

Whistle Blower Policy of Hindustan Copper Limited

1. Objective and Purpose

1.1 As per the provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement with Stock Exchanges, the Company is required to establish a vigil mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy. The mechanism should provide for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

1.2 In line with the requirement, this policy aims to provide an avenue to the employees to report to the management instances of unethical behavior, actual and suspected fraud or violation of Company's code of conduct or ethics policy and reassurance that they will be protected from reprisals or victimization for whistle blowing in good faith.

2. Applicability

This policy applies to all permanent employees of Hindustan Copper Limited.

3. Definitions

3.1 Alleged Wrongful Conduct

Alleged wrongful conduct shall mean violation of law, infringement of Company's code of conduct or ethic policies, mismanagement, misappropriation of money, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.

3.2 Audit Committee

Audit Committee shall mean a Committee constituted by the Board of Directors of the Company as per the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

3.3 Company

Company means, "Hindustan Copper Limited".

3.4 Compliance Officer

Compliance Officer means "Company Secretary" of the Company.

3.5 Competent Authority

Competent Authority means the Chairman-cum-Managing Director (CMD) of the Company 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.

3.6 Good Faith

An employee shall be deemed to be communicating in good faith if there is a reasonable basis for communication of unethical & improper practices or any other alleged wrongful conduct. Good faith shall be deemed lacking when the employee does not have personal knowledge of a factual basis for the communication or where the employee knew or reasonably should have known the communication about unethical & improper practices or alleged wrongful conduct is malicious, false or frivolous

3.7 Managerial personnel

Managerial personnel shall include directors, officer, managers, departmental head, superior or other employees who have authority to make or materially influence significant personal decisions.

3.8 Policy or This Policy

Policy or This Policy means “Whistle Blower Policy”.

3.9 Whistle Blower

An employee of the Company who discloses in good faith any unethical & improper practices or alleged wrongful conduct to the management in writing.

4. Coverage of the Policy

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

- (i) Abuse of authority
- (ii) Breach of contract
- (iii) Negligence causing substantial and specific danger to public health and safety
- (iv) Manipulation of company data/records
- (v) Financial irregularities, including fraud, or suspected fraud
- (vi) Criminal offence
- (vii) Pilferation of confidential/propriety information
- (viii) Deliberate violation of law/regulation
- (ix) Wastage/misappropriation of company funds/assets
- (x) Breach of employee Code of Conduct or Rules
- (xi) Any other unethical, biased, favoured, imprudent event

4.2 Policy should not be used in place of the Company’s grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

5. Guiding Principles

5.1 Disclosure made by the Whistle Blower of any unethical & improper practices or alleged wrongful conduct shall be made to and acted upon by the competent authority in a time bound manner and complete confidentiality of the Whistle Blower shall be maintained.

5.2 Evidence of any unethical & improper practices or alleged wrongful conduct will not be concealed and appropriate action including disciplinary action will be taken in case of attempts to conceal or destroy the evidence.

5.3 This policy prohibits the Company to take any adverse personnel action against its employees for disclosing in good faith any unethical & improper practices or alleged wrongful conduct. Any employee against whom any adverse personal action has been taken due to disclosure of any unethical & improper practices or alleged wrongful conduct under this policy may approach the Competent Authority for appropriate relief.

5.4 An employee who knowingly makes false allegations of unethical & improper practices or alleged wrongful conduct shall be subject to disciplinary action, including major penalty as per terms of employment, in accordance with Company rules, policies and procedures. Further this policy may not be used as a defense by an employee against whom an adverse action has been taken independent of any disclosure of intimation by him and for legitimate reasons or cause under Company rules and policies

5.5 This policy does not tantamount in any manner dilution of the Vigilance mechanism in the Company. Rather, over and above the existing Vigilance mechanism, any disclosure made by an employee under this policy, if perceived to have a vigilance angle, shall be referred by the Competent Authority to the Chief Vigilance Officer, Hindustan Copper Limited, as per the existing practice.

6. Procedure

6.1 Any employee who observes any unethical & improper practices or alleged wrongful conduct shall make a disclosure to the Competent Authority as soon as possible but not later than 45 consecutive calendar days after becoming aware of the same in an envelop which should be closed/secured/sealed.

6.2 If the Whistle Blower believes that there is a conflict of interest (CMD being the subject person), he may send his disclosure directly to the Chairman, Audit Committee, c/o the Compliance Officer, Hindustan Copper Limited.

6.3 The Competent Authority shall mark the envelop containing the disclosure under this policy to a senior officer or a committee of managerial personnel for investigation.

6.4 Audit Committee shall have right to outline detailed procedure for an investigation.

6.5 Where the Audit Committee has designated any senior officer or a committee of managerial personnel for investigation, they shall mandatorily adhere to procedure outlined by Audit Committee for investigation.

6.6 The Audit Committee or officer or committee of managerial personnel, as the case may be, shall have right to call for any information /document and examination of any employee of the Company or other person(s) as they may deem appropriate for the purpose of conducting investigation under this policy.

6.7 A report shall be prepared after completion of Investigation and the Audit Committee shall consider the same.

6.8 After considering the report, the Audit Committee shall determine the cause of action and may order for necessary remedies.

7. Notification

7.1 All departmental heads are required to notify and communicate the existence and contents of this policy to the employees of their department. The new employees shall be informed about the policy by the Human Resource department.

7.2 This policy as amended from time to time shall be made available at the web site of the Company.

8. Interpretation

Terms that have not been defined in this policy shall have the same meaning assigned to them in the Companies Act, 2013 and/ or any SEBI guidelines, as amended from time to time.

9. 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.

10. Modification / Amendment

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