# WHISTLEBLOWER POLICY

## ("Policy")

## Hindustan Coca Cola Holdings Limited

**Under Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

*As approved by the Board of Directors vide Board Meeting dated October 13, 2026*

***This Policy is effective from -***

## 1. PREFACE / INTRODUCTION

1.1 Section 177(9) of the Companies Act, 2013 (**Act**) read with Rule 7 of the Companies (Meeting of the Board and its Powers) Rules, 2014 and Regulation 4(2)(d)(iv) and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") requires every listed company to establish a vigil mechanism for its Directors, Employees and other stakeholders to report responsibly and without fear or retaliation, their genuine concerns, or unethical behaviours, misconducts, frauds (actual or suspected), violations of the Code of Business Conduct applicable to the Company (*as defined hereinafter*), leak or suspected leakage of Unpublished Price Sensitive Information ("**UPSI**") etc.

1.2 In addition to the SEBI LODR Regulations, Regulation 9A(6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (**SEBI PIT Regulations**) requires listed companies to have a whistle-blower policy and make employees aware of such policy to enable employees to report instances of leak of unpublished price sensitive information.

1.3 Hindustan Coca Cola Holdings Limited (the "**Company**") is committed to conducting its business with the highest possible standards of ethics, integrity, and in compliance with applicable laws. The Company believes that each employee of the Company has a sense of ownership and interest in the sustainable growth of the Company and therefore has the right and responsibility to safeguard its interests.

1.4 With this background and to comply with the provisions of Section 177 of the Act, read with rules thereunder and Regulation 4(2)(d)(iv) and Regulation 22 of the SEBI LODR Regulations, and Regulation 9A(6) of the SEBI PIT Regulations as amended from time to time, the Company has laid down this "Hindustan Coca-Cola Holdings Limited - Whistleblower Policy" (**Policy**) on [•] 2026.

## 2. OBJECTIVE AND SCOPE OF THE POLICY

2.1 The Policy has been formulated to provide a mechanism for Employees, Directors, and Stakeholders and other persons dealing with the Company, to report genuine concerns, unethical conduct, misconduct, actual or suspected fraud, violation of applicable law or the Code of Business Conduct, and leak or suspected leak of UPSI.

2.2 The Policy seeks to provide a framework for promoting secured and responsible whistleblowing and seeks to protect Whistle Blowers (*as defined hereinafter*) wishing to raise concerns as to serious and / or severe irregularities within the Company.

2.3 This Policy is applicable to all Directors, Employees, Stakeholders and other persons dealing with the Company.

## 3. DEFINITIONS

3.1 **"Act"** means the Companies Act, 2013 and rules and regulations framed thereunder, and any amendments thereto

3.2 "**Audit Committee**" shall mean the audit committee of the Company constituted by the Board of Directors of the Company in compliance with the provisions of the Act and the SEBI LODR Regulations.

3.3 "**Code of Business Conduct**" shall mean the Code of Business Conduct of The Coca Cola Company, applicable to the Company, including any Director, Employee or Stakeholder of the Company, who works on the behalf of the Company (including suppliers, consultants and other business partners).

3.4 "**Complaint**" means any communication that is made in good faith by any Director, Employee or Stakeholder that discloses or contains certain information which evidences unethical or improper or irregular activities in relation to the Company.

3.5 "**Director**" shall mean a Director on the Board of Directors of the Company.

3.6 "**Employee**" means every employee of the Company (whether working in India or abroad) and includes contractual employees.

3.7 "**Stakeholder**" shall include, but not be limited to vendors, contractors, suppliers of the Company and any other agency that is providing any materials or resources or availing any services of the Company.

3.8 "**UPSI**" shall mean any information, relating to the Company or its securities directly or indirectly, that is not generally available, which upon becoming generally available, is likely to materially affect the price of such securities and shall, ordinarily include but not restricted to, information relating to the following:

(a) Financial results;

(b) Dividends;

(c) Changes in the capital structure;

(d) Mergers, de-mergers, acquisitions, delisting, disposals, amalgamations, restructuring, arrangements, spin-offs and expansions of the business and other similar transactions;

(e) Changes in Key Managerial Personnel (*as defined in the Act*) other than by way of superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor.

(f) Change in ratings(s) other than ESG rating(s).

(g) Fund raising proposed to be undertaken.

(h) Agreements, by whatever name called, which may impact the management or control of the Company.

(i) Fraud or defaults by the Company, its promoter director, Key Managerial Personnel, or subsidiary or arrest of Key Managerial Personnel, promoter or director of the Company, whether occurred within India or abroad.

(j) Resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions.

(k) Admission of any winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the Company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016.

(l) Initiation of forensic audit, by whatever name called, by the Company or any other entity for detecting misstatement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report.

(m) Action(s) initiated, or orders passed within India or abroad, by any regulatory, statutory, enforcement authority, or judicial body against the Company or its directors, key managerial personnel, promoter or subsidiary, in relation to the Company.

(n) Outcome of any litigation(s) or disputes(s) which may have an impact on the Company.

(o) Giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the Company not in the normal course of business.

(p) Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1- For the purpose of this definition:
(a) 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
(b) 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality at paragraph A of Part A of Schedule III of the SEBI LODR Regulations as may be specified by the SEBI from time to time and materiality as referred at paragraph B of Part A of Schedule III of the SEBI LODR Regulations shall be applicable.

3.9 "**Whistle Blower**" shall mean any Director, Employee or other Stakeholder reporting a Complaint under this Policy.

3.10 "**Whistleblowing**" shall mean the act of reporting any Complaint under this Policy by any Whistle Blower.

## 4. WHAT MAY BE REPORTED

4.1 A Whistle Blower may report any actual or suspected unethical practice, behaviour, or violation of the Company's Code of Business Conduct, violation of any applicable laws or regulations.

4.2 A non-exhaustive list of items that may be reported under this Policy are as follows:

(a) Alteration or forgery of documents.

(b) Fraudulent financial reporting.

(c) Bribery and corruption (including but not limited to offering gifts or rewards as a means of solicitation of work or services as a bribe to any person, including any public servant).

(d) Fraudulent by-passing of internal control mechanisms of the Company.

(e) Destruction or falsification of records of the Company or property belonging to the Company.

(f) Unauthorized alteration, manipulation of documents belonging to the Company or in the name of the Company (including but not limited to digital records and repositories of the Company).

(g) Misuse, unauthorized usage or misappropriation of the resources of the Company (including but not limited to funds, assets, inventory, manpower of the Company).

(h) Authorization or receiving compensation for hours not worked, or for goods not received or services not performed by the Company.

(i) Release of proprietary and confidential information.

(j) Receiving kickbacks.

(k) Abuse of power (such power not amounting to sexual harassment).

(l) Deliberate violation of laws and regulations.

(m) Engagement (suspected or otherwise) in any illegal activities.

(n) Leak or suspected leakages of UPSI. It is clarified that any and all instances involving a leak or suspected leak of UPSI reported under this Policy, shall be determined and resolved in accordance with the procedures set out with the Company's policy for leakage or suspected leakage of UPSI framed in accordance with the SEBI PIT Regulations.

4.3 It is expressly clarified that the reporting mechanism provided in this Policy shall not be utilized for the following matters (**Excluded Matters**) The Company has enacted separate policies and bodies for the purposes of reporting any of the following matters, and if such complaints are received, they shall be forwarded to respective stakeholders for action on the same:

(a) Sexual harassment.

(b) Personal grievances (increment, promotion etc).

(c) Dissatisfaction with performance appraisals.

(d) Improper administration.

(e) Malfunctioning IT assets.

(f) Queries in relation to recruitment / vacancies / job openings in the Company.

(g) Issues with respect to financial or other business decisions taken by the management of the Company (except where allegations of fraud or irregularities of serious / severe nature are made).

(h) Any other matter not specified in this list, for which a separate resolution mechanism exists.

## 5. REPORTING PROCEDURE

5.1 Whistle Blowers may report any genuine concerns through the mechanisms provided for in this Policy. The Company shall not be required to investigate general complaints that are unclear or unsupported by sufficient facts or frivolous complaints.

5.2 The Company encourages its personnel to share questions, concerns, suggestions, or complaints with someone who is in a position to address them properly. In most cases, a personnel's supervisor, manager or point of contact is in the best position to address an area of concern. If, however, the personnel feel uncomfortable speaking with their supervisor or similarly situated person, or if not satisfied with such person's response, then the personnel are encouraged to speak with or reach out to the Ethics & Compliance Office or your Local Ethics Officer appointed by the Company for this reason.

5.3 Whistle Blowers may choose to report any Complaint anonymously. However, the Company encourages Whistle Blowers to identify themselves for the purposes of communication and sufficient information to enable the Company to investigate into the Complaint. Moreover, protections against victimization under paragraph 7 below may be more difficult to enforce in the case of anonymous Whistle Blowers, as their identity is unknown to the Company.

5.4 In the event the Whistle Blower chooses to make a Complaint anonymously, the Company will require sufficient information (such as name of parties involved, location of incident, timing of incident, type of concern, proof where possible, whom to contact for additional information, prior efforts to address the problem, if any) to be provided of the Complaint, so that an investigation can be undertaken to address and resolve the concern(s). Further, the Company requires that all Complaints made under this Policy must be verifiable and must not be of a general or frivolous nature.

5.5 While providing the Complaint, the Whistle Blower must provide all factual corroborating and supporting evidences, as are available and to the fullest extent possible, for enabling the Company to commence an investigation at the earliest.

5.6 Whistle Blowers may directly report their concerns to the Company *via* any of the following reporting channels:

(a) Web Portal: EthicsLine https://secure.ethicspoint.com/domain/media/en/gui/51294/index.html

(b) Email: [•]

(c) Mailing address: [•]

5.7 In exceptional or appropriate circumstances, Whistle Blowers may directly report their concerns or file Complaints with the Chairperson of the Audit Committee of the Company at [•].

## 6. RESOLUTION PROCESS

6.1 The Company, through the Ethics & Compliance Office will immediately and expeditiously review all Complaints made under this Policy, and shall carry out an evaluation and investigation of the Complaint. The Audit Committee shall review the functioning of the vigil mechanism.

6.2 If, upon conclusion of an investigation and examination of the evidence, a violation is established, corrective action commensurate with the nature and severity of the violation shall be taken in accordance with applicable law and the relevant terms of employment or engagement. In appropriate or exceptional circumstances, concerns may be directly reported to the Chairperson of the Audit Committee. The Audit Committee shall have powers to investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

6.3 Where a Complaint relates to, or otherwise creates a conflict of interest for, any member of the Audit Committee or any person involved in handling the Complaint, such member or person shall recuse from the matter. The remaining non-conflicted members of the Audit Committee or the Ethics & Compliance Office (as the case may be), shall deal with the matter.

6.4 All Employees, Directors and Stakeholders have a duty to cooperate with the Company and its officers during any investigation undertaken under this Policy.

6.5 It is clarified that the Whistle Blower shall be limited to disclosures only. The Whistle Blower shall not engage any independent investigation into the reported matter(s).

## 7. SAFEGUARDS AGAINST VICTIMIZATION

7.1 The Company prohibits any form of retaliation of any kind against a Whistle Blower or any person who participates in an investigation. The Company shall ensure that a Whistle Blower

is not disadvantaged in any manner for reporting under this Policy including (but not limited to) harassment, discrimination, transfers, demotions, sudden changes in workload, refusals for promotions, etc.

7.2 If a Whistle Blower, at any time perceives or is under an apprehension that they are or will be unfairly treated, or victimized, or retaliated against due to an act of Whistleblowing, they shall have the right to approach the Ethics & Compliance Office or in appropriate or exceptional cases the Chairperson of the Audit Committee. In such cases, the Ethics & Compliance Office or the Chairperson of the Audit Committee shall review the Complaint of the Whistle Blower and make appropriate recommendations to the Board to ensure that the Whistle Blower is not subject to any unfair, discriminatory or prejudicial employment practices.

## 8. FALSE OR MALICIOUS COMPLAINTS

8.1 The Employees, Directors and Stakeholders must understand and acknowledge that the circumstances under which a Complaint under this Policy relates to are serious and severe in nature and may have significant consequences on other persons and the Company.

8.2 The Employees, Directors and Stakeholders shall ensure that they shall not make use of this Policy for initiating false, misleading, or malicious complaints.

8.3 In the event the Company determines during the course of investigations, that any Complaint by a Whistle Blower is knowingly false, or malicious or misleading, or in case of repeatedly frivolous complaints, the Whistle Blower shall be liable to appropriate actions by the Board, which shall include reprimands, suspension, or termination of employment or engagement, as may be appropriate in the circumstances.

## 9. PARTICIPANT PROTECTIONS

9.1 The Board, Audit Committee and other personnel involved in the resolution process under this Policy shall take all precautions and steps to ensure that the identity of the complainant, respondent and other participants in the investigation (including but not limited to witnesses, employees assisting in providing information etc) as strictly confidential.

9.2 The Company shall ensure that only its authorized representatives have access to any such information. It is further clarified that access to such information shall be on a "need to know" basis.

## 10. AMENDMENTS TO THE POLICY

This Policy shall be reviewed by the Audit Committee and the Board and accordingly amended by the Board from time to time so that it remains compliant with the applicable law. Notwithstanding anything contained to the contrary herein, this Policy shall automatically stand amended to incorporate any changes to the requirements prescribed under applicable law to the extent that such provision does not require the Board to exercise its discretion. If there is any change in provisions of applicable law that requires the Board to exercise its discretion, the Board shall promptly review such provisions and adopt any changes to the Policy as it may deem fit.

## 11. NOTIFICATION

11.1 All incoming Directors and Employees shall be informed about the Policy by the Company's Human Resources department during the time of their induction. Stakeholders shall be duly notified about the Policy by the Company.

11.2 The Company shall disclose details of the establishment of the vigil mechanism on its website and in the Board's Report in accordance with Section 177(10) of the Act. The Policy and/or details of the vigil mechanism shall also be disclosed on the Company's website in accordance with Regulation 46(2)(e) of the SEBI LODR Regulations. The Corporate Governance Report

forming part of the Annual Report shall contain the disclosures required under Regulation 34(3) read with Schedule V of the SEBI LODR Regulations, including an affirmation that no personnel has been denied access to the Audit Committee.