

Whistle blower Policy

A sample draft

Purpose

These procedures are designed to ensure fullest observation of the company's business principles and procedures. In addition it also satisfies the non-mandatory provisions of the revised clause 49 of listing agreement with stock exchanges for companies to institute a whistleblower mechanism and empowers audit committee to review the functioning of the mechanism.

Background

(X Company) has an effective mechanism and supportive cultural environment to encourage employees to voice complaints and have them appropriately investigated and resolved.

- (X Company) Employee Hotline provides for anonymous submission of complaints.
 - Operated by third party professionals, 24 hours per day, 7 days per week
 - Available to all (X Company) employees- domestic and international
 - Established protocol for complete, appropriate and timely investigation and complaint resolution
 - Chief Compliance Officer oversees the Hotline program and complaint resolutions
- Effective "tone at the top" message encourages (and requires) employees to report suspected wrongful behavior:
 - Established "cultural contract"
 - Effective code of conduct
 - Visible support by CEO/senior management

Reporting Procedures

The Chief Audit Executive will report on employee complaints at each regular Audit Committee meeting. The report will include:

- A summary of (X Company) Employee Hotline call activity since the last meeting
- New complaints relating to accounting or internal control issues, involving executive management or relating to questionable business practices
 - From the Hotline
 - From any other source (internal audit, legal, vendors, customers, etc.)
- Status of any reportable complaint, new or previously rejected

Annually, a full reporting will be made to the Audit Committee on (X Company) compliance program, including the operation and effectiveness of (X Company) Employee Hotline.

**To explore these ideas further, contact your
Lead Client Service Partner**

or

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