

### Whistle-blower Policy

#### 1. Purpose of the Policy

BAIF Group (the “**Organisation**”), is committed to provide services with integrity, transparency, equity, accountability and in compliance with the laws of the land, established audit principles and the Organisation's Code of Conduct and Ethics (the “**Code**”) Policy. The Code sets out the basic standards of conduct expected from the staff and the Organisation's policy on such matters as acceptance of advantages and declaration of conflict of interest. The stakeholders in the Organisation can play an important role in pointing out any violations of the Code.

This Whistle-blower Policy (the “**Policy**”) is formulated to provide a framework to promote responsible and secure whistle-blowing within the Organisation. It provides guidance and a procedural framework to the personnel associated with the Organisation, wishing to raise a concern about irregularities and/or frauds and any other wrongful conduct within the Organisation without fear of reprisal, discrimination or adverse employment consequences. This Policy is an extension of the Organisation's Code of Conduct and Ethics Policy.

The Policy reinforces the Organisation's approach by providing a forum to the Personnel to voice their concerns about suspected or actual unethical or improper practice. This policy is also intended to enable the Organisation to address such disclosures or complaints by taking appropriate action, including, but not limited to disciplinary action that could include terminating the employment and/or services of those responsible. The intent of the policy is also to bring genuine and serious issues to the fore and it is not intended for petty Disclosures. The Organisation will not tolerate any retaliation against any Personnel for reporting in good faith, any enquiry or concern.

If there is any anonymous complaint received, the Organisation shall also investigate the same provided specific information about the issue and references to the events of a Reportable Matter are available.

#### 2. Definitions

“**Reported Disclosure**” is defined as any communication made in good faith that discloses or demonstrates evidence of any fraud or unethical or improper behaviour / activity / practice (not necessarily a violation of Law), actual or suspected fraud or violation of the Organisation's Code.

“**Whistle-blower**” is defined as any Personnel (defined in the following paragraph) who has an access to data, events or information about an actual, suspected or anticipated Reportable Matter or Alleged Misconduct, makes or attempts to make a deliberate, voluntary and reported disclosure or complaint thereof. A Whistle-blower is also any Personnel who exposes any kind of information or activity that is deemed illegal, unethical, or not correct within an Organisation.

The Whistle-blower “**Personnel**” includes employees, directors, associates, consultants, other functionaries, beneficiaries, sponsors, donors, contractors, contractor's staff, vendors and/or any outside parties dealing with the Organisation whether directly or indirectly, whether appointed on permanent, temporary, full-time, part-time, contractual, probation or on retainer basis and engaged to conduct business or provide services on behalf of the Organisation.

“**Reportable Matters**” or “**Alleged Misconduct**” means violation of law, breach of Organisation's Code of Conduct and Ethics Policy, Organisation Policies and Guidelines, or act or omission which are illustrated in the following section or any actual or suspected fraud, substantial and specific danger/hazards to public health and safety or abuse of authority, bribery, environmental issues and any other unethical conduct / behaviour.

“**Ethics Committee**” refers to the body tasked with receiving of Whistle-blower complaints, initiating action on such complaints and recommending appropriate actions, disciplinary or otherwise, based on outcome of investigations performed. The members of the Ethics Committee are drawn from senior management of the Organisation and the Committee is chaired by a renowned external professional.

“**Subject**” means a person against whom a Disclosure of a Reportable Matter has been made.





### **3. Applicability**

The Policy will be applicable to all Personnel working in or related to the Organisation. The Whistle-blower's role is that of an impartial reporting party with the reliable information. Whistle-blower is neither required nor expected to act and should desist from acting as investigator or finder of facts and would not determine the appropriate corrective or remedial action which may be warranted in a given case.

### **4. Coverage of Policy**

Potential Whistle-blower can complain about the following issues under this Policy. The list of issues classified under "Reportable Matters" or "Alleged Misconduct" is indicative and is not all inclusive.

#### **4.1 "Reportable Matters" or "Alleged Misconduct" may include but is not limited to the following**

- Financial irregularities, including fraud, corruption, bribery or theft, which has been or is likely to be committed or is suspected
- Unethical business conduct and serious irregularities, regulatory or financial
- Solicitation of or accepting kickbacks, bribes, gifts, directly or indirectly from Organisation's connections including beneficiaries, sponsors, donors, vendors / suppliers and contractors
- Theft of money / goods / services
- Forgery, falsification or alteration of documents or destruction of Organisation records
- Fraudulent reporting, wilful material misrepresentation, falsification of transactions / documents
- Pursuit of benefit or advantage in violation of the Organisation's policies
- Misappropriation / misuse of Organisation's resources viz. funds, supplies, vehicles or other assets
- Authorizing / receiving compensation for goods not received / services not performed
- Improper use or misuse of authority
- Authorizing or receiving compensation for hours not worked
- Wilful suppression of facts or mis-statement in any records of the Organisation
- Unauthorized release of proprietary information
- Unauthorized alteration or manipulation of computer files / data
- Breach of contract
- Conflict of business interests
- Unauthorized discounts / concessions / exemptions
- Fraudulent insurance / medical claims
- Breach of Code
- Deliberate violation of law / regulation
- Any other unethical, biased, favoured, imprudent action or conduct.

#### **4.2 Concerns not covered under this Policy**

- Personal grievance or grudge
- Dissatisfaction with performance appraisals and rewards or career related
- Complaints relating to service conditions
- Sexual harassment (for which separate policy is in place)
- Suggestions for improving operational efficiencies
- Financial or business decisions by the Organisation

### **5. Reporting Responsibility**

Our Personnel are often the first to witness or discover instances of impropriety and facts related to any wrongdoing. All Personnel have an obligation to report any alleged misconduct that is covered under this Policy without fear of reprisal, discrimination or adverse employment consequences. This Policy intends to encourage and enable Personnel to raise serious concerns of Reportable Matters within the Organisation. It is a prerogative and discretion of the Organisation to take appropriate action based on Organisation's investigation and facts reported. The Whistle-blower also has to cooperate with investigating authorities, maintaining confidentiality of the subject matter of the Disclosure and the identity of the persons involved in the alleged malpractice (as it may forewarn the Subject and important evidence is likely to be destroyed).



## 5.1 Protection for Whistle-blower

The Organisation is committed to protecting the Whistle-blower from any form of retaliation, or adverse action due to any disclosure by them. The Organisation shall ensure that any kind of discrimination, harassment, victimization or any other unfair employment practice is not adopted against the Whistle-blower. No action would be taken to obstruct the Whistle-blower's right to continue to perform his/her duties including making further Reported Disclosures. The identity of the Whistle-blower shall be kept confidential to the extent possible. Any other employee / person assisting in the said investigation shall also be protected to the same extent as the Whistle-blower. The identity of the complainant may be disclosed if required by law, or in criminal or legal proceedings resulting from the complaint made by the Whistle-blower.

## 5.2 Exceptions to Whistle-blower Protection

While the Organisation is committed to protecting legitimate Whistle-blowers, under certain circumstances providing protection may not be in the Organisation's control, may be waived or disregarded.

Whistle-blowers are cautioned that their role is limited to reporting the issue and that they should not attempt to independently investigate any alleged misconduct on their own, or interfere with an investigation. The Organisation would not be responsible for any adversity faced by the complainant as a result of such unilateral actions.

## 6. Disqualifications

While it would be ensured that the identity of genuine Whistle-blowers is protected and they are not subject to any kind of unfair treatment, any misuse of such protection would warrant disciplinary action. While this Policy is intended to protect genuine Whistle-blowers from any unfair treatment as a result of their disclosure, misuse of this protection by making frivolous and bogus complaints with mala fide intentions is strictly prohibited. Any Personnel who makes complaints with mala fide intentions, which are subsequently found to be false, will be subject to strict disciplinary action including termination of services.

## 7. Reporting Mechanism and Procedure

Personnel may raise Reportable Matters within 30 days after becoming aware of the same. All suspected violations and Reportable Matters must be reported to the Ethics Committee. All such reported matters would be shared with all the members of Ethics Committee within 2 working days of a complaint being made. The contact details for the Ethics Committee are as follows:

Sr. No.	Reporting Channel	Contact Information	Availability
1.	Phone call	Ms. Pritam Chandak, Joint Secretary & Ethics Committee Member, BAIF, Pune Cell phone: 9822054123 Office phone: 020-25231661 / 3 / 4, Extn. 230	10.00 AM to 6.00 PM
2.	E-mail	<a href="mailto:Whistleblow@baif.org.in">Whistleblow@baif.org.in</a> <a href="mailto:pritamchandak@baif.org.in">pritamchandak@baif.org.in</a>	24 hours a day
3.	Post / Courier	Ms. Pritam Chandak Joint Secretary & Ethics Committee Member BAIF Development Research Foundation Dr. Manibhai Desai Nagar, Warje, Pune 411058, Maharashtra	24 hours a day

Personnel are encouraged to provide as much information as possible to enable the Ethics Committee to evaluate the merits of the complaint and initiate appropriate investigation / action on the complaint.

The complaint or disclosure shall include the following:

- Name and contact details of the complainant
- Name of the person/s, outside party or parties involved
- Details of Function / Department / Division / State / Region of the Organisation where it has happened
- The nature and brief summary of facts including where and when it occurred
- Type of misconduct (What happened?)



- The impact / effect either monetary or otherwise on the Organisation
- Submit proof if available or to identify where proof / evidence can be found

This would permit the Organisation to seek any additional information that may be required to effectively investigate the issue/s. Whistle-blowers are, therefore, strongly encouraged to share their identity when making the Disclosure.

Although it is expected from the Whistle-blower to give the above details for effective investigation, anonymous complaints / disclosures shall be treated after evaluating:

- Seriousness of the issues
- Availability of specific information about the issue and references to the events
- Credibility and threat of the disclosed concern
- Probability of confirming the allegation from attributable sources
- Level / authority of persons involved

In the absence of adequate information, the Organisation may not proceed with investigating the disclosure further. In exceptional circumstances, complainant can directly contact the Chairperson of the Ethics Committee via E-mail. It is necessary for the complainant to disclose their identity to the Chairperson of the Committee in addition to providing the required information as stated above. The Chairperson of the Committee will be responsible for maintaining the anonymity of the complainant. The Chairperson of the Committee can engage the Ethics Committee or other senior personnel of the Organisation to investigate the complaint.

## **8. Responsibilities of the Ethics Committee**

- The Organisation has constituted an Ethics Committee, comprising of senior personnel from outside BAIF as well as BAIF (Board, Central Monitoring and Vigilance Cell, Finance and Human Resources).
- The Ethics Committee would be responsible to act on the incident reports received from the complainant in an unbiased manner.
- The Committee shall take necessary actions to maintain confidentiality within the Organisation on issues reported.
- The Committee will identify the team for conducting the investigation, including seeking assistance from external specialists, where needed.
- Informing the Chairperson of the Committee about issues reported and keeping him/her informed on the progress of the investigation.
- The Committee would be responsible for recommending disciplinary action, corrective and preventive action to the Chairperson of Committee for final decision on the actions.
- The Committee shall record the deliberations, maintain documentation and document the final report.

## **9. Process of Enquiry / Investigation**

All matters reported to the Ethics Committee will be assessed for merit. The Committee will carry out necessary enquiry / investigation as deemed appropriate. Where necessary, support may be taken from an external specialized agency or other resources as may be necessary to aid the investigation process. The identity of the Subject will be kept confidential given the legitimate needs of law and investigation.

- The Ethics Committee will discuss every Reportable Matter within 7 days of receipt of the said complaint. The Committee will decide on the course of action to be taken for each complaint.
- The Ethics Committee may also engage independent investigators. The authority and access rights of the investigators for acting within the scope and course of the investigation will be determined by the Committee.
- The Ethics Committee may obtain inputs from other relevant persons and review evidence wherever necessary.
- The Subject is expected to cooperate with the investigation process and may also have to appear directly before the Committee in exceptional circumstances.
- The Subject and the Whistle-blower shall neither interfere with the investigation nor should they influence, coach, threaten or intimidate witnesses.
- The Subject should ensure that evidence is not withheld, destroyed or tampered with.
- Subject shall have the right to be heard and the Ethics Committee shall give adequate time and opportunity for the Subject to communicate his/her say on the matter.



- The Subject as well as the Whistle-blower shall be informed of the outcome of the investigation and shall be so informed in writing by the Organisation after the completion of the inquiry/ investigation process. Subject have no right to ask for or be given information about the identity of the Whistle-blower, even if it is available.
- The witnesses shall not be influenced, coached, threatened or intimidated by any person.
- The investigation process should be completed within 30 days or within such period as granted by the Committee from the receipt of the Reportable Matter or Alleged Misconduct and an enquiry report along with the findings should be issued.
- Decision on the report would be taken by the Committee within 30 days from the date of receiving investigation report.
- The Organisation shall maintain documentation of all complaints or reports, subject to this Policy.

## 10. Investigations

All reports/complaints under this Policy will be promptly and appropriately investigated and all information disclosed during the course of investigation shall be kept strictly confidential except as necessary to conduct the investigation and take any remedial action in accordance with applicable law. Everyone working for or with the Organisation has a duty to cooperate in the investigation of reports on violations. Failure to cooperate during investigation or deliberately providing false information during an investigation could be the basis for disciplinary action.

If, at the conclusion of the investigation, the Organisation determines that a violation has occurred, the Organisation will take effective remedial action commensurate with the nature of the offence. The decision would be communicated to the Whistle-blower and the alleged person/s by the Ethics Committee. If the Whistle-blower or the alleged person/s is not satisfied with the decision communicated, then they can request for personal appearance and re-hearing before the Ethics Committee.

This action may include disciplinary action against the accused party, recovery of financial losses to the Organisation, termination of services, initiating legal action etc. Reasonable and necessary steps will also be taken to prevent any further violations of the Organisation's Policy. Principles of natural justice / opportunity of being heard would be provided to the Accused/Subject and any remedial action would be taken only after due process of law after fair and independent enquiry proceedings. In some matters, the Organisation may be under a legal obligation to refer matters to the appropriate external regulatory authorities. The decision of the Organisation shall be final and binding. Any Personnel who makes complaints with mala fide intentions, will be subject to strict disciplinary action including use of the above mentioned actions as for the accused.

## 11. Non-Retaliation

No Personnel who, in good faith, makes a disclosure or lodges a complaint in accordance with this Policy shall be made to suffer reprisal, discrimination or adverse employment consequences.

Accordingly, the Organisation strictly prohibits discrimination, retaliation or harassment of any kind against the Whistle-blower, who based on his/her reasonable belief that one or more Reportable Matter has occurred / are occurring, reports that information. Any personnel who retaliates against the Whistle-blower who has raised a Reportable Matter in good faith, will be subject to strict disciplinary action up to and including (but not limited to) termination of services.

If any Personnel who makes a disclosure or complaint in good faith, believes that he/she is being subjected to discrimination, retaliation or harassment for having made a report under this Policy, he/she must immediately report those facts to his/her supervisor, manager or the Ethics Committee. If, for any reason, he/she does not feel comfortable discussing the matter with these Officials, he/she should bring the matter to the attention of the Chairperson of Committee.

## 12. Modification

The Organisation may modify this Policy unilaterally at any time without prior notice. Modification may be necessary, among other reasons, to maintain compliance with the Charity Commissioner / Local, State, and Central regulations and/or to accommodate organisational changes within the Organisation. Human Resources Department is required to notify and communicate existence, contents and modifications of this Policy to the employees of the Organisation.