

## **WHISTLE BLOWER POLICY**

### **1. Objective(s)**

- 1.1 To provide for a vigil mechanism enabling the Employees / Directors, to raise genuine concerns as provided for under this Policy.
- 1.2 To provide adequate safeguards and reassurance of the protection to the Whistle Blower from reprisals, discrimination or victimization.
- 1.3 To provide with a framework concerning the reporting, investigation and to appropriately address the incidents.
- 1.4 To provide direct access to the appropriate authority, where senior management / Directors are involved;
- 1.5 To provide for mandatory periodic review of the functioning of this framework by the Board.

### **2. Definitions**

- 2.1 “Board” means the Board of Directors of the Company.
- 2.2 “Chairperson” means chairperson of the Board.
- 2.3 “Company” means Clearcorp Dealing Systems (India) Limited.
- 2.4 “Designated Director” means the Director so nominated by the Board.
- 2.5 “Director(s)” means the director(s) of the Company.
- 2.6 “Employee(s)” means all employees of the Company.
- 2.7 “Incident(s)” means a genuine concern including but not limited to an action or inaction leading to breach of applicable law or breach of Company’s policies/code/regulations /guidelines or questionable business practices or grave misconduct as may be reported under this Policy.  
  
However, any suggestions for improvement of operational efficiency of the products / services of the Company shall not be considered as whistle blower complaint under this Policy, if so decided by the Designated Director and the same will be disposed off in the manner as decided by the Designated Director.
- 2.8 “Managing Director” means the managing director of the Company.
- 2.9 “Policy” means this Whistle Blower Policy.
- 2.10 “Reported Disclosure(s)” means any communication or complaint in writing (including evidence, if any), whether by letter or email relating to any Incident made in good faith by a Whistle Blower.
- 2.11 “Reporting Authority” means:

- a. Officer in-charge, Internal Audit, except in case of (b) and (c) below; or
- b. The Managing Director in case the complaint is against officer in-charge, Internal Auditor or senior management; or
- c. The Designated Director/ Chairperson of the Company as the case may be, in case the complaint is against any Director (including the Managing Director).

2.12 “Subject” means a person against or in relation to whom a complaint has been made or evidence gathered during the course of an investigation.

2.13 “Whistle Blower” means the Employee or Director of the Company who reports a complaint under this Policy.

Reference to any gender in this Policy shall be construed as a gender neutral reference.

### **3. Applicability**

This Policy applies to all the Employees and Directors of the Company.

### **4. Reporting of Incidents**

Employees / Directors may report any Incident with full facts to the Reporting Authority / Designated Director in exceptional cases, as per the procedure outlined in paragraph 5 below. Such report shall be made immediately upon notice of or having knowledge of the happening or occurrence of an Incident. Deliberate inaction by any Employee / Director may leave scope for being construed as passive complicity, rendering them liable for appropriate action by the Company.

### **5. Procedure for Reporting**

5.1 Any Employee or Director, who has reason to believe that he / she has become aware of any Incident shall immediately report those facts to the ‘Reporting Authority’.

5.2 The Incident(s) may, as an exception, be reported to the Designated Director, including but not limited to events such as suspicion or perceived involvement or linkage of the Reporting Authority/ Director(s)/ senior management to the Incident.

5.3 Reported Disclosures should be factual and not speculative or in the nature of a conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

5.4 Mail address / email ID for the purpose of reporting by the Whistle Blower is as

follows:

- a. By letter in closed/sealed envelope marked '**Confidential**' and addressed to:  
"Officer in-charge, Internal Audit  
Clearcorp Dealing Systems (India) Limited,  
CCIL Bhavan, S.K. Bole Road, Dadar (W.),  
Mumbai - 400028"
- b. By way of email addressed to:  
"Officer in-charge, Internal Audit" at-  
reportingofficer.clearcorp@ccilindia.co.in"

In exceptional cases:

- a. By letter in closed/sealed envelope marked '**Confidential and Exceptional**' and addressed to the Managing Director/ Designated Director/ Chairperson, as the case may be, at:  
"Officer in-charge, Internal Audit  
Clearcorp Dealing Systems (India) Limited,  
CCIL Bhavan, S.K. Bole Road, Dadar (W.),  
Mumbai - 400028"  
[Officer in-charge, Internal Audit shall ensure that the communication so received is delivered to the Managing Director/ Designated Director/ Chairperson, and strict confidentiality is maintained.]
- b. By way of email addressed to:  
designateddirector.clearcorp@ccilindia.co.in

## **5.5 Reporting Mechanism for Anonymous Complaints**

- 5.5.1. An 'anonymous complaint' may be made via email/ sealed letter to the address (es) provided in Para 5.4 above. Any 'anonymous complaint' received by the Reporting Authority shall be referred to the Whistle Blower Panel as provided under Para 6 of the Policy.
- 5.5.2. When an anonymous Whistle Blower provides specific and credible information/evidence that supports the anonymous complaint (i.e. alleged Subject, specific evidence, type of incident, amount involved, among other information/evidence etc.), which enables the Whistle Blower Panel to proceed further with the complaint, the process provided under Para 7 and Para 8 of the Policy, as may be applicable, shall be followed.

- 5.5.3. However, in case there is no sufficient information/evidence to proceed with the complaint, the Whistle Blower Panel shall submit a report to the Managing Director with its recommendation on the matter based on the merits of the issue. On approval of the Managing Director, the matter may be dismissed and subsequently be reported to the Designated Director.
- 5.5.4. Notwithstanding anything contained in 5.5.1 to 5.5.3 above, in case of anonymous complaints involving any Director, the same shall forthwith be forwarded for necessary action to the appropriate Reporting Authority in case of actionable complaints with valid evidence/information.
- Provided that, in case of insufficiency of evidence/information such anonymous complaint shall be submitted to the Designated Director who shall have the powers to dispose off such complaints in such manner as may be deemed fit.

## **6. Whistle Blower Panel**

- 6.1 All the Reported Disclosure(s) received by the officer in-charge, Internal Audit/ Managing Director as Reporting Authority under this Policy may be referred to the Whistle Blower Panel comprising of such officials of the Company, as may be nominated by the Managing Director on a case-to-case basis.

Where the Reported Disclosure(s) pertains to any of the officials as stated above, the said official shall be recused from the Whistle Blower Panel. Provided however that the Managing Director in his discretion may nominate any senior official(s) on the Whistle Blower Panel.

- 6.2 In case of the Reported Disclosure(s) received directly by the Designated Director, the same may be referred to the above Whistle Blower Panel, or the Designated Director may decide any other manner of investigation as deemed appropriate.

## **7. Preliminary screening and evaluation of complaints**

- 7.1 The Whistle Blower Panel shall carry out such preliminary screening/ investigation of the Reported Disclosures as appropriate to check the veracity of the complaints based on verifiable facts, before proceeding to carry on further investigation.
- 7.2 If based on such preliminary screening / investigation, it turns out that the complaint was frivolous/ vexatious, the Whistle Blower Panel shall submit a report to the Managing Director with recommendation to drop/ close the matter. The Managing Director may, at his/her discretion, decide to accept the recommendation and close

the matter and the matter shall be reported to the Designated Director in its subsequent meeting.

- 7.3 In case of repeated frivolous complaints being filed by the same Director or Employee, suitable action may be initiated against the concerned Director or Employee including reprimand.

## **8. Investigation**

- 8.1 All Reported Disclosures received from Employees under this Policy shall be promptly and thoroughly investigated by the Whistle Blower Panel, who shall take necessary and prudent steps as deemed necessary for processing of complaints.
- 8.2 If an investigation leads to the conclusion that an improper or unethical act has been committed, the Whistle Blower Panel shall recommend to the Managing Director to take such disciplinary or corrective action as they may deem fit.
- 8.3 Upon approval of the Managing Director, the recommendations of the Whistle Blower Panel shall be submitted to the Designated Director.
- 8.4 Designated Director may in its discretion accept the recommendations with or without modifications. Designated Director shall also have the discretion to advise further investigation as he may deem appropriate.
- 8.5 Designated Director may decide on the Investigation procedure for Reported Disclosures directly received by him. The Designated Director may also engage an external expert for investigation if he deems appropriate in any specific case.
- 8.6 Any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable disciplinary procedures.
- 8.7 All information disclosed during the course of the investigation and identity of Subject shall remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law.
- 8.8 The investigation of such complaints and finalization of the course of action shall be completed within a period of 8 weeks from the date of reporting of the complaint or any extended period as may be permitted by the Managing Director in respect of the complaints received by the Reporting Authority or the Designated Director in case of the complaints directly received by the Designated Director.
- 8.9 The Subject and all Employees including supervisors and senior management and Directors shall be duty bound to cooperate in the investigation of the complaints as

regards the Incident(s).

- 8.10 An Employee/Director shall be subject to such action as may be deemed appropriate within the framework of applicable laws / rules / regulations, if the Employee/Director fails to cooperate in an investigation, or deliberately conceals information or provides false or misleading information during an investigation.
- 8.11 In case of Reported Disclosures received involving any Director(s), the Designated Director may decide on the investigation procedure for such complaints. The Designated Director may also engage an external expert for investigation if it deems appropriate in any specific case.

## **9. Protection to Whistle Blowers from Discrimination, retaliation or harassment**

- 9.1 Company strictly prohibits any discrimination, retaliation or harassment against any person who reports incidents of violation of any law, questionable business practices or grave misconduct and who participates in an investigation of complaints about violation of any law, questionable business practices or grave misconduct under this Policy.
- 9.2 If any Employee / Director who has reported an Incident later believes that he / she has been subject to discrimination, retaliation or harassment he / she must immediately report those facts to the approved Reporting Authority.
- 9.3 The identity of the Whistle Blower shall be kept confidential unless otherwise required by law, and in which case the Whistle Blower would be informed accordingly.
- 9.4 Managers, supervisors, employees or directors who caused such discrimination, retaliation or harassment related to any reporting of 'Incidents' or investigation of violation of any law, questionable business practices or grave misconduct shall be subjected to prompt and thorough investigation and appropriate action shall be initiated against them within the framework of applicable laws / rules / regulations.
- 9.5 If the Employee/Director was subjected to any continued discrimination, retaliation or harassment in any manner, he/she is entitled to bring this to the notice of the Managing Director or the Designated Director or Chairperson of the Company in exceptional cases with supporting facts. The Managing Director/ Designated Director / Chairperson of the Company shall hold an independent impartial inquiry of such a complaint expeditiously and set right any injustice, if done, to the aggrieved Employee / Director through appropriate remedial/ mitigating measures.

## **10. Reporting**

- 10.1 A report shall be placed before the Board at set frequencies (on occurrence of an Incident) including the 'Reported Disclosures' and the last report together with the results of investigations, if any, actions recommended and progress of implementation. The Board shall consider the report and direct such action as it may deem appropriate. If any of the Director(s) have a conflict of interest in any reported case, he/she shall recuse himself/herself from the discussion and the remaining Director(s) would deal the matter.
- 10.2 Notwithstanding anything contained in 10.1 above, a quarterly 'report' shall be placed before the Board, even for the period where no 'Reported Disclosures' or any other related action has occurred or is prescribed by the Board.

### **10.3 Communication to Whistle Blower**

Wherever required and as may be determined appropriate by the Whistle Blower Panel/ Designated Director, the final status of the Reported Disclosure relating to an Incident will be communicated to the Whistle Blower through appropriate means, except in such cases where the complaint is anonymous.

## **11. Retention of Records**

All documents related to the reporting, investigation and enforcement of this Policy shall be maintained in accordance with the applicable laws and the record retention requirements specified by the Company.

## **12. Reporting to External Authorities**

Employees / Directors are required to report violation of any law, any questionable business practices or acts of grave misconduct to the Company first, before reporting to external authority like the regulator, police, etc., as it is the responsibility of the Company to check the veracity and authenticity of such complaints and ensure that the correct information / particulars are provided to such external agencies / authorities.

## **13. Communication to all Employees/Directors:**

The Policy shall be communicated by the officer in-charge, Internal Audit, to all Employees through appropriate channels including circular and hosting on Company's intranet and to the Directors through the Secretarial Dept. including hosting details of

vigil mechanism on Company's website.

#### **14. Residual Powers**

If there is any doubt on any of the definitions or if any clarifications are required on this Policy, the Designated Director shall be the final authority in resolving such doubts and/or to issue clarifications or for deciding any matter hereunder.

#### **15. Conflicts**

In the event of any inconsistency between the Policy and any applicable law(s), the provisions of the applicable law(s) shall override this Policy.

#### **16. Review and Modification of the Policy**

The Policy shall be reviewed annually. The Policy may be amended as may be considered necessary upon such review or upon any change in applicable law from time to time. Such modifications in the Policy will be approved by the Board of Directors upon recommendation of the Designated Director.

\*\*\*\*\*