



Process Assurance and Risk Management

Whistle Blower Policy

v.14.1.6

Asset Classification: Internal

**Kotak Life Insurance**

**Whistle Blower Policy**



<u>Date</u>	<u>Version</u>	<u>Author</u>	<u>Section</u>	<u>Amendment</u>
				raised, depending upon the circumstances of each case.
17/10/2012	<b>6.1.5</b>	Naomi Sukumaran Yashashree Kulkarni	Reporting To Whistle Blower Committee	Updated list of members of Whistle Blower Committee
13/07/2013	<b>7.1.5</b>	Ganesh Nayak	Reporting To Whistle Blower Committee	Updated list of members of Whistle Blower Committee
19/04/2016	<b>8.1.5</b>	Parvesh Vishwakarma  Makarand Bidikar	Whole Document	Entire policy revamped to make it in lines with the Corporate Governance Guidelines and the Kotak Bank Policy  This policy has been approved in the 28 <sup>th</sup> Board Meeting dated 14/05/2005. Post which, it has been reviewed in the Board Meetings dated 27/04/2010 and 02/08/2012
27/06/2016	<b>9.1.5</b>	Parvesh Vishwakarma  Makarand Bidikar	Awareness  Reporting	Section on employee awareness added Members of Whistle Blower Committee amended  This policy has been approved in the 88 <sup>th</sup> Board Meeting dated 23/01/2017
22/07/2020	<b>10.1.6</b>	Ramkumar Venkiteswaran	Objective & Scope  Reporting	Added review frequency  Names of Audit Committee members deleted  Name of Administrator appointed by the Audit Committee is removed  Names of Whistleblower Committee member updated

<u>Date</u>	<u>Version</u>	<u>Author</u>	<u>Section</u>	<u>Amendment</u>
				This policy has been approved by Board in its meeting dated 22/07/2020.
29/04/2021	<b>11.1.6</b>	Ramkumar Venkiteswaran	Reporting	<p>Updated the name, designation and contact details of Whistleblower Committee member</p> <p>Updated designations instead of names</p> <p>The above changes has been approved in Board Meeting dated 27/04/2021</p>
30/04/2022	<b>12.1.6</b>	Ramkumar Venkiteswaran	Reporting	<p>Updated the designation of Chairman of Whistleblower Committee member</p> <p>The above changes has been approved in Board Meeting dated 29/04/2022</p>
28/07/2022	<b>13.1.6</b>	Ramkumar Venkiteswaran	Reporting	<p>Added a new portal i.e. <a href="https://www.speakup.co.in">https://www.speakup.co.in</a> for reporting and removed telephone and fax from the reporting platforms</p> <p>Added that RCU shall be the convener for Whistle Blower Committee Meetings</p> <p>Added a matrix to raise concern on respective platforms</p> <p>Deleted the contact details of Whistle Blower Committee members</p> <p>The above changes has been approved in Board Meeting dated 20/07/2022</p>



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25/07/2023	14.1.6	Ramkumar Venkiteswaran	Whole Document	Updated Muralikrishna Cheruvu's designation as Company Secretary.  The above changes has been approved in Board Meeting dated 19/07/2023.

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## **Objective & Scope**

Kotak Mahindra Bank Limited and all the companies in the Kotak Group (hereinafter collectively referred to as “the Kotak Group”) are committed to its “Vision Statement” of upholding its Global Indian Financial Services Brand creating an ethos of trust across all constituents, developing a culture of empowerment and a spirit of enterprise thereby becoming the most preferred employer in the financial services sector.

Consistent with the Vision Statement, the Kotak Group is committed to maintain and provide to all its employees and directors highest standards of transparency, probity and accountability. The Kotak Group endeavors to develop a culture where it is safe and acceptable for all employees and directors to raise / voice genuine concerns in good faith, and in a responsible as well as effective manner.

Through this policy, which has already been adopted by Kotak Mahindra Bank Limited the parent company, the Kotak Group would like to enable any of its employees and directors to raise concerns internally and to disclose information, which the individual believes shows malpractice, serious irregularities, fraud, unethical business conduct, abuse or wrong doing or violation of any Indian law. KLI can circulate further guidelines, as approved by the MD from time to time, for the implementation of this policy.

The purpose of this policy is to provide a framework to promote responsible vigil mechanism/whistle blowing for Kotak Mahindra Life Insurance Company Limited. The Policy protects an employee and a director from discharge or retaliation or discrimination when the employee or director reports in good faith the existence of any of the aforesaid activity.

This Policy shall be reviewed annually. In case of exigencies, exceptions/regulatory changes to the policy shall be approved by the Managing Director/ Compliance Officer and shall be placed before the Audit Committee and the ensuing Board Meeting for its ratification.

This policy is in compliance with Corporate Governance Guidelines issued by the IRDAI.

## **Applicability**

This Policy as amended from time to time, applies to all employees and directors of the Company including those who are on probation, from immediate effect.

## **Whistle Blower**

Any employee or director or any other person that the Company through the Audit Committee of the Board may wish to extend this policy including suppliers, vendors, service provider or by whatever name called (hereinafter referred to as “Whistle blower”), who in good faith raises genuine concern or reports evidence of activity by the company or its employee or director that may constitute:

1. instances of corporate fraud;
2. unethical business conduct;
3. a violation of Central or State laws, rules, regulations and/or any other regulatory or judicial directives;
4. any unlawful act, whether criminal or civil;
5. malpractice;
6. serious irregularities;
7. impropriety, abuse or wrong doing;
8. deliberate breaches and non-compliance with the company's policies;
9. questionable accounting / audit matters / financial malpractice;

(Collectively referred to as “the Concerns”)

If one is acting in good faith it does not matter if one is mistaken.

## **Reporting**

If whistle blower has become aware of any Concern, he must immediately report in good faith, with or without disclosing his identity, through such means or methods as may be communicated by the Audit Committee (currently through the online mechanism [www.cwiportal.com/kotak](http://www.cwiportal.com/kotak) or [https://www.speakup.co.in](http://https://www.speakup.co.in), e-mail, letter sent by mail or courier as tabulated below), the facts to any or all of the following persons, **clearly indicating that this reporting of the Concern is under the Whistle Blower Policy:**

- Any Member of Audit Committee or such other persons as may be communicated by the Audit Committee from time to time.
- All or any of the Whistle Blower Committee members appointed by the Audit Committee
- Risk Control Unit (RCU) shall be the convener of the Whistle Blower Committee.

The Whistle Blower Committee shall consist of:

- Chief Risk Officer - Mr. Sunil Sharma (Chairman)
- Chief Financial Officer - Mr. Cedric Fernandes
- Chief Human Resource Officer - Ms. Ruchira Bhardwaja
- Company Secretary - Mr. Muralikrishna Cheruvu



NAME	EMAIL ID	ADDRESS
Sunil Sharma (CRO)	<a href="mailto:sunil.sharma@kotak.com">sunil.sharma@kotak.com</a>	Kotak Mahindra Life Insurance Company Ltd;  7 <sup>th</sup> Floor, Kotak Towers, Building No. 21, Infinity Park, Off Western Express Highway, Goregaon Mulund Link Road, Malad (East) Mumbai – 400 097
Cedric Fernandes(CFO)	<a href="mailto:cedric.fernandes@kotak.com">cedric.fernandes@kotak.com</a>	
Ruchira Bhardwaja (Chief HR Officer)	<a href="mailto:ruchira.bhardwaja@kotak.com">ruchira.bhardwaja@kotak.com</a>	
Muralikrishna Cheruvu (Company Secretary)	<a href="mailto:muralikrishna.cheruvu@kotak.com">muralikrishna.cheruvu@kotak.com</a>	
Dr. Mangirish Rangnekar (Convener)	<a href="mailto:mangirish.rangnekar@kotak.com">mangirish.rangnekar@kotak.com</a>	

Platform	Raise Concern
Online	Visit <a href="https://www.speakup.co.in/">https://www.speakup.co.in/</a> or <a href="http://www.cwiportal.com/kotak">www.cwiportal.com/kotak</a> portal to report
E-mail	Email on <a href="mailto:speak.up@kotak.com">speak.up@kotak.com</a>
Letter	Whistleblower Administrator, Kotak Life Insurance, Kotak Infinity, Bldg No 21, Infinity IT Park, General A K Vaidya Marg, Malad East, Mumbai – 400067, Maharashtra.

Managing Director and Chief Compliance Officer support the Audit Committee in discharge of this duty.

The Company will not insist the Whistle Blower to prove that his/her Concern is true.

On a quarterly basis, the Whistle Blower Committee shall furnish to the Audit Committee, a report of all complaints received and action taken thereon. Further the Chairman of the Whistle Blower Committee shall have the right to take up important matters, at his discretion, to the MD.

The Audit Committee shall in turn, present to the Board of Directors a report of all complaints received and action taken thereon.

If any of the members of the Audit Committee have a conflict of interest in a given case, they should recuse themselves and the others on the Committee would deal with the matter on hand.

The Board further authorizes the Managing Director to add or append operational guidelines to this document, as may be required from time to time, for the implementation of the Whistle Blower Policy.

The Audit Committee will appoint an Administrator to manage the online whistle blowing mechanism and give him/her directions from time to time for its functioning. The Administrator may have a team under his supervision to undertake various activities. The Administrator may be changed at the discretion of the Audit Committee or basis the recommendation from the parent company by passing a resolution at the meeting of the Audit Committee of the Board.

If a Concern has been raised through the online mechanism or to any person as stated herein above, such Concern shall be circulated within a period of one fortnight from the date the Concern was communicated by the Whistle Blower to the Whistleblower Committee. Concerns raised directly through any medium to any of the Members stated herein above will be marked to the Administrator.

The Administrator shall evaluate and ascertain whether the issue/event reported qualifies as a concern under this policy.

## **Investigation**

All Concerns under this Policy will be investigated and all information disclosed during the course of investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action in accordance with applicable laws/Company policies.

### **Procedure:**

Once any Concern has been raised / reported, the Administrator shall take the following steps:

- Obtain full details and clarification of the concern.
- Consider ordering investigation by the Company's internal auditors or any other investigation agency or person, external or internal including the police.
- Fully investigate into the allegation with the assistance where appropriate of other individuals/bodies.
- Inform the Whistleblower Committee and Audit Committee of the outcome, and seek approval/ratification for proposed disciplinary actions, if any.

While investigating the Concerns raised by a Whistle Blower, the Company may or may not be able to inform such Whistle Blower the precise action/finding of such investigation. The Company however, will take all steps to minimize the difficulty / anxiety of the Whistle Blower, which he or she may experience as a result of raising/reporting such Concern. If the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company shall arrange to receive appropriate legal advice about the process and procedure to be followed in this regard.

Direct access to the Chairperson of the Audit Committee will be provided to Whistle Blower should the Whistle blower so require, in appropriate or exceptional cases.

## **Disciplinary Action**

Audit Committee shall oversee that appropriate disciplinary actions are taken as per the prevailing Human Resources policies of the Company. Actions however may be taken by the concerned business team/unit or any other department/committee in accordance with the Human Resources Policy of the Company. The Audit Committee in turn shall appropriately apprise the Board of Directors, wherever deemed necessary.

## **Untrue Concerns**

If a Whistle Blower reports / raises a Concern in good faith, which is not confirmed by subsequent investigation, no action will be taken against that Whistle Blower. In making a disclosure, the Whistle Blower shall exercise due care to ensure the accuracy of the information. In case of repeated frivolous complaints being filed by a Whistle Blower (if he/she chooses to disclose his/her name), the Audit Committee or the Whistleblower Committee may take suitable action against the concerned employee or director including reprimand.

## **Awareness**

The company shall take periodic measures to ensure that all employees are aware of the Whistle Blower Policy and how the mechanism works.

All new employees shall be informed about the policy during their induction program. Additionally, periodic mailers shall be sent to all employees to keep them informed about the mechanism and any updates to the same.

## **Anti-Retaliation and Discrimination**

The Company strictly prohibits discrimination, retaliation or harassment of any kind against a Whistle Blower who based on his reasonable belief that such conduct or practices have occurred or are occurring, report that information. If a Whistle Blower believes that he/she has been subjected to discrimination, retaliation or harassment for having reported Concern under this Policy, he/she must report such fact to any member of the Audit Committee or Whistleblower Committee. It is imperative that the Whistle Blower bring the matter to the attention promptly so that any Concern of discrimination, retaliation or harassment can be investigated and addressed promptly and appropriately.

## **Confidentiality**

The Whistle Blower, members of the Audit Committee, Whistleblower Committee, or the Administrator and his/her team or other investigating person or persons who will be investigating or deciding on the investigation shall not make public the Concerns disclosed. A Whistle Blower is assured that if he/she chooses to remain anonymous, no attempts will be made to ascertain his/her identity or if the whistleblower has chosen not to remain anonymous and has disclosed his/her identity it shall be kept confidential, should he or she so desire by any of the persons listed above who receive the intimation of the Concern unless legally required to be disclosed at a subsequent date after investigations are carried out.