

# AXIS TRUSTEE SERVICES LIMITED

## WHISTLEBLOWER POLICY

(Version 11)

Recommended for review and approval

Axis Trustee Services Limited  
Approved by Board of Directors/Committee  
On:- 09.01.2026

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## VERSION HISTORY

<b>Version</b>	<b>Review Date</b>	<b>Policy Owner</b>	<b>Authored by</b>	<b>Reviewed/Proposed by</b>	<b>Approved by</b>	<b>Change description</b>
1	February 23, 2011	H.R. & Accounts Department	Secretarial Dept.,	H.R. & Accounts Department and MD & CEO	Board	Adoption of the Policy
2	August 4, 2014	H.R. & Accounts Department	Secretarial Dept.,	H.R. & Accounts Department and MD & CEO	Board	1) Dissolution of Sexual Harassment clause 2) Reconstitution of the committee
3	October 16, 2019	Compliance Dept.	Secretarial Dept.,	Compliance Dept. and MD & CEO	Board	Change of policy owner
4	January 13, 2020	Legal & Compliance Dept.	Secretarial Dept.,	Legal & Compliance Dept. and MD & CEO	Board	1) Merging of Legal & Compliance Dept. 2) Reconstitution of the committee
5	January 13, 2021	Legal & Compliance Dept.	Secretarial Dept.,	Legal & Compliance Dept. and MD & CEO	Board	1) Reconstitution of the committee 2) Template added for reporting violations by whistleblower
6	January 13, 2023	Legal Dept., H.R. Dept.	Secretarial Dept.,	Legal Dept., H.R. Dept. and MD & CEO	Board	Change of policy owner
7	January 15, 2024	Compliance Dept. H R Dept.	Secretarial Dept.	Compliance, HR Dept. and MD & CEO	Board	Annual review
8	13.08.2024	Compliance Dept. H R Dept.	Secretarial Dept.	Compliance, HR Dept. and MD & CEO	Board	Alignment with the Axis Bank Policy
9	25.10.2024	Compliance Dept. H R Dept.	Secretarial Dept.	Compliance, HR Dept. and MD & CEO	Board	Reconstitution of WB Committee
10	11.07.2025	Compliance Dept. H R Dept. and Ethics Department	Secretarial Dept.	CLT	Board	Alignment with the Axis Bank Policy
11	09.01.2026	Compliance, HR and Ethics Department	Secretarial Dept.	Chief of Compliance, Chief of Operation, Chief of HR, and MD & CEO	Board	1) Reconstitution of WB Committee 2) Alignment with the Axis Bank Policy

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## WHISTLEBLOWER POLICY

### 1. PREAMBLE

Axis Trustee Services Limited ("the Company") has adopted the "Whistleblower Policy" in 2011 to enquire /investigate/ recommend action against an erring employee on the basis of Protected Disclosures (as defined herein) lodged against the concerned employee. This Policy sets out the current version of the 'Whistleblower Policy' which has been framed and adopted by the Company in terms of the applicable law.

A central tenet in the Company's Policy on corporate governance is commitment to ethics, integrity, accountability, and transparency. To ensure that the highest standards are maintained in these aspects on an on-going basis and to provide safeguards to various stakeholders (including shareholders, depositors and employees) the Company has formulated a "**Whistleblower Policy**" ("**the Policy**") that provides the directors and all employees to report to the management, concerns about unethical behavior, actual or suspected fraud or violation of Company's code of conduct. All employees are required to submit annual declarations of having read and understood this Policy.

### 2. OBJECTIVE

The policy is intended to encourage all Directors and employees of the Company to report suspected or actual occurrence of illegal, unethical or inappropriate actions, behaviors or practices by Directors/employees without fear of retribution. The Directors / employees can voice their concerns on irregularities, malpractices, acts of sexual harassment and other misdemeanors by approaching a committee set up for the purpose [known as the "Whistle Blower Committee"]

In case the offences are committed by senior management, the Policy enables the Company's staff to report the concerns to the Board of the Company. As detailed in this document, the Policy is intended to encourage employees to report suspected or actual occurrence(s) of illegal, unethical or inappropriate actions, behaviors or practices by staff or senior management without fear of retribution from the person against whom the compliant is made.

**a) Regulatory Requirements/ References-** Companies Act, 2013.

**b) Ownership & Policy Administration -** The primary ownership of this Policy is with the Compliance Dept and H.R. Department. The Secretarial Department in consultation with the Head of the departments shall translate Regulatory directives, guidelines into policy. The responsibility of implementing this policy is with the Chief of H.R..

### 3. GLOSSARY OF TERMS

A glossary of terms used in the Policy is outlined below:

**"Audit Committee"** shall mean the Audit Committee of the Board constituted by the Bank.

**"Board"** shall mean the Board of Directors of the Company.

**"Code of Conduct Policy"** shall mean the Code of Conduct Policy of the company, as may be amended from time to time.

**"Conflict of Interest Policy"** shall mean the Conflict-of-Interest Policy of the Company, as may be amended from time to time.

**"Committee(s)"** shall mean collectively the Audit Committee or the Whistleblower Committee, as applicable.

**"Designated Authority"** refers to the Whistleblower Committee or Chairman of the Audit Committee of the Board

**"Director"** refers to a member of the board of directors of the Company.

**"Employee"** refers to the personnel of the Company whether on rolls of the Company or on deputation.

**"Internal Complaints Committee"** shall mean the committee set up to deal with matters regarding sexual harassment in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013.

**"Protected Disclosure"** refers to any communication by the Whistleblower made in good faith with regard to illegal, unethical or inappropriate activities that may be either suspected or actual.

**"Subject"** refers to an employee or Director in respect of whom a Protected Disclosure has been made in terms of this Policy.

**"Sexual Harassment"** refers to the explanation given in the company adopted Prevention of Sexual Harassment Policy at workplace.

**"Third-Party Stakeholder"** refers to customers, shareholders, depositors, vendors, suppliers, contractors, or agencies providing goods or services to the Company.

**"Whistleblower"** refers to an employee Director, Third-Party Stakeholder, or any other person who, makes a Protected Disclosure of any actual or suspected occurrence(s) of illegal, unethical, or inappropriate action(s), wrongdoing(s), behavior (s), or practice(s) by a Subject in relation to the business, operations, or affairs of the Company.

**"Whistleblower Committee"** shall mean the Whistleblower Committee of the Company.

#### **4. SCOPE AND COVERAGE OF THE WHISTLEBLOWER POLICY**

The Policy is intended to address the concerns of Employees relating to any wrongdoing within the Company, enabling them to report suspected occurrence(s) of illegal, unethical or inappropriate actions, behaviors or malpractices. The range of activities would include (not limited to):

- a) Violation of internal accounting/ internal control/ operational guidelines/policies etc.)

- b) Misuse of office and authority by committing any fraudulent, malafide, illegal activities.
- c) Manipulation/Mis use of Company data/documents
- d) Leakage/ suspected leakage of unpublished price sensitive information in violation of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- e) Inappropriate actions or misuse of authority by any employee of the Company
- f) Any fraud in preparation of financial statement of the Company.
- g) Failure to comply with legal, compliance and regulatory requirements.
- h) Inaccuracy in maintaining the Company's books of account and financial records.
- i) Procurement fraud.
- j) Misappropriation of funds
- k) Engaging in money laundering, fraud or any other financial crime (money laundering includes the process through which proceeds of criminal activities such as drugs trafficking, fraud, illegal gambling, bribery, corruption, terrorism, smuggling, ransom, terrorist financing, the financing of illegal organizations and proliferation financing etc. are injected into the financial system in a systematic manner (placement stage) and converted into legitimate money through a series of financial transactions (layering stage) making it impossible to trace back the origin of funds)
- l) Insider trading
- m) Corruption and Bribery
- n) Actual or suspected fraud or irregularities including forgery or alteration of documents.
- o) Any unlawful act, whether criminal or civil or other offences committed or likely to be committed that may implicate the Company or otherwise adversely affect its reputation.
- p) Violations of the laid down policies, rules, regulations, communicated procedures of the company, including the following policies:
  - i. Code and Conduct Policy.
  - ii. Conflict of Interest Policy.
  - iii. Insider Trading Policy.
  - iv. POSH Policy (subject to exclusions specified under this Clause below);
  - v. KYC/AML policies.
  - vi. Anti-Bribery and Anti-Corruption Policy
- q) Cases of conflict of interest - e.g., investment decisions, purchase of goods and hiring of services where an employee may have an interest.
- r) Data breach and/or unauthorized disclosure of Company's proprietary data including customer data.
- s) Any other form of inappropriate/unethical/unlawful action or conduct (conduct may be considered unethical if it undermines universal core ethical values such as integrity and honesty).

Complaints of sexual harassment received by the Whistleblower Committee will be referred to the Internal Complaints Committee set up to look into the cases of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Complaints of Insider trading received by the Whistleblower committee will be treated under Insider Trading Policy of the Company.

Complaints received anonymously by the Whistleblower Committee shall be looked into

based on the contents and/or in the interest of the employees.

## **5. EXCLUSIONS FROM THE WHISTLEBLOWER POLICY**

Complaints or representations that would be excluded from the purview of the Whistleblower Policy are:

- a) Complaints motivated for personal reasons and grievances or malafide intent.
- b) Complaints or representations regarding losses arising from transactions undertaken in the normal course of business.
- c) Repetitive complaints which are largely unsubstantiated and/or without any value addition.
- d) Complaints which are vague, ambiguous and do not contain specific and verifiable information so as to establish a *prima facie* case for investigation.
- e) Complaints of sexual harassment, which will require to be filed and which shall be dealt with in accordance with Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 and the POSH Policy. (Sexual harassment complaints can be reported on [shrc@axistrustee.in](mailto:shrc@axistrustee.in)).
- f) Behavioural complaints, such as complaints relating to personal grievances and/or grievances related to performance, transfers, appraisals, compensation, promotions, rating, discrimination against a member of staff, service recipient or service provider on the grounds of sex, caste, sexual orientation, gender, creed, religion, or disability, behavioural issues/concerns of the manager(s)/supervisor(s)/other colleague(s) etc., other workplace related behavioural complaints for which alternate internal redressal mechanisms in the Bank are in place (Whistleblower mechanism will cover only complaints where fraudulent, illegal or malafide practices are alleged in dealing with such matters). Complaints related to behavioural matters can be reported under the Staff Accountability Framework to:
  - Manager, or
  - Skip-level Manager, or
  - Human Resources Department

## **6. ROLE OF THE WHISTLEBLOWER**

- a) A Whistleblower is a person who will merely report a misdemeanour, as stated earlier, without acting as an investigator and will not, therefore, act on his/ her own in conducting an investigative activity, other than as requested by the Designated Authority of the Company.
- b) On detecting a wrong-doing or misdemeanour, the Whistleblower will not determine corrective or remedial action that may be warranted under the circumstances.
- c) The Whistleblower should provide specific and verifiable details in the Protected Disclosure in appropriate language that is not offensive.
- d) Though they would not necessarily be required to conclusively prove the points contained in the Protected Disclosure, in order to support their disclosure, the Whistleblower should provide satisfactory evidence to establish a *prima facie* case for investigation.
- e) The Whistleblower can seek clarifications with respect to this Policy, including the Whistleblower's role and the implications of submitting the Protected Disclosure from the Compliance and HR Department. The final decision to make the Protected Disclosure will, however, be solely that of the Whistleblower.

## **7. PROTECTION AVAILABLE TO THE WHISTLEBLOWER**

- a) The identity of the Whistleblower shall be kept confidential and will not be revealed unless required in terms of an order of a court of law.
- b) Complete protection will be given to the Whistleblower against retaliation or retribution consequent upon his/her having reported a Protected Disclosure. In the event the Whistleblower experiences any such incidents, the Whistleblower should immediately report the same, by email to the Whistleblower Committee at [wpb@axistrustee.in](mailto:wpb@axistrustee.in) or the Chairman of the Audit Committee at [atsl.chairmawb@axistrustee.in](mailto:atsl.chairmawb@axistrustee.in)
- c) Protection to the Whistleblower would be available if it is made in good faith even though the Protected Disclosure may not be conclusively proved.
- d) No adverse penal action shall be taken or recommended against an employee in retaliation to his/her disclosure in good faith of any unethical and improper practices or alleged wrongful conduct.
- e) In case a Whistleblower submits a Protected Disclosure or complaint which is not in good faith but has been made for reasons of personal vendetta or personal gain or with malafide intent, he/she would be liable to disciplinary action as per the HR Policy and Rules thereunder.
- f) The Company will take steps to minimize difficulties that a Whistleblower may submission of a Protected Disclosure. For instance, he/she will be reimbursed expenses incurred in travel, boarding and lodging for tendering evidence, if warranted as per applicable internal policies.
- g) Suitable disciplinary action (including termination of service) may be taken against the Subject in case he is found guilty of misconduct against the Whistleblower, in relation of a complaint submitted.
- h) In case any action has been initiated against the Whistleblower (for acts of omission or commission attributed to him) the disciplinary authority in such cases would be one level higher than the disciplinary authority in the normal course of action.
- i) Any employee who assists in investigating a Protected Disclosure will also be protected to the same extent as the Whistleblower.
- j) In case the protection to the Whistleblower as well as employees assisting in the investigation (as outlined above) is violated in any manner, the same may be reported by email to the Whistleblower Committee(s), as provided herein, at [wpb@axistrustee.in](mailto:wpb@axistrustee.in) or the Chairman of the Audit Committee at [atsl.chairmanwb@axistrustee.in](mailto:atsl.chairmanwb@axistrustee.in)

**The protections available under this Policy will not be extended to the following circumstances:**

- i. If the Whistleblower has raised a complaint/protected disclosure to a forum other than the Committee(s) and has revealed his/her identity.
- ii. If the protection is sought from departmental actions arising out of false or bogus disclosure made with mala fide intention or complaints made to settle personal grievance.
- iii. If the disclosures made by the Whistleblowers are subsequently found to be mala fide or frivolous or with a malicious intention. Such Whistleblowers shall be liable to be prosecuted and appropriate disciplinary action will be taken against them under the applicable Company's policies, when it is established that the Protected Disclosure has been made with intention of malice.

- iv. If any adverse action has been taken against the Whistleblower which is independent of his/her disclosure under this Policy or alleged wrongful conduct, poor job performance, any other disciplinary action, etc. unrelated to a disclosure made pursuant to this Policy.
- v. The identity of the Whistleblower will not be protected and may be revealed in the following scenarios (i) as required in terms of any law or regulation or orders of any courts or tribunals; (ii) to the investigation officers and the team carrying out the investigation into the Protected Disclosure; (iii) to members of the Committee(s); (iv) to the officials assisting the Committee(s); (v) to the officials of the Compliance and HR Department, who are required to handle the case; (vi) as permitted/required by the Whistleblower; (vii) to the 'Subject' if the allegations are of a personal nature and the Subject is required to know the identity of the Whistleblower for co-operating in the investigation as per assessment of the applicable investigation department(s); (viii) if the identity has been disclosed in the public domain by the Whistleblower, or by any other person other than as a breach of this Policy.
- vi. Any employee who is found to be involved in misuse or malicious use of the Policy, or making of false allegations or seeking personal advantage would not get protection under the policy and would face strict disciplinary action.
- vii. A Whistleblower will not get protection under this Policy if the Whistleblower is also found guilty of any misconduct (with respect to the Protected Disclosure or otherwise). It is clarified that, while the Committee(s) will take cognizance of the Protected Disclosure, the Whistleblower's misconduct will be dealt with separately and is liable for disciplinary action, if such misconduct is proven.

## **8. PROTECTED DISCLOSURES RECEIVED FROM ANONYMOUS WHISTLEBLOWER(S):**

The Company encourages Whistleblower(s) to disclose their identity while making the Protected Disclosure under the Policy. However, if the Whistleblower wishes to keep the identity anonymous, such Protected Disclosure may be investigated by the Company only if the Committee is satisfied that such anonymous Protected Disclosure contains specific and verifiable information along with evidence (to the extent available with the Whistleblower) to establish a *prima facie* case for investigation. However, it is clarified that until the Committee is satisfied that such anonymous Protected Disclosure contains specific and verifiable information, the Company/ Committee is not bound to take any specific steps/actions or conduct investigation(s) in relation to such Protected Disclosure. Neither the Company nor the Committee(s) bear any liability or responsibility in this regard.

If in the opinion of the Company, the information provided by the anonymous Whistleblower is insufficient, the Company will attempt to reach out to the anonymous Whistleblower (if possible) to obtain additional information to enable the conduct of an investigation.

Where such Protected Disclosures are not investigated due to a lack of specific and verifiable information, these shall, in any event, be kept on file and in the records. If at any subsequent stage the Whistleblower comes forward with identifying the Whistleblower or provides sufficient proof to the satisfaction of the Committee, the Company shall consider the same afresh.

With respect to anonymous Protected Disclosures, the Company (including the investigating departments and the HR/ Compliance departments) may request the Whistleblower to disclose his/her identity, if allegations in the Protected Disclosure are of a personal nature and the identity is required for the purposes of conducting the investigation into such allegations. For example, the Company may request the Whistleblower to disclose his/her identity, including if the allegations related to the following: -

- a) PMS rating of the Whistleblower.
- b) discrimination or victimization suffered by the Whistleblower on account of raising a Whistleblower complaint;
- c) unethical/illegal/wrongful transactions where the Whistleblower may also be involved / is a party to the transaction and such details are required for the investigation.

## **9. COMPOSITION OF THE WHISTLEBLOWER COMMITTEE**

- a) The Whistleblower Committee will comprise the following members:

- (i) Mr. Arun Mehta – Chairman  
Independent Director  
Axis Trustee Services Limited,  
The Ruby, 2nd Floor,  
SW, 29 Senapati Bapat Marg, Dadar West, Mumbai- 400 028  
Email: [arunmehta\\_2001@yahoo.com](mailto:arunmehta_2001@yahoo.com)
- (ii) Ms. Mangalagowri Bhat  
Chief of HR  
Axis Trustee Services Limited,  
The Ruby, 2nd Floor,  
SW, 29 Senapati Bapat Marg,  
Dadar West, Mumbai- 400 028  
Email: [mangalagowri.bhat@axistrustee.in](mailto:mangalagowri.bhat@axistrustee.in)
- (iii) Ms. Mansi Chheda  
Chief of Compliance  
Axis Trustee Services Limited,  
The Ruby, 2nd Floor,  
SW, 29 Senapati Bapat Marg,  
Dadar West, Mumbai- 400 028  
Email: [mansi.Chheda@axistrustee.in](mailto:mansi.Chheda@axistrustee.in)

- b) **Quorum** - The Quorum of the meeting shall be 2 persons other than the Chairman of the WB Committee NRC chairman would be the Chairman of the Whistleblower Committee.

## **10. ROLE OF THE WHISTLEBLOWER COMMITTEE:**

- a) The Committee will consider the credibility of the complaint submitted through the Protected Disclosure, the gravity of the issue raised and the likelihood of proving the allegation(s) from independent, verifiable sources.

- b) The Committee shall have the discretion to appoint any official or officials in the Company (considered suitable for the purpose) to carry out a preliminary investigation as it may feel necessary and require Group Chief of Internal Vigilance (CIV) to oversee and monitor the external expert/agency, if deemed appropriate by Whistleblower Committee.
- c) The Whistle Blower Committee, may in its sole discretion, refer back an investigation report(s) (IVR) to the investigation unit for further re-examination if the Committee members are of the view that the findings with regard to the allegations made in the Protected Disclosure are not adequately addressed. Further, the Committee may also require a fresh investigation to be conducted or expand the scope of the existing investigation, if the Committee is of the view that such actions are warranted. The Committee will decide on carrying out further investigation upon the receipt of the report of the official undertaking the preliminary investigation.
- d) Any member of the Committee who has a conflict of interest shall promptly disclose the same to the other members and recuse himself/herself from the matter. If any such conflict of interest is discovered (whether or not disclosed) the concerned member of the Committee shall be removed.

In case of investigation of Complaint against the Senior Management of the Company, Chairman of the Audit Committee shall reserve all the power to appoint external agency or to get the same investigated inhouse.

## 11. PROCEDURE FOR REPORTING PROTECTED DISCLOSURES

- a) All Protected Disclosures reported against officials in the ranks of Deputy General Manager and below should be addressed to the Whistleblower Committee by post or email. The Whistleblower may submit their report as per Annexure-A of the policy. **Emails may be sent to the following email address and should carry the caption "Whistleblower Complaint" in the subject field: [wpb@axistrustee.in](mailto:wpb@axistrustee.in)**
- b) Protected Disclosures by GM and above against the members of the Whistleblower Committee, (including M.D& CEO) should be addressed directly to the atsl.[chairmawb@axistrustee.in](mailto:chairmawb@axistrustee.in) of the Company.
- c) There may be occasions when a Whistleblower submits a complaint to an official in the Company other than the members of the Whistleblower Committee. It is proposed that Protected Disclosures received by those officials be forwarded to the Whistle blower Committee for necessary action.
- d) Protected disclosures should preferably be reported in writing in order to ensure a precise understanding of the issues raised and should either be typed or written in legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistleblower.
- e) It is suggested that the Protected Disclosure be forwarded under a covering letter (or as an attachment to the email message) such that only the covering letter/email

message bears the identity of the Whistleblower. The Whistleblower should, preferably, not disclose personal details in the Protected Disclosure that may identify him/her.

- f) In case the Whistleblower has a personal interest in the matter, it should be disclosed at the outset in the forwarding letter/email message.
- g) The covering letter/email message should prominently indicate that the Protected Disclosure/complaint is being made under the " Whistleblower Policy".
- h) Copies of documents that may help in establishing the veracity of the Protected Disclosure report /complaint may be attached to the Protected Disclosure. It may also be noted that the Company requires specific and verifiable information along with evidence (to the extent available with the Whistleblower) to establish a *prima facie* case for investigation in case of anonymous Protected Disclosures.
- i) The envelope containing the Protected Disclosure/complaint (when made in paper form) should be marked "**Confidential**".
- j) The Designated Authority shall detach the covering letter/email message and forward only the Protected Disclosure to the Investigators for investigation.
- k) In order that the confidentiality of the Whistleblower is maintained, acknowledgement of receipt of the Protected Disclosure/complaint will be sent to the Whistleblower only through email.
- l) Any member of the Audit Committee who has a conflict of interest, shall promptly disclose the same to the other members and recuse himself/herself from the matter. If any such conflict of interest is discovered (whether or not disclosed) the concerned member of the Audit Committee shall be removed.

## **12. INVESTIGATION AND REDRESSAL OF THE COMPLAINT**

The Protected Disclosure received under this Policy will be examined to determine if a *prima facie* case exists for inquiry. The same would be forwarded for investigation to the concerned investigations department.

However, the decision to conduct an investigation is by itself not an acceptance of the allegations. In other words, the investigation process is to be treated as a neutral factfinding process.

Stringent disciplinary or other action may be initiated against Whistleblowers making/facilitating frivolous complaints/ Protected Disclosures.

The Subject(s) shall have a duty to co-operate with the Committee or the investigation authority /any of the investigation officers during investigation.

Once the investigation is completed and an appropriate action has been taken by the Committee, the Whistleblower will be informed about the closure, as maybe authorized by the Committee.

If it is deemed necessary by the investigation authority, that it is necessary to verify the contents of the Protected Disclosure, the investigation authority (Internal/ External) may contact the Whistle Blower at the address/ phone number/ e-mail ID given in the Protected Disclosure for the purpose of investigation (wherein the details have been revealed by the Whistleblower).

If the Whistleblower is dissatisfied with the disposal of the Protected Disclosure by the Whistleblower Committee, the Whistleblower may approach the Chairman of the Audit Committee for review.

However, the Committee / Chairman of the Audit Committee, as the case maybe, will not be liable to disclose to the Whistleblower the outcome of the investigation and action taken in this regard. Further, any requests by the Whistleblower on the status of the Protected Disclosure/outcome of the investigation/ action taken etc. will not be entertained.

### **13. OUTCOME OF INVESTIGATIONS INTO ALLEGATIONS UNDER A WHISTLEBLOWER POLICY**

If an investigation leads the Designated Authority to conclude that a fraudulent, illegal, improper, unethical, fraudulent act or misconduct has been committed, the Designated Authority shall recommend: -

- (a) referred for disciplinary procedure/ action against the erring Subject(s) in accordance with the Code of Conduct
- (b) in respect of behavioral issues/ HR related matters, included in complaints relating to fraud, illegal, unethical, or inappropriate actions the Designated Authority can direct corrective action by HR such as: counselling, transfer, role change, etc. against the erring Subject(s) as deemed fit by the Designated Authority basis the investigation report; or
- (c) any other actions as the relevant committee deems fit basis the investigation report.

It is clarified that any disciplinary or corrective action initiated against the Subject(s) as a result of the findings of an investigation pursuant to this Policy shall be as per the applicable disciplinary procedures of the Company enumerated in the Code of Conduct and may also take other actions against the Subject(s) as deemed fit, including actions under other polices of the Company.

### **14. REPORTING TO THE AUDIT COMMITTEE**

A quarterly report on the synopsis of Protected Disclosures made pursuant to this Policy shall be submitted to the Audit Committee for information. The HR Department shall assist the Whistleblower Committee with administration of the policy and will monitor and submit quarterly reports to the Audit Committee.

## **15. DISPLAY AND NOTIFICATION**

The Policy shall be displayed on the Company website.

## **16. RETENTION OF DOCUMENTS**

- a) All Protected Disclosures, along with other documents relating thereto shall be retained by the Company for a minimum of Ten years or as maybe required under the Company's internal policies/ applicable laws and guidelines.
- b) The investigation report of each investigation duly approved/ reviewed by the Competent Authority / by the concerned Investigation Officers shall be retained for the same period as set out in Clause 14.a) for future requirement of either the Company or the external authority.

## **17. ADMINISTRATION OF THE WHISTLE BLOWER POLICY**

The Secretarial Department shall be responsible for interpretation of this policy and the H.R. Depart., shall be responsible of administrating and implementation of this policy.

This policy shall be **reviewed annually and put up to the Board for approval**. The reviewed policy should be made available for information of all employees.

**ANNEXURE-A**  
**TEMPLATE FOR REPORTING VIOLATION**

Please select the applicable incident type(s) from the list below that best describes the issue(s) you are reporting. Please note that multiple issues can be selected:

a)	Violation of internal accounting/ internal control/ operational guidelines/policies etc.)
b)	Misuse /abuse of office and authority
c)	Manipulation of Company data/documents
d)	Leakage/ suspected leakage of unpublished price sensitive information in violation of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
e)	Inappropriate actions or misuse of authority by any employee of the Company
f)	Any fraud in preparation of financial statement of the Company
g)	Failure to comply with legal, compliance and regulatory requirements
h)	Inaccuracy in maintaining the Company's books of account and financial records.
i)	Procurement fraud
j)	Misappropriation of funds
k)	Insider trading
l)	Corruption and Bribery
m)	Actual or suspected fraud or irregularities including forgery or alteration of documents.
n)	Any unlawful act, whether criminal or civil or other offences committed or likely to be committed that may implicate the Company or otherwise adversely affect its reputation.
o)	Discrimination against a member of staff, service recipient or service provider on grounds of sex, caste, religion, sexual orientation, gender, creed or disability.
p)	Violations of the laid down policies, rules, regulations, communicated procedures of the company, including the following policies: i. Code and Conduct Policy; ii. Conflict of Interest Policy; iii. Insider Trading Policy; iv. POSH Policy (subject to exclusions specified under this Clause below); v. KYC/AML policies;
q)	Cases of conflict of interest - e.g. investment decisions, purchase of goods and hiring of services where an employee may have an interest

r)	Data breach and/or unauthorized disclosure of Company's proprietary data including customer data.
s)	Any other form of inappropriate/unethical/unlawful action or conduct (conduct may be considered unethical if it undermines universal core ethical values such as integrity and honesty).

Please provide name, designation and department of the person(s) involved?

	Name	Department	Designation
Individual 1			
Individual 2			
Individual 3			
Individual 4			

When did the incident occur? (Please provide tentative date if you do not know the exact date)

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Please confirm the location of the incident

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How long has this been occurring for?

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Please provide a detailed description of the incident

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Do you have any evidence in support of your allegations? [Yes/No]

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Is anyone else aware of this incident? [Yes/No]

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Is there any additional information that would facilitate the investigation of this matter? [Yes/No]

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Date

Place:

Name of person reporting [optional]

Email