

01.04.2019

WHISTLE BLOWER POLICY
(Revised w.e.f. 01.04.2019)
(For Directors, Employees and other Stakeholders)

HDFC LIMITED

Also posted on www.hdfc.com

Reviewing & Approving Authority:	Board of Directors of the Corporation
Original Issue Date:	October 22, 2014
Last Revision Date:	October 30, 2017
Current Revision Date:	March 6, 2019
Policy Making Body:	Executive Management
Version No.:	1.2
Review Cycle	As recommended by the Board

Preface

HDFC, over the last 37 years of its existence has always emphasized on maintaining highest standards of professional and personal ethics. The employees are expected to conduct business operations in the most fair and transparent manner while maintaining the highest standards of ethics and corporate governance.

The Code of Conduct for HDFC employees which came into existence in 2006 provides the framework within which the Company expects its business operations to be carried out and lays down the standards and principles which should govern our action. Any violation of the Code of Conduct is treated as “Misconduct” and entitles the Management to initiate such disciplinary action, as it deems appropriate against such employee(s).

We firmly believe that our employees are our greatest assets and we value their feedback and suggestions. We realize that despite having an “Open Door Policy”, there could be some deterrents that stop an employee from reporting a Code of Conduct violation or from expressing their concerns to us directly. In this scenario, it is very important for us to remain approachable and vigilant at all times.

Therefore, apart from all the existing channels of communication available to employees, we came out with a “Corporate Whistleblower Initiative/Policy” in 2010. The said initiative/policy is an extension of our Code of Conduct formulated with an aim to promote good Corporate Governance, instill faith and make the employees feel empowered about their decision to blow the whistle in order to voice their concerns in case of unethical behavior and/ or actual or suspected fraud and/or misconduct and/ or violation of Corporation’s Code of Conduct or Ethics policy, without fear of reprisal.

This Whistle Blower Policy was formally approved by the Board of Directors of the Corporation at its meeting held on October 22, 2014 in compliance with and in accordance with the provisions of Section 177 of the Companies Act, 2013 and then existing Clause 49 of the Listing Agreement (now replaced with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said Policy was last amended on October 30, 2017 to incorporate a minor change.

The said Policy is now being amended so as to bring it in line with the amendments to the SEBI (Prohibition of Insider Trading) Regulations, 2015.

This amended Policy has been recommended by the Audit Committee and approved by the Board of Directors of the Corporation at its meetings held on March 6, 2019. This Policy shall be effective from April 1, 2019.

In line with the current policy, the primary focus area of the amended policy aims at building a successful whistleblower mechanism, the one which is fair, non-vindictive and easily accessible to all, so that the frauds/potential frauds are detected and controlled at a nascent stage. It also provides for adequate safeguard against victimization of Directors/employees/stakeholders who avail of this mechanism. The Policy also provides the complainants direct access to the Chairman of the Audit Committee of Directors, in exceptional cases.

1. Policy Objective

- 1.1 HDFC Limited is committed to ensuring that all its employees work in a conducive environment and are given a platform to freely express their concerns or grievances on various matters pertaining to any malpractice, actual/suspected fraud, violation of the Corporation's Code of Conduct, instances of leakage of Unpublished Price Sensitive Information breach of any policy, abuse of power and authority by any official of the company or any other act with an intention of unethical personal gain or to cause damage to the organization or its employees etc. The platform to express such concerns, is hereby, extended to Directors and other stakeholders also.
- 1.2 The Corporation mandates all its employees to work with integrity, ethics and responsibility.
- 1.3 The Corporation assures appropriate action for any concern reported by Directors, Employees or other stakeholders through the whistle blowing mechanism.
- 1.4 The Corporation assures adequate safeguard against victimization of Director(s) / employee(s)/other stakeholders who use this mechanism to express their concerns.

2. Scope of the Policy

The Policy is applicable to all the Employees, Directors of the Corporation (hereinafter referred to as "employees") and other Stakeholders (hereinafter referred to as "stakeholder") such as borrowers, Co-borrowers, Depositors, Key Partners, Direct Selling Agents, Vendors etc.

3. Definitions

- 3.1 Whistleblower/Complainant- Means an employee or a Director or any other stakeholder expressing a concern or making a disclosure or lodging a complaint under this policy, in respect of the concerns/grievances mentioned above in 1.1.
- 3.2 Accused/offending employee- Means an employee against whom a complaint is lodged.

4. Vigil Mechanism/Process of lodging a complaint or expressing a concern :

An employee/stakeholder can lodge a complaint directly to the Management (refer Table 1) or his Reporting Manager or Branch/Regional Manager (if applicable) or the "Whistle Blower – Complaints Committee" (refer Table 2) in writing or through a third party web-based reporting initiative which provides a secure and confidential platform to report genuine concerns including concerns about unethical behaviour, actual or suspected fraud or violation of the Corporation's Code of Conduct or ethics policy.

This third party web based reporting mechanism can be accessed by all employees and stakeholders by logging onto the portal www.cwportal.com for lodging a complaint or expressing their concerns. Each concern lodged will generate a unique tracking number through which the concerned whistleblower can track/view the feedback/response against his concern raised.

The identity of all whistleblowers accessing the said portal will be kept confidential, unless the complainant has no reservations in disclosing the same.

(Please refer Annexure 1 for steps to lodge/track the complaint/response on the CWI portal).

5. Whistleblower – Access to the Management/Complaints Committee

- A Whistleblower can report his concerns (as referred in 1.1 above) directly to the Management. The contact details of our Vice-Chairman & CEO, Mr K M Mistry and Managing Director – Mrs Renu Sud Karnad are given hereunder:

Table 1:

1	Mr K M Mistry	Vice-Chairman & CEO	022-66316506	09820088580	keki.mistry@hdfc.com
2	Mrs Renu Sud Karnad	Managing Director	011-41596511	09810182892	rskarnad@hdfc.com

- **Alternatively**, such concerns can be reported to the "Whistleblower - Complaints Committee" (the "Committee"). The said Committee has been constituted by the Corporation to receive, review, investigate and redress issues raised directly or through the CWI portal by the employees, Directors or stakeholders. All the concerns raised to the Committee must immediately be brought to the notice of the Management.

- The Committee comprises of the following members:

Table 2:

Sr. No	Name	Designation	Contact Details	Mobile No.	E-mail ID
1	Ms. Madhumita Ganguli	Member of Executive Management	011-41596515	09810234908	madhumitag@hdfc.com
2	Mr Mathew Joseph	Member of Executive Management	044-28554320	09840136367	mathew@hdfc.com
3	Mr Rajeev Sardana	Member of Executive Management	011-41596631	09716388115	rajeevs@hdfc.com
4	Mr Sudhir Kumar Jha	Sr. General Manager- Legal Head	022-66316599	09820540977	jhas@hdfc.com
5	Mr Praveen Kumar Bhalla	Sr. Gen Manager – Human Resources	011-41596576	09810147561	praveenb@hdfc.com

6. Redressal Procedure

If the complaint is received by the Management/Committee in writing or through the third party web based portal or any other medium:

6.1 Upon receipt of a complaint , the Management may direct any two or more members to initiate investigation. Within **7 days** of receipt of the complaint/concern, the selected Member(s) of the Committee shall respond to the Complainant either personally or through the Third Party web-based portal, as the case may be and seek more information or clarifications. The Member(s)

may also check if the whistle blower is willing to disclose his identity to make the communication process direct, smooth, more meaningful and less time consuming. Depending on the Complainant agreeing to disclose his identity, the Committee Members shall meet him/her and further their investigations in any case.

If the complaint is received by the Reporting Manager/Branch/Regional Manager:

- 6.2 The complaints referred to the Reporting Managers/Branch/Regional Managers should also be brought to the notice of the Management and Whistle Blower – Complaints Committee by the person to whom the same has been addressed to. Upon receipt of the complaint, the Management may direct any two or more members of the Committee to initiate investigation with or without the first recipient of the complaint. The investigation must start within 7 days of the receipt of the complaint/concern as in 6.1 above.
- 6.3 The Committee shall investigate the complaint very diligently and also provide every reasonable opportunity to the Complainant and the person against whom the complaint is made to put forward and defend their respective cases. The Committee shall be within its sole legitimate power to appoint any person / group of persons from and within the organization or outside the organization, as the case may be, after having considered the confidentiality and conflict aspects. The Committee must complete the investigation in four weeks time from the commencement of investigation in both the scenarios above in 6.1 and 6.2 unless there are exceptional circumstances.
- 6.4 The details of investigation along with all the relevant documents should be retained by/submitted with the Whistle Blower – Complaints Committee for recommending to the Management a disciplinary action against the accused.
- 6.5 After evaluating the merits of the case, the Committee shall recommend appropriate action to the Management within 7 days from the completion of the investigation.
- 6.6 Action taken against offending employees will depend on the circumstances and seriousness of the offence and may include termination of services or any other appropriate action.
- 6.7 In order to ensure that this Policy is not misused by any complainant; any false or frivolous concern raised with malafide intention will be viewed seriously by the Corporation and appropriate disciplinary action against the complainant may be taken.
- 6.8 In an exceptional case or where the complainant is not satisfied with the proceedings or findings of the investigation, the complainant reserves the right to refer the complaint to the Chairman of the Audit Committee by sending an email to chmauditcomcwi@hdfc.com. This complaint will be directly accessed by the Chairman of the Audit Committee of the Corporation, who will then direct the Complaints Committee or any other person of his choice to investigate and report the outcome to him within a stipulated time frame in line with the policy document. The report of the Committee shall be tabled at the next meeting of the Audit Committee and appropriate action/redressal shall be recommended to the Executive Management, in consultation with the Audit Committee.
- 6.9 In case any Unpublished Price Sensitive Information is shared or leaked by any person in contravention of the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (Insider Trading Regulations) and the HDFC Share Dealing Code (HSDC), such instances may be reported either by using the CWI portal or sending an e-mail to the Compliance Officer (ajaya@hdfc.com) appointed under HSDC or Head-HR

(praveenb@hdfc.com). Upon receipt of complaint relating to such leakage/suspected leakage of Unpublished Price Sensitive Information, the same would be investigated in accordance with the procedure as detailed in the HSDC and Insider Trading Regulations.

7. Protection for the Whistle Blowers

7.1 The whistleblower shall be protected against any detrimental action against him / her including victimization, harassment of any kind, threat, biased behaviour or any other unfair employment practice as a result of any allegation/s made in good faith.

HDFC will take all necessary steps to protect the interests of the whistleblowers, in order to inculcate confidence to report such aforementioned concerns without fear of any form of reprisal.

7.2 HDFC will not disclose the identity of the whistleblower without his/ her consent in writing.

8. Reporting

8.1 The Committee shall submit a status report of the number of complaints received, redressed and pending with the Audit Committee on a half-yearly basis.

9. Retention of documents

All the relevant disclosures in writing or other documents along with the results of the investigation shall be retained by HDFC for its record and future reference.

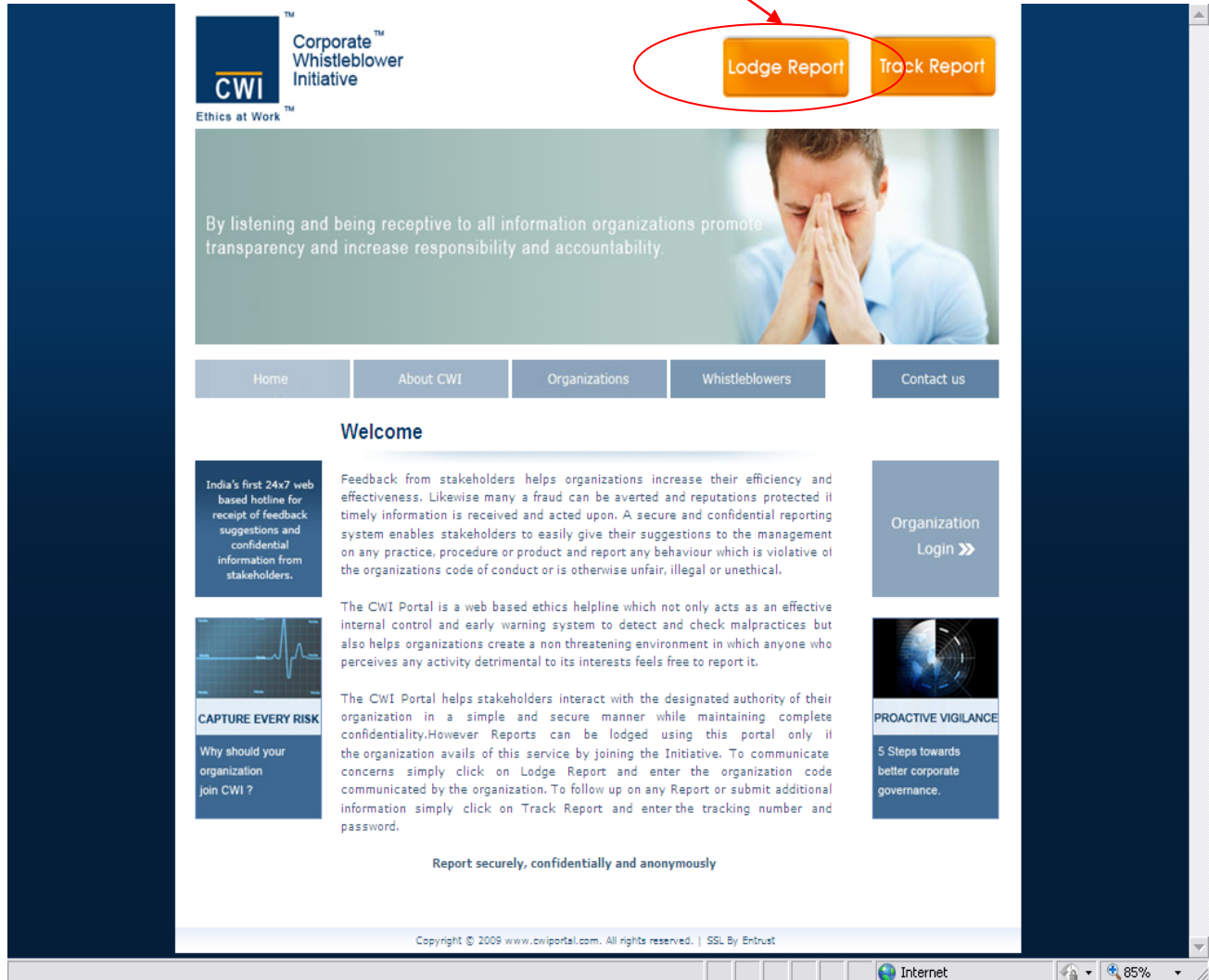
10. Amendment

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. This Policy and any subsequent amendments thereof shall be communicated to all concerned within 7 working days of its approval by the Board and also uploaded on the website of the Corporation, in compliance with the prescribed norms.

ANNEXURE 1-

Steps to lodge a complaint on the CWI portal-

- 1) Go to www.cwiportal.com and click on “Lodge Report” option on the home page.



The screenshot shows the homepage of the Corporate Whistleblower Initiative (CWI) portal. At the top left is the CWI logo with the text "Corporate Whistleblower Initiative" and "Ethics at Work". To the right of the logo are two orange buttons: "Lodge Report" and "Track Report". A red circle highlights the "Lodge Report" button, and a red arrow points from the text "click on 'Lodge Report' option" in the step above to this button. Below the logo is a banner image of a man with his hands clasped in prayer, with the text: "By listening and being receptive to all information organizations promote transparency and increase responsibility and accountability." Below the banner is a navigation menu with links: Home, About CWI, Organizations, Whistleblowers, and Contact us. The main content area is titled "Welcome" and contains several sections: "India's first 24x7 web based hotline for receipt of feedback suggestions and confidential information from stakeholders."; "Feedback from stakeholders helps organizations increase their efficiency and effectiveness. Likewise many a fraud can be averted and reputations protected if timely information is received and acted upon. A secure and confidential reporting system enables stakeholders to easily give their suggestions to the management on any practice, procedure or product and report any behaviour which is violative of the organizations code of conduct or is otherwise unfair, illegal or unethical."; "The CWI Portal is a web based ethics helpline which not only acts as an effective internal control and early warning system to detect and check malpractices but also helps organizations create a non threatening environment in which anyone who perceives any activity detrimental to its interests feels free to report it."; "The CWI Portal helps stakeholders interact with the designated authority of their organization in a simple and secure manner while maintaining complete confidentiality. However Reports can be lodged using this portal only if the organization avails of this service by joining the Initiative. To communicate concerns simply click on Lodge Report and enter the organization code communicated by the organization. To follow up on any Report or submit additional information simply click on Track Report and enter the tracking number and password."; "Organization Login >>>"; "CAPTURE EVERY RISK"; "Why should your organization join CWI?"; "PROACTIVE VIGILANCE"; "5 Steps towards better corporate governance." At the bottom of the main content area, it says "Report securely, confidentially and anonymously". The footer contains the copyright notice: "Copyright © 2009 www.cwiportal.com. All rights reserved. | SSL By Entrust". The browser's address bar shows "Internet" and the zoom level is set to 85%.

2) Type the organization code “**hdfcl**” and enter the verification code cited there.

A screenshot of a web form titled 'Lodge Report'. The form has an orange header. It contains three input fields: 'Enter Organization Code' (circled in red), 'Verification Code' (displaying '0n290e' in green), and 'Enter verification Code'. A 'Submit' button is at the bottom. A 'Reload' link is next to the verification code. A red arrow points from the text above to the red circle.

Our objective is to ensure that you can securely and confidentially interact with the designated authority in your organization using a simple and uncomplicated system without any fear of revelation of your identity. However before you Lodge a concern you are requested to go through the contents of the Portal- specifically the Whistleblower Section.

Please follow these steps to submit your report:

1. Enter the code of the Organization for which you are submitting a report.
2. Type the verification number you see in the box.
3. Your report may fall in two categories: disclosure or feedback. Click on the category that best describes the information you are reporting.
4. Agree to the "Terms and Conditions" and complete the form.
5. Before submitting your report, create a password to follow-up on your report.
6. After submitting your report, you will be assigned a report key. Your password and report key allow you to track your report i.e post additional information and check if there has been any follow up query posted by your organization. Please note that organizations are advised to close reports within a period of six months of their receipt unless otherwise so desired by them. You are advised to track your report to check for any query that may have been posted by your organization.
7. If you want to go back to the CWI Home Page at any step click on the CWI logo.
8. In case of any difficulty in lodging or tracking a report please use the Contact Us link to communicate with us.
9. Please keep your report key carefully and if possible preserve a copy of the Report to enable its re communication with your organization in case of any error/accidental deletion.

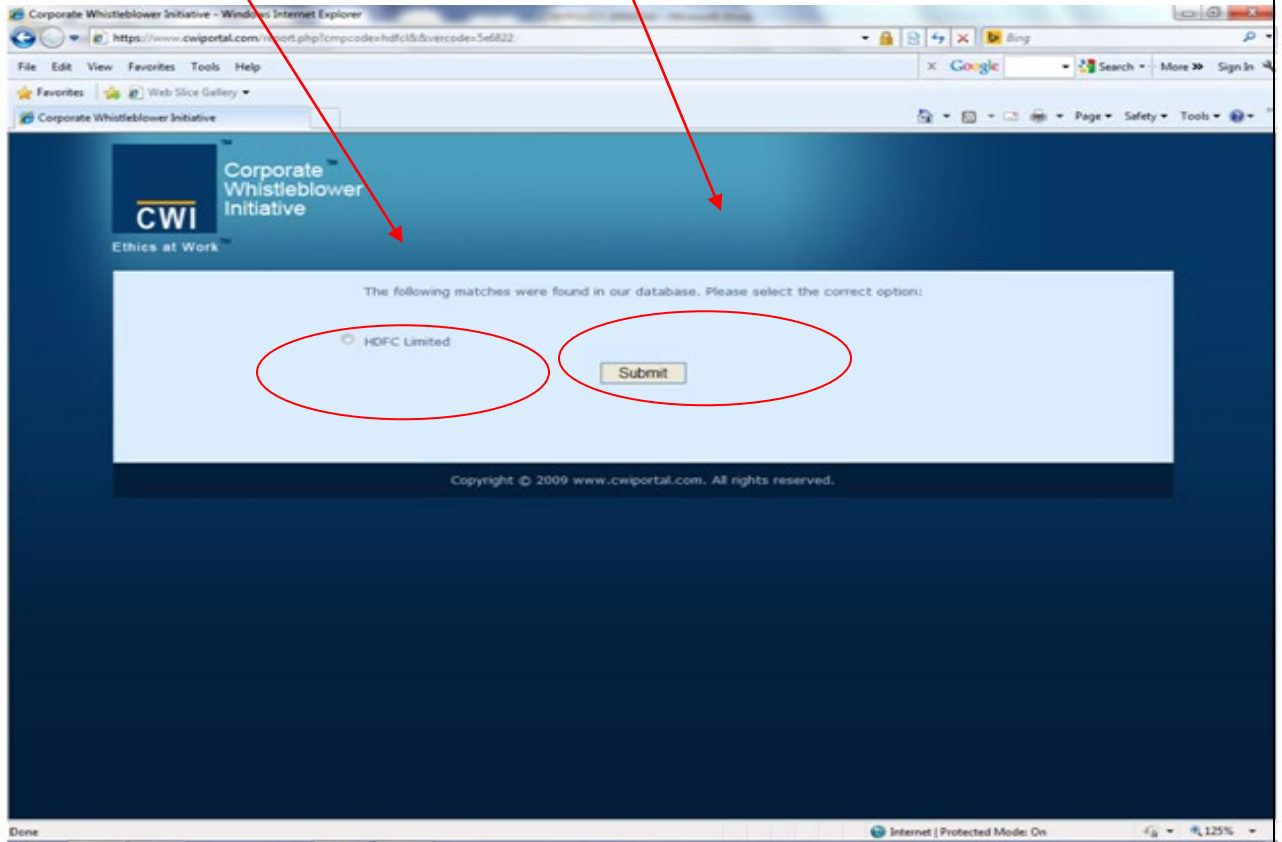
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Done

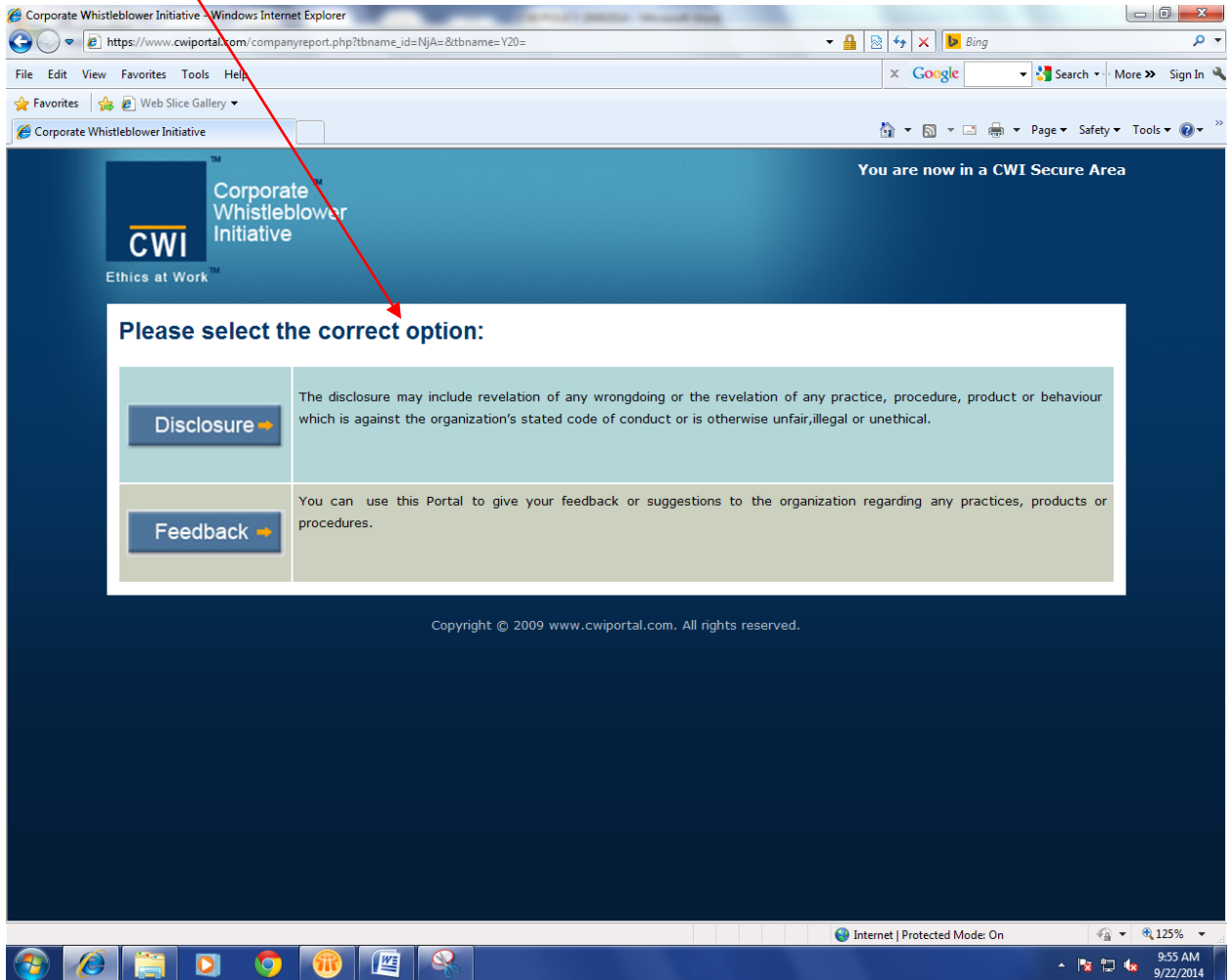
Internet

85%

3) Click on **HDFC Limited** and then click on the **submit button**.



4) Select the relevant option to lodge the complaint.



5) Duly fill up the disclosure form as per the instructions stated.

Corporate Whistleblower Initiative - Windows Internet Explorer
https://www.cwportal.com/report_information.php?fid=1&tbla=...&tblbida=N&tblbvalue=f

File Edit View Favorites Tools Help
Google Search More Sign In

Corporate Whistleblower Initiative Page Safety Tools

CWI Corporate Whistleblower Initiative
Ethics at Work

You are now in a CWI Secure Area

Disclosure Form

All fields marked with the * symbol are mandatory.

* I have read and understood all the contents of this portal as well as the **Terms and Conditions** of making this report and agree to the same.

Organization: HDFC Limited

Do you wish to disclose your identity? • Yes • No

Please select what best describes your relationship with the Organization : *

----- Please Select Your Option -----

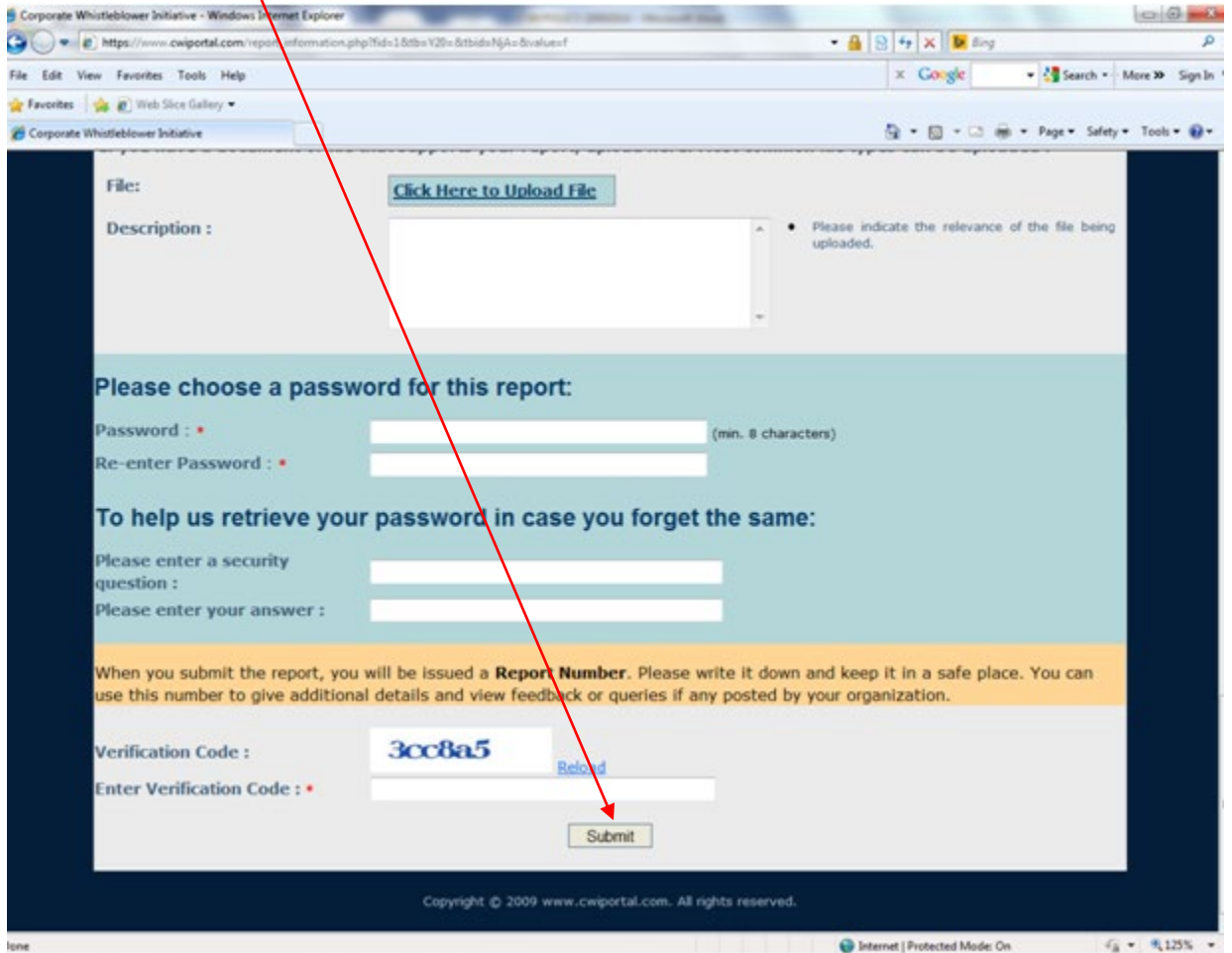
Locational Details :

Disclosure : *

- Please specify the location/department to which the disclosure pertains.
- In case of multi location organization, please specify particular branch/office.
- Please take your time and provide as much detail as possible, but exercise care not to provide details that may reveal your identity unless you wish to do so.

Done Internet | Protected Mode: On 125%

- 6) Click on the **Submit button**. Once you click on this option, you will be given a **Report Number** for the complaint lodged. This number can be used to track the complaint status for future correspondence.



The screenshot shows a web browser window displaying the Corporate Whistleblower Initiative (CWI) portal. The page includes a file upload section with a "Click Here to Upload File" button, a description text area, and a password creation section. The password section prompts the user to "Please choose a password for this report:" and includes fields for "Password" (with a "(min. 8 characters)" note) and "Re-enter Password". Below this, it asks for a security question and answer. A yellow banner states: "When you submit the report, you will be issued a **Report Number**. Please write it down and keep it in a safe place. You can use this number to give additional details and view feedback or queries if any posted by your organization." The verification code section shows a code "3008a5" and a "Reload" link. At the bottom, there is a "Submit" button. A red arrow originates from the "Submit" button and points to the text in step 6 of the instructions.

File: [Click Here to Upload File](#)

Description :

Please indicate the relevance of the file being uploaded.

Please choose a password for this report:

Password : (min. 8 characters)

Re-enter Password :

To help us retrieve your password in case you forget the same:

Please enter a security question :

Please enter your answer :

When you submit the report, you will be issued a **Report Number**. Please write it down and keep it in a safe place. You can use this number to give additional details and view feedback or queries if any posted by your organization.

Verification Code : **3008a5** [Reload](#)

Enter Verification Code :

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