

Whistle-blowing Policy

VERSION 1.0



D. B. Corp Ltd.

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Document Release Notice

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Soft copy of this document would be available on the Intranet.

Document Approval Matrix

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1 Whistle-blowing Policy¹

1.1 Pre-amble

- D. B. Corp Ltd. (“DBCL” or “Company”) places highest value on ethical business practices.
- It has consciously fostered such practices and over time, they have become an integral part of Bhaskar work culture.
- DBCL has firmly established the policy of conducting its affairs in compliance with all the applicable laws and regulations and observing the highest standards of business ethics.
- DBCL expects each of its employees to perform his or her duties in such a manner so as to preserve DBCL’s good name and reputation.
- Any actual or potential violation towards this end, howsoever insignificant, or perceived as such, would be a matter of serious concern to the Company.
- Employees and third parties play a significant role in pointing out such violations.

1.2 What is Whistle-blowing Mechanism

- It is a mechanism that provides a platform for complaint handling including providing information back to the person reporting the complaint.
- Employees of an organization and those of the third parties may have critical information about fraud, misconduct, violation of policies, etc. Whistle-blowing facilitates them to convey the same to the appropriate level of authority in the organization.

1.3 Policy

- DBCL believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.
- Towards this end, DBCL has adopted the Code of Conduct, which lays down the principles and standards that should govern the actions of DBCL and its employees.
- Any actual or potential violation of the Code of Conduct, howsoever insignificant or perceived as such, would be a matter of serious concern for DBCL.

¹This policy is also known as ‘Policy on Vigil Mechanism’

- The role of the employees in pointing out such violations of the Code of Conduct cannot be undermined.
- The Company is committed to develop a framework where it is safe for all employees and third parties to report genuine concerns about any incident of violation / potential violation of law or the Code of Conduct.
- To achieve this, the Company has formed this Whistle-blowing Policy (also known as “Policy on Vigil Mechanism” or “Policy”), laying down the overall framework and guidelines for reporting genuine concerns.

1.4 Reference to Other Policies

This Policy should be read in conjunction with following other policies of the Company:

- Code of Conduct
- Policy against Sexual Harassment and Discrimination
- Policies which are part of HR Policy Handbook and are available on intranet site
- Any other Policy (e.g. ABR, Circulation, Procurement or Accounting etc.) whether included in above list or not

1.5 Applicability

This Whistle blower Policy is intended to encourage and enable employees and others to raise serious concerns within the Company prior to seeking resolution outside the Company.

- Initially, this Policy will be applicable to the employees and directors of the Company.
- Subsequently, this will be made applicable to third parties in a phased manner with due intimation to concerned parties.

1.6 Scope

The policy covers reporting of following incidents which have, or are suspected to have, taken place:

- Abuse of authority
- Financial irregularities, including fraud, or suspected fraud
- Leakage of information including pilfering of confidential/propriety information
- Commission / kickbacks
- Manipulation of documents / data / records
- Conflict of interest
- Misuse / misappropriation / wastage of Company assets / funds
- Discrimination at workplace
- Office harassment
- Sexual harassment
- Bribery & corruption
- Violation of Company's policies, practices and rules, including the Code of Conduct
- Breach of contracts
- Negligence causing substantial and specific danger to public health and safety
- Criminal offence
- Deliberate violation of applicable laws /regulations
- Any other unethical, biased, favoured, imprudent event

Some of the above terms have been explained in **Appendix 1**. It is also advisable to read the **Code of Conduct of the Company** as these terms have been explained in it alongwith relevant examples.

1.7 Out of Scope

This whistle-blowing mechanism should not be used in place of DBCL's grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

The whistle-blowing mechanism should not be used for reporting of routine or operational matters like:

- Issues related to compensation / reimbursement (e.g. reimbursement not credited on time)
- Issues related to career progression, transfer or deputation, etc.
- IT assets not working properly (e.g. printers not working)
- Questioning the financial or other business decisions taken by the management
- Taxation related queries (e.g. excess tax deducted from salary)
- Recruitment / job openings (e.g. to know the job openings in the Company)
- Inappropriate administration facilities (e.g. tea / coffee machine in cafeteria).

The above list is only indicative and not exhaustive.

1.8 Definitions

- **"Whistle-blower"** means an employee, director or any other person who reports a complaint or makes a protected disclosure under this Policy.
- **"Third parties"** means external entities like vendors, suppliers, consultants, agents, hawkers, dealers, advertisers, readers, etc. and their employees.
- **"Audit Committee"** means the Audit Committee constituted by the Board of Directors of the Company in accordance with the Companies Act, 2013 and read with Clause 49 of the Listing Agreement with the Stock Exchanges.
- **"Employee"** means every employee of the Company including contractual employees, Bureau Staff and directors in the employment of the Company.
- **"Fraud Response Plan"** sets out the actions to be taken on receipt of a complaint under this Policy. It defines authority levels, responsibilities for action and reporting lines in the event of reporting under this Policy.
- **"Disciplinary Action"** means any action that can be taken on completion of / during the investigation process including but not limited to a warning, imposition of a fine, suspension from official duties or any other appropriate action considering the gravity of the situation.
- **"Protected Disclosure"** means that the information about the whistle-blower and details of the complaint made will not be disclosed.
- **"Subject"** means a person against whom a complaint is made or evidence is gathered during the course of an investigation under the whistle-blowing mechanism.

- “Ombudsperson” will be an Executive/Official designated to receive all complaints under this Policy and to ensure that appropriate action is taken. The Head of Assurance Group will be the de-facto Ombudsperson.

1.9 Reporting Channels

Any person, who wishes to report a complaint or make a protected disclosure under this Policy, may use any of the following channels:

- **Hotline - 1800 103 2931**
 - This toll free number will be operational 24 hours of the day, for all days in a year (including Saturday, Sunday and public holidays).
 - Calls can be made in English, Hindi, Marathi and Gujarati.
 - Once you call on this number, based on the language selected, an operator will guide you to report your concerns.
 - He / she will ask you a series of questions which will enable collation of maximum information.
- **Website (link - www.speak-up.info/db)**
 - This is a web page link where you can report your complaint.
 - Once you click on the link, it will take you to a form, wherein you can record the complaint details.
 - The web page will be in English.
- **E-mail address - dbcorp@intouch-india.com**
 - You can send an e-mail to this address providing the complaint details.
- **Postal address -**
 - PO Box 3402, InTouch India Ltd (DB Corp), #570 & #571, 2nd Floor, Eapen's Timber, Sarjapur Road, 3rd Block, Koramangala, Bangalore - 560034, Karnataka, India
 - You can write a letter to this address providing complaint details.

In case of post, it is advisable to provide contact information that will allow the outsourced agency to provide a reference number that can be quoted for following up on the complaint made. In absence of contact details, providing status of complaint or requesting for follow up information may not be possible

1.10 How does the Mechanism Work?

- In order to maintain highest level of confidentiality, the Company has appointed an outsourced agency (InTouch India Limited) to receive the complaints and co-ordinate with the whistle-blower, if required.

- All the complaints reported through channels mentioned in paragraph 1.9 will be received by the third party and then forwarded to the Ombudsperson for preliminary review
- Third party will co-ordinate with the whistle-blower for additional information and status updates, if required
- After preliminary review, the complaint / protected disclosure will be presented to Ethics Committee to decide on further course of action.
- Ethics Committee is a committee of three individuals formed by the Company to manage the overall mechanism and take action on complaints received. It shall consist of following individuals:
 - Head of Assurance Group
 - Chief Human Resource Officer
 - External Legal Counsel
- Based on the facts provided by the whistle-blower and guidelines laid down in the 'Fraud Response Plan', the Ethics Committee will initiate preliminary enquiry
 - For this purpose, the Ethics Committee may nominate a sub-committee
 - Attempt will be made to initiate preliminary enquiry within 4 to 7 working days of receipt of complaint by Ombudsperson, depending on the category of complaint.
- If, based on preliminary enquiry, it appears that the complaint reported has no basis, or it is not a matter to be pursued under this Policy, it may be dismissed at that stage and the decision documented.
- If the preliminary enquiry indicates that further investigation is necessary, the same would be initiated by the Ethics Committee or nominated sub-committee or an external agency appointed for this purpose.
- Based on the result of the investigation, further action will be taken by the Ethics Committee. It may include termination of contract or employment of/with employee or vendors, initiating legal action, etc. The Ethics Committee may also take corrective measures like amending processes, implementing better controls, etc.
- As an oversight function, an update of all the complaints received and action taken will be provided to the Audit Committee periodically.
- It may be noted that if the complaint is against any of the Ethics Committee or Audit Committee members, then he / she will be excluded from the preliminary enquiry, investigation and reporting of such cases.
 - The Group Chief Financial Officer will be included in the Ethics Committee for such exceptional situations.
- The whistle-blower will be provided with a reference number by the outsourced agency for the complaint lodged, which he / she can use for future reference to know the status of the complaint and any other communication.
- Depending on the nature of complaint and sensitivities involved, a brief status update of the case will be provided to whistle-blower, only on request.

1.11 Escalation Protocol

- Only in appropriate or exceptional cases, if a whistle-blower is not satisfied with the action taken on his/her complaint, the whistle-blower can have direct access to following channels to escalate -
 - Whistle-blower can write to Managing Director / Deputy Managing Director on following email id: md.office@dbcorg.in / pawan@dbcorg.in.
 - If he /she is still not satisfied with the action taken by Managing Director / Deputy Managing Director, he /she can write to Chairman of the Audit Committee on following email id: auditcommitteechairman@dbcorg.in
 - When escalating the matter, whistle-blower should provide complete details of the complaint and the reason for dissatisfaction.

1.12 Guidance to Reporting

- Whistle-blowing mechanism is not meant to substitute normal communication protocols in the Company. Accordingly, employees are encouraged to follow the steps set out below when they wish to report a complaint / protected disclosure:
 - As a first step, bring it to the notice of your supervisor.
 - If that does not help or if the complaint is against the supervisor, then bring it to the notice of Human Resources.
 - If the above steps do not result in any satisfactory response or action, the person may approach the Chief Human Resources Officer or use the reporting channels provided in this Policy.
- If an employee is not comfortable highlighting the complaint to his/her supervisor or Human Resources or Chief Human Resources Officer, he/she can directly use the reporting channels provided in this Policy.
- A few points which should be kept in mind before or while reporting a complaint:
 - Attempt should be made to report the complaint immediately after the incident has occurred.
 - It should be factual and should contain as much specific information as possible (e.g. name of the person involved, designation, department, date of incident, time of incident, description of the incident, location, etc.).
 - It may be noted that in absence of detailed information, it may not be possible for the Company to investigate the complaint.
 - Whistle-blower may be requested for additional information on the complaint through the reporting channels.
 - In case the whistle-blower does not respond within 7 working days and the complaint cannot be investigated due to lack of information, then it may be closed.

- The whistle-blower should not investigate or attempt to investigate the matter on his/her own (the Company has formed an Ethics Committee to take appropriate action).
- The whistle-blower does not have the right to participate in any investigative procedures unless requested by the Ombudsperson or Ethics Committee and subject to disclosure of his / her identity.
- Also refer to FAQs given in **Appendix 2**

1.13 Responsibility of Employee being investigated

- The employee under investigation:
 - may or may not be informed of the allegations or investigation being carried out, depending on the sensitivity and seriousness of the complaint
 - has the duty to co-operate with the Ethics Committee / nominated sub-committee, investigator (internal or external agency) during the course of investigation
 - shall not withhold, destroy, delete or tamper evidence, in any form
 - shall not threaten or intimidate the witnesses or interfere in the investigation
 - shall be given an opportunity to respond to material findings contained in the investigation report unless there are compelling reasons not to do so.

1.14 Confidentiality

- All complaints reported will be kept confidential and will be shared strictly on a 'need to know' basis.
- The whistle-blower, the subject /defendant, the Ethics Committee / nominated sub-committee, the investigator and everyone involved in the process shall:
 - maintain complete confidentiality of the matter
 - discuss only to the extent or with the persons required for the purpose of completing the process and investigations
 - not keep the documents/evidences pertaining to the investigation unattended anywhere at any time
 - keep electronic mails/files under password protection.
- Whistle-blower's identity will be disclosed only in following circumstances:
 - the person agrees to be identified
 - identification is necessary to allow the Company or law enforcement officials to investigate or respond effectively
 - identification is required by law
 - in cases identified by the Ethics Committee as "frivolous" or "bogus complaint" or "with malafide intent" and reported to Audit Committee.

1.15 Protection of Whistle-blowers

- The Company endeavours to provide a framework to promote secured and result oriented whistle-blowing. It will provide complete protection to employees against any form of victimisation.
- Anyone who reports a complaint under this Policy will not be at risk of suffering any form of retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance.
- He/she will not be at the risk of losing his / her job or suffer loss in any other manner like 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 protection is available provided all the conditions set out below are met:
 - the communication is made in good faith
 - he/she reasonably believes that information and any allegations contained in it, are substantially true
 - he/she is not acting for personal gain
 - he/she is not involved in the complaint reported.

1.16 Frivolous Complaints

- Making frivolous or bogus complaints through whistle-blowing channels is strictly prohibited and not acceptable by the Company.
- A person making complaints with malafide intentions which have been subsequently found to be frivolous, will be disqualified from making any further protected disclosures under this policy and subjected to strict and disciplinary actions.
- It may also lead to suspension or termination of services or employment contract.

1.17 Accountability

- This Policy has been approved by the Audit Committee and Board of Directors of the Company.
- Any modifications to it will be subject to approval from these authorities.
- Modification may, amongst other reasons, be necessary to ensure compliance with local, state, central and international laws or to accommodate organizational changes within the Company.

1.18 Document Retention

- Company will maintain appropriate documents for all the complaints received through whistle-blowing mechanism and the action taken against them.

- Reports will be prepared for all complaints received noting the type of complaint, channel used, action taken, etc.
- All such documents and reports will be retained by the Company for a period of 8 years.

1.19 Additional Enforcement

- Nothing in this policy prevents a person from reporting information to an appropriate agency when there is a reasonable cause to believe that a violation of local, state or central law has occurred.

1.20 Appendices

1.20.1 Appendix 1: Scope Clarification

It is advisable to also read the Code of Conduct of the Company, as many of these terms are also explained in it with relevant examples.

- **Abuse of authority:** The act of using one's position of power in an abusive way. This can take many forms, such as taking advantage of someone, gaining access to information that should not be accessible to the person concerned or manipulating someone with the ability to punish them if they do not comply.
- **Fraud or suspected fraud:** In relation to affairs of a company or any body corporate, includes
 - any act, omission, concealment of any fact or abuse of position committed by any person or any other person with the connivance in any manner, with intent to deceive, to gain undue advantage from, or to injure the interests of, the company or its shareholders or its creditors or any other person, whether or not there is any wrongful gain or wrongful loss.
- **Manipulation of Company data / records:** Includes selective reporting or even simply making up false data.
- **Misuse/misappropriation of Company funds/assets:** Includes intentional abuse of the property or funds of the Company for one's own use or other unauthorized purpose.
- **Office Harassment:** Intentional act of systematic and/or continued, unwanted and annoying behaviour at a work place which is found to be threatening, disturbing, upsetting or offensive by the receiver.
- **Sexual harassment:** Sexual harassment has the same meaning as defined in "Policy against Sexual Harassment and Discrimination – Ver 2.0".
- **Discrimination:** Treating people differently, negatively or adversely because of their race or colour, ethnicity or national origin, sex or gender, religion or creed, language abilities, disability or medical condition, age, sexual orientation, marital status, etc., which results in the impairment of equality of opportunity and treatment.
- **Conflict of interest:** Avoid any activity where personal interests, activities or relationships interfere or appear to interfere with the ability of employee to make decisions in the best interests of the Company. This will include dual employment as well.
- **Breach of contracts:** This includes not abiding with the terms and conditions of contracts entered into with the Company for any work to be undertaken.
- **Criminal offence:** Includes any act which leads to a criminal liability under the applicable laws / regulations.

1.20.2 Appendix 2: Frequently asked Questions (Illustrative)

Question	Answer
What is the need of a Hotline?	<ul style="list-style-type: none"> • Hotline is a medium to confidentially, and, either anonymously or on a disclosed basis, report an incident that may involve violation / potential violation of law or the Code of Conduct • It is available 24 hours a day, for all days in a year (including Saturday, Sunday and public holidays) • Complaint can be reported in English, Hindi, Marathi and Gujarati
How do I know the status of my complaint?	<ul style="list-style-type: none"> • When you report a complaint, you will get a reference number • You can use this number, to check the status of your complaint • Ensure that you use the same reporting channel to check the status of your complaint. For example, where you reported a complaint initially through hotline, you can check the status of the complaint subsequently through the hotline only and not using the other reporting channels like web-site or email • In case of reporting through post, it is advisable to provide contact information. In absence of the same, it may not be possible to provide a reference number to the whistle-blower for further communication
Is there any time limit for reporting a case?	<ul style="list-style-type: none"> • There is no time limit for reporting the case. However, you are encouraged to report as soon as possible, after the incident occurs
Is there any time limit for resolving the case?	<ul style="list-style-type: none"> • In all probability, attempt will be made to initiate preliminary enquiry within 4 to 7 working days of receipt of complaint by the Ombudsperson, depending on the category of complaint • Based on result of preliminary enquiry, further course of action will be decided by the Ombudsperson • Resolution of a case would depend on several factors like its nature, availability of information • Thus, the time for resolution of a complaint will vary from case to case
What should I do if someone reports a complaint to me?	<ul style="list-style-type: none"> • If the complaint is anonymous, please report it using any of the reporting channels mentioned in paragraph 1.9 • Even if the complainant is known, you can report through the whistle-blowing channels mentioned in paragraph 1.9, without disclosing the name of the complainant

Question	Answer
<p>Can I use this hotline to report problems with my printer?</p>	<ul style="list-style-type: none"> • This complaint is out of the scope of this policy as mentioned in paragraph 1.7 since it is a routine or operational matter involving IT assets not working properly • An illustration of other routine or operational matters that should not be reported are: <ul style="list-style-type: none"> ○ Issues related to compensation / reimbursement (e.g. reimbursement not credited on time) ○ Questioning the financial or other business decisions taken by the management ○ Taxation related queries (e.g. excess tax deducted from salary) ○ Recruitment / job openings (e.g. to know the job openings in the Company) ○ Administration facilities not functioning properly (e.g. tea / coffee machine in cafeteria)
<p>Would I lose my job if I report complaints under this policy?</p>	<ul style="list-style-type: none"> • The Company endeavours to provide a framework to promote secured and result oriented whistle-blowing. It will provide complete protection to employees against any form of victimisation • Anyone who reports a complaint under this Policy will not be at risk of suffering any form of retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance • He/she will not be at the risk of losing his / her job or suffer loss in any other manner like 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
<p>Can I use the mechanism to report harassment?</p>	<ul style="list-style-type: none"> • Yes, both office harassment and sexual harassment are covered under this Policy • The list of other incidents that can be reported are provided in paragraph 1.6