

WHISTLEBLOWER POLICY

All Employees of Axis Capital.

The Whistleblower Policy was adopted by Axis Capital and has been reviewed and refined from time to time. In order to further enhance its efficacy, certain modifications have now been made in the Policy based on the experiences of how employees have used it since it was adopted five years ago. A survey was also conducted to understand the practices adopted by other organizations in the context of anonymous reporting.

It was observed that in many organizations employees were permitted to remain anonymous while making a disclosure. Employees were given a platform for reporting their concern without fear of retribution or vengeful action from the persons against whom the complaint was submitted. The facility to report wrongdoing in an anonymous manner was hence found to be an effective means of receiving quick feedback from the ground level.

It was felt that a significant change be made in the policy tenets to include the handling of anonymous complaints. This was also in view of the fact that Axis Capital is growing rapidly and needs to enhance the scope of this formalized mechanism for early detection of frauds and malpractices.

Further, for an effective impact of the Policy it was felt that employee awareness is reinforced through appropriate dissemination. The Whistleblower Policy would now form a part of the welcome kit material to be handed over to all new employees on joining and would also be displayed on the Human Resource Management System (HRMS) portal for employee ready reference.

The concept and the salient features of the revised policy are reproduced herein below. All employees are advised to go through the policy contents carefully and exercise their right judiciously.

1. Preface

A central tenet in Axis Capital's Policy on corporate governance is commitment to ethics, integrity, accountability, and transparency. To ensure that the highest standards are maintained in these aspects on an on-going basis and to provide safeguards to various stakeholders (including shareholders, depositors and employees) Axis Capital has formulated a "**Whistleblower Policy**" ("the Policy") that provides employees with the opportunity to address serious concerns arising from irregularities, malpractices and other misdemeanours committed by Axis Capital's personnel by approaching a Committee set up for the purpose (known as the Whistleblower Committee). In case the offences are committed by senior management, the Policy enables Axis Capital's staff to report the concerns to the Audit Committee of the Board. As detailed in this document, the Policy is intended to encourage employees to report suspected or actual occurrence(s) of illegal, unethical or inappropriate actions, behaviours or practices by staff without fear of retribution.

2. Glossary of Terms

A glossary of terms used in the Policy is outlined below.

- (a) **"Whistleblower"** refers to an employee who voluntarily reports suspected occurrence(s) of illegal, unethical, or inappropriate actions, behaviours, or practices by staff within Axis Capital.
- (b) **"Employee"** refers to the personnel of Axis Capital (employed in India or overseas).
- (c) **"Protected Disclosure"** refers to any communication by the Whistleblower
- (d) **"Subject"** refers to an employee against whom a Protected Disclosure has been made or against whom evidence has been gathered during the course of an investigation.
- (e) **"Designated Authority"** refers to the Whistleblower Committee or the Chairman of the Audit Committee of the Board.
- (f) **"Ethical Counselor"** refers to a person who is appointed by Axis Capital to provide clarity to employees with reference to the applicability of the Whistleblower Policy.

3. Scope and Coverage of the Whistleblower Policy

As stated above, the Policy is intended to address the concerns of employees relating to any wrongdoing within Axis Capital, enabling them to report suspected occurrence(s) of illegal, unethical or inappropriate actions, behaviours or practices.

Employees who wish to remain anonymous while reporting a wrongdoing may do so under the Policy.

As the range of activities that constitute offence under the Whistleblower Policy is large and it may be difficult to list these exhaustively, the key wrongdoings are stated below:

- a) Violation of Code of Conduct for employees
- b) Misuse of office and authority
- c) Violation of laid down rules and regulations or communicated procedures of Axis Capital (relating to accounting, internal control, operations etc.)
- d) Any fraud in preparation of financial statement of Axis Capital
- e) Failure to comply with legal, compliance and regulatory requirements
- f) Misappropriation of funds
- g) Actual or suspected fraud or irregularities including forgery or alteration of documents
- h) Criminal offences committed or likely to be committed that may implicate Axis Capital or otherwise adversely affect its reputation
- i) Discrimination against a member of staff, service recipient or service provider on grounds of sex, caste, religion, or disability
- j) Cases of conflict of interest – e.g., sanction of loans, investment decisions, purchase of goods and hiring of services where an employee may have an interest

- k) Any other form of inappropriate/unethical/unlawful action or conduct (conduct may be considered unethical if it undermines universal core ethical values such as integrity and honesty)
- l) Complaints of sexual harassment received by the Whistleblower Committee will be referred to a body set
- m) up specifically for the purpose (in terms of a Supreme Court directive of 1997) the Complaints Committee
(Sexual Harassment at Workplace)
- n) An employee who has submitted three complaints or protected disclosures, which are seen to be in bad faith will no longer be eligible for further protected disclosures or complaints under the Whistleblower Policy.

4. Role of the Whistleblower

- (a) A Whistleblower is a person who will merely report a misdemeanor, as stated earlier, without acting as an investigator and will not, therefore, act on his own in conducting an investigative activity, other than as requested by the Designated Authority or the Audit Committee of the Board.
- (b) Following from the above, on detecting a wrong-doing or misdemeanor, the Whistleblower will not determine corrective or remedial action that may be warranted under the circumstances.
- (c) The Whistleblower should provide specific and verifiable details in the Protected Disclosure in appropriate language that is not offensive.
- (d) The Whistleblower can discuss all matters related to the Whistleblower Policy, including his role and the implications of submitting the Protected Disclosure with the Ethical Counselor. The final decision to submit information under Protected Disclosure will, however, be the sole decision of the employee.
- (e) Though they would not necessarily be required to conclusively prove the points contained in the Protected Disclosure, in order to support their disclosure, the Whistleblower should provide sufficient evidence to establish a prima facie case for investigation.

5. Protection available to the Whistleblower

- (a) The identity of the Whistleblower (in case revealed) shall be kept confidential and will not be revealed unless required in terms of an order of a court of law.
- (b) Complete protection will be given to the Whistleblower against retaliation or retribution consequent upon his/her having reported a Protected Disclosure.
- (c) A Whistleblower will not get protection under the Policy if he is himself found guilty of misconduct. In other words, while the Committee will take cognizance of the Protected Disclosure, the employee's misconduct will be dealt with separately.
- (d) Axis Capital will take steps to minimize difficulties that a Whistleblower may face in the submission of a Protected Disclosure. For instance, he will be reimbursed expenses incurred in travel, boarding and lodging for tendering evidence, if warranted.

- (e) Suitable disciplinary action (including termination of service) may be taken against the Subject in case he is found guilty of misconduct against the Whistleblower, in retaliation of a complaint submitted.
- (f) In case any action has been initiated against the Whistleblower (for acts of omission or
- (g) commission attributed to him) the disciplinary authority in such cases would be one level higher than the disciplinary authority in the normal course of action.
- (h) Any employee who assists in investigating a Protected Disclosure will also be protected to the same extent as the Whistleblower.
- (i) In case the protection to the Whistleblower as well as employees assisting in the investigation (as outlined above) is violated in any manner, the same may be reported to the Whistleblower Committee or the Chairman of the Audit Committee.

6. Composition of the Whistleblower Committee

The Whistleblower Committee of Axis Capital will comprise of the following members:

- (I) Mr. Ajay Sheth- Managing Director, Investment Banking
- (II) Mr. Dharendra Singh - Executive Director, Corporate Services
- (III) Ms. Pallavi Hardas - Executive Director, Investment Banking

Mr. Ajay Sheth would be the Chairman of the Whistleblower Committee.

7. Role of the Whistleblower Committee

- (a) The Committee will consider the credibility of the complaint submitted through the Protected Disclosure, the gravity of the issue raised and the likelihood of proving the allegation(s) from independent, verifiable sources.
- (b) The Committee would have the discretion to appoint any official or officials in Axis Capital (considered suitable for the purpose) to carry out a preliminary investigation to establish the applicability of Whistleblower Policy.
- (c) The Committee will decide on carrying out further investigation upon the receipt of the report of the official undertaking the preliminary investigation.

8. Ethical Counselor

Axis Capital has appointed an Ethical Counselor to assist employees who have witnessed offences and are in need of counselling about their roles and responsibilities in seeking a redressal of the wrongdoings. To provide clarity to employees with reference to the applicability of the Whistleblower Policy, Axis Capital has appointed Ms. Neeru Bafna, Head of HR as the Ethical Counselor. Her e-mail ID and contact numbers are as follows:

Email ID Neeru.Bafna@axiscap.in

Telephone no: - 022-43253138

Mobile no: - 8451829000

9. Procedure for Reporting Protected Disclosures

(a) All Protected Disclosures reported against officials in the ranks of President and below should be addressed to the Whistleblower Committee by

- I. Post Box No. 9111, Prabhadevi Post Office, Mumbai 400025 or
- II. Email to the Whistleblower Committee at whistleblower@axiscap.in or to any of the members of the Committee

(b) Protected Disclosures against the members of the Whistleblower Committee and employees in the rank of EDs and above (including DMD and MD & CEO) should be addressed directly to an independent law firm engaged for receiving a physical complaint under the Policy to their postal address given below. (The law firm will in turn forward the same to the ACB.)

The Chairman,
Audit Committee of the Board
Axis Capital Limited
MC&A Associates
103, A Wing Gurukrupa Society
Dadar, Mumbai-400028

- (c) There may be occasions when a Whistleblower submits a complaint to a person in Axis Capital other than the members of the Whistleblower Committee. It is proposed that Protected Disclosures received by officials, in the rank of VP and above, be forwarded to the Whistleblower Committee for necessary action.
- (d) Protected disclosures should preferably be reported in writing in order to ensure a precise understanding of the issues raised and should either be typed or written in legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistleblower.
- (e) It is suggested that the Protected Disclosure be forwarded under a covering letter (or as an attachment to the email message) such that only the covering letter/email message bears the identity of the Whistleblower. The Whistleblower should, preferably, not disclose personal details in the Protected Disclosure that may identify him.
- (f) In case the Whistleblower has a personal interest in the matter, it should be disclosed at the outset in the forwarding letter/email message.
- (g) The covering letter/email message should prominently indicate that the Protected Disclosure/complaint is being made under the "Whistleblower Policy".
- (h) Copies of documents that may help in establishing the veracity of the Protected Disclosure report/complaint may be attached to the Protected Disclosure.

- (i) The envelope containing the Protected Disclosure/complaint (when made in paper form) should be marked “**Confidential**”.
- (j) The Designated Authority shall detach the covering letter/email message and forward only the Protected Disclosure to the Investigators for investigation.
- (k) In order that the confidentiality of the Whistleblower (in case of an employee who has revealed his/her identity) is maintained, an acknowledgement of receipt of the Protected Disclosure/complaint will be sent to the Whistleblower only through email.

10. Investigation and Redressal of the Complaint

- a) The Protected Disclosure or complaint received by the Whistleblower Committee will be examined by it within 15 days to determine if a prime-facie case exists for further investigation.
- b) Further investigation will be initiated within 15 days of the receipt of the Protected Disclosure to ensure prompt action.
- c) However, the decision to conduct an investigation is by itself not an acceptance of the allegations. In other words, the investigation process is to be treated as a neutral fact-finding process.
- d) The Subject will normally be informed of the allegations at the outset of a formal investigation and will have the opportunity to provide his inputs during the investigation.
- e) The identity of the Subject(s) as well as the Whistleblower will be kept confidential to the extent possible given the legitimate needs of law and the stage of the investigation.
- f) A Subject will have the right to consult with a person or persons of their choice, other than the Investigators and/or members of the Audit Committee and/or the Whistleblower (Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings).
- g) The Whistleblower will be informed about the final decision normally within 60 days of receipt of the Protected Disclosure.
- h) The Investigation Report with its recommendations will be submitted to the Deputy Managing Director/ACB as the case may be. (i) If either the Whistleblower or the Subject is dissatisfied with the disposal of his Protected Disclosure report, they may approach the MD & CEO and/or the Chairman of the ACB for review.

11. Outcome of Investigations into Allegations under a Whistleblower Policy

If an investigation leads the Designated Authority to conclude that an improper, unethical, fraudulent act or misconduct has been committed, the Designated Authority shall recommend to the management of Axis Capital to take such disciplinary or corrective action against the erring officials (Subjects) as the disciplinary authority may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject(s) as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or Staff Conduct and Disciplinary Procedures.

12. Reporting to the Audit Committee of the Board (ACB)

A quarterly report on the findings under the Whistleblower Policy will be submitted to the ACB for information, if any. The Compliance department will be the convener of the Whistleblower Committee and will monitor and will submit the quarterly reports to the ACB, if any.

13. Display and Notification

The Whistleblower Policy shall be displayed on Axis Capital's intranet, and a paper copy of this will be made available to any person on demand from any of the offices of Axis Capital. New employees in Axis Capital will be informed about the Policy as part of their joining formalities.

14. Administration of the Whistleblower Policy

The Chief Vigilance Officer is responsible for the administration, revision, interpretation and application of this Policy. The Policy will be reviewed and revised as needed.

Please bring the contents of this circular to all the employees of the Branch / Department.

Vilma Mathias Gangahar
Compliance Officer