

Kshema General Insurance Limited

Whistleblower Policy

This document is the property of Kshema General Insurance Company. This document should not be quoted or reproduced or circulated in any form or means including electronic, mechanical, photocopying or otherwise. Any unauthorized use of the document or contents of the same is strictly prohibited.

Document Title	Whistleblower Policy
Document Reference	Guidelines for Corporate Governance for Insurers in India, dated 18 th May 2016

Version	Author	Reviewer	Approver	Date of approval
1.0	Corporate Governance	Legal & Compliance	Board of Kshema	07-07-2023

kshema

Table of Contents

S No	Content	Page Number
1	Introduction	3
2	Objective	3
3	Scope	3
4	Definitions	4
5	Reporting of Complaints	5
6	Role of the Committee	6
7	Status of Complaint	6
8	Actions for False Complaint	7
9	Safeguard Against Victimisation	7
10	Roles of Appointed Actuary and Statutory/internal auditors	7
11	Retention of Documents	8
12	Dissemination of Information about the Policy	8
13	Review of Policy	8

1. Introduction

- a. Kshema General Insurance Limited ('the Company') seeks to create an environment free of improper or unethical practices, conduct by laying down the highest standards of conduct for its employees, to ensure their overall professional growth, and to set industry benchmarks for fair practices.
- b. The Company has established its Whistle Blower Policy to supplement the Code of Conduct and Fraud Monitoring Policy of the Company.
- c. The Company has adopted a Whistle Blower Policy, which outlines the Company's commitment to ensure that all directors, employees, and parties in a direct contractual/fiduciary relationship with the Company or any other person, are able to raise concerns in good faith regarding any serious possible irregularities, governance weaknesses, financial reporting issues or any unfair practice or any event of misconduct or any illegal activity or other such matters occurring in the Company.
- d. The Whistle Blowing or reporting mechanism set out in the Policy, invites all Whistle Blowers to act responsibly to uphold the reputation of the Company.
- e. Nothing in this Policy is intended to limit any protections provided to Whistle Blower by any applicable laws or regulations, or to place any limits on a Whistle Blower's ability to communicate with government, administrative, or law enforcement authorities, as provided for by law.

2. Objective

The Policy aims to provide a mechanism to ensure that concerns are properly raised, appropriately investigated and addressed. The Company recognizes this mechanism as an important enabling factor in administering good governance practices. Through this Policy, the Company intends to encourage Whistle Blowers to report matters without the risk of subsequent victimization, discrimination or disadvantage.

3. Scope

This Policy covers all employees, parties in a direct contract, employees of contractors, interns, trainees, consultants, intermediaries, agents and any other stakeholder.

4. Definitions

Unless otherwise specified in this Policy, the following terms shall bear the meanings respectively assigned to them herein:

- a. **Committee:** Risk Management Committee constituted by the Board of Directors of the Company.
- b. **Employee:** Every bonafide employee currently in the employment of the Company. For the purpose of this Policy, employee includes directors of the Company.
- c. **Victimisation:** Any act, direct or indirect, recommended, threatened or taken against a Whistle Blower by any person because the Whistle Blower has made a disclosure pursuant to the Policy.

Retaliation includes overt/covert acts of:

- i. Discrimination
- ii. Reprisal
- iii. Harassment
- iv. Vengeance

- d. **Whistle Blower:** A Whistle Blower means any employee, parties in a direct contract, employees of contractors, interns, trainees, consultants, intermediaries or agents who raises a concern in accordance with the policy.
- e. **Complaint:** means written expression (includes communication in the form of electronic mail or other electronic scripts) by Whistle Blower containing information about potentially illegal and/or unacceptable practices and/or Alleged Wrongful Conduct and/or Unethical or Improper practices.

Whistle Blower can raise complaint/s, if any, which they have on the following or possibilities/ apprehensions of:

- i. Breach of any law, statute or regulation by the Company;
 - ii. Issues related to accounting policies and procedures adopted for any area or item
 - iii. Acts resulting in financial loss or loss of reputation
 - iv. Misuse of office, suspected / actual fraud and criminal offences
 - v. Leak of Unpublished Price Sensitive Information (UPSI)
- f. **Investigators:** Those persons authorized, appointed, consulted or approached by the management and may include the auditors of the Company.
 - g. **Respondent:** A person against whom or in relation to whom a complaint for improper or unethical practices has been reported or evidence

gathered during the course of an investigation.

- h. **Policy:** This Whistle Blower Policy.
- i. **Good Faith:** A Whistle Blower shall be deemed to communicating in "good faith" if there is a reasonable basis for believing there have been unethical or improper practices or any other alleged wrongful conduct.

Under following circumstances, Good faith shall be missing,

- i. the employee does not have personal knowledge of a factual nature of the alleged malpractice or
 - ii. the employee knew or reasonably should have known that his reporting of unethical/improper practices/alleged wrongful conduct is malicious, false or frivolous.
- j. **“Unethical or Improper practices”** shall mean,
 - i. An act, which does not conform to approved standards of social and professional behaviour;
 - ii. An act, which leads to unethical business practices;
 - iii. Improper practice refers to actions which are not appropriate;
 - iv. Breach of etiquette or morally offensive behaviour, etc.
 - k. **“Alleged Wrongful Conduct”** Shall mean violation of law, infringement of Company's code of conduct or ethical policies, mismanagement, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.

5. Reporting of Complaints

- a. Whistle blower may write to the Company at whistleblower@kshema.co
- b. All such Complaints shall be forwarded to the Committee.
- c. All such Complaints shall be acknowledged within a reasonable time to the Whistle Blower
- d. Whistle Blower shall be encouraged to provide the following information in his/her Complaint:
 - i. Full name;
 - ii. Contact details;
 - iii. Employee number;
 - iv. Issue in detail; and
 - v. Any other information as required by the Committee.

6. Role of the Committee

- a. Adopt standard operating procedures to treat the Complaints, for handling the disclosures, investigations, record retention, communication, process of reporting of actions taken etc. The operating guidelines will be updated to the Board.
- b. Upon receipt of the Complaint, the Committee shall initiate inquire into the Complaint. The Committee shall report details of the concerns received, status of inquiry and recommended actions to the Board or any other Committee as confirmed by the Board for this purpose on periodical basis.
- c. Inquiry into the Complaints received under this Policy shall be completed within reasonable time. Once the inquiry is completed, the Committee shall communicate the actions to be taken, if any, to the Board or any other Committee as confirmed by the Board for this purpose.
- d. May appoint an Investigator, where the nature of the Complaint demands investigation for verification of facts and details.
- e. Once a prima facie case is established, Respondent will normally be informed of the allegations before the commencement of the process of further investigation and shall be given adequate opportunity to defend themselves during the investigation. Reporting Managers, peers, subordinates of the Respondent may also be contacted on merits to establish the veracity of a complaint.
- f. The Committee shall ensure that the inquiry, investigations and any actions taken in furtherance of the Complaint shall be kept confidential. Identity of the Whistle Blower shall also be kept confidential.
- g. The status of all open and closed Complaints shall be reported to the Board by the Committee.
- h. Establish policies and procedures for the creation of a dedicated unit to deal with Complaints and report to the Committee
- i. In case, Complaints does not fall within the ambit of the Policy, Whistle Blower shall be informed that the concern is being forwarded to the appropriate department/authority for further action, as deemed necessary.

7. Status of Complaint

- a. A Complaint shall be considered open until actions as recommended by the committee are not completed.
- b. The Complaint shall be deemed closed upon confirmation by the Board on the recommended actions.

8. Actions for False Complaint

- a. Any abuse of the protection under this Policy will warrant disciplinary/ penal action, as decided by the Committee and after being referred to the appropriate authority with recommendations for necessary action as deemed fit.
- b. Whistle Blower who makes false or baseless allegations, with a mala fide intention or knowing it to be false or baseless, would be subject to disciplinary/ penal action, as appropriate, under the relevant rules/ laws and will not be protected under this Policy.

9. Safeguard Against Victimisation

- a. The Company strictly prohibits discrimination, retaliation or harassment of any kind against a Whistle Blower who in good faith and based on his reasonable belief that such conduct or practices have occurred or are occurring, report that information.
- b. Whistle Blower, if subjected to discrimination, retaliation or harassment for having reported any concern under this Policy, he/she must report to the Committee.
- c. The Company will not tolerate any attempt on the part of anyone to retaliate, apply any sanction or disadvantage or to discriminate against Whistle Blower who has reported to the Company serious and genuine concern regarding an apparent wrongdoing.
- d. It is imperative that the Whistle Blower bring the matter to the attention of the Committee promptly so that any concern of discrimination, retaliation or harassment can be investigated and addressed promptly and appropriately.
- e. Any other employees assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- f. Complaints lodged by Whistle Blower in good faith, which is not confirmed by subsequent investigation, no action shall be taken against that Whistle Blower. However, it is cautioned that while making a Complaint, Whistle Blower exercise due care to ensure the accuracy of the information.

10. Roles of Appointed Actuary and Statutory/internal auditors

The appointed actuary and the statutory/internal auditors have the duty to 'whistle blow', i.e., to report in a timely manner to the IRDAI if they are aware that the Company has failed to take appropriate steps to rectify a matter which has a material adverse effect on its financial condition. This would enable the IRDAI to take prompt

action before policyholders' interests are undermined.

11. Retention of Documents

All instances reported by the Whistle Blower shall be documented along with the results of investigation relating thereto and shall be retained by the Company for a minimum period of 10 years.

12. Dissemination of Information about the Policy

The Company shall lay down an appropriate mechanism to communicate the Policy periodically to the Employees and spread awareness about the Policy. The Company shall display the Policy on its website.

13. Review of Policy

The Policy shall be reviewed on an annual basis by the Committee or whenever any changes are to be incorporated in the Policy due to any amendment by any law or regulations or as may be felt appropriate by the Committee.

kshema
