

WHISTLEBLOWER POLICY

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Whistleblower Policy

1. Introduction

Grant Thornton Bharat LLP (the “Firm”) believe in the conduct of its affairs in a fair and transparent manner by adopting commitments to the highest levels of ethics, professionalism, honesty, and integrity. We understand that this is crucial to our continued success and reputation.

It is the responsibility of all personnel, regardless of designation, employment status, function, location, business unit, of the Firm to speak up and report unethical and improper practices or any other wrongful conduct. At the same time, the Firm is committed to developing a culture where it is safe for all personnel who report, in good faith, suspected violations or unacceptable practice and any event of misconduct without adverse consequences to the individual who so reports.

The Firm's Whistleblower Policy (“Policy”) is an essential element to provide an opportunity to all personnel and the Firm's business partners to report an incident of any corrupt, illegal, or other undesirable conduct.

This Policy describes the reportable conduct, protections available to Whistleblowers and complaint, incidence handling mechanism.

2. Policy

The Policy has been developed considering the relevant regulatory requirements, professional standards and current leading practices relating to the Whistleblowers' protection with an objective to foster a speak-up culture amongst the personnel of the Firm.

The Designated Committees, including the Ethics and Compliance Committee (the “ECC”), have been or will be set up for assessing and addressing the concerns reported by Whistleblowers and overseeing policy implementation and effectiveness.

3. Applicability

This Policy applies to all the all personnel, regardless of designation, employment status, function, location, and business unit of the Firm.

4. Definitions

- a. **Administrator:** A designated individual being an internal team member, nominated by the ECC to keep a record of the reported issues and prepare case files/reports in the Case Management System. The Administrator is responsible for managing the Case Management System. The Administrator will act as a first point of contact for each complaint and will support the different committees through the entire life cycle of the complaint.
- b. **Case Management System:** A platform provided by a third-party vendor for confidential reporting and management of the Whistleblower complaints.
- c. **Case Handling Officer:** A representative of the third-party vendor who is responsible for managing complaints, collecting, and processing the information received from the Whistleblower into the Case Management System.
- d. **Disciplinary Action:** Any action that could be taken on the completion of investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties, dismissal, termination or any such action as is deemed to be fit considering the gravity of the matter and circumstances of the individual.

- e. **Ethics and Compliance Committee (ECC):** Committee formed to handle and address the Protected Disclosures and to assist personnel, vendor, external agent, representative, business partner, contact to report unethical concerns.
- f. **Firm:** means Grant Thornton Bharat LLP
- g. **Investigation Team:** An internal team or external agency nominated by the ECC to conduct an investigation of Protected Disclosures and/or a specific Protected Disclosures
- h. **Investigation Report:** A report prepared by the Investigation Team of the findings arising from the investigation.
- i. **Partnership Board:** The Board charged with the governance of the Firm
- j. **Protected Disclosure:** A Reportable Disclosure made by a Whistleblower in accordance with this Policy.
- k. **Personnel:** Any individual directly or indirectly contracted to the Firm regardless of designation, employment status, function, location, or business unit
- l. **Reportable Disclosure:**

Reportable Disclosure is anything that has reasonable grounds to suspect any instances of misconduct, or an improper state of affairs or circumstances. A few examples of Reportable Disclosure include but are not limited to:

 - Unethical conduct
 - Abuse of authority.
 - Breaches of contract,
 - Non compliances with legal or regulatory requirements
 - Independence issues
 - Conflicts of interests
 - Non compliances with the codes of conduct, policies, or rules of the Firm.
 - Financial irregularities.
 - Manipulation of data / records of the Firm or the Firm's clients
 - Unauthorised disclosure of confidential/proprietary information of the Firm or its clients
 - Illegal conduct e.g., theft, violence, or criminal damage.
 - Fraud, money laundering or misappropriation of funds.
 - Offering or accepting a bribe.
 - Engaging in detrimental conduct against a person who has made a disclosure or is planning to make a disclosure.
 - Any other unethical, biased, favoured, imprudent event
- m. **Quality and Risk Management Committee** means the committee set up by the Partnership Board and responsible for overseeing the quality and risk management matters including the functioning of the ECC
- n. **Subject:** Refers to alleged personnel/individual against whom the Whistleblower has made a Protected Disclosure.
- o. **Whistleblower:** Any current or former personnel, client, vendor, service provider, external agent, representative, affiliate, business partner and/or contact who discloses or demonstrates evidence of any unethical activity or any conduct that may constitute a breach of the Firm's codes of conduct, policies or legal or regulatory obligations.
- p. **You:** Refers to a Whistleblower or someone contemplating making a Reportable Disclosure.

5. Policy guidelines - Manner in which concerns can be raised

a. When to make a disclosure?

Before making a disclosure, you should satisfy yourself that you have reasonable grounds to suspect Reportable Disclosure and it should be made in good faith and should not be a route for raising malicious or unfounded allegations against others.

b. How to make a disclosure?

- A Whistleblower can make a Protected Disclosure using any of the following modes:

Modes	Details	Availability
Phone	India Toll-Free: 1800-102-6969 -English and Hindi -Marathi, Gujarati and Telugu USA Toll-Free: (+1) 888-436-0393	-09:00 am to 11:00 pm IST (Monday-Saturday, except official public holidays) 10:00 am to 07:00 pm IST (Monday-Saturday, except official public holidays)
Web Portal	https://gt.integritymatters.in	24 x 7
Email	gt@integritymatters.in	24 x 7
Post	Grant Thornton Bharat LLP and its affiliates, C/o Integrity Matters, Unit 1211, CENTRUM, Plot No C-3, S.G. Barve Road, Wagle Estate, Thane West – 400604, Maharashtra, India.	24 x 7

- The disclosures over the dedicated helpline can be made in English, Hindi, Marathi, Gujarati and Telugu.
- Anonymous complaints, whilst accepted, are neither encouraged nor investigated. However, sharing the identity is encouraged to investigate the complaint in a more quick and efficient manner. Further, we encourage everyone to consider talking to your Co-Super Coach, Super Coach or People & Culture representative, or if in case of the third party, to your Firm's representative contact.
- The Whistleblower shall receive an acknowledgement of the receipt of the reported violation or suspected violation within five business days.

c. What disclosure should include

A Whistleblower should share as much information in the Protected Disclosure as available with him/her with respect to the concern, including:

- Whistle-blower name and contact details (not mandatory)
- Your relationship with the organisation
- Names of person(s) involved.
- Designation and department of the person(s)
- Date, time, and location.
- Issues identified.
- How were the issues identified
- Any witnesses.

- Any potential documentary evidence or data; and
- Any other information required for disclosure

6. Complaint's categorisation

All the complaints/concerns reported via any of the modes mentioned above will get recorded into the Case Management System by the Case Handling Officer and a unique case number will be assigned to it. In case, a written complaint is received from one of the supported languages other than English, the Case Handling Officer will translate the complaint to English and then enter it with a unique case number into the Case Management System.

In case any Personnel of the Firm directly receive a complaint, these complaints will be forwarded to the Administrator to get recorded in the Case Management System with the help of a Case Handling Officer.

The Case Handling Officer will make notes for all the issues, prepare a case report, and record the details in the Case Management System. The Administrator will then sort the complaint based on the following parameters:

- a. **Nature:** The Administrator will categorise the complaints received under different broad heading as defined under Reportable Disclosure, including
 - a. Unethical conduct
 - b. Abuse of authority
 - c. Breaches of contract
 - d. Non compliances with legal or regulatory requirements
 - e. Independence issues
 - f. Conflicts of interests
 - g. Non compliances with the codes of conduct, policies, or rules of the Firm
 - h. Financial irregularities
 - i. Manipulation of data/records of the Firm or of the Firm's clients
 - j. Unauthorised disclosure of confidential/propriety information of the Firm or of the Firm's clients
 - k. Illegal conduct e.g., theft, violence, or criminal damage
 - l. Fraud, money laundering or misappropriation of funds
 - m. Offering or accepting a bribe
 - n. Engaging in detrimental conduct against a person who has made a disclosure or is planning to make a disclosure
 - o. Any other unethical, biased, favoured, imprudent event
- b. **Priority:** Each complaint will be taken seriously and prioritised based on one or more of the following factors:
 - The magnitude of consequences of the reported concern.
 - Availability of specific information i.e., name(s) of the person involved, date, time, location, details of the concern, witnesses, evidence available (if any).
 - Probability of effect i.e., the probability that the concern will actually materialise
 - Impact: The severity of any I, [act or damage to the Firm or its personnel
 - Temporal immediacy: The Administrator must consider the length of time between the present and the potential harmful event. He/she must also consider the urgency of the issue in question.

7. Management, monitoring and governance of the process

- a. The Partnership Board shall delegate the governance of the process to the QRMC
- b. The QRMC shall set up the ECC which shall report to it.
- c. The ECC shall manage, monitor, arrange appropriate trainings and related matters to address and resolve complaints in accordance with the policies of the Firm
- d. The composition of the ECC shall be as follows –

The ECC will be a stand-alone committee. The committee will be chaired the Firm's Chief Quality Officer (CQO). ECC will have at least three members namely CQO, the Firm's Chief Operating Officer (COO) and the Firm's Legal and Risk Management Leader (LRM Leader) who shall each be ex-officio members of the ECC. In addition, up to two more members may be appointed by the Partnership Board. The Secretariate of the ECC shall be selected by the ECC from amongst members of the LRM and Quality teams.
- e. The ECC shall from time to time appoints the Administrator; the first Administrator shall be Director, Legal and Risk Management.
- f. Actions and decisions of the ECC shall be taken by a simple majority vote of the members of the committee present and voting at a meeting with, if necessary, the Chair having a casting vote
- g. In case a complaint or an allegation is against the Administrator, it will not be marked to the Administrator. The Chair of QRMC will directly receive it.
- h. In case a complaint or an allegation is against the Chair of QRMC, the ECC shall carry out or supervise the investigation and its report or recommendation in the said matter will directly be discussed with the Partnership Board.

8. Complaints Redressal Mechanism

- a. All the complaints or allegations will be sent to the Administrator. The Administrator shall make a preliminary evaluation and make a recommendation to the QRMC Chair as follows: 1) further investigation including POSH matters, 2) dismissed because of lack of evidence.
- b. The QRMC Chair shall decide how each complaint is to be addressed and the composition of relevant investigation team. The investigation team may be an internal or external agency; standing committees of the Firm (including Internal Complaint Committee under POSH); ad hoc committees of the Firm; specially set up investigation team; or any other appropriate body.
- c. The ECC shall be responsible for addressing each complaint forwarded to it and how each complaint is to be addressed and the composition of relevant investigation team. The investigation team may be an internal or external agency; standing committees of the Firm; ad hoc committees of the Firm; specially set up investigation team; or any other appropriate body.

9. Complaint evaluation and Investigation procedures

- a. The Case Handling Officer will forward every complaint to the Administrator and QRMC Chair. Once the complaint is received through an auto-email to the Administrator. The Administrator shall perform a preliminary evaluation and share his/her recommendation assessment with the QRMC Chair (see 8 (a) above) within five working days.
- b. The QRMC Chair shall review the evaluation and if he/she assesses that the complaint has no basis, is not of substance, or is not a matter to be investigated under this Policy, it may be dismissed at this stage and the decision will be communicated to the Administrator who shall update the status in the Case Management System and, where possible, advise the complainant accordingly.

- c. In case, the QRMC Chair decides that the complaint is a matter to be investigated, he/she shall forward the complaint to the ECC or such other body as the QRMC Chair deems appropriate for investigation.
- d. The ECC shall proceed as set out in point 8 (b) above.
- e. Subject will normally be informed of the allegations of a formal investigation and have opportunities for providing their inputs during the investigation.
- f. Subject shall have a duty to co-operate with the ECC and will not compromise self-incrimination protections available under the applicable laws.
- g. Subject have a right to consult with a person or persons of their choice, other than the ECC, Administrator, investigators, members of the Partnership Board or committees of the Partnership Board and the Whistleblower.
- h. Subject have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed, or tampered with, and witnesses shall not be influenced, coached, threatened, or intimidated by the Subject.
- i. Unless there are compelling reasons not to do so, Subject will be informed of the investigation and will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is reasonable evidence in support of the allegation.
- j. Subject have a right to be informed of the outcome of the investigation if allegations are not sustained.

10. Complaint's closure

- a. If an investigation determines that an improper or unethical act has been committed, the ECC shall recommend to the Partnership Board and National Management, for implementation, appropriate action including any of or a combination of the following –
 - Termination or cancellation of the contractual arrangements pertaining to relevant individual
 - Financial penalties
 - Ineligibility for performance or other bonuses
 - Impact upon appraisal rating
 - Demotion
 - Withdrawal of non-statutory benefits
 - Initiation of legal action
 - Blacklisting of third party
 - Order not to re employ
 - Recovery of legal and investigation charges
- b. The decision of the Firm shall be final and binding
- c. The investigation shall typically be completed within 45 to 60 days of the receipt of Protected Disclosure and is extendable by such period as the ECC deems fit and, if applicable, any relevant statutory provisions.
- d. The Investigation Team shall share the feedback with the Administrator who shall update the case status in the Case Management System.

11. Responsibilities of the Whistleblower

The intent of this policy is to bring genuine and serious issues to the fore and it is not intended for petty disclosures. The Firm strongly encourages a whistleblower to have appropriate evidence

before any complaint/ allegation is made. Personnel and third parties are expected to exercise their rights under this policy in a judicious manner by adhering to the following guidelines:

- a. Avoid anonymity when raising a concern.
- b. Follow the procedures prescribed in the Policy for making a disclosure.
- c. Bring to timely attention of the Firm any improper practice he/she becomes aware of. Delay in reporting may lead to loss of evidence and financial loss to the Firm.
- d. Cooperate with the Investigation Team and maintain full confidentiality.

12. Protection to the Whistleblower and Investigation Team

The Firm assures whistleblower complete protection as well as confidentiality. Protections under the Whistleblower policy includes:

a. Protection of identity

If the Whistleblower does not wish to disclose his or her name while making a disclosure, the identity of the Whistleblower shall be kept confidential.

b. Protection from retaliation

No unfair treatment will be meted out to a Whistleblower by virtue of his/her having reported a disclosure under this Policy. The Firm, as a policy, condemns any kind of discrimination, harassment, victimisation, or any other unfair employment practice being adopted against the Whistleblower. Complete protection will, therefore, be given to the Whistleblower against any unfair practice like retaliation, threat, or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior or the like including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform his duties/functions including making further disclosures.

c. Protection to the Investigation Team

Any form of retaliation conduct taken by any person against anyone who is involved in an investigation of a Protected Disclosure will not be tolerated. Appropriate disciplinary proceedings in line with the Firm's policy will be initiated against individuals found to have been involved in retaliatory actions.

13. Disqualifications

While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistleblower knowing it to be false or bogus or with a mala fide intention.

Whistleblowers, who make any disclosure of concern, which have been subsequently found to be mala-fide, frivolous or malicious, shall be liable to disciplinary action in line with the Firm's policy.

14. Secrecy/ Confidentiality

The Whistleblower, the Subject, the Administrator and Investigation Team and everyone involved in the process shall:

- a. maintain complete confidentiality/ secrecy of the matter
- b. not discuss the matter in any informal/social gatherings/ meetings
- c. discuss only to the extent or with the persons required for the purpose of completing the process and investigations

- d. not keep the papers unattended anywhere at any time
- e. keep the relevant electronic mails/files under password protection and adequate security

If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered appropriate.

15. Display/Awareness of the policy

The Firm's Whistleblower Policy will be displayed on the website of the Firm and will be reiterated to all the personnel, at least every 12 months through Emails/ E-Learns.

16. Amendment

The QRMC has the right to amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever. However, no such amendment or modifications will be binding on any current or former personnel, partner, director, employee, vendor, service provider, external agent, representative, business partner or contact unless the same is notified to them in writing.