



Whistle Blower Policy

Owner: Head – HR Centers of Excellence

Approver: ManipalCigna Board of Directors

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Review History

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Table of Contents

1. Introduction.....	3
1.1. SCOPE	3
1.2. OBJECTIVES	3
2.0 WHISTLEBLOWING MECHANISM.....	4
2.1. IRDA MANDATE	4
2.2. KEY CONCEPTS	4
2.3. COMPLAINT.....	5
2.4. REPORTING PROCEDURE	5
2.5. ROLES AND RESPONSIBILITIES OF THE ETHICS COMMITTEE	6
2.6. DISQUALIFICATIONS.....	7
2.7. INVESTIGATION PROCEDURE.....	7
2.8. PROTECTION.....	8
2.9. RETENTION OF RECORDS	9
2.10. CONFIDENTIALITY	9
2.11. ABUSE OF THE POLICY	9
2.12. MONITORING COMPLIANCE WITH THE POLICY	9
2.13. REVIEW OF THE POLICY	9
3. Appendix - Secured Disclosure Form	10

Confidentiality Clause:

All information held about the procedure or in connection with the procedure and any of the above is to be regarded as confidential. One will not at any time during tenure of employment or afterwards, disclose to any person any information as to the business, dealings, practice, accounts, finances, trading, software, know-how, affairs of the procedure or otherwise connected with the procedure. Any breach of this clause would constitute very serious disciplinary action.

1. Introduction

1.1. Scope

- ManipalCigna Health Insurance Company Limited (Formerly known as CignaTTK Health Insurance Company Limited) ("ManipalCigna" or the "Company") strongly believes in the conduct of the affairs to be fair and transparent by adopting highest business, governance, ethical and legal standards. The Whistle Blower policy is designed to articulate the Whistle Blowing mechanism of the Company. Refer clause 2.2 for definition of Whistle blowing.
- The Policy has been drawn in accordance with the Guidelines on Corporate Governance for the Insurance Sector issued by the IRDA vide Circular No IRDA/F&A/GDL/CG/100/05/2016 dated 8th May 2016.
- The policy is an extension of the Company's Code of Conduct and shall be read in conjunction with the applicable regulations, existing policies and procedures of the Company
- The Policy shall be applicable but not limited to all sales channels; business groups; non-sales functions; branches, Directors, Employees (including part-time, contractors, consultants), agents, intermediaries, vendors, TPA, customer, ex-employees and other third parties dealing with the Company.
- This Policy allows for disclosure by employees, customers and / or third-party intermediaries of such matters (as detailed in this policy) internally, without fear of retaliation, discrimination or adverse employment consequences, and also permits the Company to address such disclosures or complaints by taking appropriate action, including but not limited to, disciplining or terminating the employment and / or services of those responsible. The purpose of this Policy is to provide a framework to promote responsible and secure Whistle Blowing. The Policy neither releases employees, customers and / or third- party intermediaries from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

1.2. Objectives

The objectives of this Policy are summarized below:

- To put in place a mechanism to raise concerns about possible irregularities, governance weaknesses, financial reporting issues or other such matters.
- Serve as a guide to the Company's personnel, describing their functions, rights and responsibilities with respect to Whistle Blowing.
- Highlight the roles and responsibilities of the Ethics Committee within the Company.
- The purpose of this policy is to provide a framework to promote responsible and secure Whistle Blowing. It protects employees wishing to raise concerns about any serious irregularities within in the Company.

2. Whistle Blowing Mechanism

2.1. IRDA Mandate

Vide Corporate Governance Guidelines bearing reference no. IRDA/F&A/GDL/CG/100/05/2016 dated 18th May 2016, IRDA has mandated all insurance companies to lay down an appropriate whistle blower policy.

2.2. Key Concepts

- a) **“Audit Committee”** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013.
- b) **“Company”** or **“ManipalCigna”** means ManipalCigna Health Insurance Company Limited (Formerly known as CignaTTK Health Insurance Company Limited).
- c) **“Employee”** means every employee of the Company, including an executive Director, Head of each function, employees on probation, and includes an ex-employee of the Company.
- d) **“Code of Conduct”** shall mean the code of conduct adopted by ManipalCigna.
- e) **Whistle Blowing:** Whistle Blowing refers to the deliberate, voluntary disclosure of individual or organizational malpractice by a person who has, or had, access to data, events or information about an actual, suspected or anticipated wrongdoing within or by an organization. A Whistle Blower is an individual who reports on, or brings to public attention this information, especially from within an organization
- f) **Ethics Committee: all Whistle Blowing complaints will be referred to the Ethics Committee of the Company**, which shall comprise of following individuals:
 - 1. Chief Compliance & Risk Officer, Head - Legal & Secretarial;
 - 2. Chief Financial Officer and
 - 3. Head – HR Centers of Excellence

Quorum: Any two (2) members from the above shall constitute the quorum for the meetings.

In case of incidents reported against one or more of the Committee members, the incident will be investigated as per directions from the Chairman- Audit Committee, ManipalCigna Health Insurance Company Limited.

- g) **Secured Disclosure:** This disclosure refers to the formal written communication made in good faith that presents information about the actual or suspected wrongdoing observed in the Company. It is encouraged that individuals willing to raise concerns write to ethics@manipalcigna.com.
- h) **“Investigator”** means those persons authorized, appointed, consulted or approached by the Company and / or the Ethics Committee.
- i) **“Disciplinary Action”** shall mean a disciplinary action taken by ManipalCigna before, during and / or after the investigation.
- j) **Subject:** the Subject refers to the person, group or teams against or in relation to whom a case is reported under the Whistle Blowing policy or evidence gathered during the course of an investigation
- k) **Whistle Blower:** means any person making a secured disclosure / Complaint under this Policy including but not limited to Directors, Employees, Agents, Third Party Service Providers and Intermediaries. He / she is neither an investigator nor a finder of facts, nor does he/she determine the appropriate corrective or remedial action that may be warranted.
- l) **“Board”** shall mean the Board of Directors of ManipalCigna Health Insurance Company Limited.
- m) **Disciplinary Action:** any action that can be taken on the completion of/during the investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties,

termination of employment/contract or any such action as is deemed to be fit considering the gravity of the matter including referral to law enforcement.

2.3. Complaint

- a) A Complaint means any verbal or written complaint made by any complainant and includes:
- I. Malpractice
 - II. Impropriety
 - III. Abuse
 - IV. Wrongdoing
 - V. Any unethical / improper activity

Any unethical / improper activity may include a whole variety of issues, as defined below. However, this is not a comprehensive list but is intended to illustrate the sort of issues which may be raised under this policy.

- a) Fraud and corruption
- b) Violation of Code of Conduct adopted by the Company.
- c) Any instance of any sort of malpractice including misleading or falsification of financial or other records, accounting or auditing matters & questionable accounting practices, immoral, environment issues, criminal activities, wastage or misappropriation of Company Funds or assets, a clear abuse of authority or any other unethical conduct affecting company's interest or image.
- d) Bribe, corruption, money laundering or any sort of personal favours (in cash or kind) for awarding contracts / assignments / job opportunity, etc.)
- e) Breach of Copyright, patent, trademarks and disclosure of confidential data or information to competitors or outsiders.
- f) Manipulation of company data / records

2.4. Reporting Procedure

- a) The Whistle Blower, should before making a complaint under this policy, reasonably believe in good faith that there exists sufficient reason or ground to make such complaint.
- b) Individuals (hereafter referred to as 'Whistle Blowers') can raise a complaint in any of the following ways:
 - I. By writing to ManipalCigna's Ethics Helpline for filling the 'Secured Disclosure' form and email to ethics@manipalcigna.com.
 - II. By sending a letter directly addressed to the Chairman of the Board or of Audit Committee of the Board or to the statutory auditor (refer to Appendix A for the copy of the 'Secured Disclosure' form), at the address given below:

To,
 The Chairman of the Board / Chairman of Audit Committee of the Board
 ManipalCigna Health Insurance Company Limited (Formerly known as CignaTTK Health Insurance Co. Ltd.)
 401/402, Raheja Titanium, Western Express Highway, Goregaon East, Mumbai 400063, Maharashtra

- c) The information presented in the form should be explained with factual details and instances that can be relied upon by the Committee to take the necessary action.
- d) In case the Whistle Blower is in possession of any evidence against the subject(s), the same should be included with their report if possible.

- e) The Whistle Blowers are expected not to conduct any undercover investigation independently on the subject before/after reporting the case/event. Further, it is expected that they will cooperate with the designated investigator in the conduct of their investigation, where possible.
- f) Individuals can also directly approach the Committee members and provide information pertaining to any wrongdoing within the Company. However, verbal communication is not preferred mode for complaining.
- g) It should be noted that this policy does not release employees from their existing duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal dissatisfaction.
- h) The appointed Actuary and the statutory/internal auditors have the duty and the obligation to “Whistle Blow”, i.e., to report in a timely manner to the IRDA if they are aware that the Company has failed to take appropriate steps to rectify a matter which has a material adverse effect on its financial condition. This would enable the IRDA to take prompt action before policyholders interests are undermined.

2.5. Roles and Responsibilities of the Ethics Committee

- a) In addition to any other responsibilities as may be detailed elsewhere in this Policy, following shall be primary responsibilities of the Ethics Committee:
 - i. The Ethics Committee shall evaluate whether or not a Concern, including any Concerns received anonymously, should be investigated further;
 - ii. The Ethics Committee is entitled to request for any and all documentation and/or information in respect of a reported Concern from the Whistle blower
 - iii. The Ethics Committee may, at its discretion designate an official / any third party agency to conduct any investigations.

b) Classification of Complaints:

The Ethics Committee will review the nature of the Complaint and decide on way forward as classified below:

- i. If the Complaint is as defined in Section 2.3 above, the Ethics Committee will take forward the investigations.
- ii. Sexual Harassment: If the complaint is related to Sexual Harassment at workplace, the complaint will be referred to the Internal Complaints for Prevention of Sexual Harassment at Workplace.
- iii. Complaints associated with (i) any grievance or issues related to employment or employee misconduct, (ii) superior-subordinate relationship, (iii) relationship with peers, (iv)unsatisfactory probation reports, (v) performance evaluations, and alike, would not be covered under this Policy. Such cases need to be referred to the Human Resource Department of the Company and redressed through the Code of Conduct mechanism established by the Employee Grievance Redressal Policy.
- iv. If a Concern is to be raised against the Designated Official in the Ethics Committee, such Concern may be communicated directly to the Chairperson of the Audit Committee in which case the Audit Committee may choose to follow the process as per this policy or follow such other processes as it may deem fit.

2.6. Disqualifications

- a) This Policy is not a grievance platform for its Employees, or, for raising mala fide, malicious and frivolous allegations. Employees are urged to make allegations in good faith and strictly avoid any abuse of this power, i.e. make any report in bad faith, mala fide, frivolous or malicious.
- b) A Concern shall deem not to be raised in good faith when a Whistle Blower has no personal knowledge of the existence of any fact in respect of a Concern reported by him/her, or, if the Whistle Blower knew or can reasonably be presumed to know that the Concern reported by the Whistle Blower is mala fide, malicious and/or frivolous.
- c) Abuse of the powers granted hereunder, or frivolous and mala fide allegations made with the knowledge that the Concern raised is frivolous, false, and/ or malafide and such Concerns which are subsequently found to be frivolous, false and/ or mala fide will entail appropriate Disciplinary Action, as the Company shall in its sole discretion deem fit, which could be up to and including termination.
- d) In the event it is established beyond doubt that this policy is being used for making false allegations, the Management at its sole discretion shall be at liberty to initiate appropriate Disciplinary Action in accordance with the Company rules, policies and procedures, as the Management shall, at its sole discretion, deem fit, which could be up to and including termination.
- e) This Policy may not be used as a defence by a Whistle Blower against whom an adverse personnel action has been taken on account of any Concern reported against him or due to disclosure of information made by him in accordance with ManipalCigna's rules and policies.
- f) Any case of routine inter-functional reference / transaction / concern which is referred for verification / investigation, shall not be considered within the purview of the Whistleblower Policy.

2.7. Investigation Procedure

- a) All Complaints received under this Policy will be reviewed in accordance with the Whistleblower Policy; the Code of Conduct of the Company and relevant Company policies. It is up to the Committee to decide whether any other external parties are to be involved for the investigation.
- b) At the appropriate time the investigator should, but are not required (there will be allegations determined to be unsubstantiated prior to the subject's knowledge of the allegation. Many times in these instances it is not wise to inform the subject a baseless allegation was made against them) to inform the 'Subject' of the case reported against him/her and should provide reasonable opportunity to him/her to provide any justification. The Subjects are mandated to cooperate with the investigation procedure and any form of non-cooperation can result in disciplinary action up to and including termination.
- c) Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects
- d) Depending upon the nature of the complaint – Investigator from the HR / Legal, Risk will be spearheading the investigation, as the case may be. The Investigators are required to conduct fact-finding and analysis related to cases of alleged improper or unethical activities. Investigators derive their authority and access rights from the Company when acting within the course and scope and they shall have the necessary competency.
- e) Technical and other resources may be drawn upon as necessary to augment the investigation. All investigators shall be independent and unbiased both in fact and appearance. Investigators have a duty of fairness, objectivity, thoroughness, ethical behaviour and observance of legal and professional standards. Investigations will be launched only after preliminary consideration that establishes that:

- i. The allegation if true, constitutes an improper or unethical activity, and;
 - ii. Either the allegation is accompanied by information specific enough to be investigated, or matters that may be worthy of the management review.
- f) All Protected Disclosure reported under this Policy will be thoroughly investigated in accordance with the procedure established.
- g) The decision to conduct an investigation is not an accusation and is to be treated as a neutral fact finding process. The outcome of the investigation may or may not support a conclusion that an improper or unethical act was committed and, if so, by whom. Further, depending upon the facts and circumstances, the Company at its sole discretion may decide on the need to share the report / outcome with the Whistle Blower, as may be appropriate.
- h) The investigation shall ordinarily, be completed within reasonable period of the receipt of the disclosures, and the final decision shall be taken basis the Company's disciplinary grid. Time period between the pendency raised and receipt of requirements shall not be covered under the said clause. However, if the complaint falls under any of the matter which is governed by specific regulation or laws (such as The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 or Appointment of Insurance Agents Regulations 2016 etc.), then such complaint shall be adhere to such timelines, as specified therein. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of an investigation pursuant to this policy shall adhere to the applicable Code of Conduct and disciplinary procedures.
- i) The final decision on the complaint shall be implemented by the Company basis the investigation findings within reasonable period after completion of investigation.
- j) The Audit Committee shall be updated on a quarterly basis, of the status of the Whistle Blowing Complaints received by the Company.
- k) The investigation will:
- i. Subscribe to the principles of fair and natural justice i.e. a person is not to be a judge in his own case and opportunity of being heard is to be given to the person complained against;
 - ii. Keep records together with supporting evidencing documents; and
 - iii. Be done expeditiously resulting into a report clearly stating findings and recommending the remedial action.

2.8. Protection

- The Whistle Blower reserves the right to remain anonymous to the Subject and other Stakeholders and it is the responsibility of the Ethics committee to maintain anonymity if requested by the Whistle Blower.
- Any individual(s) including the Committee members making an attempt to disclose the identity of the Whistle Blower when requested for anonymity will be subject to severe punitive action up to and including termination of employment unless otherwise provided by law.
- The Whistle Blower will not be subject to any punitive action if the case reported by him/her does not hold true, provided there is no material evidence to prove that the disclosure was made otherwise than in good faith.
- The Company prohibits and condemns retaliation, retribution, discrimination, harassment or any other unfair employment practices against the Whistle Blower for a report that was provided in good faith and not done primarily with malice to damage another or the organization.

- Anyone who retaliates against the Whistle Blower (who reported an event in good faith) will be subject to disciplinary action taken by the Committee, including termination of employment.
- In cases where external agencies are involved for investigation, the Whistle Blower is required to co-operate and provide the necessary statement/information whenever asked for.
- Subjects have a right to consult with a person or persons of their choice save and except the Investigators and / or the Whistle Blower. This may involve representation, including legal representation.

2.9. Retention of Records

- The copies of evidence obtained for the purpose of the investigation should be stored for a minimum period of 10 years or in line with the Record Retention practice of the Company, whichever is higher.
- Any attempts to manipulate or fudge the evidence gathered by the investigating team will be dealt with appropriate punitive action, up to and including termination

2.10. Confidentiality

- The Whistle Blower, the Subject, the Committee and everyone involved in the process shall:
 - Maintain complete confidentiality/ secrecy of the matter
 - Not discuss the matter in any informal / social gathering / meetings
 - Discuss only to the extent or with the persons required for the purpose of completing the process and investigation
 - Not keep the papers unattended anywhere at any time
 - Keep the electronic mails/ file under password
 - Not remove or copy any information to a non-company asset or site unless approved. .

2.11. Abuse of the Policy

Any employee found to be reporting malicious, baseless, false events under the policy and providing information not in good faith will be subject to serious punitive action as deemed necessary.

2.12. Monitoring Compliance with the policy

The collective responsibility for the ongoing monitoring of compliance with the Policy lies with the HR Resource Department and the Compliance Department.

2.13. Review of the Policy

The Whistle Blowing policy can be revised by the Human Resource department on an Annual basis and the modifications need to be approved by the Board.

3. Appendix - Secured Disclosure Form**Secured Disclosure Form**

Whistle Blower Details (to be filled by Whistle Blower)	
Employee Name	
Employee Code	
Designation	
Department	
Contact Number	
Anonymity Required	Yes / No

Subject Details (to be filled by Whistle Blower)	
Employee Name	
Designation	
Department	
Remarks	

Case Details:

The Whistle Blower should provide the details of the case he/she wants to report under the policy in this field.

Evidence in the form of documents can be annexed with this form.

Signature (Digital/Manual)
