

# WHISTLEBLOWER POLICY



## 1 Policy Statement:

Organization is committed to creating a culture of 'Right Doing' that encourages high standards of ethics, integrity and objectivity in individual conduct.

## 2 Overview

Effective whistle-blowing procedure has been enabled in the organization to act as a deterrent to malpractices, encourage openness, promote transparency, underpin the risk management systems & help protect the reputation of the Organization.

This policy defines and lays down the process for raising a 'protected disclosure', the safeguards in place for the individual (including subject); raising a protected disclosure, the roles and responsibilities of all involved and also sets the time lines for all processes to be followed. In all instances, the Organization retains the prerogative to determine when circumstances warrant an investigation and, in conformity with this policy and applicable laws and regulations, the appropriate investigative process to be employed.

## 3 Objective

Whistle Blower Policy has been established, intending to achieve the following objectives:

- Establish a single, no threat window; whereby an individual, who is aware of any, perceived wrongdoing in the organization, is able to raise it.
- Ensure appropriate investigations of the report, timely institutional response & remedial action.

## 4 Scope & Eligibility

The policy applies to all directors, employees, partners, customers, vendors, contractors, contractors' employees, clients, internal or external auditors or other third parties or anybody engaged through any other service mode with HCL Learning Limited, across all divisions and locations in India & overseas.

Any of the above mentioned individuals or identities could make a protected disclosure.

The process is not a grievance redressal mechanism. Cases pertaining to Prevention of Sexual Harassment & Employee Complaint Resolution Mechanism shall be processed under respective policies, even if the case is registered through Whistle Blower mechanism.

## 5 Tasks Description:

### 5.1 Tasks Description:

#### 5.1.1 Reporting a Protected Disclosure:

Individuals may submit protected disclosure anonymously to the authorities as mentioned under. However, it is recommended that the reporting is done in writing (English, Hindi or in the regional language of the place of employment), so as to assure a clear understanding of the issue. Such reports should be factual rather than speculative and should contain as much specific information as possible, to allow for proper assessment of the nature, extent and urgency of preliminary investigative procedures. The whistle - blower need not prove the concern but must demonstrate sufficient grounds for raising the concern. Also the

Whistle Blower should not determine the appropriate corrective or remedial action that may be warranted in a given case.

The whistle - blower should refrain from obtaining evidence for which s/he does not have a right of access and no organisational support shall be extended to the whistle - blower for having obtained any information illegally.

### 5.1.2 Reporting Process:

The Protected Disclosure should be forwarded under a covering letter which may bear the identity of the Whistle Blower or anonymously, as decided by the whistle blower. The Chairman of the Audit Committee /Chief Ethics Officer, as the case may be shall detach the covering letter and forward only the Protected Disclosure to the investigators for investigation. The protected disclosure could be submitted through any of the channels mentioned below:

All Protected Disclosures should be reported to the Chairman of the Audit Committee / Chief Ethics Officer for investigation.

To,  
Chairman of the Audit Committee  
Mr. Dharendra Singh  
Flat No. 102, Earth Court 2, Jaypee Greens,  
Surajpur Kasna Road , Greater Noida, 201310, U.P.  
Mob: +91 9868897412  
Email at  
[whistleblower.hcli@arthaarbitrage.com](mailto:whistleblower.hcli@arthaarbitrage.com)

To,  
Chief Ethics Officer  
Kannika Sagar  
**HCL Learning Ltd.**  
E - 4,5,6 Sector-11, Noida-201301  
U.P. India  
Tel No.: 0120 2520977 (Ext. 3837) +91- 9810217997

*If a protected disclosure is received by any executive of the Company other than Chairman of Audit Committee or Chief Ethics Officer, as defined above; the same should be forwarded to them for further appropriate action. Appropriate care must be taken to keep the identity of the Whistle Blower confidential.*

### **5.1.3 Process of Investigation:**

The following investigation procedure will be adhered to on receipt of the protected disclosure:

In event of any protected disclosure received by any of the above mentioned authorities, it shall be determined whether the disclosure actually pertains to an unethical activity normally within 15 days of receipt of the disclosure. If the disclosure is against any member of the Audit Committee; such member shall not participate in the proceedings.

The Chairman of the Audit Committee/ Chief Ethics Officer may consider involving any Investigators for the purpose of investigation, as suitable. The case shall be put across to the Audit Committee for further investigation.

Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Audit Committee/ Chief Ethics Officer when acting within the course and scope of their investigation.

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.

The decision to conduct an investigation taken by the Chairman of the Audit Committee/ Chief Ethics Officer 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.

The involved parties (including subject); shall be provided sufficient and fair opportunity to prove/justify his/her case, including individual hearing as may be required, and shall ensure complete fairness in the process of investigation.

The identity of a subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.

The investigation shall be completed normally within 60 days of the receipt of the 'Protected Disclosure'.

Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.

### **5.1.4 Reporting**

All reports of the investigations shall be presented to the Audit Committee.

The Audit Committee shall give its recommendations to the Organization on the disciplinary actions to be taken.

### **5.1.5 Remedies & Discipline:**

If the Organization determines that a compliance or ethical violation has occurred, on the basis of the recommendations submitted by the audit committee, it will take the following actions as deemed fit to correct it.

Any individual or identity found guilty of wrong doing will be subject to disciplinary action up to and including termination of employment or legal action, based on severity.

During the investigation period or at any time thereafter, if any individual or identity is found to be:

- Retaliating against the complainant,
- Coaching witnesses or,
- Tampering with evidence,

Then it could lead to disciplinary action including termination of employment & or legal proceedings, as deemed fit.

### **5.1.6 Malicious and Frivolous Complaints**

In case, the Audit Committee concludes that the protected disclosure has been made malafide and is a false accusation or is an abuse of policy, then appropriate action against the individual or entity making the disclosure will be taken. In case of repeated frivolous complaints being filed by an individual, the Organization shall take disciplinary action up to and including termination of employment or legal action, based on severity.

### **5.1.7 Complaints Made in good faith**

Some disclosures may not result in any investigation or action at a later stage even though they are made in good faith. In such circumstances, no action would be initiated against the submitter of information.

### **5.1.8 Whistle - Blower Protection:**

The Organisation will use best efforts to protect whistleblowers against retaliation, as described below.

The Organisation will keep the whistleblower's identity confidential, unless:

- The individual agrees to be identified;
- Identification is necessary to allow the Organisation or law enforcement officials to investigate or respond effectively to the report;
- Identification is required by law; or
- The individual accused of compliance violations is entitled to the information as a matter of legal right in disciplinary proceedings.

The Organisation prohibits retaliation against a whistle - blower with the intent or effect of adversely affecting the terms or conditions of employment including but not limited to, threats of physical harm, loss of job, punitive work assignments, or impact on salary or wages. The whistleblower shall be seen essentially as a witness & not as a complainant.

Whistleblowers who believe that they have been retaliated against; may file a written complaint with the Chairman of the Audit Committee. A proven complaint of retaliation shall result in a proper

remedy for the individual harmed and disciplinary action including termination of employment against the retaliating individual.

This protection from retaliation is not intended to prohibit managers or supervisors from taking action, including disciplinary action, in the usual scope of their duties and based on valid performance-related factors.