



## **HIGH ENERGY BATTERIES (INDIA) LIMITED**

CIN:L36999TN1961PLC004606

Regd.Office: "Esvin House", No.13, Old Mahabalipuram Road,  
Perungudi, Chennai – 600 096

Phone: 044-24960335 / 39279318, Fax: 044-24961785

E-mail:investor@highenergyltd.com , Web: www.highenergy.co.in

### **WHISTLE BLOWER POLICY**

The Board of Directors of the company pursuant to Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") have adopted a whistle blower policy and mandates every listed company to constitute a vigil mechanism.

Accordingly, Whistle Blower Policy has been formulated with a view to provide a mechanism for directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy. The vigil mechanism provides for adequate safeguards against victimization.

The Chairman of the Audit Committee / Managing Director has been designated as the Whistle Officer to whom complaints under the vigil mechanism can be made. The process is overseen and monitored by the Audit Committee of the Board.

The whistle blower policy, as approved by the Board, is appended. Employees and other stakeholders are encouraged to make use of the whistle blower policy to bring genuine concerns to the direct notice of the Whistle Officer. All such persons making the complaint are guaranteed of due protection under this policy.

In case of any doubts or clarifications required, the compliance officer may be approached. For this purpose, the Company Secretary is the compliance officer and email may be addressed to vas@highenergyltd.com.



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### Whistle Blower Policy approved by the Board

1. High Energy Batteries (India) Limited (the Company) is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.
2. This Whistleblower Policy ("the Policy") has been formulated with a view to provide a mechanism for employees, directors / other stakeholders of the Company to raise concerns on any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.
3. The company has already formulated a code of conduct for directors and senior management personnel which is posted on its website.
4. Section 177 of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules 2014 and Clause 49 of the Listing Agreement now require the establishment of a vigil mechanism and giving due protection to the whistle blower. Accordingly this Whistle Blowing Policy is issued supplementing the code of conduct.
5. Operational concerns shall continue to be raised with the head of the department or unit head. Whistle blowing mechanism is in essence meant for potentially serious or sensitive issues.
6. The policy aims to provide employees, customers, other suppliers and contractors [hereinafter described as "**Whistle Blower**"] a suitable platform to raise concerns and voice issues on actual or potential violation to the code of business conduct.
7. The policy seeks to provide necessary safeguards for the protection of "**Whistle Blower**" from reprisals or victimization for whistle blowing done in good faith.
8. There are existing procedures in place to enable employees to lodge their grievances relating to their own employment. This whistle blowing policy is intended to cover concerns that fall outside the scope of other procedures.
9. Various stakeholders of the Company are eligible to make complaints under the Policy. These stakeholders may fall into any of the following broad categories:
  - Employees of the Company.



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- Employees of other agencies deployed for the Company's activities, whether working from any of the Company's offices or any other location.
- Contractors, vendors, suppliers or agencies (or any of their employees) providing any material or service to the Company.
- Customers of the Company.
- Any other person having association with the Company.

A person belonging to any of the above mentioned categories can avail of the channel provided by this Policy for raising an issue covered under this Policy.

10. **The Policy covers malpractices and events which have taken place/ suspected to take place involving:**

- a. Abuse of authority.
- b. Breach of contract.
- c. Negligence causing substantial and specific danger to public health and safety.
- d. Manipulation of company data/records.
- e. Financial irregularities, including fraud or suspected fraud or deficiencies in Internal Control and check or deliberate error in preparations of Financial Statements or Misrepresentations of financial reports.
- f. Any unlawful act whether Criminal/ Civil.
- g. Pilferation of confidential/propriety information.
- h. Deliberate violation of law/regulation.
- i. Wastage/misappropriation of company funds/assets.
- j. Breach of Company Policy or failure to implement or comply with any approved Company Policy.



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### 11. Protection

- Whistle blower should put his name and reference for proper identification while making the complaint. Every effort will be made to protect his identity subject however to legal constraints.
  - Any employee or other stakeholder will be given complete protection from discrimination, harassment, victimization, retaliation, threat or intimidation of termination/ suspension of service, disciplinary action, demotion, refusal of promotion or other unfair employment practices or the like including any direct or indirect use of authority to obstruct the whistle blower's right to continue to perform his duties/ functions.
  - The whistle blower will however be exposed to disciplinary action arising out of false, reckless, malicious, unfounded or frivolous allegations with a *mala fide* as determination or ulterior intent or purpose.
12. The company has designated the Chairman of the Audit Committee / Managing Director as the Whistle Officer to deal with whistle blower's complaint.
  13. Every complaint shall be addressed in writing (English or Tamil) to the Whistle Officer and signed by the whistle blower. A copy may also be sent by email.
  14. The whistle blower is entitled to send complaints pertaining to any director or senior management. He has at all times direct access to the Whistle Officer over phone/ email/ mail.
  15. The whistle blower is expected to make the complaint not later than 90 days after he became aware of the event for being able to effectively deal with the issues involved.
  16. Advice and guidance on making a complaint can be sought from the HR Head.
  17. Anonymous complaints may not be entertained by the Whistle Officer.
  18. The Whistle Officer will issue an acknowledgment to the whistle blower within seven days of receipt.



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19. If initial enquiries by the Whistle Officer suggest that the complaint has no basis or it is not a fit and proper case to be pursued under this policy it may be dismissed at this stage. His decision together with reasoning will be duly recorded.
20. The Whistle Officer shall endeavour to complete the investigation normally within sixty working days of the receipt of complaints and submit his report to the Audit Committee.
21. If the Whistle Officer is satisfied that an improper or unethical activity has been undertaken, he may in his report recommend to the Audit Committee for taking such disciplinary or remedial action as deemed fit. Any such action against an employee shall however adhere to the extant Labour Laws and Industrial Standing Order of the company.
22. The decision of the Audit Committee is final and not open to challenge in any manner will be communicated to the whistle blower in writing.
23. The Whistle Officer will provide Annual Reports to the Audit Committee. This report shall have a summary of complaints received and dealt.
24. The Company Secretary as the compliance officer of the Company shall also act as the compliance officer under the Whistle Blower Policy.
25. The Company reserves its right to amend or modify the policy from time to time without assigning any reason whatsoever.