

HYUNDAI MOTOR INDIA LIMITED

WHISTLE BLOWER POLICY

1. OBJECTIVE

This Policy is framed as per the provisions of Companies Act, 2013 especially Section 177 of the Act read with Rule 7 of The Companies (Meetings of Board and its Powers) Rules, 2014, which makes it mandatory for all companies, which have borrowed money from banks and public financial institutions in excess of Rs. 50 crores to establish a mechanism called "Vigil Mechanism (Whistle Blower Policy)" for directors and employees to report genuine concerns / grievances. Since Hyundai Motor India Ltd. (HMIL or Company) falls within the purview of these provisions, enactment of this Policy is necessitated.

This Policy seeks to define and establish the position of HMIL on the framework for reporting instances of unethical/improper conduct and taking suitable steps to investigate and to the maximum extent possible, preventing recurrence of such unethical/improper conduct.

This Policy will ensure that sufficient safeguards are provided against victimization of employees and directors, who act as whistle blowers in bringing out any unethical/improper conduct transpiring in the Company.

2. DEFINITIONS

- a) "**Action Taken Report**" means the Report to be submitted by the Vigilance Officer to the Managing Director of the Company on the Disciplinary Action taken against the Respondent as recommended by the Vigilance Officer along with the procedure to be implemented in preventing recurrence of such unethical misconduct.
- b) "**Audit Group Head**" means a person in charge of the affairs of the Audit Group of the Company.
- c) "**Company**" means Hyundai Motor India Limited.
- d) "**Disciplinary Action**" means any action including but not limited to a warning,, incremental cut, reduction in grade, suspension or dismissal.
- e) "**Disclosure**" means a written communication that provides information on an unethical or improper activity. Disclosure should be factual, made in good faith and not be speculative in nature.
- f) "**Employee**" means every employee of the Company (whether working in India or abroad) including Vice Presidents, Directors, Advisors and Korean Expatriates.

- g) **“Respondent”** means an employee against or in relation to whom a Disclosure is made.
- h) **“Unethical Practice”** means and includes, but not limited to, the following activities:
- i. Manipulation of Company data / records;
 - ii. Abuse of authority;
 - iii. Revelation of confidential / proprietary information of the Company to unauthorized persons;
 - iv. Deliberate violation of statutory rules and regulations ;
 - v. Misappropriation of Company assets;
 - vi. Violation of Company policy, including any Code of Conduct;
 - vii. Negligence resulting in loss to the Company including monetary, brand image, etc. and specific danger to public property, health and safety;
 - viii. Financial irregularities, including fraud or alleged fraud;
 - ix. Any unlawful act whether Civil or Criminal Activity;
 - x. Breach of Contract;
 - xi. Bribery or Corruption;
 - xii. Breach of IT Security & Data Privacy;
 - xiii. Misuse of Social Media;
 - xiv. Any other activities not in the interest of the Company.
- i) **“Vigilance Officer”** means the Head of Audit Group or a person or persons duly nominated / appointed by him, to conduct detailed investigation against the Respondent on the Disclosure made by the Whistleblower and recommend Disciplinary Action against the Respondent.
- j) **“Whistleblower”** means a person who makes a Disclosure and includes such categories of persons specified in clause 3 below.

3. WHISTLE BLOWERS

Whistle Blowers shall mean and include the following:

- a) Board of Directors of the Company;
- b) Employees of the Company;
- c) Employees of other agencies deployed for the Company's activities, whether working at any of the Company's offices or any other location;
- d) Customers of the Company;
- e) Contractors, vendors, suppliers or agencies (or any of their employees) providing any material or service to the Company; and
- f) Any other person

4. PROCEDURE FOR REPORTING

The Disclosure can be made as follows:

- ✓ If the Disclosure is against a Respondent upto the level of Deputy General Manager, it can be made to the Vigilance Officer duly addressed to the below contact details:

Head of the Audit Group

Hyundai Motor India Limited,
Plot No.: H-1, SIPCOT Industrial Park,
Irrungattukottai, Sriperumbudur Taluk,
Kancheepuram Dist. - 602117
wb-audit@hmil.net

- ✓ If the Disclosure is against a Respondent in the level of General Manager and above, it can be made to the Managing Director duly addressed to the below contact details:

Managing Director

Hyundai Motor India Limited,
Plot No.: H-1, SIPCOT Industrial Park,
Irrungattukottai, Sriperumbudur Taluk,
Kancheepuram Dist. – 602117
wb-md@hmil.net / wb-audit@hmil.net

Alternatively, Disclosure may be made to the email id whistleblower@hmil.net or through Cyber Audit Website. On receipt of Disclosure to the above mail id or Cyber Audit Website, it shall be forwarded to the Vigilance Officer with a copy to the Managing Director.

It is strongly advised that the Whistle Blower discloses his/ her identity in the Disclosure for ensuring that adequate protection is granted to him/ her under the relevant provisions of this policy. However, anonymous Disclosures not with any personal motive, though discouraged, may also be made.

The Whistle Blower must address the following issues, while reporting Disclosures under this policy:

- i. The Disclosures made should bring out a clear understanding of the issue being raised;
- ii. The Disclosures made should not be merely speculative in nature but should be based on actual facts;
- iii. The Disclosure made should not be in the nature of a conclusion and should contain as much specific and quantitative information with supporting evidence to the extent possible to allow for proper conduct of the inquiry/ investigation;
- iv. The Whistle Blower is not required to give reasons for such Disclosure;

The Managing Director may direct the Vigilance Officer to investigate into the same and recommend suitable action.

5. RESPONDENTS

- a) All Respondents shall be duly informed about the Disclosures made against them at the commencement of the formal inquiry/ investigation process and shall be provided opportunities for submitting their explanations during the course of the inquiry/ investigation process.
- b) The Respondents shall not destroy or tamper with any evidence, and shall have a duty to co-operate with the Vigilance Officer in the inquiry/ investigation process.

6. INVESTIGATION OF DISCLOSURES

- a) The Vigilance Officer or his nominee or nominees are duly authorized to investigate/ oversee Disclosures reported under this policy;
- b) Disclosures made under this policy shall be recorded and duly actioned;
- c) The Vigilance Officer shall conduct an investigation and shall have the right to call for records, evidences, information, etc. from the Whistleblower substantiating the Disclosure wherever possible;
- d) The Vigilance Officer shall have the right to call for all kinds (including personal) of records, evidences, information, etc. from the Respondent in the event of the Vigilance Officer comes to a conclusion that there is prima facie case exists against the Respondent;
- e) The Respondent shall provide records, evidences, information, etc. called for by the Vigilance Officer immediately or within the time frame as suggested by the Vigilance Officer and any other records, evidences, information, etc. which the Respondent feels will support his case to the Vigilance Officer, who shall consider the same as he may deem fit;
- f) In the event of the Respondent's refusal or the Respondent exercising any delay tactics in providing the above records, evidences, information, etc. to the Vigilance Officer, then the Vigilance Officer shall have the absolute right to carry out the investigation based on the records, evidences, information, etc. available and recommend action or close investigation as he may deem fit.

However, an investigation shall be launched only after the review of the Disclosure prima facie establishes that:

- i. The Disclosure made, constitutes an unethical/ improper practice, as defined under this policy;
 - ii. The Disclosure made is supported by adequate information to conduct an investigation;
 - iii. Confidentiality of the Whistle Blower shall be maintained during the inquiry/ investigation process;
- g) Any inquiry/ investigation conducted against any Respondent shall not be construed by itself as an act of accusation and shall be carried out as a neutral fact finding process, without presumption of any guilt.
- h) The Inquiry/Investigation proceedings shall be initiated within 10 working days of receipt of the Disclosure and shall be concluded not more than 30 working days from the date of commencing the Investigation Proceedings.
- i) The inquiry/ investigation shall be conducted in a fair manner and provide an equal opportunity for hearing to the Respondent and a written report of the findings should be submitted by the Vigilance Officer to the Managing Director along with his recommendation for action within 10 working days of conclusion of the Investigation Proceedings. The Vigilance Officer shall submit the recommendations duly approved by the Managing Director to the Human Resources Department (HRD) of the Company for taking Disciplinary Action against the Respondent.
- j) The HRD shall issue a Show Cause Notice (SCN) to the Respondent mentioning details of Audit Findings calling for his comments, if any, within 3 working days of receipt of the SCN. The HRD shall take Disciplinary Action against the Respondent within 10 working days of issuance of SCN and while taking Disciplinary Action shall consider Respondent's comments, if any. The HRD shall inform the Vigilance Officer about the Disciplinary Action taken.
- k) Based on the information received from the HRD, the Vigilance Officer shall submit an Action Taken Report, within 30 working days of submission of the Recommendation to the Managing Director based on his recommendation made earlier.

7. PROTECTION TO WHISTLE BLOWER

- a) The identity of the Whistle Blower, shall be kept confidential at all times, except during the course of any legal proceedings, where a Disclosure/ statement is required to be filed.

- b) The Company, as a policy, strongly condemns any kind of discrimination, harassment or any other unfair employment practice being adopted against the Whistle Blowers for Disclosures made under this policy. No unfair treatment shall be vetted out towards the Whistle Blower by virtue of his/her having reported a Disclosure under this policy and the Company shall ensure that full protection has been granted to him/her against:
- i. Unfair employment practices like retaliation, threat or intimidation of termination/suspension of services, etc.;
 - ii. Disciplinary action including transfer, demotion, refusal of promotion, etc;
 - iii. Direct or indirect abuse of authority to obstruct the Whistle Blowers' right to continue performance of his duties/functions during routine daily operations, including making further Disclosures under this policy.

8. MANAGEMENT ACTION ON FALSE DISCLOSURES

If Whistle Blower knowingly makes false disclosures under this policy with ulterior motive, such Whistle Blower shall be subject to Disciplinary Action after sufficient opportunity is provided to him to explain his willful accusation against the Respondent.

9. RETENTION OF DOCUMENTS

All Disclosures including the Investigation Proceedings, Recommendations and Action Taken Reports shall be retained by the Vigilance Officer for a minimum period of 8 (Eight) years.

10. REPORTS

A Quarterly / Half Yearly Report with number of Disclosures received under the Policy and their outcome shall be placed before the Board.