

Whistleblower Policy			
Date of Policy	June 30, 2011	Review Period	Yearly
Issued by	Human Resources	Reviewed By	Human Resources

OBJECTIVE:

As a conscious and vigilant organization, HDFC ERGO General Insurance Company Limited (the Company) believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour.

In its endeavour to provide its employees a secure and a fearless working environment, the Company seeks to define and establish a framework for reporting of instances of Unethical/improper conduct and process for investigation and take corrective action hereafter referred to as Whistleblower Policy – the policy.

The purpose of the policy is to enable a person who observes an Unethical practice (whether or not a violation of law) to report suspected or actual occurrence(s) to a Committee (Whistleblower Committee – the Committee) formed for this purpose. The Committee would comprise of Vice President- Risk and Loss Mitigation Unit, Head HR, Chief Compliance Officer and Head Reinsurance.

The policy is an extension of the Company's Code of Conduct and shall be read in conjunction with the applicable regulations, existing policies and procedures of the Company.

While the framework of the policy strives to foster responsible whistleblowing, it provides necessary safeguards to all the Whistleblowers for making disclosures

DEFINITIONS:

The definitions of some of the key terms used in this policy are given below.

1. **“Investigators”** mean those persons authorized, appointed, consulted or approached by the Committee to conduct the actual investigation of the concerns raised by the Whistleblower. This also includes the members of the Committee.
2. **“Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence Unethical or improper practice including anonymous disclosures, if any.
3. **“Subject”** means a person against or in relation to whom a Disclosure has been made or evidence gathered during the course of an investigation.
4. **“Whistleblower”** means any person or an entity making a Disclosure under this policy. Whistleblowers could be employees, vendors and customers.

5. “Unethical practice” means and includes, but not limited to the following suspected activities/improper practices being followed in the Company:

- a) Any unlawful act in breach of state/ national law or regulations whether civil or criminal
- b) Breach of Company’s code of conduct policy or failure to implement or comply with any approved Company policy
- c) Unprofessional conduct or business practice
- d) Abuse of power of authority for any unauthorized or ulterior purpose

APPLICABILITY

For the purpose of whistle blowing the disclosures can be made by :

- (1) All full time employees of the Company
- (2) All the Vendors interacting with the Company and
- (3) All the customers of the Company

REPORTING:

1. It is advised and encouraged that the reporting of the Disclosure be made to the Committee in writing. The Whistleblower may disclose his/her identity for ensuring adequate protection to him/her under the relevant provisions of the policy. The disclosures may also be reported anonymously.

2. The Whistleblower’s role is that of a reporting party with reliable information. They are not required or expected to act as Investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.

3. The Disclosure made should bring out clear understanding of the issue being raised and contain as much specific information as possible to allow proper conduct of investigation. It should not be speculative in nature and should be based on factual corroborative evidence.

4. Whistleblowers should not act on their own in conducting any investigation activities, nor do they have a right to participate in any investigation other than requested by the Committee.

5. Disclosure will be appropriately dealt with by the Committee, as it may deem fit in the interest of the Company.

PROCEDURE:

1. The Whistleblower should promptly report the suspected or actual event to his / her Reporting Manager or to the members of the Committee. It is advised and encouraged that the reporting of the Disclosure be made to the Committee in a written form through an email or a letter or a form available on eStecker. The Whistleblower can report the event with his / her identity or anonymously

2. The report should be addressed to “**whistleblower@hdfcergo.com**” or a letter can also be directly addressed to the Committee.

3. The suspected or actual event / practice should be informed immediately or as soon as the event / practice has occurred / observed.

4. Reporting Manager / Committee Members who receives the Disclosures would promptly act to investigate and / address the issue

INVESTIGATION:

1. All the Disclosures reported under this policy will be thoroughly investigated by the Committee

2. The Committee may at its discretion involve any Investigator for the purpose of investigation

3. The decision to conduct an investigation taken by the Committee is by itself not an accusation and is to be treated as a neutral fact finding process. The outcome of the Investigation may not support the conclusion of the Whistleblower that an improper or Unethical act/practice was committed.

4. Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

5. Subjects shall have a duty to co-operate with the Committee and Investigators during the investigation to the extent that such co-operation will not compromise self – incrimination protections available under the applicable laws

6. Subjects have a right to consult with a person or persons of their choice other than the members of the Committee and / or Investigators and / or the Whistleblower.

7. Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.

8. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to the material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.

9. The investigation shall be completed and Reports then submitted normally within 45 days of the receipt of the Disclosure.

INVESTIGATORS:

a) Investigators are required to conduct a process towards fact finding and analysis. Investigators shall derive their authority and access rights from the Committee when acting within the course and scope of their investigation

b) Technical and other resources may be drawn upon as necessary to augment the Investigation. All investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal & professional standards.

c) Investigation will be launched only after a preliminary review by the Committee, as the case may be.

WHISTLEBLOWER PROTECTION

- (1) The identity of the Whistleblower, Subject and any other employee assisting in the investigation will be protected and kept confidential at all times, except during the course of any legal proceedings where a disclosure/statement is required to be filed.
- (2) The Company prohibits and condemns retaliation, retribution discrimination, harassment or any other unfair employment practices against the Whistleblower for a report that was provided in good faith and not done primarily with malice to damage another or the organization.
- (3) Anyone who retaliates against the Whistleblower (who reported an event in good faith) will be subject to disciplinary action taken by the Committee, including termination of employment.
- (4) In an event, a Disclosure is made in good faith and subsequently found to be untrue; no action will be initiated against the Whistleblower

DISQUALIFICATIONS:

1. While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action
2. Protection under this policy would not mean protection from disciplinary action arising out of false allegations made by a Whistleblower knowing it to be false or with a mala fide intention.
3. The Whistleblowers will not be immune to disciplinary action if he is found guilty of or is party to the Unethical practice.
4. Whistleblowers, who make any Disclosures, which have been subsequently found to be mala fide or malicious or is found to be frivolous, baseless or reported otherwise than in a good faith more than twice will be disqualified from reporting further Disclosures under policy.

DECISION:

If an investigation concludes that an improper or Unethical act/practice has been committed, the Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Committee may deem fit and the Subject shall adhere to it.

RETENTION OF DOCUMENTS:

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

AMENDMENT:

The Company reserves its rights to amend or modify this policy in whole or in part, at any time without assigning any reason whatsoever. However no such amendment or modification will be binding on the Employees unless the same is notified to the Employees in writing.

