

BANK OF INDIA

Internal Whistle Blower Policy – 2020 (Revised)

Objective:

The basic objective of the Whistle Blower Policy 'is to ensure highest ethical and business standards, in the course of functioning of the organisation and to build a powerful culture of corporate governance within the Bank'. In terms of the policy an exclusive mechanism is being established for the staff members of the Bank to report any act of unethical behavior, actual or suspected fraud or blatant violation of bank's systems and procedures etc. As a socially responsible organisation, it is expected that the affairs and business of the Bank are conducted in a fair and transparent manner with highest standard of professionalism, honesty and integrity. Therefore, it is essential to protect this basic objective of high moral standards by encouraging its employees to be vigilant and watchful for every function and action of the Bank to curb unethical and inappropriate irregularities. Employees can voice their concerns on irregularities, malpractices and other misdemeanors through this policy. The policy also provides necessary safeguards and protection to the employees, who disclose the instances of unethical practices/behavior observed in the Bank.

This policy should be read in conjunction with the existing instructions of the Bank as well as of the relevant provisions of the Companies Act, 2013; Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) in this matter from time to time.

Applicability:

- The Policy applies to all employees of the Bank and its directors.
- The Bank assures appropriate action for any concern reported by its employees and directors who use the whistle blower platform.
- The Bank assures adequate safeguard against victimization of its employee (s) and Director(s).

Definitions:

- **Employee** means every employee of the Bank
- **Whistle Blower** means a Director or an employee of the Bank expressing a concern or making a disclosure or lodging a complaint under the Whistle Blower Policy, in respect of the concerns / grievances.
- **Subject** means a person against or in relation to whom a protected disclosure is made or evidence gathered during the course of an investigation.
- **Protected Disclosure** means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity with respect to the Bank. 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 a proper assessment on the nature and extent of the concern and the urgency of investigation.

- **Disciplinary Action** means any action that can be taken on the completion of / during the investigation, including but not limited to, a warning, recovery of financial losses incurred by the Bank, suspension from official duties or any other disciplinary action in terms of applicable disciplinary procedure for award staff and officer employees considering the gravity of the matter, as deemed fit.
- **Audit Committee** means the Audit Committee constituted by the Board of Directors of the Bank in accordance with the provisions of RBI guidelines and Companies Act, 2013.

Coverage:

This whistle blower policy is intended to cover protection for the employees of the Bank and its directors, if they raise concerns regarding Bank in respect of the following:

Corruption: accepting consideration in cash or kind from customers / middlemen for favorably considering credit proposals/ including other functioning of the Bank.

Misuse of office – misuse of discretionary lending / administrative powers.

Unauthorized debits to General Ledger/Profit and Loss accounts like Intermediary accounts, Sundry Deposits, Sundry Creditors, Proxy Accounts, sundry charges, stationery as also sensitive accounts.

Obtaining personal gains for settling genuine claims of customers.

Misuse of premises for unauthorized / illegal activities

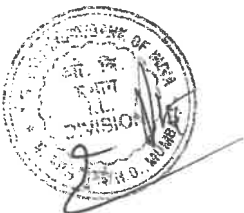
Misuse of cash of bank by custodians during day or overnight for personal gains.

Criminal offenses or unlawful activities and activities, which otherwise amount to serious improper conduct.

Suspected or actual fraud:

Failure to comply with existing rules and regulations resulting in financial loss or operational risk, loss of reputation and activities that are not in line with Bank's policies.

Incorrect financial reporting.

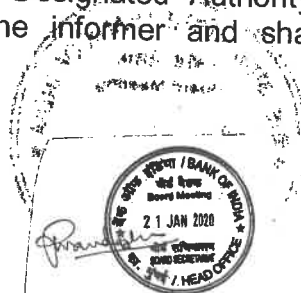


Leakage of sensitive information, breach of any policy, abuse of power and authority by any official of the Bank or any other act with an intention of unethical personal gain or to cause damage to the organization or its employee etc.

(The above list are only illustrative and not exhaustive. The Other Acts/Concerns may be added depending upon the nature of concerns which may affect the Bank's image.)

Guidelines for Handling Whistle Blower Complaints:

- The Managing Director & CEO or in his absence the Executive Director incharge of HR in consultation with the Audit Committee of the Board shall appoint the **Designated Authority** to receive Protected Disclosures / written complaints or disclosure on any allegation of corruption or of misuse of office by any officials / employees of Bank.
- However the Designated Authority may be changed by The Managing Director & CEO or in his absence the Executive Director incharge of HR in consultation with Audit Committee of Board. For necessary support in handling the whistle blower complaints, the Designated Authority may authorize an officer (shall be referred as Designated Officer (DO) hereinafter), not below the level of Assistant General Manager of a Department like Fraud, Risk Management, Legal Department for assisting in handling of the complaint received in the Bank under this policy. All envelopes superscribed with "Complaint under Whistle Blower Policy" will be opened in the presence of Designated Authority only.
- The Designated Officer shall scrutinize the Whistle Blower Complaints and ascertain the identity of the complainant by writing a letter to the complainant at the address given in the complaint. If the complaint is anonymous, he may not take any action in the matter, if so permitted by the Designated Authority.
- After the Identity of complainant is confirmed, the Designated Authority, will ensure that the identity of the complainant is removed from the body of the complaint through the process to making it a dummy complaint and the dummy complaint is given a registered number with which the original complaint can be traced back. The original complaint shall be kept in the safe custody of Designated Authority. The custody of the original complaint with the documents will remain with the Designated Authority and at no time that complaint can be accessed without proper authority from the Designated Authority.
- In case the Designated Authority is of the opinion that the allegations made in the complaint are specific and verifiable, then in such cases, he shall order investigation into the complaint and shall obtain all the relevant papers / documents in respect of the matter raised in the complaint. While calling for report / investigation, the Designated Authority/Designated Officer shall not disclose the identity of the informer and shall also request the authority



concerned to keep the identity of the informer a secret, if by any reason, the authority comes to know of the identity.

- All precautions shall be taken by the Designated Authority / Designated Officer to ensure that identity of the complainant is not revealed unless the complainant himself has made either the details of the complaint public or disclosed his identity to any other office or authority.
- The Designated Authority shall ensure that no punitive action is taken by any Administrative Authority against any person on perceived reasons / suspicion of being "Whistle Blower".
- In the event of the identity of the complainant being disclosed, contrary to the policy guidelines, the Audit Committee of the Board is authorized to recommend appropriate action against the person making such disclosures.
- If any official is aggrieved by any action on the ground that he is being victimized due to the fact that he had filed a complaint or disclosure, he may file an application before the Chairman, Audit Committee, seeking redressal in the matter. The Chairman, Audit Committee, will ensure that no punitive action is taken by any authority concerned against any person on perceived reasons / suspicion of being "Whistle Blower".
- In order to stop the misuse of Whistle Blower policy guidelines by the complainants, any false or frivolous concerns raised with malafide intention or complaint found to be motivated or vexatious, shall be viewed seriously and appropriate disciplinary action may be taken against such complainant.
- After conducting investigation, if it is revealed either misuse of office or substantiates allegations of corruption, fraud, potential fraud, acts of misuse of office and gross violations of system, procedures, guidelines leading to serious threat of financial / reputational loss to the Bank, the Designated Authority shall recommend appropriate action which shall inter- alia include following:
 - a) Appropriate Disciplinary Proceedings against the staff member concerned.
 - b) Recommend to appropriate authority / agency for initiation of criminal proceedings in suitable cases if warranted by facts and circumstances of the case.
 - c) Recommend taking of corrective measures to prevent recurrence of such events in future.
- If the Designated Officer, after conducting an inquiry, is of the opinion that there are no sufficient grounds for proceeding with the inquiry, it shall record the reason for disagreement and also communicate the same to the Designated Authority and shall close the complaint.



- The Designated Authority shall report all Whistle Blower Complaints / Protected Disclosures to the Audit Committee of the Board, together with results of investigations and an update on the actions taken by the management at least once in every Six month.
- All whistle blower complaints, enclosed documents / annexures, and the investigation reports shall be retained by the Bank as per records preservation / retention policy of the Bank.
- The Designated Officer should maintain a separate list for the complaints received under the Whistle Blower mechanism in a register or computer and should monitor the progress periodically and put up the same to the designated authority every fortnight.

Escalation mechanism:

The Whistle Blowers can escalate the protected disclosures / concerns / issues raised earlier to the Chairman, Audit Committee of the Board (ACB), if he is not satisfied with the proceedings or findings of investigation. The complainant may reach to the Chairman, ACB, either through his email address (A separate official email for The Chairman, ACB will be created) or through a closed / sealed cover, Clearly superscribing on the top of cover / envelope "**Complaint under Whistle Blower Policy**" at following address;

The Chairman, Audit Committee of the Board,
Bank of India, Head Office, Star house –I, C-5, 'G' Block,
Bandra Kurla Complex, Bandra (East), Mumbai – 400 051

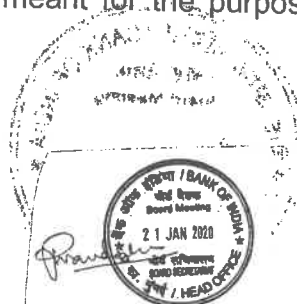
The complaint addressed to the Chairman, ACB, shall be directly accessed by the Chairman, ACB, who will direct the complaint to the Designated Authority or any other person of his choice to investigate and report the outcome to him within a stipulated timeframe in line with policy document. The investigation report shall be tabled at the next meeting of ACB and appropriate action / redressal shall be recommended in consultation with the Audit Committee.

Exclusions:-

Policies and guidelines of the Bank issued from time to time will be outside the purview of the policy.

In case of anonymous / pseudonymous complaints, Designated Authority shall not take any action in the matter.

Employment related, concerns i.e. salary, perquisites, leave, Leave travel concession, promotion, transfer, performance appraisal, incentive etc should be reported through normal channel meant for the purpose and are not covered under Whistle Blower Policy.



Procedure for lodging compliant / report:-

Any employee (officer/award staff) willing to disclose information may do so in the following manner :

- i) The envelope containing the complaint to be sent to **the Designated Authority in a sealed envelope specifically superscribed in capital letters "Disclosure under Whistle Blower Scheme"**. Efforts should be made not to disclose the identity of Whistle Blower on the envelope containing the disclosure.
- ii) If the envelope is not superscribed and closed, it will not be possible for the Bank to cover the identity of the complainant, thus this protection under the above resolution. Such complaints will be dealt with as per the normal complaint policy of the Bank.
- iii) Suitable proof of his identify / contact numbers / address should be provided so that additional information if any can be obtained. In case identity cannot be ensured the complaints will be treated as anonymous / pseudonymous complaints and shall not be entertained under the scheme.
- iv) The disclosure should provide specific and verifiable information in respect of the administrative Office(s) / branch(es) / employee(s).
- v) **The Protected Disclosures against Board level Executive shall be addressed to the Chairman, Audit Committee of Board (ACB) in a closed envelope and should be superscribed "Complaints under Whistle Blower Policy"**.
- vi) The text of the complaint should be carefully drafted so as not to give any details or clue as to his / her identity. However, the details of the complaint should be specific and verifiable.
- vii) Complete confidentiality of the Whistle Blower will be maintained through masking the identity from the body of the Complaint / Protected Disclosures made. In order to protect the identity of the complainant, acknowledgement will not be issued and the whistle blowers are advised not to enter into any further correspondence in their own interest.

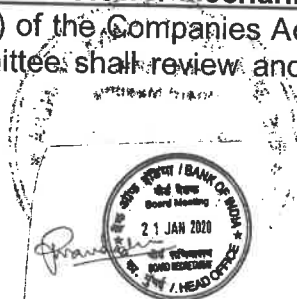
Timeline for conclusion:-

The process of investigation will ordinarily be completed within **30 days** of receipt of the complaint. Investigations are to be conducted in a fair manner and adequate opportunity will be provided to the affected party and a written report of investigation findings will be prepared by the investigating officer for placing the same before the designated authority.

The earlier the concern is expressed, the easier it is to take action. The Designated Authority shall ensure resolution of complaints **within 90 days** from the date of receipt of the complaint at his office.

Review of functioning of the Whistle Blower Mechanism:

As mandated under section 177(9) of the Companies Act, and SEBI listing Regulations 2015, the Chairman, Audit Committee shall review and oversee the vigil mechanism,



established through implementation of this policy and shall place annual report before the Board of Directors. The Designated Officer will be coordinating with the Chairman, ACB, in preparing and compiling the annual report.

Amendment:

The Bank reserves its right to amend or modify this policy in whole or part, at any time without assigning any reason whatsoever and shall be subject to change, on change in policy guidelines of the Bank, Regulator, Company Act, SEBI and CVC etc, if any. This policy and any subsequent amendments shall be communicated to all concerned after its approval by the Board.

Complaints under PIDPI:

This policy covers whistle blower complaints by the employees / directors of the Bank only and **does not cover complaints under Public Interest Disclosure and Protection of Informers (PIDPI) Resolution - 2004.**

These **Complaints** by whistle blowers under the PIDPI resolution should be sent in a sealed envelope superscribing as complaint under the '**Public Interest Disclosure**' to the **Secretary, Central Vigilance Commission, INA, Satarkata Bhawan, New Delhi.**

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