

# Whistle Blower Policy

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## 1. Preamble

Navi General Insurance Limited believes and is committed to adhere to high ethical standards and compliance with laws and regulations applicable to its business. The Company has laid down various policies and processes which promotes the ethical and legal behaviour within the Company and its employees.

The Company encourages and supports its stakeholders (employees, directors and business associates, intermediaries and insurance agents) to report and disclose any such suspected instances of unethical / improper behaviour / misconduct and intends to provide for a mechanism to channelize reporting of such instances / complaints to ensure proper governance.

The Corporate Governance Guidelines issued by Insurance Regulatory and Development Authority of India, provides that all Insurance Companies to put in place a “whistle blower” policy, where-by mechanisms exist for employees to raise concerns internally about possible irregularities, governance weaknesses, financial reporting issues or other such matters, including employee reporting in confidence directly to the Chairman of the Board or of a Committee of the Board or to the Auditors of the Company.

## 2. Definitions

The definitions of some of the key terms used in this Policy are given below.

- (a) **“Audit Committee”** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and Guidelines on Corporate Governance issued by Insurance Regulatory and Development Authority of India for Insurers in India dated 18<sup>th</sup> May, 2016.
- (b) **“Business Associate”** means individual or bodies having material business association with the Company.
- (c) **“Company”** shall mean Navi General Insurance Limited.
- (d) **“Concerned Authority”** in case of any Protected Disclosures relating to the employees below the level of Functional heads means “Internal Auditors” and for all Protected Disclosures relating to employees at the Functional Head level and above shall mean “Chairman of the Audit Committee”.

- (e) **“Director”** means as director appointed on the Board of the Company.
- (f) **“Employee”** means any person employed by the Company (probationer, confirmed and outsourced), including ex-employee and Executive Directors of the Company.
- (g) **“Function Head”** shall mean any person who is the Head of a Department of the Company and who is overall responsible for discharging the function of such department.
- (g) **“Improper / unethical behaviour”** for the purpose of this policy means and includes suspected or alleged illegal, false, misleading, dishonest, deceptive, unethical, corrupt or unconscionable conduct. A descriptive illustrative list of issue is mentioned at Clause 3 of this Policy and shall also include other acts pertaining to breach of policy / misappropriation / harassment etc. which could also be part of Code of conduct and malpractices policy in place.
- (h) **“Investigation”** means a comprehensive and systematic inquiry conducted by the Investigating Authority into a complaint.
- (i) **“Protected Disclosure”** means any communication made in good faith to disclose information that evidences an unethical or improper activity / behaviour; Protected Disclosure shall be factual and not speculative in nature.
- (j) **“Subject”** means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- (k) **“Whistle Blower”** shall mean a person who makes a Protected Disclosure under this Policy. He / she is neither an investigator nor a finder of facts, nor does he / she determine the appropriate corrective or remedial action that may be warranted.

### 3. Scope of Policy

This Policy aims at providing avenues for employees and directors to raise concerns (hereinafter referred to as ‘concerns’) internally about possible irregularities, governance weaknesses, financial reporting issues covers actual or suspected unethical behaviour or improper practices, or wrongful conduct malpractices, illegal activities and instances as indicated below and allows the Whistle-blower to report the same to the Concerned Authority(ies):

- a) Misrepresentation of facts or falsification of records/reports of the Company;
- b) Gross wastage/ misappropriation/ misuse of Company's Assets/Funds/ Resources (e.g.: forged bills, personal use of company assets etc.);
- c) Pilfering/ leaking of confidential/ proprietary information to advance personal interests or otherwise;
- d) Dual employment directly or indirectly affecting the interest of the Company;
- e) Forgery or alteration of documents, Financial Statement Fraud or Actual or suspected Fraud;
- f) fMisuse of customers' money in any form (e.g. Taking unauthorized money /gifts or offer of entertainment from customers etc.);
- g) Any undue favour to the customer for personal gains (e.g. Forging of documents, deliberately hiding important facts etc);
- h) Misusing/ taking advantages of functional, procedural lapse including misrepresentation of the facts;
- i) Indulgence in any unlawful act involving violation of any criminal/civil law/legislations;
- j) Breach/ Violation of Company's policy(ies) including Code of Conduct;
- k) A substantial and specific dangerous practice(s) likely to cause physical harm/damage to any person/property or public health and safety;
- l) Manipulation of Company's data/records stored physically or electronically;
- m) Abuse of power or authority for any unauthorized or ulterior purpose;
- n) Unfair discrimination, coercion/ bribery, harassment in the course of employment or provision of services;
- o) Any deliberate cover-up of the above.

(The above list is only illustrative and should not be considered as exhaustive).

However, the above should be supported by proper evidence and reliable information. Care should be taken not to indulge in baseless allegation and should not be used in place of the Company's grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

Any employee and / or director, knowingly hiding information in any form regarding any unethical practices/activities in one's work place will also constitute unethical practice on the employee's part.

#### 4. Guidelines:

- a) Reporting under the Policy is critical for early detection, proper investigation and remediation and deterrence of violations of Company policies or applicable laws and regulations.

- b) The Company shall maintain the confidentiality of the Whistle Blower and ensure to provide complete protection from any kind of unfair treatment for disclosing in good faith any unethical or improper practices or alleged wrongful conduct. It will be ensured that the Whistle Blower or any other person, processing or investigating or assisting in the investigation of the Protected Disclosure is not victimized.
- c) A Whistle-blower shall not be at a risk of suffering any form of reprisal or retaliation (includes discrimination, harassment or vengeance in any manner). However, incidents of retaliation, if any, against the Whistle-blower or person investigating the matter or assisting in the investigation would be taken very seriously by the Company and will result in appropriate disciplinary action against the official responsible.
- d) This Policy should not be used as a defence or a mechanism to mislead the Company against a legitimate action initiated. The Company encourages disclosures in good faith but any false allegations of alleged wrongful conduct and / repeated frivolous complaints being filed by a Whistle-blower shall be subject to disciplinary action against the Whistle-blower including reprimand.
- e) In case any member of the Audit Committee has a conflict of interest, in any given matter reported to the Audit Committee, the said member should not participate in the discussion/ investigation relating to the said matter/s.

The remaining members of the Audit Committee shall be authorized to deal with the said matter/s.

## 5. Procedures for reporting Protected Disclosures

- a) The Protected Disclosures shall be made in writing in the prescribed format (Annexure-I) within 30 days of the occurrence of the concern/ event or before occurrence. Protected Disclosures can be submitted to the Concerned Authority by hand delivery or speed/registered post or fax or e-mail. Protected Disclosure should be factual and not speculative or conclusive in nature. It should contain specific information as much as possible for proper assessment of nature and extent of the concern.
- b) The Protected Disclosures expressed anonymously will not be investigated.
- c) All Protected Disclosures relating to employees below the level of Functional head shall be made and addressed to Internal Auditors on the email id **whistleblower@navi.com**

- d) All Protected Disclosures relating to employees at the Functional head level and above & any Director shall be made and addressed to the Chairman of the Audit Committee at the email id **auditcommittee@navi.com**
- e) Utmost care must be taken to keep the identity of Whistle Blower confidential.
- f) A report on the Protected Disclosures, if any (other than those directly being reported to the Chairman of Audit Committee) shall be submitted to the Chairman of the Audit Committee with an update on the status of the investigation being made in each matter.

## 6. Investigation Process

- a) All Protected Disclosures reported under this Policy shall be investigated by the Concerned Authority. Where initial inquiry indicates that the concern has no basis, or it is not a matter to be investigated under this Policy, then it may be dismissed at this stage and no further investigation shall be carried on. If initial inquiry indicates that further investigation is necessary, then detailed investigation shall be conducted. The Concerned Authority may at its discretion appoint / authorize an investigator / group of investigators or department personnel (Investigators) to investigate into such acts. The Concerned Authority may, depending on the protected disclosure received, outline the detailed procedure and scope for the conduct of such investigation.
- b) The investigation would be conducted in a fair manner as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made. The identity of the Whistle Blower and the Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- c) Subject shall normally be informed of the allegation(s) made against him/her at the time when the Concerned Authority on their preliminary review of the matter determine that the Protected Disclosure made needs to be investigated further and shall also be provided with opportunity(ies) of being heard and for providing his/ her inputs during the investigation.
- d) The Concerned Authority shall have the right to call for information/document and/or examination of any employee (including the Subject and Whistle Blower) as they may deem necessary in the process of investigation.

- e) It is expected that the Subject co-operates with the Concerned Authority or the authorized person appointed to conduct investigation. Subjects shall be free to engage any counsel to represent them in investigation proceedings. The Subject shall not interfere in the investigation process by non-cooperation, mala-fide intent, undue influence or tampering record / evidence;
- f) The Subject will not be informed of the identity of the person who has made a Protected Disclosure against him/her. Evidence shall not be withheld, destroyed or tampered with and witnesses shall not be influenced, threatened or intimidated by the Subjects. Subjects shall be given the opportunity to respond to findings contained in the investigation report, unless there are compelling reasons not to do so. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- g) The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under the law.
- h) Any other Employee assisting in the investigation shall also be protected to the same extent as the Whistle Blower.
- i) The disciplinary or corrective action as decided by the Concerned Authority would be in line with the applicable personnel or staff conduct and disciplinary policies / processes in place.
- j) The investigation shall normally be completed within 60 days of the receipt of the Protected Disclosure. Subjects have a right to be informed of the outcome of the investigation.
- k) Head Human Resource shall be responsible for retaining the copies of all protected disclosures and investigation relating thereto for a minimum period of (seven) 7 years.

## 7. Protection

Unfair treatment will not be meted out to a Whistle Blower because of reporting a Protected Disclosure under this Policy. As a Policy, the Company condemns any kind of discrimination, harassment, victimization or any unfair treatment against Whistle Blowers. Complete protection will be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like



including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive requisite advice.

A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate the same and recommend suitable action to the management.

The identity of the Whistle Blower shall be kept confidential to the extent possible as permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

## **8. Amendments/ Modifications**

The Company reserves the right to amend or modify, suspend or rescind this Policy in whole or in part, at any time with the approval of the Audit Committee or the Board of Directors, without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees unless the same is notified to the Employees in writing. Although, the Company has made best efforts to define detailed procedures for implementation of this policy, there may be occasions when certain matters are not addressed or need more clarity in the procedures. Such difficulties will be resolved in line with the broad intent of the Policy. The Company may also establish further rules and procedures or issue clarifications, from time to time, to give effect to the intent of this policy and further the objective of good corporate governance.

This policy has been recommended by the Audit Committee and approved by the Board at their respective meetings held on 19<sup>th</sup> January, 2018 and has been made effective on and after 19<sup>th</sup> January, 2018.

**NAVI GENERAL INSURANCE LIMITED****Sample format for Whistle Blowing**

Date:

Name of the employee/ director:

Email id of the employee/ director:

Communication address:

Contact No.:

Matter to be reported:

Name against the person/ event focused at:

Brief about the concern:

Evidence (enclose, if any):

Signature

**Note:**

The whistle blowing shall be submitted within 30 days of the occurrence of the concern/ event or before occurrence.