

# *Baroda Global Shared Services Ltd.*

## **Vigil Mechanism / Whistle Blower Policy**

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### **Document Information**

<b>Policy Name:</b>	Vigil Mechanism / Whistle Blower Policy
<b>Policy Owner</b>	Baroda Global Shared Services Limited("BGSSL")
<b>Document Version No.</b>	1.0
<b>Document Version Date</b>	January, 2018
<b>Policy Custodian</b>	Company Secretary
<b>Approved By</b>	Board of Directors at the meeting held on January 16, 2018
<b>Effective Date</b>	January 17, 2018

# Vigil Mechanism / Whistle Blower Policy

## 1. Preamble

- i. This policy will be called as 'Whistle Blower Policy' of Baroda Global Shared Services Limited (BGSSL).
- ii. This policy shall come in to effect from the date of approval of the Board of BGSSL and shall remain in force unless revised by competent authority.
- iii. Policy shall be applicable for all the staff members of BGSSL irrespective of cadre.

## 2. Objective

Baroda Global Shared Services Limited believes in conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. The Company has formulated Code of Conduct of Key Managerial Personnel includes Directors, Senior Management that governs actions of the Company and its employees. Any actual or potential violation of the policy, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the employees in pointing out such violations of the policy cannot be undermined.

Whistle Blower Policy is a mechanism to reinforce implementation of the Company's Code of Conduct which encourages all concerned to take positive actions which not only commensurate with the Company's values and beliefs, but are also perceived to be so. Any violation of the Code shall be reported by Employees and Directors under this Policy. Through this Policy, the Company seeks to provide a procedure for all the Directors and Employees of the Company to disclose any concerns about any Improper Act. The Company provides adequate safeguards against victimization to all Whistle Blowers for making Protected Disclosures.

Accordingly, this Whistle Blower Policy ("the Policy") has been formulated, with a view to provide a mechanism for employees and Directors of the Company to approach the Designated Authority of the Company, to establish a vigil mechanism called the "**Whistle Blower Policy**" for all its Employees and Directors to report Improper Acts.

**Designated Authority** to receive written complaint or disclosure on any allegation of corruption or misuse of office by any employee of BGSSL.

## 3. Process:

**It is informed to all the employee and concerned persons that any complaint which is to be made should comply with following aspects:**

1. The complaint should be in a closed/sealed envelope, addressed to the Designated Authority, of the BGSSL
2. **The envelope should be super scribed with “Complaint under the Public Interest Disclosure”**. In case the envelope is not so super-scribed and closed/sealed, it will not be possible for the Designated Authority to protect the complaint under the above resolution.
3. The complainant should give his/her name, address, email id in the beginning or at the end of the complaint or in an attached letter.
4. The Designated Authority will ascertain from the complainant whether he was the person who made the complaint or not by writing a letter or mail to him/her.
5. The disclosure or complaint shall contain as full particulars as possible and shall be accompanied by supporting documents or other materials.
6. 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.
7. **In order to protect identity of the person, acknowledgement will not be issued and the whistle blowers are advised not to enter into any further correspondence in their own interest.**
8. The Designated Authority may, if it deems fit call for further information or particulars from the person making the disclosure/complaint.
9. **If the complaint is anonymous / Pseudonymous, the Designated Authority shall not take any action in the matter.**
10. **The identity of the complainant will not be revealed** unless the complainant himself has made the details of the complaint either public or disclosed his/her identity to any other office.
11. If any person 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 Designated Authority seeking redress in the matter, who shall take such action, as deemed fit.
12. In case the Designated Authority finds the complaint to be **motivated or vexatious** under the resolution, action against complainant may be taken.
13. The Policy will be reviewed for three years by the Audit Committee and subsequently by the Board and will continue to be in force till the reviewed Policy comes into force.

#### **4. Identification of Designated Authority**

Designated Authority shall be Executive not less than rank of Vice President. Managing Director shall be authorized to nominate one such executive from time to time.

#### **Name and designation of the designated authority:**

**Head – Operation Risk Management (ORM)**  
**Baroda Global Shared Services Ltd**  
**21<sup>st</sup> Floor, Gift One Tower,**  
**Gift City,Road-5C,**  
**Gandhinagar,**  
**Gujarat-382355.**  
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