



HPL Additives Limited

POLICY & PROCEDURE	TITLE: VIGIL MECHANISM		
ALL FUNCTIONS	ISSUE DATE July 21, 2014	Effective Date July 23, 2014	PROCEDURE NO. HPLA/CORP/PRO/001: 00 Page No. 1-3; ANN.- 01

- I.** These rules/ processes shall be called the Company Vigil Mechanism.
- II.** These rules shall be effective from **July 23, 2014**.

1. INTRODUCTION

Section 177 of Companies Act, 2013 read with rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 provides the companies to establish a vigil mechanism for employees and Directors to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or policy.

Accordingly, the Vigil Mechanism has been formulated with a view to provide a mechanism for employees and directors of the Company to approach the Ombudsperson/Chairperson of the Audit Committee, inter alia, report to the management instances of unethical behavior, actual or suspected incidents of fraud that could adversely impact the Company's operations, business performance and / or reputation. The Company will investigate such reported incidents in an impartial manner and take appropriate action to ensure that the requisite standards of professional and ethical conduct are always upheld.

2. SCOPE

All Employees and Directors of the Company are eligible to make Protected Disclosures under the Mechanism. The Protected Disclosures may be in relation to matters that could have a large/material impact on the company, such as actions (actual or suspected) that

- a) May lead to incorrect financial reporting.
- b) Are not in line with applicable company policy.
- c) Are unlawful.
- d) Otherwise amount to serious improper conduct.

3. DEFINISION

OMBUDSPERSON: The Ombudsperson will be a person, including a full time senior associate, well respected for his/her integrity, independence and fairness. She/he would be authorized by the Board of the company for the purpose of receiving all complaints under this policy and ensuring appropriate action.

4. SAFEGUARDS

- a) This Vigil Mechanism is intended to encourage and enable employees to raise bonafide concerns. No employee who reports a violation shall suffer any harassment, retaliation or adverse employment conditions as a consequence of such reporting.
- b) Any employee who retaliates against a person reporting a violation will be subject to disciplinary proceedings, which may extend to termination of employment.
- c) Every effort will be made to protect the complainant's identity.

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5. ANONYMOUS ALLEGATIONS

- a) A complainant must act in good faith and have reasonable grounds for forming a belief that his or her complaint constitutes a violation.
- b) This Policy must not be used as a tool for victimization, making false allegation or acting mala fide.
- c) In case of repeated frivolous complaints being filed by a director or an employee, the Audit Committee may take suitable action against the concerned director or employee including reprimand.

6. REPORTING MECHANISM

A complaint may be made by any employee and Director. Such complaint should be sent to ombudsperson. Complaint by or against senior management should be made to the Chairperson of the Audit Committee. The necessary Contact details are provided at Annexure-I.

7. INVESTIGATION

- a) Upon receipt of a complaint (other than by or against senior management), the Ombudsperson will make an assessment thereof and on being satisfied as to the seriousness and credibility of the complaint, direct the complaint for investigation.
- b) All employees have a duty to cooperate in an investigation.
- c) All information disclosed during the course of an investigation, including the identity of the complainant, will be kept confidential, except as necessary or appropriate to disclose for the purposes of the investigation or where required to be statutorily disclosed.
- d) Complaint by or against senior management will be investigated as directed by the Audit Committee.

8. DECISIONS

If the Ombudsperson / the Audit Committee determine that a violation has occurred, the Company will take appropriate action which may include disciplinary proceedings against the violator, including termination of employment

9. REPORTING

The Ombudsperson shall submit a report to the Chairperson of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

10. RETENTION OF DOCUMENTS

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of seven years.



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11. AMENDMENT

This policy can be changed, modified, rescinded or abrogated at any time by the Board of HPL Additives Limited.

12. DISTRIBUTION DETAILS:

Distribution List:

BH (CD)
 CMD; JMD/BH (BD);
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 H(STR-D); H(STR-C)/H(DSP-C); H(DSP-B/E); H(DSP-D); H(LOGISTICS); H(DCS);
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APPROVED BY	BH (CD)	
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ANNEXURE-I

1. Contact Details of the Ombudspersons

Mr. Anil Chadha

Senior Vice-President (Corporate Development)

HPL Additives Limited

5th Floor, Block-A, Vatika Mindscapes

12/3, Main Mathura Road

Faridabad- 121003, Haryana

Tel.: +911292251300

Mobile: +91 9910486217

2. Contact Details of the Chairperson of Audit Committee

Prof. (Dr.) Veena Chowdhary

HPL Additives Limited

5th Floor, Block-A, Vatika Mindscapes

12/3, Main Mathura Road

Faridabad- 121003, Haryana

Tel.: +911292251300