



HERO MOTOCORP LIMITED

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

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A. PREFACE

Hero MotoCorp Limited (hereinafter referred to as “**HMCL**” or the “**Company**”), 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**”) dated October 16, 2014 under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Regulations**”), which lays down the principles and standards that govern the Company and its employees. Any actual or potential violation of the Code and/or the Regulations, 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 violations of the Code is critical. 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 the Regulations mandate listed companies to constitute a Vigil Mechanism/Whistle Blower Policy.

Accordingly, this Whistleblower Policy (“**Policy**”) has been formulated and approved by Board of Directors of the Company (“**Board**”) with a view to provide a mechanism for a Whistle Blower to approach the Ethics Committee/Chairperson of the Audit Committee of the Company.

B. POLICY DETAILS

(a) Scope & Applicability

This Policy is applicable to the Company and all its direct and indirect subsidiaries and covers all stakeholders inclusive of 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 of the Company. There are no exclusions to this Policy.

(b) Objective

The Policy aims to provide necessary safeguards for the protection of all its stakeholders from reprisals or victimization, for whistle blowing in good faith and to provide a means through which the stakeholders can raise actual or suspected violations. Hence, this Policy sets out ways through which the stakeholders of the Company can raise concerns that related to actual or suspected violations of the Code, any accounting/ audit matters and/ or violation of legal, statutory and/ or regulatory requirements such as incorrect or misrepresentation of any financial statements, reports, disclosures and/ or report instances of leakage/ suspected leakage of UPSI etc.

(c) Coverage

Any allegation(s) 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 the following:

- (i) Abuse of authority;
- (ii) Deliberate violation of any applicable law/regulation;

- (iii) Inaccuracy in maintaining or disclosing and/or manipulating the Company's books of accounts and financial records or any material information related to the Company;
- (iv) Financial misappropriation and fraud including suspected fraud;
- (v) Misappropriation or fraud while procuring goods or services for the Company;
- (vi) Conflict of interest;
- (vii) False expense(s) submission or reimbursement;
- (viii) Inappropriate gifts and hospitality;
- (ix) Misuse of Company's assets and resources, position, power or authority for personal gain;
- (x) Inappropriate sharing of Company's sensitive/confidential/proprietary information;
- (xi) Corruption and bribery;
- (xii) Unfair trade practices and anti-competitive behavior;
- (xiii) Non-adherence to Code of Conduct including applicable laws/regulations and policies/procedures of HMCL suppressing or trying to suppress such misconduct;
- (xiv) Non adherence to safety guidelines;
- (xv) Negligence causing substantial and specific danger to public health and safety;
- (xvi) Any leak or suspected leak of unpublished price sensitive information;
- (xvii) Any unethical behaviour, unlawful act whether criminal or civil;
- (xviii) Any indulgence in sexual harassment;
- (xix) Breach of any policy or the Company or failure to implement or comply with any policies of the Company;
- (xx) 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 a Whistle Blower may feel is in the Group's interest to resolve, whether or not it technically falls within the definition above, should be reported 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 the Company in accordance with the provisions of the Companies Act, 2013 read with the 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) including the Directors in the whole-time employment of the Company or any of its direct or indirect subsidiary companies and includes contract employees, apprentices, interns and trainees.
- (g) **"Ethics Committee"** means a committee as further detailed under Para H below, formed to act as an ombudsman to investigate the concerns raised by Whistle Blower(s). The Composition of the Ethics Committee is to be decided (including changes, if any from time to time), by the Chairperson and/or 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 subsidiaries.

- (j) **“Investigators”** means persons authorized, appointed, consulted or approached by the Ethics Committee, Chairperson of the Audit Committee 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 or indicate any violation or 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 or evidence gathered during the course of any investigation.
- (m) **“Whistle Blower”** means an employee or any person associated with the Group making a Protected Disclosure in terms of this Policy.

D. SAFEGUARD

This Policy is designed to offer protection to Whistle Blower(s) 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 Chairperson of the Audit Committee, the 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 Chairperson of Audit Committee.

E. CONFIDENTIALITY

The Whistle Blower can either disclose their identity or file an anonymous complaint. However, this Policy encourages a Whistle Blower to put their names to any disclosure they make. A complaint including an anonymous complaint, will be investigated only if the Company considers that adequate data, facts and evidence are available to progress the complaint.

The identity of the Whistle blower(s) will be kept confidential to the extent possible and permitted under law. The Company will make no attempt to discover the identity of an anonymous Whistle Blower. 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 Whistle Blower 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.

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 provided in the Policy.

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 the Whistle Blower resort to reporting his/her concern to appropriate agencies.

H. 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 Ethics 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 any member of the Ethics Committee has a conflict of interest in any given case, then he/ she should recuse himself/herself and remaining members of the Ethics Committee should deal with the matter on hand. 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 and any complaint against the CEO should be raised to the Chairperson of the Audit Committee. The Directors of the Company may report their concerns or make Protected Disclosures directly to the Chairperson of the Audit Committee.

Any complaint against the Chairperson of the Audit Committee, should be made to the Chairperson 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 Chairperson of the Audit Committee or the CEO. The

Chairperson of the Audit Committee or the CEO 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/CEO/Chairperson of Audit Committee 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.

I. 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 Blowers 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 Chairperson of the Audit Committee or the CEO / Chairman of the Company, should be specifically addressed to them.

Any matter to be reported to the Chairperson of the Audit Committee must be sent to her email address viz. tina.trikha@heromotocorp.com.

J. 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 3 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 course of investigation, the Subject shall be informed about the allegations and the ensuing investigation against them at the outset. Further, they shall be given an opportunity to provide their inputs during the investigation.

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 investigators, external auditors, counsel or other experts to assist in the investigation and in the analysis of the results. All such decisions will be recorded.

If suitable, the 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 Chairperson 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.

An opportunity of hearing shall be given to all persons involved in the matter being investigated.

An 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 Chairperson of the Audit Committee or to the CEO.

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.

K. 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.

It is to be ensured that a Whistle Blower(s) and / or any other person processing the Protected Disclosure is not victimized for doing so.

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.

- (b) 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, appropriate action against such Whistle Blower shall be taken.
- (d) Any other employee / person 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 Whistle Blower 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/ Chairperson of Audit Committee/ CEO, as the case may be, and thus Subject should also be duly protected against any unnecessary harassment by the other employees of the Company.

L. 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.

No attempt should be made to conceal any or all the evidence submitted along with or in relation to the Protected Disclosure(s). The Ethics Committee will have the power to take action against any person responsible for/ assisting in destroying or concealing the evidence or making an attempt to destroy or conceal evidence.

M. BREACH OF POLICY

An Employee who:

- (a) is guilty of an act with intent of breaching any provisions of this Policy; or
- (b) hinders with the investigation being conducted by the Ethics Committee/Chairperson of Audit Committee/ CEO, 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.

N. 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 the Regulations, as amended from time to time

O. AMENDMENT

The Company holds the right to amend or modify this Policy, without assigning any reason whatsoever, at least once in three years or as and when deemed suitable. 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) (airtime may be charged by some mobile networks)	1800 833 2595	24*7
2.	E-mail	SpeakUp@HeroMotoCorp-EthicsHotline.com	24*7
3.	Web	www.HeroMotoCorp-EthicsHotline.com	24*7