaded on the Company's website and intranet along with the constitution of the Whistle Blower Committee.

Amendment/Modification

The Company may modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with local, state, central and federal regulations and/or accommodate