



## WHISTLEBLOWER POLICY



## Contents

1. OBJECTIVE: .....	3
2. APPLICABILITY:.....	3
3. DEFINITIONS:.....	3
4. PROCEDURE FOR REPORTING UNETHICAL ACTIVITY/MISCONDUCT:.....	3
5. INVESTIGATION PROCEDURE AND ACTION: .....	4
6. KEY VALUES OF THE POLICY .....	4
7. OTHER RELEVANT INFORMATION.....	5
8. REVISION HISTORY.....	5

# Whistleblower Policy



## 1. Objective:

As a public limited company, SQS India BFSI Limited is expected to comply with Corporate Governance norms and standards set by SEBI in running its day-to-day business to ensure financial and non-financial integrity are maintained as per expectations. This policy is to provide opportunity to employees to access in good faith, the Audit Committee in case they observe unethical and improper practices or any other wrongful conduct in the Company.

## 2. Applicability:

This policy applies to all permanent employees of the Company.

## 3. Definitions:

### 3.1 Whistleblower:

Any employee, director or officer of the company, who makes a disclosure of any observed unethical activity.

### 3.2 Audit Committee:

A Committee constituted by the Board of Directors of the company, consisting of some of the members of the Board of Directors.

### 3.3 Investigation Committee:

Will consist of a team (3 member team) appointed by the Audit Committee to conduct the investigation of the complaint registered / report submitted by the Whistleblower.

### 3.4 Unethical Activity / Misconduct:

Violation of laws, infringement of the Company's Code of Conduct or related policies, misappropriation of funds, fraud or mis-representation.

## 4. Procedure for Reporting Unethical Activity/Misconduct:

Reports/complaints of unethical activity / misconduct would need to be in writing with a clear explanation of the activity or misconduct. The report needs to be factual with specific instances as examples and approximate timeline of the activities. The report/complaint would need to be made within 30 days of observing the unethical activity and if desired can be reported anonymously.

The reporting procedure would be to send a report /complaint to the Audit Committee through an email addressed to [audit.committee@sqs.com](mailto:audit.committee@sqs.com)

## 5. Investigation Procedure and Action:

- Audit committee will appoint an Investigation Committee consisting of 3 members within 5 work days of receiving the report from the Whistleblower.
- The investigation committee will examine the Whistleblowers report and related details/documents and would also conduct necessary discussion to collate all relevant information.
- The Investigation Committee would take all reasonable measures to ensure that the report is submitted within 4 calendar weeks of being appointed, or such extended time as may be granted by the audit committee.
- An Investigation report would be prepared at the end of the investigation by the Investigation Committee and would be submitted to the Audit Committee.
- The Audit Committee would forward the investigation report along with its observations to the board of directors for further action. The board of directors would review the investigation report and the observations from the audit committee and recommend action to be taken.

## 6. Key Values of the Policy

- Confidentiality – Complaints can be made anonymously and these reports will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.
- No retaliation – The Company will not take adverse action against an employee for disclosing in good faith details of any unethical activity or misconduct. The company prohibits any discrimination, retaliation or harassment against the Whistleblower. The employee should promptly report any discrimination or harassment (in relation to filing a report as a Whistleblower) to either their immediate supervisor or the Head of HR. However, this policy does not protect an employee from an adverse action which occurs independent of his disclosure of unethical and improper practice or alleged wrongful conduct, due to poor job performance, any other disciplinary action, etc. unrelated to a disclosure made pursuant to this policy.
- Acting in good faith – Anyone filing or reporting a concern or complaint must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code of Conduct. If a report is made in good faith but the facts alleged are not confirmed by subsequent investigation, no action will be taken against the reporting person. If An employee knowingly makes false allegations of misconduct then the employee will be subject to disciplinary action which can include termination of services.

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## 7. Other Relevant Information

- All documentation relating to a complaint, investigation report, action taken etc. will be classified as confidential information and would be maintained for a period of 3 years.
- The Whistleblower's identity would be kept confidential unless the person agrees to be identified.
- This policy would be available along with all other published policies of the company and will be accessible to all employees.

## 8. Revision History

Version No	Date	Details of Revision
Initial	21-09-2010	
1	01-09-2011	No Changes
2	10-03-2013	No Changes
3	05-08-2014	Company name change has been effected in the policy document as per the mail dated on 05-08-2014
4	20-01-2015	Review

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Date	20-01-2015	20-01-2015	20-01-2015