



# POLICY

POL-MS-TEMIPL-GOUV-001

TOTALENERGIES  
MARKETING INDIA  
PRIVATE  
LIMITED

Version: 04

Effective date:  
19.06.2023

Page: 1 of 4

## WHISTLE BLOWER POLICY / VIGIL MECHANISM

Policy No.	Effective Date	Author	Validated by	Approved by
00	16.07.2014	Sunil Kumar Shetty	-	Vijay-Kumar Balakrishnan
LEG/PRO/03/2018	19.06.2018	Felix Boni	Sunil Kumar Shetty	Dilip Vaswani
LEG/PRO/1/2023	29.03.2023	Bhagwanchand Rajput	Smriti Parikh	Olivier Sabrie
LEG/PRO/2/2023	19.06.2023	Bhagwanchand Rajput	Smriti Parikh	Olivier Sabrie

### 1. Objective:

- 1.1 The Company believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.
- 1.2 The Company is committed to developing a culture where it is safe for all employees and other stakeholders to raise concerns and grievances about any poor or unacceptable practice and any event of misconduct.
- 1.3 The purpose of this policy is to establish a mechanism for employees and other stakeholders to report to the management concerns, grievances and instances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. It protects employees and other stakeholders wishing to raise a concern or grievance or about serious irregularities within the Company.

### 2. Definitions:

- 2.1 "**Disciplinary Action**" means any action that can be taken on the completion of or during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties, termination of service or any such action as is deemed to be fit considering the gravity of the matter.
- 2.2 "**Employee**" means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.
- 2.3 "**Protected Disclosure**" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity or reporting of grievances and concerns by the employees.
- 2.4 "**Whistle Blower**" is someone who makes a Protected Disclosure under this Policy.
- 2.5 "**Compliance Officer**" will be such person appointed by the Company from time to time.
- 2.6 "**Ethics Officer**" will be the Chief Ethics Officer or such other person appointed by



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Page: 2 of 4

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the Company from time to time.

2.7 "Committee" means an Officer or Committee of Persons nominated / appointed by Chairman and Managing Director to conduct detailed investigation on a particular matter(s)/issue(s).

2.8 "Other Stake Holders" means stakeholders mentioned in clause 4.2 of this policy.

### 3. Scope:

3.1 Employees and other stakeholders to raise concerns and grievances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy to the Chairman and Managing Director or Compliance Officer or Ethics Officer and/or such other person as may be nominated by the Chairman and Managing Director from time to time.

### 4. Eligibility for Reporting/ Whistle Blowing:

4.1 Employees of the Company and;

4.2 Other stakeholders who may fall into any of the following broad categories:

- a) Employees of other agencies deployed for the Company's activities whether working from any of the Company's offices or any other location;
- b) Contractors, vendors, suppliers or agencies (or any of their employees) providing any material or service to the Company;
- c) Customers of the Company;
- d) Depot owners or any of their employees;
- e) Any other person having an association with the Company;

4.3 Any complaint can be lodged or communicated in writing by sending an e-mail to [ms-ethics@totalenergies.com](mailto:ms-ethics@totalenergies.com) OR by following such procedure(s) as may be applicable from time to time.

### 5. The Guiding Principles:

5.1 To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

- 5.1.1 Ensure that the Whistle Blower and/or the person making/ processing the Protected Disclosure is not victimized;
- 5.1.2 Ensure complete confidentiality;
- 5.1.3 Not attempt to conceal evidence of the Protected Disclosure;
- 5.1.4 Provide an opportunity of being heard to the persons involved to the subject;



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Page: 3 of 4

### WHISTLE BLOWER POLICY / VIGIL MECHANISM

#### 6. Coverage of Policy:

6.1 The Policy covers:

- a) Reporting of genuine concerns and grievances by the employees;
- b) Abuse of authority (malpractices and events which have taken place or suspected to take place);
- c) Breach of contract;
- d) Significant deviation from policies and procedures governing the Company or any of its functions / departments;
- e) Negligence causing substantial and specific danger to public health and safety;
- f) Manipulation of company data / records;
- g) Financial irregularities, including fraud, or suspected fraud;
- h) Actions detrimental to the image of the group;
- i) Criminal offence;
- j) Pilferage of confidential/propriety information;
- k) Deliberate violation of law / regulation;
- l) Wastage / misappropriation of company funds / assets;
- m) Breach of employee Code of Conduct or Rules of the Company;
- n) Any other unethical, biased, favored, imprudent event;

6.2 Policy should not be used for raising malicious or unfounded allegations against colleagues.

#### 7. Procedure:

7.1 Employees and Other Stakeholders can make Protected Disclosure to the Chairman and Managing Director or Compliance Officer or Ethics Officer and/or such other person as may be nominated by the Chairman and Managing Director from time to time.

7.2 If initial enquiries indicate that the concern has no basis or it is not a matter to be investigation pursued under this Policy, it may be dismissed at this stage and the decision will be documented.

Where initial enquiries indicate that further investigation is necessary then same will be carried by the Committee nominated / appointed by the Chairman and Managing Director for this purpose (Investigator). The investigation would be conducted in a fair and transparent manner, as a neutral fact-finding process and without presumption of guilt. All the fact finding will be documented.

7.3 All the stakeholders will have opportunities for providing their inputs during the investigation.



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Page: 4 of 4

### **WHISTLE BLOWER POLICY / VIGIL MECHANISM**

7.4 The Investigator shall:

7.4.1 Make a detailed written record of the Protected Disclosure. The record will include:

- a) Facts of the matter;
- b) Whether the same was raised previously by anyone on the same subject, and if so, the outcome thereof;
- c) The financial loss or other loss which has been incurred / would have been incurred by the Company;
- d) Findings and Recommendations;

7.4.2 On submission of report, the Respective Committee shall:

- a) In case the Protected Disclosure is proved, accept the findings of the Compliance Officer / Committee and take such Disciplinary action as he may deem fit;
- b) In case the Protected Disclosure is not proved, extinguish the matter; or
- c) Depending upon the seriousness of the matter may refer the matter to the Board of Directors for decisions.

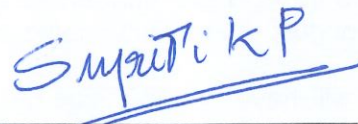
### **8. Protection:**

8.1 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 practice being adopted against Whistle Blower. Complete protection will be given to Whistle Blower against any unfair practices. The Company will take steps to eliminate difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. If the Whistle Blower is required to give evidence in any proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure etc.

8.2 The identity of the Whistle Blower will be kept confidential at all times.

8.3 Any other Employee/Stakeholder assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

  
Bhagwanchand Rajput  
Author / Ethics Officer

  
Smriti Parikh  
Validator / Compliance Officer

  
Olivier Sabrie  
Approver / CMD