

IndiaFirst Life Insurance Company Ltd

Whistleblowing Policy

Index

1.	Preface.....	3
2.	Definitions.....	3
3.	Objectives.....	3
4.	Scope.....	4
5.	Eligibility.....	4
6.	Examples of Whistleblowing	4
7.	Procedure.....	5
8.	Investigation.....	6
9.	Protection.....	7
10.	Retention of Documents.....	8
11.	Communication of Policy.....	8
12.	Amendment.....	8

WHISTLEBLOWING POLICY

1. Preface

The Company believes in conducting its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. The four values promoted by the Company are: Think New, Be Helpful, Be Honest, and Do More.

Insurance Regulatory and Development Authority of India (IRDAI) has in the Corporate Governance Guidelines for Insurance Company, advised insurers to put in place a Whistleblowing Policy.

Accordingly, this Whistleblowing Policy ("the Policy") has been formulated with a view -

- to provide a mechanism for stakeholders of the Company to approach the Head Governance and Company Secretary of the Company to report any instance of actual or suspected fraud;
- to appropriately communicate the existence of such mechanism, within the organization and to its external stake holders.

2. Definitions

Whistleblower	Person or entity making a disclosure of any fraudulent activity they have observed. Whistleblowers could be employees, apprentices, trainees, contractors, contractor's employees, clients, agents, vendors, internal or external auditors, law enforcement/regulatory agencies or other third parties
Employee	Every employee of the Company, including the Directors in the employment of the Company.
Investigators	Those persons authorized, appointed, consulted or approached by the Management and may include the auditors of the Company and the police.
Protected Disclosure	Any communication made in good faith that discloses or demonstrates information that may evidence fraudulent activity.
Member	A person against whom or in relation to whom a protected disclosure has been made or evidence gathered during the course of an investigation.
Policy	This Whistleblowing Policy.

3. Objectives

The objective of this procedure is to provide clear reporting channels for whistleblowing for the stakeholders (shareholders, policyholders, employees and regulators) of the company, who feel the need to raise matters of concern relating to the company. The procedure promotes individual responsibility and organizational accountability; ensuring concerns are raised and dealt with constructively. The procedure aims to provide:

- Employees, apprentices, trainees, contractors, contractor's employees, clients, agents, vendors, internal or external auditors, law enforcement/regulatory agencies or other third parties with the confidence to raise concerns
- Avenues to raise those concerns and, where possible, receive feedback on any action taken
- Reassurance that those raising the concerns will be protected from possible reprisal or detriment if they have raised a concern in good faith
- Enhanced detection and investigation of malpractice

4. Scope

- This policy applies only to matters where the financial and other interests of the Company are at risk due to an act of commission or omission by the Member.
- The Whistleblower's role is that of a reporting party with reliable and truthful information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.
- Whistleblowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Investigators.

5. Eligibility

All Employees and other stakeholders of the Company are eligible to make protected disclosures under the Policy. If any subordinate observes any fraudulent activity or if any such activity has come to his knowledge, it shall be their duty to report the protected disclosures. The protected disclosures shall be in relation to matters concerning the Company.

Disqualifications

- While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action by the Company.
- Protection under this Policy would not mean protection from disciplinary action arising out of false allegations made by a Whistleblower knowing it to be false and with a mala fide intention.
- Whistleblowers who make three or more Protected Disclosures, which have been subsequently found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, the Company may take/recommend appropriate disciplinary action.

6. Examples of Whistleblowing

Whistleblowing under this policy is where the whistleblower raises genuine concerns about wrongdoing. Examples of concern relevant to this policy include:

- Fraud or financial irregularity

- Corruption, bribery or blackmail
- If a criminal offence has been committed, is being committed or is likely to be committed.
- If a miscarriage of justice has occurred, is occurring or is likely to occur.
- Failure to comply with a legal or regulatory obligation
- Concealment of any of the above.

7. Procedure

- All Protected Disclosures may be addressed to the designated officer - Head Governance and Company Secretary
- Alternatively, the Whistleblower also has the discretion to send all Protected Disclosures to specific email ID or speak out at a designated telephone number where the concerns may be recorded.
- All Protected Disclosures made to the Head Governance and Company Secretary shall first be reviewed by the Employee Conduct and Risk and Compliance Forum to establish a prima facie case through a process of fact finding. Appropriate care shall be taken to keep the identity of the Whistleblower and the sensitive information provided by the Whistleblower confidential.
- After establishing a prima facie case, the Member will be informed of receipt of Protected Disclosure, giving him an opportunity to present his case before the Employee Conduct and Risk & Compliance Forum.
- Bases the information collected both from the Whistleblower and through other relevant sources, and after considering the explanation provided by the Member, on merits, the matter may be dropped or further investigation carried out by the Employee Conduct and Risk & Compliance Forum or through its appointed Investigators, as deemed necessary. Appropriate care shall be taken to keep the identity of Whistleblower and the sensitive information provided by the Whistleblower confidential.
- Appropriate care shall also be taken during the process of fact-finding and investigation to protect the reputation and dignity of both the Company and the Member until he/she is proved guilty.
- Wherever necessary, steps shall be taken to disengage or neutralize any possible influence the Member may have on the fact-finding/investigation process.
- Protected Disclosures may be addressed to
Whistleblowing Cell
IndiaFirst Life Insurance Company Limited
301, 3rd floor, The Qube, 'B' Wing, Infinity IT Park, 239,
General A. K. Vaidya Marg, Dindoshi, Malad (E), Mumbai -400 097

To the IndiaFirst Life mailbox: Email id: whistle.blower@indiafirstlife.com

Or to Whistleblowing Telephone Number: +91 22 33259678

- Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English or Hindi.
- The Whistleblower may or may not disclose his identity while forwarding the Protected Disclosure. Necessary protection will be provided to the Whistle Blower revealing his identity.
- To establish a prima facie case, the Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to assess the nature, gravity and urgency of the matter.

8. Investigation

- All protected disclosures where a prima facie case has been established by the Employee Conduct and Risk & Compliance Forum will be thoroughly investigated to bring the matter to its logical conclusion.
- The decision to find the facts or to conduct an investigation taken by the Employee Conduct and Risk & Compliance Forum is by itself not an accusation and is to be treated as a neutral process to verify the case. The outcome of the investigation may or may not support the conclusion of the Whistleblower that an improper act was committed.
- The identity of a Member and the Whistleblower will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- Once a prima facie case is established relating to the protected disclosure, Members will normally be informed of the allegations before the commencement of the process of further investigation and shall be given adequate opportunity to defend themselves during the investigation. Reporting Managers, peers, subordinates of the members, stakeholders and third parties may also be contacted on merits to establish the veracity of a protected disclosure.
- Members shall have a duty to co-operate with the Employee Conduct and Risk & Compliance Forum and the Investigators during investigation and such person shall have a reasonable opportunity of being heard and have a right to consult, at his own cost, any person or persons of their choice, other than the Investigators.
- Members have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Member.
- Unless there are compelling reasons not to do so, Members will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrong doing against a Member shall be established unless there is sustainable evidence in support of the allegation.

- Members have a right to be informed of the outcome of the investigation.
- The Employee Conduct and Risk & Compliance Forum/Investigators shall complete the investigation within 60 (sixty) days or within such time as is necessary, of the receipt of the protected disclosure and submit the report to the Employee Conduct and Risk & Compliance Forum. However, Employee Conduct and Risk & Compliance Forum may extend the period of investigation, depending upon the complexity of the case.
- Decision on the report would be taken by the Employee Conduct and Risk & Compliance Forum within 30 days from the date of submission of the report.
- On the completion of investigation, it would be the responsibility of the Employee Conduct and Risk & Compliance Forum to recommend a suitable action and also advise the concerned Department Head to take suitable corrective measures to avoid recurrence of such protected disclosure and take appropriate action against the alleged person. The minutes of the meeting of the Employee Conduct and Risk & Compliance Forum will be placed to the Audit Committee for noting.
- The Employee Conduct and Risk & Compliance Forum shall report to the Audit Committee of the Board. A Quarterly report shall be placed at the meeting of the Audit Committee for noting. This is in compliance with Sec. 177(9) of The Companies Act 2013. which states as follows:
 - i. 177(9): Every listed company or such class or classes of companies, as may be prescribed, shall establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed.
 - ii. 177(10): The vigil mechanism under sub-section (9) shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

9. Protection

- No unfair treatment will be meted out to a Whistleblower or to the Members against whom the allegations have not been proved by virtue of his/her having participated in a fact-finding or investigation process relating to a protected disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against any Member. Complete protection will, therefore, be given to all 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 employees' right to continue to perform their duties including making further Protected Disclosures. The Company will take steps to minimize difficulties, which the Whistleblower may experience as a result of making the protected disclosure. Thus, if the Whistleblower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistleblower to receive advice about the process to be followed.

- A Whistleblower or a Member against whom allegations have not been proved may report any violation of the above clause to the Employee Conduct and Risk & Compliance Forum, who shall investigate the same and recommend suitable action to the management.
- The identity of the Whistleblower shall be kept confidential to the extent possible and as permitted under law. Whistleblowers are cautioned that their identity may become known for reasons outside the control of the Employee Conduct and Risk & Compliance Forum (e.g. during investigations carried out by Investigators).
- Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

10. Retention of documents

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company, for a minimum period of seven years.

11. Communication of policy

The policy shall be communicated by the Head Governance and Company Secretary to all the Employees of the Company and other persons dealing with the Company, through email, circular, or display on the Notice Board/ display on the Intranet/Internet.

12. Amendment of the policy

The Governance Team shall be responsible for the administration, interpretation, application and revision of this policy.

The Company reserves its right to amend or modify this policy in whole or in part, at any time without assigning any reason whatsoever. Such amendment/modification shall be communicated to the concerned personnel on a regular basis through means mentioned for communication of policy.

The policy will be reviewed and revised annually.