

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

HERO MOTOCORP LIMITED

A. PREFACE

Hero MotoCorp Limited (hereinafter referred to as “HMCL” or “Company” in this document), believes in promoting a fair, transparent, ethical and professional work environment. Towards this end, the Company has adopted the Code of Conduct (hereinafter referred to as “Code”), which lays down the principles and standards that govern the Company and its employees. Any actual or potential violation of the Code, insignificant or perceived, would be a matter of serious concern for the Company. The role of the stakeholders of the Company in pointing out the violation of the Code is an important one. The Code of Conduct of HMCL strongly encourages raising concerns regarding any violation of the Code and to report these immediately. The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations mandate listed companies to constitute a Vigil Mechanism/Whistle Blower Policy.

Accordingly, this Whistleblower Policy (“the Policy”) has been formulated with a view to provide a mechanism for a Whistle Blower to approach the Ethics Committee/ Chairman of the Audit Committee of the Company.

B. POLICY DETAILS

i) Scope & Applicability

This policy is applicable to the Company and all its direct and indirect subsidiaries and covers all their employees and directors whether working in India or elsewhere. The policy also extends to all consultants, vendors, suppliers, dealers, customers and contractors working for and/ or on behalf of any of the Group entities. There are no exclusions of this Policy.

ii) Coverage

Any allegation which may fall within the scope of the concerns identified below will be considered and investigated accordingly. These “concerns” would include but are not restricted to following:

- a. Inaccuracy in maintaining and/or manipulating the Company’s books of account and financial records, confidential information
- b. Financial misappropriation and fraud including suspected fraud
- c. Misappropriation or Fraud while procuring goods or services for the Company
- d. Conflict of interest
- e. False expense reimbursement
- f. Misuse of Company’s assets and resources, position, power or authority for personal gain
- g. Inappropriate sharing of Company’s sensitive information
- h. Corruption and bribery
- i. Unfair trade practices and anti-competitive behavior
- j. Non-adherence to Code of Conduct including applicable laws/regulations and policies/procedures of HMCL Suppressing or trying to suppress such misconduct
- k. Non adherence to safety guidelines
- l. Any other matter or activity which may affect the interest or reputation of the Company.

The Whistle Blower may raise a concern in good faith that discloses or demonstrates information that may evidence unethical behaviour or improper activity and it will be dealt with appropriately by the Ethics Committee.

Nevertheless, any significant issue which individuals may feel is in the Group's interest to resolve, whether or not it technically falls within the definition above, should be reported internally in accordance with this Policy.

The Whistle Blowers' role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finder of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.

Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the person investigating the matter.

C. DEFINITIONS

The definitions of some of the key terms used in this Policy are given below.

- a) “**Audit Committee**” means the Audit Committee constituted by the Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations.
- b) “**CEO**” means the Chief Executive Officer of the Company.
- c) “**Company**” or “**HMCL**” means Hero MotoCorp Limited.
- d) “**Corrupt**” means having or showing a willingness to act dishonestly in return for money or wrongful personal gain.
- e) “**Disciplinary Action**” means any action that can be taken on completion of/ during the investigation proceedings including but not limited to a warning, imposition of fine, suspension / termination from official duties or any such action as is deemed to be fit considering the seriousness of the matter.
- f) “**Employee**” means any employee or director of the Company (whether working in India or abroad) or any of its direct or indirect subsidiary companies and includes contract employees, apprentices, interns and trainees.
- g) “**Ethics Committee**” means a Committee formed to act as an Ombudsman to investigate the concern raised by Whistle Blower(s). At present, the Committee comprised of Mr. Vijay Sethi, CIO, Head-CSR & CHRO, Ms. Neerja Sharma, Company Secretary and Mr. Rakesh Vasisht, AVP – CEO's Office. The Composition of the Ethics Committee may be changed from time to time, as may deemed necessary by the Chairman, Managing Director & CEO.
- h) “**Fraud**” includes any act, omission, concealment of any fact or abuse of position committed by any person with intent to deceive, to gain undue advantage from, or to injure the interests of, the Company or its shareholders or its creditors or any other person, whether or not there is any wrongful gain or wrongful loss. This may include the embezzlement of Company funds or the misappropriation of Company assets in the form of money, property, data or intellectual property. The term “fraudulent” would be construed accordingly.
- i) “**Group**” means the Company and its direct and indirect subsidiary companies.

- j) “**Investigators**” means persons authorized, appointed, consulted or approached by the Ethics Committee, Chairman of the Audit Committee and CEO of the Company.
- k) “**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 within the Company. Protected disclosure should be factual and not speculative in nature.
- l) “**Subject**” means a person against whom or in relation to whom a Protected Disclosure is made.
- m) “**Whistle Blower**” means an employee or any person associated with HMCL making a Protected Disclosure in terms of this Policy.

D. SAFEGUARD

This Policy is designed to offer protection to individuals who make Protected Disclosure, provided the same is:

- made in good faith;
- in the reasonable belief of the individual making the disclosure that the concern tends to show malpractice or impropriety; and
- made to an appropriate person.

The Chairman of the Audit Committee, Ethics Committee and the CEO would ensure protection of the Whistle Blower from discrimination, victimization, retaliation, or adoption of any unfair employment practices. However, if the concern raised is found to be completely false or frivolous or malafide, appropriate disciplinary action may be taken against the Whistle Blower. In exceptional cases, the Whistle Blower may be given direct access to the Chairman of Audit Committee.

E. CONFIDENTIALITY

This Policy encourages individuals to put their name to any disclosures they make. A Whistle Blower would be given the option to keep his/her identity anonymous while reporting an incidence. The Company will make no attempt to discover the identity of an anonymous Whistleblower. If the Whistle Blower’s identity becomes known during the course of the investigation, HMCL will ensure that the identity of the Whistle Blower will be kept anonymous and confidential to the extent possible, unless required by law or in legal proceedings. However, the investigation process may reveal the source of the information and the individual making the disclosure may need to provide a statement as part of the evidence required and be prepared (if required) to participate in any investigation proceedings that may follow.

A Whistle Blower reporting major issues like child labour, corruption, fraud etc. would necessarily need to disclose their identity to enable effective investigation. Any other employee serving as witness or assisting in the said investigation would also be protected to the same extent as the Whistle Blower.

F. UNTRUE ALLEGATIONS

In making a disclosure, the Whistle Blower should exercise due care to ensure the accuracy of the information. If a Whistle Blower makes an allegation in good faith, which is not confirmed by subsequent investigation, no action will be taken against that Whistle Blower. If however, a Whistle Blower makes malicious or aggravating allegations, and particularly if he/she persists despite the outcome of the investigation, disciplinary action may be taken against the Whistle Blower.

G. PROCEDURE FOR MAKING A DISCLOSURE

The purpose of the Policy is to ensure that all concerns are dealt with in a consistent and fair manner. It aims at encouraging Whistle Blowers to make Protected Disclosures by following the procedure below.

In addition to the Company's internal procedures, certain law enforcement agencies are authorized to review questionable accounting or auditing matters or potentially fraudulent financial reports or data.

Nothing in this Policy is intended to prevent a Whistle Blower from reporting information to the appropriate agencies when the Whistle Blower has reasonable cause to believe that there is a violation of law. However, in forming such an opinion, the Whistle Blower must approach the Ethics Committee first. Only if the internal procedure for dealing with such situations is improper or inadequate, should an individual resort to reporting his/her concern to an external party.

H.1 RAISING A CONCERN

The Company has established an Ethics Committee for managing the Vigil Mechanism. The Committee will be responsible to act on the incident reports received from the Ethics Helpline or other Protected Disclosures as may be received in an unbiased manner and shall take necessary actions to maintain confidentiality. The Committee will identify the resources who would conduct the investigation, based on the nature of the issue reported.

The Whistle Blowers may raise their concerns to the Ethics Committee by way of Ethics Helpline established by the Company or by making Protected Disclosures. If the complaint is against any member of the Ethics Committee, or in any way, is related to the actions of the Ethics Committee, it should be raised to the CEO of the Company and any further complaint against the CEO should be raised to the Chairman of the Audit Committee. The Directors of the Company, may report their concerns or make Protected Disclosures directly to the CEO of the Company /Chairman of the Audit Committee.

Any complaint against the CEO or the Chairman of the Audit Committee, should be made to the Chairman of the Company, who will nominate an appropriate person to investigate the matter.

The Whistle Blower has the right to by-pass the above line management structure and take any complaint directly to the Chairman of the Audit Committee or the CEO of the Company. The Chairman of the Audit Committee or the CEO of the Company shall have the right to refer the complaint back to the Ethics Committee or any other appropriate person if he/she feels that they can more appropriately investigate the complaint without any conflict of interest.

If initial enquiries by the Ethics Committee/Chairman of Audit Committee/CEO indicate that the concern has no basis, or it is not a matter to be investigated / pursued under this policy, it may be dismissed at that stage and the decision shall be documented.

H.2 HOW TO REPORT PROTECTED DISCLOSURE

A Whistle Blower may raise a concern or complaint through any of the reporting channels as per the details given in Appendix A. The reporting channels are managed by an independent third party. The Whistle Blower will be provided with a reference number for their Protected Disclosures that can be used to provide any additional information or seek feedback or updates on actions taken by the Company.

Any matter to be reported under this Policy to the Chairman of the Audit Committee or the CEO of the Company, should be specifically addressed to them.

Any matter to be reported to the Chairman of the Audit Committee must be sent to his email address viz. meleveetil.damodaran@heromotocorp.com.

H.3 INVESTIGATION PROCEDURE

The Ethics Helpline will prepare a report based on the information provided by the Whistle Blower and will share the same with the Ethics Committee in the next 2 business days.

The investigation will be carried out to determine the authenticity of the allegations and for fact-finding process. The investigation team should not consist of any member with possible involvement in the said allegation.

During the investigation, full details and clarification of the Protected Disclosure will be obtained from the Whistle Blower as soon as the concern/ Protected Disclosure is received and it should be in writing. Though, the Whistle Blower need not prove the truth of the allegation, yet he/she will be expected to demonstrate that there is sufficient ground for the concern raised.

Each Protected Disclosure shall be reviewed by the Ethics Committee, which may consult with any member of management or employee, or external party who is believed to have appropriate expertise or information to assist the investigation.

The Ethics Committee shall have the right to dismiss a complaint on the basis of the type of complaint, quality and accuracy of the preliminary evidence provided or any other valid factor(s) in view of the Ethics Committee.

Where initial enquiries indicate that further investigation is necessary, it will be conducted by the Ethics Committee in an unbiased manner, without presumption of guilt. The Ethics Committee may, at its sole discretion and if considered appropriate, shall be free to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of the results. All decisions will be minuted.

If suitable, Ethics Committee will consider the involvement of the Company's auditors and/ or the police at the investigation stage and should consult the CEO or the Chairman of the Audit Committee, as required.

If there is an evidence to support that alleged conduct involves criminal activity, the Ethics Committee may inform the appropriate authorities. The Company will ensure that any internal investigation does not hinder a formal police investigation.

A bi-annual update may be provided to the Audit Committee on the functioning of the whistle blower mechanism and the complaints dealt with by the Ethics Committee.

The investigation shall normally be completed within 45 to 60 days from the date of receipt of the concern / Protected Disclosure. The said period may extend depending upon seriousness of the concern raised.

To the extent possible, the Whistle Blower will be informed of the progress of the investigation and, if appropriate, of the final outcome. If the Whistle Blower is not satisfied that the concern raised is being properly dealt with by the Ethics Committee, he/she has the right to raise it to the Chairman of the Audit Committee or to the CEO of the Company. However, where a Whistle Blower makes an appeal to the Chairman of the Audit Committee or the CEO of the Company, it will be mandatory for the Whistle Blowers to disclose their identity and provide their contact information and proper and verifiable evidence/data must be supported with the appeal.

A person who has committed or has been involved in unacceptable conduct will not be immune from disciplinary action, merely because he has reported the unacceptable conduct in accordance with the Policy.

I. PROTECTION

- a. 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 Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination/ suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his/her 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.
- b. If a Whistle Blower is victimized, discriminated or retaliated against, he/ she may lodge a complaint with the Ethics Committee. Such complaint shall be promptly investigated and appropriate action shall be taken.

An employee who retaliates against a Whistle Blower will be subject to disciplinary action including termination of employment.

- c. Protection under this Policy will not mean protection from disciplinary action arising out of false or vague allegations made by a Whistle Blower knowing it to be false, vague or with malafide intention. A Whistle Blower, who makes a Protected Disclosure, which is subsequently found to be malafide, frivolous or malicious, shall be liable to be prosecuted under the Company's Code of Conduct.
- d. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- e. This protection shall also be available to employees, consultants, contractors or other individuals who offer evidence or make written statements or otherwise participate in the investigation.
- f. This protection shall also be available to the Subjects against whom a complaint has been raised under this Policy. The right to punish the Subject, if found guilty, lies only with the Ethics Committee/ Chairman of Audit Committee/ CEO of the Company, as the case may be, and thus Subject should also be duly protected against any unnecessary harassment by the other employees of the Company.

J. RECORD KEEPING

The Ethics Committee will keep confidential records of all documents relating to allegations or concerns and report to the Audit Committee on a regular basis. All documents relating to every complaint, including the report of the outcome of such complaint shall be retained by the Company for a period of 8 (eight) years.

K. BREACH OF POLICY

An Employee who:

- a. is guilty of an act with intent of breaching any provisions of the Policy; or
- b. hinders with the investigation being conducted by the Ethics Committee/ Chairman of Audit Committee/ CEO of the Company, as the case may be; or
- c. conceals or tampers with any evidence

shall be subject to such disciplinary action as decided by the Company, which may include wage freeze, suspension or termination from service. The Disciplinary Action taken by the Company will be in addition to any other penalty or re-course as may be prescribed under applicable statute(s) governing such matter or breach.

L. REFERENCES

The Policy should be referred to in conjunction, amongst others, with the following:

- Company's Code of Conduct and
- Applicable provisions of Companies Act, 2013 and SEBI Regulations, as amended from time to time

M. AMENDMENT

The Company holds the right to amend or modify the Policy, without assigning any reason whatsoever. Any amendment or modification of the Policy would be done by appropriate authority as mandated in law. The updated Vigil Mechanism/ Whistle Blower Policy shall be made available to all the stakeholders of the Company as soon as the amended Policy becomes notified.

APPENDIX A: Reporting Channels

Sl. No.	Reporting Channel	Detail	Availability
1.	Phone (Toll Free number) <i>(airtime may be charged by some mobile networks)</i> <i>India Landline number (normal domestic and international call rates may apply)</i>	0008001004382 or 0008001008277 +91-11-71279005	24*7
2.	E-mail	hmcl@ethics-line.com	24*7
3.	Web	www.tip-offs.com	24*7