

HINDUSTAN OIL EXPLORATION COMPANY LIMITED



Policy Title	Whistleblower Policy
Version Number	July 2007
Effective Date	July 20, 2007
Initiated By	Joint Managing Director
Authorised By	The Board of the Company
Number of Revisions	Nil
Last Revised Date	N.A.
Next Revision Date	
Policy Contents Main Policy Annexures	9 pages (including cover page)

Policy	Whistleblower Policy
Objective	<p>To provide employees, contractual persons, consultants, vendors and customers an avenue to raise concerns, in line with Hindustan Oil Exploration Company Limited's commitment to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication.</p> <p>To provide necessary safeguards for protection of employees from reprisals or victimization, for Whistleblowing in good faith.</p>
Scope	All employees, contractual persons, consultants, vendors and customers of Hindustan Oil Exploration Company Limited
Coverage	Hindustan Oil Exploration Company Limited including Joint Venture/(s) operated by it.
Main Features <i>Improper Practice</i>	<p>The whistleblowing policy is intended to cover serious concerns that could have a large impact on Hindustan Oil Exploration Company Limited, such as actions (actual or suspected) that:</p> <ul style="list-style-type: none"> • May lead to incorrect financial reporting; • Are not in line with applicable Company policy; • Are unlawful or, • Otherwise amount to serious improper conduct.

<p>Complainant (Whistleblower)</p>	<p>An employee / contractual person / consultant / customer / vendor making a disclosure under this policy is commonly referred to as a complainant (whistleblower). The complainant's role is as a reporting party, he / she is not an investigator. Although the complainant is not expected to prove the truth of an allegation, the complainant needs to demonstrate to the Ombudsperson, that there are sufficient grounds for concern.</p>
<p>Safeguards</p>	<p>Harassment or Victimization:</p> <p>Harassment or victimization of the complainant will not be tolerated and could constitute sufficient grounds for dismissal of the concerned employee / person.</p> <p>Confidentiality:</p> <p>Every effort will be made to protect the complainant's identity, subject to legal constraints.</p> <p>Anonymous Allegations:</p> <p>Complainants must put their names to allegations as follow-up questions and investigation may not be possible unless the source of the information is identified. Concerns expressed anonymously WILL NOT BE usually investigated BUT subject to the seriousness of the issue raised the Ombudsperson may initiate an investigation independently.</p> <p>Malicious Allegations:</p> <p>Malicious allegations by a complainant may result in disciplinary action.</p>
<p>Ombudsperson</p>	<p>The Ombudsperson can be a person, including a full time senior employee, well respected for his / her integrity, independence and fairness. He / she would be authorized by the Board of Directors of the Company for the purpose of receiving all complaints under this policy and ensuring appropriate action.</p>
<p>Reporting</p>	<p>The whistleblowing procedure is intended to be used for serious and sensitive issues. Serious concerns relating to financial reporting, unethical or illegal conduct should be reported to the Ombudsperson. Annexure I provides the necessary contact details.</p>

<p>Reporting to the Senior of the immediate Senior</p>	<p>The complainant shall have the option to report his / her serious concerns relating to financial reporting, unethical or illegal conduct to the senior of his immediate senior in lieu of reporting to the Ombudsperson.</p> <p>In relation to the said compliant, all the contents of / procedure prescribed under this policy shall be applicable to the said senior as if he / she is the Ombudsperson.</p>
<p>Investigation</p>	<p>All complaints received will be recorded and looked into. If initial enquiries by the Ombudsperson indicate that the concern has no basis, or it is not a matter to be pursued under this policy, it may be dismissed at this stage and the decision documented.</p> <p>Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ombudsperson alone, or by a Committee nominated by the Ombudsperson for this purpose. The investigation would be conducted in a fair manner, as a neutral fact finding process and without presumption of guilt. A written report of the findings would be made.</p>
<p>Investigation Result</p>	<p>Based on a thorough examination of the findings, the committee (or Ombudsperson) would recommend an appropriate course of action to the Managing Director / Joint Managing Director of Hindustan Oil Exploration Company Limited. Where an improper practice is proved, this would cover suggested disciplinary action, including dismissal, if applicable, as well as preventive measures for the future. All discussions would be minuted and the final report prepared.</p>
<p>Investigation Subject</p>	<p>The investigation subject is the person / group of persons who are the focus of the enquiry / investigation. Their identity would be kept confidential to the extent possible.</p>
<p>Reporting by Ombudsperson</p>	<p>The Ombudsperson will provide quarterly reports to the Chairman of the Board of Directors of the Company with a copy to the Managing Director / Joint Managing Director of the Company.</p>
<p>Communication with Complainant</p>	<p>The complainant will receive acknowledgement on receipt of the concern.</p>

	<p>The amount of contact between the complainant and the body investigating the concern will depend on the nature of the issue and the clarity of information provided. Further information may be sought from him / her.</p> <p>Subject to legal constraints, He / she will receive information about the outcome of any investigations.</p>
Changes to Policy	This policy can be changed, modified, rescinded or abrogated at any time by Hindustan Oil Exploration Company Limited
ACCOUNTABILITIES	
Employees / Contractual persons / Consultants / Customers / Vendors	<ol style="list-style-type: none"> 1. Bring to early attention of the Company any improper practice they become aware of. Although they are not required to provide proof, they must have sufficient cause for concern. 2. Avoid anonymity when raising a concern. 3. Co-operate with investigating authorities, maintaining full confidentiality. 4. The intent of the policy is to bring genuine and serious issues to the fore and it is not intended for petty complaints. Malicious allegations by employees may attract disciplinary action. 5. A complainant has the right to protection from retaliation. But this does not extend to immunity for complicity in the matters that are the subject of the allegations and investigation. 6. In exceptional cases, where the complainant is not satisfied with the outcome of the investigation carried out by the Ombudsperson, s/he can make a direct appeal to the Chairman of the Board of Directors of Hindustan Oil Exploration Company Limited.

Ombudsperson	<ol style="list-style-type: none"> 1. Ensure that the policy is being implemented. 2. Ascertain prima facie the credibility of the charge. If initial enquiry indicates further investigation is not required, close the issue. 3. Document the initial enquiry. 4. Where further investigation is indicated carry this directly or through, appointing a Committee, if necessary. 5. Provide quarterly reports to the Chairman of the Board of Directors of the Company with a copy to the Managing Director / Joint Managing Director of the Company. 6. Acknowledge receipt of concern to the complainant, thanking him / her for initiative taken in upholding the Company's business conduct standards. 7. Ensure that necessary safeguards are provided to the complainant.
Ombudsperson / Committee	<ol style="list-style-type: none"> 1. Conduct the enquiry in a fair, unbiased manner. 2. Ensure complete fact-finding. 3. Maintain strict confidentiality. 4. Decide on the outcome of the investigation, whether an improper practice has been committed and if so by whom. 5. Recommend an appropriate course of action suggested disciplinary action, including dismissal, and preventive measures to the Managing Director / Joint Managing Director. 6. Minute Committee deliberations and document the final report.
Chairman of the Board of Directors	<ol style="list-style-type: none"> 1. Table the quarterly reports from the Ombudsperson before the Board of Directors. 2. Ensure necessary actioning of recommendations of the Ombudsperson / Committee.
Investigation Subject	<ol style="list-style-type: none"> 1. Provide full co-operation to the Investigation team. 2. Be informed of the outcome of the investigation. 3. Accept the decision of the Ombudsperson. 4. Maintain strict confidentiality.

LIST OF ANNEXURES

**Annexure I
Annexure II**

**Ombudsperson Contact Details
Process Flow**

ANNEXURE -I - OMBUDSPERSON CONTACT DETAILS

Ombudsperson : Mr. Mukesh Butani

Address :

BMR Legal, Advocates & Solicitors

The Great Eastern Centre

First Floor

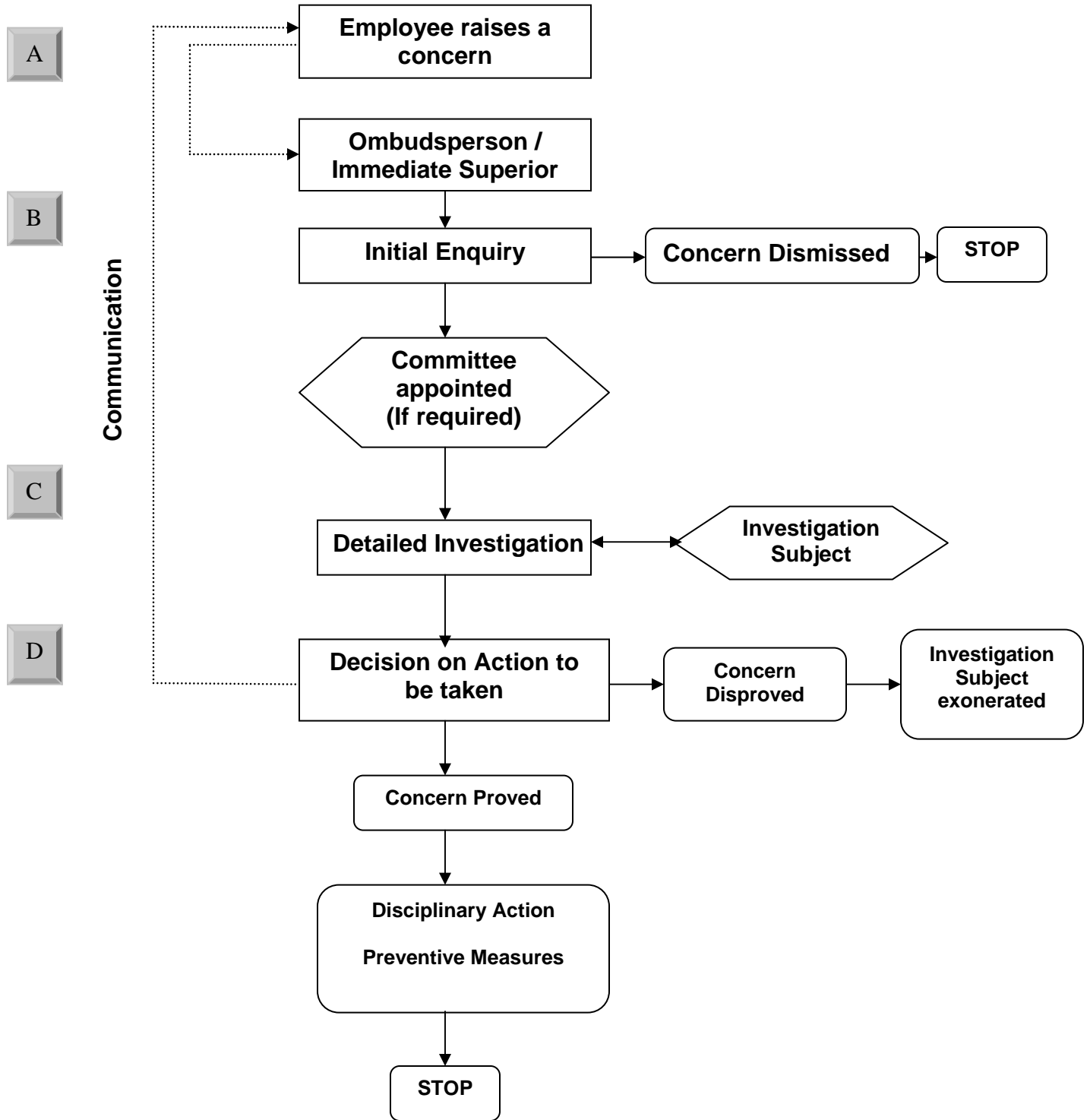
70 Nehru Place

New Delhi 110 019

Tel : +91 011 3081 5000

Fax: +91 011 3081 5001

ANNEXURE – II - PROCESS FLOW (WHISTLEBLOWER POLICY)



ANNEXURE II: PROCESS FLOW (WHISTLEBLOWER POLICY)

IMPROPER PRACTICES

Serious concerns that would have impact on Hindustan Oil Exploration Company Limited such as actions (suspected or actual) that:

- May lead to incorrect financial reporting;
- Are not in line with applicable Company policy;
- Are unlawful or,
- Otherwise amount to serious improper conduct.

SAFEGUARDS

- **Harassment or Victimization:** Harassment or victimisation of the complainant will not be tolerated and could constitute sufficient grounds for dismissal of the concerned employee.
- **Confidentiality:** Every effort will be made to protect the complainant's identity, subject to legal constraints.
- **Anonymous Allegations:** Complainants must put their names to allegations as follow-up questions and investigation may not be possible unless the source of the information is identified. Concerns expressed anonymously WILL NOT BE usually investigated BUT subject to the seriousness of the issue raised the Ombudsperson may initiate an investigation independently.
- If the Ombudsperson chooses to initiate investigation on an anonymous allegation, he shall record the reasons for the same.

OMBUDSPERSON

- An individual may be a person, respected for his / her integrity, independence and fairness.
- Nominated by the Board of Directors of the Company.