

WHISTLE BLOWER POLICY OF HINDUSTAN ORGANIC CHEMICALS LTD (HOCL)

1.0 OBJECTIVE AND PURPOSE

1.1 HOCL being a listed company, has to comply with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As per the Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to formulate a vigilance mechanism/whistle blower policy for Directors and employees to report genuine concerns. This mechanism is to provide adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

1.2 This policy is formulated to provide an opportunity to employees & Directors an avenue to raise their concerns and to access in good faith the Audit Committee, to highest possible standards if ethical, moral and legal business conduct and its commitment to open and transparent communication, in case they observe unethical and improper practices, procedures or any other wrongful conduct or practices in the Company, to establish and provide necessary safeguards for protection of employees & Directors from reprisals and victimization and to prohibit managerial personnel from taking any adverse personnel action against such employees under reference

1.3 However, it is clarified that a disciplinary action against the Whistle Blower which occurs on account of poor job performance or unsatisfactory job performance or misconduct by the Whistle Blower and which is independent of any disclosure made by the Whistle Blower shall not be protected under this policy.

1.4 This policy is independent of the existing "Public Interest Disclosure and Protection of Informers (PIDPI)" policy (as per Central Vigilance Commission norms) in place since 2014 and shall be in addition to that.

2.0 DEFINITIONS

2.1 "**HOCL**" means Hindustan Organic Chemicals Limited.

2.2 "**Audit Committee**" means the Audit Committee of the Board constituted by the Board of Directors , HOCL in accordance with Section 177 of the Companies Act, 2013 read with Regulation 18(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2.3 "**Competent Authority**" means the Chairman & Managing Director of HOCL and will include any person(s) to whom he may delegate any of his powers as the Competent Authority under this policy from time to time. In case of conflict of interest (CMD being the subject person), Competent Authority means Chairman, Audit Committee.

2.4 "**Employee**" means all permanent employees of HOCL

2.5 "**Improper Activity**" means unethical behavior, actual or suspected fraud or violation of the Company's general guidelines by an employee of HOCL.

2.6 "**Protected Disclosure**" means any communication made in good faith that discloses or demonstrates information that may be treated as evidence of unethical or "improper activity".

2.7 "**Investigators**" means whose person authorised, appointed, consulted or approached by the Chairman & Managing Director / Competent Authority in connection with conducting investigation into a protected disclosure and include the Auditors of HOCL

2.8 "**Policy**" means Whistle Blower Policy of HOCL

2.9 "**Screening Committee**" means a Committee constituted under Whistle Blower Policy of HOCL, comprising of the Chairman & Managing Director or in his absence, a Functional Director as nominated by Chairman & Managing Director & Chairman, Audit Committee or in his absence, a member of the Audit Committee as nominated by the Chairman, Audit Committee.

2.10 "**Service Rules**" means the HOCL's CDA (Conduct, Discipline and Appeal) Rules, 1978 & Standing Orders.

2.11 "**Subject**" means an employee - officer/staff against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

2.12 "**Whistle Blower**" means an Employee making a Protected Disclosure under this policy.

2.13 "**Motivated Complaint**" means a complaint shall be deemed to be motivated if it is found to be deliberately false or motivated by revenge/ enmity /mischief or extraneous considerations.

2.14 "**Bonafide Compliant**" means a complaint shall be deemed to be bonafide unless it is found to be motivated.

2.15 "**Nodal Department**" Vigilance Department shall be the Nodal Department for overseeing smooth and effective implementation of the Whistle Blower Policy in HOCL.

3.0 ELIGIBILITY

All permanent employees of HOCL are eligible to make "Protected Disclosure" as per Whistle Blower Policy.

4.0 GUIDING PRINCIPLES

4.1 Protected disclosures shall be acted upon promptly and in a time bound manner.

4.2 Complete confidentiality of the Whistle Blower will be maintained.

4.3 The Whistle Blower and /or the person(s) processing the Protected Disclosure will not be subjected to victimization of any nature whatsoever.

4.4 Evidence of the Protected Disclosure will not be concealed, damaged or destroyed by the subject(s) or any employee and appropriate action including disciplinary action will be taken in case concealment or destruction of evidence is made;

4.5 'Subject' of the Protected Disclosure i.e. Employee against or in relation to whom a protected disclosure has been made, will be provided an opportunity of being heard and to put forward his case.

4.6 The Whistle Blower should bring to attention of the Competent Authority at the earliest any improper activity or practice. Although they are not required to provide proof, they must have sufficient cause for concern.

4.7 The Whistle Blower shall co-operate with investigating authorities, maintaining full confidentiality.

4.8 The Whistle Blower Policy does not tantamount in any manner to dilution of the Vigilance mechanism in HOCL. Rather, over and above the existing Vigilance Mechanism, any protected Disclosure made by an employee under this policy, if perceived to have a vigilance angle, shall be referred to the Chief Vigilance Officer, HOCL, as per the existing practice.

5.0 WHISTLE BLOWER- ROLE & PROTECTION

Role of Whistle Blower:

5.1 The Whistle Blower's role is that of a reporting party with reliable information available with him.

5.2 The Whistle Blower is not required or expected to conduct any investigation on his own.

5.3 The Whistle Blower may at his request, be associated with the investigations with the approval of competent authority, if the case so warrants. However, he shall not have a right to participate.

5.4 The Whistle Blower, if he/she desires so, may give evidence for the Improper Activity.

5.5 Protected Disclosure will be appropriately dealt with by the Competent Authority as per the Policy.

5.6 The Whistle Blower shall have a right to be informed of the disposition of his disclosure so made except for overriding legal or other reasons.

Protections:

5.7 Genuine Whistle Blowers will be accorded protection from any kind of harassment/unfair treatment/victimization. However, motivated and frivolous disclosures shall be discouraged. The CVO should report promptly to the commission, the details of any real or perceived victimization.

5.8 If the Whistle Blower chooses to give evidence as at 5.4. HOCL will make arrangements for the Whistle Blower to receive necessary advice about the procedure. Expenses incurred by the Whistle Blower in connection with the above, towards travel etc. will be reimbursed as per normal entitlements.

5.9 A Whistle Blower may report any violation of Clause 5.7 above to the Competent Authority who shall investigate into the same and take corrective action as may be required.

5.10 Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower

6.0 PROCEDURES - ESSENTIALS AND HANDLING OF PROTECTED DISCLOSURE:

6.1 The Protected Disclosure/Complaint should be attached to a letter bearing the identity of the whistle blower/complainant i.e. his/her Name, Employee no., Designation and Address, and should be inserted in an envelope which should be properly closed/secured/sealed.

6.2 The envelop thus secured / sealed should be addressed to the Competent Authority as mentioned in para 6.7 & 6.8 and should be super-scribed on the top "**Protected Disclosure**". (If the envelope is not super-scribed and closed/sealed /secured, it will not be possible to provide protection to the Whistle Blower as specified under this policy).

6.3 The Whistle Blower is at the liberty to send the Protected Disclosure to the Competent Authority. If the Whistle Blower believes that there is a conflict of interest between the Competent Authority and the Whistle Blower, he/she may send his protected disclosure directly to the Chairman, Audit Committee, HOCL.

6.4 Anonymous or pseudonymous Protected Disclosure shall not be entertained.

6.5 Protected Disclosure should either be typed or written in legible hand writing in English, Hindi or Regional language of the place of employment /posting of the Whistle Blower and should provide a clear and precise understanding of the Improper Activity involved or issues /concerns raised. The reporting should be reasonably specific and clear, so that an investigation into it can be made.

6.6 Investigations into any Improper Activity which is the subject matter of an inquiry or order under the Public Servants' Inquiries Act, 1850 or under the Commissions of Inquiry Act, 1952 will not come under the purview of this policy.

6.7 The contact details of the Competent Authority for addressing and sending the Protected Disclosure is as follows:

The Chairman & Managing Director
Competent Authority
Whistle Blower Mechanism
Hindustan Organic Chemicals Ltd.
Office No.401,402&403,4th Floor
V Time Square,Plot No.3,Sector 15
CBD,Belapur,Navi
Mumbai-400614

6.8 The contact details for addressing a protected disclosure to the Chairman, Audit Committee are as follows:

The Chairman, Audit Committee
C/o Chief Vigilance Officer (CVO)
Hindustan Organic Chemicals Ltd.
Office No.401,402&403,4th Floor
V Time Square,Plot No.3,Sector 15
CBD,Belapur,Navi
Mumbai-400614

6.9 The Competent Authority shall mark the envelope containing the protected Disclosure to the CVO, which shall maintain a record thereof and shall submit the same to the Screening Committee.

6.10 The Screening Committee shall after its review, weed out frivolous/ motivated complaints and the Protected Disclosure(s) / bonafide complaints which require further investigation shall be forwarded to the investigator(s) nominated for this purpose, through the Confidential Section.

6.11 The Screening Committee shall endeavour to meet as early as possible, preferably within 20 days of receipt of a protected Disclosure.

7 .0 INVESTIGATIONS AND ROLE OF INVESTIGATORS:

Investigation:

7.1 Investigations shall be launched if the Screening Committee is prima facie satisfied after preliminary review that

- a) The alleged act as informed constitutes an improper or unethical activity or conduct or procedure, and
- b) The allegation is supported by information and fit enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter deserves investigation.

7.2 The decision taken by the Screening Committee to conduct an investigation on the issue under reference is by itself not to be construed as an accusation and is to be treated as a neutral fact finding process.

7.3 The identity of the Subject(s) and the Whistle Blower will be kept confidential.

7.4 Subject(s) will normally be informed of the allegations at the commencement of a formal investigation and will be given opportunities for providing their inputs during the investigation.

7.5 Subject(s) shall have a duty to co-operate with the investigator(s) during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the laws as may be applicable.

7.6 Subject(s) have a responsibility not to interfere with the investigation process. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subject(s) in any manner whatsoever.

7.7 The investigation shall be completed normally within 45 days of the date of receipt of the protected disclosure or such extended period as the Competent Authority may permit for reasons to be recorded in writing. However, the entire process shall be completed within a period of 90 days including extension period, if granted.

7.8 The subject(s) will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject(s) shall be considered as maintainable unless there is good evidence in support of such allegations.

7.9 The Subject(s) have a right to be informed of the outcome of the investigation.

Role of investigator(s):

7.10 investigator(s) are required to conduct a process towards fact finding and analysis. Investigator(s) shall have derived their authority from Competent Authority when acting within the course and scope of their investigation. The investigator(s) shall submit his/their report to the Competent Authority.

7.11 All Investigators shall perform their role in an independent and unbiased manner. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior and observance of highest degree of professional standards.

8.0 ACTION

8.1 If the Nodal Department i.e. the CVO is of the opinion that the investigation so conducted discloses the existence of improper activity which is an offence punishable in law, the Competent Authority may direct the concerned authority to take disciplinary action under applicable statutory provisions of HOCL for appropriate action as per existing rules including actions like prosecution, lodging FIR etc. depending on its nature.

8.2 The Competent Authority shall take such other remedial action as deemed fit to remedy the improper activity mentioned in the protected disclosure and/or to prevent the re-occurrence of such improper activity.

8.3 If the Investigation discloses that no further action on the protected disclosure is warranted, the report shall be filed in the Confidential Section.

8.4 If the competent authority is satisfied that the protected disclosures/ complaint is false, motivated or vexatious, the competent authority may report the matter to concerned Disciplinary Authority for appropriate disciplinary action against the whistle blower.

9.0 GRIEVANCE

9.1 If the Whistle Blower feels aggrieved with the disposition of his or her Complaint or if the Whistle Blower or Subject feels that protection, which either of them is entitled to has not been provided or has been disregarded, the Whistle Blower or Subject as the case may be may make a representation in writing of his or her grievance to the Chairman & Managing Director of the Company, who will take such action in the matter as he considers necessary to redress the grievance.

9.2 If the Whistle Blower or Subject feels aggrieved with the action taken by the Chairman & Managing Director of the Company on a representation made under Clause 9.1 he/she may make a representation in writing of his or her grievance to the Chairman, Audit Committee, who shall take or direct such action on the representation as he shall deem fit. The decision of the Chairman, Audit Committee shall be final and binding on the Whistle Blower and on the Subject(s).

10.0 REPORTING AND REVIEW

10.1 The Competent Authority shall submit a quarterly report of the protected Disclosures received and of the investigation conducted, and of the action taken to the Chairman, Audit Committee, who shall have power to review any action or decision taken by the Competent Authority.

10.2 All employees of the Corporation shall abide by, obey and be bound to implement any decision taken or direction given by the Audit Committee.

11. ANNUAL AFFIRMATION

The Company shall annually affirm that it has not denied any employee access to the Audit Committee and that it has provided protection to the Whistle Blower from adverse action. The affirmation shall form part of Corporate Governance report as attached to the Annual Report of the Company.

12. AMENDMENTS

This policy can be changed, modified or abrogated at any time by the Board of Directors of the Company.
