

REVISED WHISTLE BLOWER POLICY-2021

Preface

Agriculture Insurance Company of India Limited (AIC) believes in the conduct of its corporate affairs in a fair and transparent manner by adopting the high standards of honesty, integrity and ethical behavior. Accordingly, the Company has adopted Whistle Blower Policy. The Policy complies with the requirements of the vigilance mechanism as envisaged by the Companies Act, 2013 and the rules framed thereunder. The policy also incorporates the requirements of Whistle Blower policy as stipulated under IRDAI Corporate Governance guidelines 2016.

AIC is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice /incident that reveal violation of law, unethical business practices and any event of grave misconduct by its employees / directors, that could lead to financial loss or reputation risks of the Company through appropriate communications.

The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees wishing to raise concerns about any serious irregularities within the Company.

The Policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal dissatisfaction or grudge.

1. Definitions

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

- a) **"Disciplinary Action"** means any action that can be taken on the completion of/ during the investigation proceedings including but not limiting 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) **"Ethics Committees"** means the Ethics Committee (Board) and Ethics Committee (Management).
- c) **"Ethics Committee (Board)"** means the Committee as constituted by the Board of the Company which would report to the Board
- d) **"Ethics Committee (Management)"** means the Committee as constituted by the Chairman-cum-Managing Director of the Company which would report to the Ethics Committee (Board)

- e) **"Ethics Counsellor"** means the person appointed as such by the relevant Ethics Committee
- f) **"Employee"** means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.
- g) **"Investigators"** mean those persons authorized, appointed, consulted, or approached by the relevant Ethics Committee and may include the Auditors of the Company and the Police
- h) **"Protected Disclosure"** means any communication made in good faith that discloses or demonstrates information that may be an evidence of unethical or improper activity.
- i) **"Incidents"** means an action or inaction by an employee, director, resulting in a breach of the law or breach of Company's policies/code/regulations /guidelines or unethical business practices or grave misconduct, that may result in financial loss or reputation risk to Company.
- 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"** means an Employee /Director making a Protected Disclosure under this Policy.

2. Objective

The objectives of Company's Whistle blower policy are: -

- a) To provide an avenue for employees / directors, to raise concerns about violation of law, unethical business practices or grave misconduct by the employees or directors of the Company, which could lead to financial loss or reputation risks to Company.
- b) To provide reassurance of the protection to the whistle blower from reprisals, discrimination or victimization for whistle blowing in good faith.
- c) To provide with a regulation concerning the reporting, investigation and settlement of incidents.
- d) To provide direct access to the Chairman cum Managing Director or the Chairman of the Ethics Committee (Board), where senior management / directors are involved.
- e) To provide for review of the functioning of the Whistle blowing mechanism by the Ethics Committee of the Board as and when required

3. Scope

- a) All Employees/Directors of AIC are eligible to make Protected Disclosures under the Policy. The Protected Disclosures must be in relation to matters concerning the Company.
- b) The appointed actuary and the statutory/internal auditors may 'whistle blow', i.e., to report in a timely manner to the IRDAI if they are aware that AIC has failed to take appropriate steps to rectify a matter which has a material adverse effect on its financial condition.

4. Coverage of Policy

- a) The Policy covers malpractices and incidents which have taken place / suspected to take place involving:
 - i. Abuse of Authority
 - ii. Manipulation of company data / records
 - iii. Financial irregularities, including fraud, or suspected fraud
 - iv. Criminal Offence
 - v. Pilferage of confidential / propriety information
 - vi. Deliberate violation of law / regulation
 - vii. Wastage / misappropriation of Company fund / assets
 - viii. Any other unethical, biased, favored imprudent event
 - ix. Breach of employee Code of Conduct or Rules
 - x. Governance weakness
- b) Policy should not be misused for raising malicious or unfounded allegation against Colleagues.
- c) Sexual harassments complaints by women at workplace is excluded from the scope of this policy and shall be dealt and redressed separately in accordance with the Prevention of Sexual harassment of women at workplace (Prevention, Prohibition and Redressal) policy of the company.

5. Disqualifications

- a) While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- b) Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be

false or bogus with a malafide intention.

- c) Whistle Blowers, who make three Protected Disclosures, which have been subsequently found to be malafide, frivolous, baseless, malicious, or reported otherwisethan in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistle Blowers, the Ethics Committee would reserve its right to take/recommend appropriate disciplinary action.

6. Responsibility cast on employees / directors to “blow the Whistle”

All employees / directors are encouraged and supposed to blow the whistle viz., report the incident with full facts to the Chairman of the Ethics Committees as per the procedure given below, immediately upon coming to know or having knowledge of the happening or occurrence of an incident.

7.Procedure

- a) Any employee other than director, who has reason to believe that he / she has become aware of an ‘Incident’ that reveal violation of law, unethical business practices or grave misconduct, he / she should immediately report the same with facts to Chairperson of the Ethics Committee (Management)
- b) Any director, who has reason to believe that he / she has become aware of an ‘Incident’ that reveal violation of law, unethical business practices or grave misconduct being perpetrated by any employee of the Company or a fellow member of the Board, he / she must immediately report those facts to the ‘Chairman of the Ethics Committee of the Board’.
- c) Such reporting shall be construed as Protected Disclosures. Protected Disclosures should 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, Hindi or in the regional language of the place of employment of the Whistle Blower.
- d) The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower. The Chairman of the Ethics Committees shall detach the covering letter and discuss the Protected Disclosure with Members of the Committee and if deemed fit, forward the Protected Disclosure to the Ethics Counsellor of the Company for investigation.
- e) 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 allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.

- f) The Whistle Blower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures will not be entertained by the Ethics Committee as it would not be possible for it to interview the Whistle Blowers.
- g) Concerns expressed anonymously WILL NOT BE usually investigated BUT subject to the seriousness of the issue raised or provided the incident reported are supported by verifiable facts, the relevant Ethics Committee can initiate an investigation independently.
- h) To facilitate swift reporting by whistle blowers without much loss of time, any other mode of communication as may be deemed fit and appropriate shall be established by the Company. The Company may, in due course explore the possibilities of developing a portal in case the whistle blowing events reaches a significant level.

8. Appointment of 'Ethics Counsellor'

The Ethics Counsellor shall be designated by the respective Ethics Committees, as the case may be, and he/she should satisfy the following criteria:

- a) He/ she should be a senior executive, holding position not below the rank of Scale VI.
- b) He/ she should report directly to the relevant Ethics Committee.
- c) He/she should have sufficient administrative experience with good analytical skills and aptitude, accompanied by sound judgment and high integrity.
- d) He/she should have an eye for details and possess investigative capabilities.
- e) He/she should possess good working knowledge of statutes and regulations generally related to matters connected with the 'Incidents'.

9. Investigation

- a) All Protected Disclosures reported under this Policy will be thoroughly investigated by the Ethics Counsellor who will investigate / oversee the investigations under the authorization of the Ethics Committee (Board) / Ethics Committee (Management) as the case may be
- b) Protected Disclosures involving or relating to the Ethics Counsellor which in the opinion of the Ethics Committee (Board) / Ethics Committee (Management) may hamper the independence of the Ethics Counsellor in conducting the investigation will be investigated by the Ethics Committee (Board) / Ethics Committee (Management) itself.
- c) The Ethics Committees may at its discretion, consider involving any Investigators for the purpose of investigation.
- d) The decision to conduct an investigation taken by the Ethics Committees is by itself

not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.

- e) The information disclosed during the course of investigation and identity of the Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- f) The subject shall be duty bound to co-operate in the investigation of the incident and shall be subject to disciplinary action as may be deemed appropriate within the framework of applicable laws/rules/regulations, if he/she fails to co-operate in the investigation or deliberately conceals the information or provides false or misleading information during the investigation.
- g) The investigation of complaints and finalization of the course of action shall be completed within a period of 8 weeks from the date of reporting of the Protected Disclosure.

10. Protection

- a) No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. AIC, as a policy, condemns any kind of discrimination, harassment, victimization, or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, 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 including making further Protected Disclosure. 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 advice about the procedure, etc.
- b) The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Whistle Blowers are cautioned that their identity may become known for reasons outside the control of the Ethics Counsellor / Ethics Committees (e.g. during investigations carried out by Investigators).
- c) Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- d) If the whistle blower was subjected to any continued discrimination, retaliation or harassment in any manner, he/she is entitled to bring this to the notice of CMD who shall hold an impartial enquiry of such complaint expeditiously and set right any

injustice, if done, to the aggrieved whistle blower through appropriate measure.

11. Investigators

- a) Investigators are required to conduct a process for fact-finding and analysis. Investigators shall derive their authority and access rights from the Ethics Committees when acting within the course and scope of their investigation.
- b) Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.
- c) Investigations will be launched only after a preliminary review which establishes that:
 - I. the alleged act constitutes an improper or unethical activity or conduct, and
 - II. either the allegation is supported by information specific enough to be investigated or matters that do not meet this standard may be worthy of management review.

12. Decision

If an investigation leads the Ethics Committees to conclude that an improper or unethical act has been committed, the Ethics Committees shall advise the management of the Company to take such disciplinary under Conduct, Discipline and Appeal Rules 1975.

13. Reporting

The Ethic Counselor shall submit a report to the Ethics Committee (Board) / Ethics Committee (Management) as the case may be about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any. The Ethics Committees shall forward the same to the Board.

14. 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.

15. Secrecy/ Confidentiality

The Whistle Blower, the subject, the Ethics Counselor and everyone involved in the process shall

- i. maintain complete confidentiality / secrecy of the matter
- ii. not discuss the matter in any informal / social gathering / meetings

- iii. discuss only to the extent or with the persons required for the purpose of completing the process and investigation
- iv. not keep the papers unattended anywhere at any time
- v. keep the electronic mails / file under password

16. Accountabilities for Employees

- a) Bring to early attention of the Company any improper practice they become aware of. Although they are not required to provide proof, they must have sufficient cause for concern.
- b) Avoid anonymity when raising a concern
- c) Co-operate with investigating authorities, maintaining full confidentiality
- d) The intent of the policy is to bring genuine and serious issues to the fore and it is not intended for petty complaints. Malicious allegations by employees may attract disciplinary action against the person bringing allegation.
- e) A complainant has the right to protection from retaliation. But this does not extend to immunity for complicity in the matters that are the subject of the allegations and investigation.
- f) Whistle Blower are required to report any unethical business practices or acts of grave misconduct to the Company first, before reporting to external authority like the regulator, police, etc., as it is the responsibility of the Company to check the veracity and authenticity of such complaints and ensure that the correct information / particulars are provided to such external agencies / authorities.

17. Accountabilities for Ethics Counsellor / Ethics Committees

- a) Ensure that the policy is being implemented.
- b) Ascertain prima facie the credibility of the charge. If initial inquiry indicates further investigation is not required, close the issue.
- c) Acknowledge receipt of concern to the complainant.
- d) Ensure that necessary safeguards are provided to the complainant
- e) Conduct the inquiry in a fair, unbiased manner.
- f) Ensure complete fact finding.
- g) Maintain strict confidentiality.
- h) Where further investigation is indicated, carry this through appointing a committee, if necessary.
- i) Decide on the outcome of the investigation, whether an improper practice has been committed and, if so, by whom.
- j) Recommend an appropriate course of action - suggest disciplinary action, including dismissal and preventive measures.
- k) Minute Committee deliberations and document the final report.

18. Communication to all Employees / Directors:

The policy shall be widely communicated by the HR Department to all employees through circular and hosting on Company's intranet and to the Directors by Secretarial Dept.

19. Amendment

The Company reserves its right to amend or modify this Policy in whole or in part, as may be considered necessary from time to time, with the approval of Board. However, no such amendment or modification will be binding unless the same is notified.