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# Whistleblower Policy

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July 2019

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# Document Details

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# 1. Introduction and Scope

The Whistleblower Policy applies to all Evalueserve employees working across all locations (hereinafter referred to as “Employees”), contractors, contractor employees, clients, vendors, internal or external auditors, law enforcement / regulatory agencies, and other third parties dealing with Evalueserve (hereinafter referred to as “Business Associates”).

Evalueserve and its group companies (hereinafter referred to as “Evalueserve”) encourage their Employees and Business Associates to disclose and report, in good faith, concerns regarding any misconduct, malpractice, apparent violation of any applicable laws, regulations, and financial irregularities that could have an impact on the operations and performance of the business of Evalueserve.

The policy establishes the standards and procedures to handle serious violations to ensure independent review and take appropriate actions thereupon. And, the policy neither absolves its employees from their duty of confidentiality during their work, nor is it a route for taking up any grievance/ concern about a personal situation against any colleague.

Under this policy, Evalueserve has constituted its Whistleblower Committee and Exception Reporting Committee to conduct independent investigation of the concerns/ complaint received from Whistleblowers.



## 2. Purpose

All Employees and Business Associates are encouraged to report, in good faith, suspicious, illegal, unethical, or inappropriate activity (hereinafter referred to as “breach”) pertaining to the following:

1. Any law or regulation
2. Evalueserve Code of Business Conduct and Ethics, or other company policies and guidelines
3. Any concerns regarding accounting, internal accounting controls, financial statement disclosures, or auditing matters
4. Any other activities or events defined in Article 5 of this policy

Such reporting is commonly known as whistle blowing. Evalueserve conducts business based on the principles of fairness, honesty, integrity, and respect. Accordingly, it seeks to ensure that any Employee or Business Associate who wishes to report a breach may do so, anonymously (if desired), without the risk of retaliation and the assurance that all such reported breach will be treated as confidential and promptly investigated.



### 3. Definitions

|                                       |  |
|---------------------------------------|--|
| <b>Whistleblower:</b>                 | The term refers to a person or entity who / that discloses any unethical activity. Whistleblowers at Evalueserve could be Employees or Business Associates.  |
| <b>Complaint:</b>                     | A complaint is a concern reported by a whistleblower regarding any illegal, unethical, or inappropriate activity.  |
| <b>Subject:</b>                       | A subject is a person or a group of persons against whom, or in relation to whom, an investigation is initiated and / or evidence is gathered during an investigation.   |
| <b>Employee:</b>                      | Each and every employee of Evalueserve a   |
| <b>Disciplinary Action:</b>           | Means any action that can be taken on the completion of /during the investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter. |
| <b>Good Faith:</b>                    | Any communication/ complaint shall be considered in good faith if there is a reasonable basis/fact available for such communication of unethical and improper practices or any other alleged wrongful conduct.   |
| <b>Whistleblower Committee:</b>       | Committee comprised of senior management of Evalueserve (Refer to <b>Annexure A - Fraud Prevention Policy</b> for composition) to assess and address/ investigate the concerns reported by a whistleblower.  |
| <b>Exception Reporting Committee:</b> | Committee comprised of senior management of Evalueserve (Refer to <b>Annexure A - Fraud Prevention Policy</b> for composition) to assess and address/ investigate the concerns reported by a whistleblower committee.  |
| <b>Investigation Committee:</b>       | A committee which is formed by the Whistleblower Committee for investigating into the complaint of the Whistleblower.  |
| <b>Investigation Report:</b>          | A report prepared by the Investigation Committee based on an investigation into a complaint matter.  |



## 4. Guiding Principles

The following guiding principles ensure policy adherence:

- **Confidentiality**
  - Employees can submit an anonymous complaint about a suspected violation.
  - All complaints shall be kept confidential, consistent with the need to conduct a thorough investigation.
  - Violation of the confidentiality obligations shall be considered a serious offence and will warrant disciplinary action (including termination).
- **Protection / No Retaliation**
  - Evalueserve will ensure that whistleblowers are not victimized for reporting their concerns.
  - Victimization will be a serious matter of retaliation and would result in disciplinary actions.
- **Good Faith**

Whistleblower must raise a concern in good faith and should have reasonable grounds to believe that the alleged matter/concerns indicates some violation. All allegations that prove to be frivolous, malicious, or self-seeking would be seen as a serious offence and will warrant disciplinary action against whistleblower (including termination).

- **Transparency / Fair Process**
  - Evalueserve ensures transparency during the investigation and reporting process.
  - It will provide the subject and the persons involved in the investigation process, an opportunity to be heard.
  - If anyone destroys or conceals evidence of the reported concern made / to be made, Evalueserve will take disciplinary action against the wrongdoers.



## 5. Coverage of Policy

The policy covers malpractices and events that have taken place / are suspected to have taken place, involving (but not limited to) the following:

- Breach of any Company Policy or failure to implement or comply with any policy
- Financial irregularities, including fraud or suspected fraud
- Misappropriation of company funds / assets
- Intentional Violation of law / regulation
- Manipulation of company data / records
- Abuse of authority
- Breach of contract
- Negligence causing substantial and specific danger to public health and safety
- Unlawful act (Civil or Criminal in nature)
- Pilferage of confidential / propriety information
- Any other unethical, biased, favored, and imprudent event

**Note:** The policy should not be misused for raising malicious or unfounded allegations against colleagues or any associate of Evalueserve.





## 6. Procedure

### 6.1. Reporting a Complaint

Whistleblowers should file complaints in legible writing (in English, Hindi, or the regional language of their location of employment) through e-mails or letters which may be hand written or computer generated. Such complaints should be factual and not speculative in nature. They must contain specific information to ensure a proper assessment of the nature, extent, and urgency of preliminary investigative procedures.

Employees shall have the right to file anonymous complaints or disclose their identity if they deem fit and proper. A complaint may be filed through any one of the following methods:

- It may be submitted to the **Whistleblower Committee** in any of the following ways:
  - **In Writing:** A written complaint can be dropped into the Whistleblower drop box in a sealed envelope to ensure confidentiality. These boxes are placed in the cafeterias of all Evalueserve's centers.
  - **In an Email:** An email complaint can be sent to the Whistleblower Committee at [wbercommittee@evalueserve.com](mailto:wbercommittee@evalueserve.com) The Whistleblower may use any third-party email account, such as Hotmail or Yahoo, etc. to report the matter or making complaint.
- **Exception Reporting: Any complaint is to be made to Exception Reporting Committee** in case a complaint is to be filed against any or all the Whistleblower Committee members., The whistleblower should send an email to the Exception Reporting Committee at [wbercommittee@evalueserve.com](mailto:wbercommittee@evalueserve.com) which is headed by Marc Vollenweider, the Chief Strategist of Evalueserve.

#### **Specifications for complaint-**

There is no specific format for submitting a complaint, however the following necessary details must be mentioned:

- (a) Name and contact details of the Whistle blower in the case they do not wish to remain anonymous
- (b) Brief description of the Malpractice or the subject matter, giving the names of those alleged to have committed or about to commit a malpractice. Specific details such as time and place of occurrence are also important.
- (c) In case of letters, the disclosure should be sealed in an envelope marked "Whistle Blower" and addressed to the Whistleblower committee.
- Employees who wish to make anonymous disclosures need not give details regarding their identity.

**Note:** A Whistleblower must avoid any form of external or internal publicity of any complaint raised in the matters stated above.

(Also refer to **Annexure B: Dos and Don'ts (Fraud Prevention Policy)**)



## 6.2. Investigation Process

The Whistleblower Committee / Exception Reporting Committee shall adhere to the following process of investigation:

- Whenever possible (if not reported anonymously), the Whistleblower Committee / Exception Reporting Committee will acknowledge receipt of a complaint by a Whistleblower.
- The committee will determine whether the complaint pertains to a compliance or an ethical violation within seven (7) business days of receipt of a complaint.
- If the committee decides that the complaint is not valid, wherever possible, the committee members will communicate the rationale for the decision to the whistleblower for rejecting the complaint (not applicable for anonymous complaints). However, the Whistleblower can escalate the matter by sending an email to the Audit Committee at [auditcommittee@evaluateserve.com](mailto:auditcommittee@evaluateserve.com), if required.
- If the committee determines that the complaint is valid, it will investigate into the alleged violation (if required, the Whistleblower Committee / Exception Reporting Committee will set up an Investigation Committee to carry out the investigation).
- The Investigation Committee will prepare an investigation report or file the report to the Whistleblower Committee / Exception Reporting Committee (in case the Investigation Committee has been set up by the Whistleblower Committee / Exception Reporting Committee), along with recommendations for corrective action.
- The Investigation Committee will make all reasonable efforts to ensure that the investigation process is completed within four (4) calendar weeks from the date of the receipt of a complaint.
- the members of the Whistleblower Committee / Exception Reporting Committee will jointly decide based on the findings and recommendations of the Investigation Committee
- The Whistleblower Committee / Exception Reporting Committee will ensure prompt and appropriate corrective action (whether disciplinary and / or legal), as described in the Remedies & Discipline section (refer to section 6.4).

## 6.3. Documentation and Reporting

- The investigation report, along with the supporting documentation and evidence, will be filed by the Investigation Committee to the Whistleblower Committee / Exception Reporting Committee.
- A Semi-annual status report on the total number of complaints received during the period, with a summary of the findings of the Whistleblower Committee / Exception Reporting Committee and the corrective actions taken, will be sent to the Management.
- All documentation pertaining to the complaint, including, but not restricted to, the Investigation Report, corrective action taken, and evidence, will be maintained by the Whistleblower Committee / Exception Reporting Committee for a minimum period of three (3) years.
- Wherever possible and wherever determined appropriate by the Whistleblower Committee / Exception Reporting Committee, the status / notice of any corrective action taken will be given to the whistleblower (not applicable if a Complaint is made anonymously).
- Client-specific whistleblower complaints will be reported to clients immediately.



## 6.4. Remedies and Discipline

If the company determines that there has been a violation of compliance or ethics, it will take the following corrective steps:

- Any person found guilty of breach will be subject to suitable disciplinary action, which may include termination of employment / contract. If the Whistleblower Committee / Exception Reporting Committee believes the investigation discloses the existence of improper activity that is a punishable offence, it will initiate action under applicable statutory provisions.
- Appropriate procedures, policies, and controls will be established in all departments to ensure early detection of similar violations.
- During the investigation period or at any time thereafter, if any person is found to be (a) retaliating against the whistleblower, (b) coaching witnesses, or (c) tampering with evidence, Evalueserve will take severe disciplinary action, including termination of employment / contract.

## 6.5. Roles and Responsibilities

### 6.5.1. Whistleblower

- Whistleblowers provide the initial information related to a reasonably substantiated belief that a breach has occurred.
- The whistleblower (including an anonymous whistleblower) must provide all factual corroborating evidence, as is available / possible, to enable the commencement of an investigation. An investigation will not be undertaken without verifiable support. However, the whistleblower shall refrain from obtaining evidence to which he / she has restricted access.
- The whistleblower can be interviewed by the Investigation Committee, if required.
- The whistleblower should not act on his / her own for conducting any investigation.
- A whistleblower will not be immune to disciplinary action if he / she is found guilty of or is a party to the complaint.
- A whistleblower shall not discuss the complaint matter in or outside the office or in any formal or informal social gatherings / meetings.

### 6.5.2. Investigation Participant

- All witnesses and persons who are interviewed, asked to provide information, or otherwise required participate in an investigation are expected to fully cooperate with the investigators.
- Participants should refrain from discussing or disclosing the investigation or their testimony to anyone not connected to the investigation. Under no circumstances should the participant discuss with the subject the nature of the evidence requested or provided or the testimony given to investigators, unless agreed to by the investigators.
- Requests for confidentiality or anonymity by participants will be honored to the extent possible, within the legitimate needs of law and the investigation.



- Participants are entitled to protection from retaliation for having participated in an investigation.

### 6.5.3. Investigation Subject

- The identity of the subject should be kept confidential, as far as possible, given the legitimate needs of law and fairness in investigation.
- The decision to investigate shall not be an accusation; rather it will be treated as a neutral fact-finding process. The outcome of the investigation may or may not support a conclusion that an unethical / illegal act was committed, and, if so, by whom.
- Subjects should normally be informed about the complaint at the outset of a formal investigation and should be provided opportunities to be heard during the investigation. Subject shall be treated as a non-accused until and unless proven guilty.
- Subjects should not interfere during the investigation and should adhere to admonitions from investigators in this regard. Evidence shall not be withheld, destroyed, or tampered with, and witnesses shall not be influenced, coached, or intimidated.
- Unless there are compelling reasons to the contrary, subjects should be given an opportunity to respond to material points of evidence contained in an investigation report.
- No allegation of wrongdoing against a subject shall be considered sustainable unless, at a minimum, a preponderance of the evidence supports the allegation.
- Subjects have the right to be informed about the outcome of the investigation.
- Suitable disciplinary action shall be initiated against the subject, because of an investigation pursuant to this policy.

### 6.5.4. Whistleblower Committee / Exception Reporting Committee

The Whistleblower Committee / Exception Reporting Committee will be responsible for upholding the principles of the Evalueserve code of business conduct and ethics.

- The Whistleblower Committee / Exception Reporting Committee will determine whether the complaint pertains to a breach and whether the Whistleblower Committee is the correct forum to address the complaint made.
- The Whistleblower Committee / Exception Reporting Committee will review the findings of the Investigation Committee and initiate appropriate corrective action.
- The Whistleblower Committee / Exception Reporting Committee will be responsible for ensuring that the investigation process is fair and transparent and that the Investigating Committee has conducted an independent and unbiased investigation
- The Whistleblower Committee / Exception Reporting Committee will provide enough and fair opportunity to the aggrieved person to prove their case, including a personal hearing, as may be required, and shall ensure complete fairness in the investigation process.
- Upon receiving an investigation report, the Whistleblower Committee will determine the appropriate disciplinary and / or legal action to be taken against the accused and the supervisors whose failures have contributed to the commission of fraud and will ensure that appropriate action is taken to recover losses.



- The Whistleblower Committee will take appropriate measures in case of frivolous or bad faith allegations.
- The Whistleblower Committee will take appropriate measures if a staff member is cleared of allegations made in good faith.

## 6.6. Whistleblower Protection

Evalueserve will ensure protection to whistleblowers against retaliation, as described below.

Evalueserve will keep the whistleblower's identity confidential, unless

- (a) the person agrees to be identified,
- (b) identification is necessary to allow Evalueserve or law enforcement officials to investigate or respond effectively to a complaint,
- (c) identification is required by law, or
- (d) the person accused of compliance violation (Subject) is entitled to the information as a matter of legal right.
- Evalueserve prohibits retaliation against a whistleblower with the intent or effect of adversely affecting the terms or conditions of the whistleblower's employment (including, but not limited to threats of physical harm, loss of job, punitive work assignments, or impact on salary or wages). Whistleblowers who believe that they have been retaliated against may file a written complaint with the committee. A proven complaint of retaliation shall result in a proper remedy for the person harmed and severe disciplinary action, including termination of employment against the retaliating person. This protection from retaliation is not intended to prohibit managers or supervisors from taking action, including disciplinary action, in the usual scope of their duties and based on valid performance-related factors.
- In the event that a complaint made in good faith is subsequently found to be untrue, no action would be initiated against the whistleblower. However, whistleblowers must be cautious and avoid baseless allegations.
- Any other employee assisting a whistleblower in the process shall also be protected to the same extent as the whistleblower.

## 6.7. Disqualifications

Although genuine whistleblowers will be accorded complete protection from any kind of unfair treatment, as herein set out, any abuse of this protection may warrant suitable disciplinary action against the whistleblower. An employee who knowingly makes any false allegations of unethical & improper practices or alleged wrongful conduct shall be subject to disciplinary action, which may include termination of employment, in accordance with Company rules, policies and procedures. Evalueserve has defined the detailed procedures for implementation of this policy and is entitled to amend, this policy as and when required.

