

WHISTLE BLOWER & VIGIL MECHANISM POLICY

Version Control					
Version	Date	Author	Reviewer	Approver	Notes
1.0	1 st December 2014	Padmini Vinay	HR Management	Head HR	First version of the document
2.0	1 st March 2016	Padmini Vinay	HR Management	Head HR	Change in Whistle Officer
3.0	25 th July 2019	Padmini Vinay	Ramani Dathi, Chief Financial Officer	Board of Directors	Annual Policy Review
4.0	18 th May 2022	Padmini Vinay	Ramani Dathi, Chief Financial Officer	Board of Directors	Annual Policy Review
5.0	31 st July, 2024	Secretarial Department	Alaka Chanda, Company Secretary and Compliance Officer	Board of Directors	To adhere to good Corporate Governance practices

TeamLease Services Limited Restricted

This Whistle Blower & Vigil Mechanism Policy (Policy) is not to be copied or distributed without the express written consent of TeamLease Services Limited. No part of this document may be used for purposes other than those intended by TeamLease Services Limited.

Amendment

Any change in the Policy shall be approved by the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

Whilst, the Organisation has made best efforts to define detailed procedures for implementation of this policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the broad intent of the policy. The Organisation may also establish further rules and procedures, from time to time, to give effect to the intent of this policy and further the objective of good corporate governance.



1. PREFACE

As per the requirements of the Section 177 of the Companies Act, 2013, every listed company and such class or classes of companies as prescribed in the Companies (Meetings of Board and its Powers) Rules, 2014 is required to establish a vigil mechanism through the “Whistle Blower Policy” for Directors and Employees to report concerns of unethical behaviour, instances of leak of Unpublished Price Sensitive Information and unauthorized Insider Trading by Employees/Directors, actual or suspected fraud or violation of the Company's Code of Conduct.

TeamLease has adopted the Code of Conduct, which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of employees in pointing out such violations of the Code cannot be undermined. Accordingly, this “Whistle Blower Policy” has been formulated with a view to provide a mechanism for Directors, Employees and Stakeholders of the Company to raise concerns on any violations. There is a provision under the Code of Conduct requiring employees to report violations.

2. OBJECTIVE

TeamLease is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, TeamLease encourages its Directors, Employees and other Stakeholders who have concerns about suspected misconduct to come forward, express and to bring to the Company’s attention instances of any unethical incidents, actual or suspected, of fraud or violation of the Code of Conduct of the Company, any violations of legal or regulatory requirements, incorrect or misrepresentation of any Financial Statements and Reports, etc. that could adversely impact the Company’s operations, business performance and/or reputation or raise bona fide concerns without fear of punishment or unfair treatment.

The Company shall investigate such reported incidents in an impartial manner and take appropriate action to ensure that the requisite standards of professional and ethical conduct are always upheld. This Policy shall safeguard whistle-blower from reprisals or victimization.

3. SCOPE OF THE POLICY

The Policy shall extend to whole of the Company and its Group Companies. It intends to cover serious concerns that could have grave impact on the operations and performance of the business of TeamLease. The policy neither releases employees 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.

Stakeholders who are eligible to make Protected Disclosures under this Policy include (but are not restricted to):

- All Core Employees and Consultants/Retainers
- Directors of the Company
- Employees of other agencies deployed for the Company’s activities, whether working from any of the Company’s offices or any other location. Contractors, Vendors, Suppliers or Agencies (or any of their employees) providing any material or service to the Company.
- Customers of the Company
- Any other person having an association with other Organisations with whom the Company has any financial or commercial dealings.



The Policy covers malpractices and events which have taken place/suspected to take place involving (but are not restricted to):

- i. Abuse of authority
- ii. Breach of contract
- iii. Negligence causing substantial and specific danger to public health and safety
- iv. Manipulation of company data/records
- v. Financial irregularities, including fraud or suspected fraud or Deficiencies in Internal Control and check or deliberate error in preparations of Financial Statements or Misrepresentation of Financial Reports
- vi. Any unlawful act whether Criminal/ Civil
- vii. Pilferage of confidential/propriety information
- viii. Deliberate violation of law/regulation
- ix. Wastage/misappropriation of Company funds/assets
- x. Breach of Company's Policy or failure to implement or comply with any approved Company's Policy

Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

What's Not in Scope

- i. Acts where the context turns personal.
 - a. Domestic Violence
 - b. Divorce Proceedings / Domestic issues
 - c. Personal Loan default by employee
- ii. Concerns relating to Annual Performance Review raised directly without following defined grievance process
- iii. Concerns involving inappropriate and disrespectful behavior/conduct at Workplace (can be raised only after prior HR mediation and decision on the same has been obtained)
- iv. Concerns related to Employee Benefits, Reimbursements and Payroll

4. DEFINITIONS

- a) **"Audit Committee" or "Committee"** means the Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 read with Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) **"Code"** means the Code of Conduct of the Company.
- c) **"Director"** means a member of the Board of Directors of the Company.



- d) **“Employee”** means every employee of the Company (whether working in India or abroad) including the Directors in the employment of the Company.
- e) **“Improper Act”** means any concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct.
- f) **“Investigator”/“Investigating Committee”**: means those persons authorized, appointed, consulted or approached by the Chairperson of the Audit Committee including Auditors of the Company, the police and the third parties with the responsibility for conducting investigations to ascertain credibility of any Protected Disclosure.
- g) **“Policy”** means this Whistle Blower & Vigil Mechanism Policy
- h) **“Disciplinary Action”** means 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 or any such action as is deemed to be fit considering the gravity of the matter.
- i) **“Protected Disclosure”** means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative in nature.
- j) **“Good Faith”** means an employee shall be deemed to be communicating in ‘good faith’ if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the employee does not have personal knowledge on a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.
- k) **“Compliance Officer”** means the Company Secretary of the Company who may be designated Compliance Officer under SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015.
- l) **“Subject(s)”** means any individual or individuals against whom an allegation or Protected Disclosure has been made or evidence gathered during the course of an investigation under this Policy.
- m) **“Participant”** means people who are involved in an incident that leads to investigation.
- n) **“Whistle Blower” or “Complainant”** means an Employee, a Director or other Stakeholders of the Company making a Protected Disclosure under this policy. Whistleblower can be permanent employees and/or consultants/retainers.

Duties of Whistle Blowers or Complainant

- i. Report any improper practice on time. Delay in reporting may lead to loss of evidence and also financial loss for the Company.
- ii. Whistle blower will not conduct any investigation.
- iii. Although they are not required to provide proof, they must have sufficient cause for concern.
- iv. Avoid anonymity when raising a concern.
- v. Follow the procedures prescribed in this Policy for making a Protected Disclosure.
- vi. Co-operate with investigating authorities, maintaining full confidentiality.
- vii. Whistle Blower will not file complaint for personal gain.



- viii. The intent of the Policy is to bring genuine and serious issues to the fore and it is not intended for petty disclosures. Malicious allegations by employees may attract disciplinary action.
- ix. Personnel who makes complaints with mala fide intentions and which are subsequently found to be false will be subject to strict disciplinary action.
- x. A whistle blower has the right to protection from retaliation. But this does not extend to immunity for involvement in the matters that are the subject of the allegations and investigation.
- xi. Reporting any other incident, that is unusual in nature and calls for attention of the Company's management. However, reporting in this case must be adequately justified with strong rationale as to why the same shall be considered as a whistleblowing complaint. Any such complaint without adequate rationale is liable to be rejected.

5 GUIDING PRINCIPLES

To ensure that this Policy is adhered to and to assure that the concern will be acted upon seriously, the Company will:

- i. Ensure that the Whistleblower and/or the person processing the Protected Disclosure is not victimized for doing so
- ii. Treat victimization as a serious matter, including initiating disciplinary action on person/(s) indulging in victimization
- iii. Ensure complete confidentiality
- iv. Not attempt to conceal evidence of the Protected Disclosure
- v. Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made
- vi. Provide an opportunity of being heard to the persons involved especially to the subject

6. PROTECTION TO WHISTLEBLOWER

If one raises a concern under this Policy, he/she will not be at risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance in any manner. Company's employee will not be at the risk of losing her/his job or suffer loss in any other manner like transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform his/her duties/functions including making further Protected Disclosure, as a result of reporting under this Policy. The protection is available provided that:

- a. The communication/ disclosure is made in good faith
- b. He/She reasonably believes that information, and any allegations contained in it, are substantially true; and
- c. He/She is not acting for personal gain

Anyone who abuses the procedure (for example by maliciously raising a concern knowing it to be untrue) will be subject to disciplinary action, as will anyone who victimizes a colleague by raising a concern through this procedure. If considered appropriate or necessary, suitable legal actions may also be taken against such individuals. However, no action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.

The Company will not tolerate the harassment or victimization of anyone raising a genuine concern. As a matter of general deterrence, the Company shall publicly inform employees of the penalty imposed and disciplinary action



taken against any person for misconduct arising from retaliation. Any investigation into allegations of potential misconduct will not influence or be influenced by any disciplinary or redundancy procedures already taking place concerning an employee reporting a matter under this policy.

Any other Employee/business associate assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

7. REPORTING MECHANISM

- a) All Suspected concerns/Violations/Protected Disclosures/ Complaints can be sent via email to the dedicated whistle blower email id at auditcommitteechairman@teamlease.com. This dedicated id is meant for all instances of whistle blowing concerns. Whistle Blower is extended direct access to the Chairperson of the Audit Committee via the aforesaid dedicated whistle blower email id. The complainant needs to leave a message through an identifiable email address with their name the confidentiality of which will be guaranteed.

Hard copy of the Suspected concerns/Violations/Protected Disclosures/ Complaints can be sent to the registered office of the Company addressed to below, who shall in turn share the same with audit committee chairperson vide the dedicated whistle blower email id at auditcommitteechairman@teamlease.com

Ms. Alaka Chanda
Group Company Secretary & Compliance Officer
315, Work Avenue Campus,
Jyoti Nivas College Rd, Koramangala
Industrial Layout, Koramangala,
Bengaluru, Karnataka 560095

- b) Protected Disclosures shall be reported in writing so as to ensure clear understanding of the issue/s raised and should be typed or handwritten in legible handwriting in English, Hindi or regional language of place of employment of the Whistle Blower.
- c) Protected Disclosures shall be forwarded with a covering letter which shall bear the identity of Whistle Blower. The Chairperson of the Audit Committee/Compliance Officer shall detach the covering letter and identity of the Whistle Blower before sending the matter for investigation to the Investigator.
- d) Anonymous disclosures shall not be entertained under this Policy.

Since protected Disclosures expressed anonymously are much less credible.

The Protected Disclosure must provide as much detail and be as specific as possible, including names and dates, in order to facilitate the investigation. To the extent possible, the Protected Disclosure must include the following:

- i. Name, address and contact details of the Whistleblower;
- ii. The employee, and/or outside party or parties involved;
- iii. The sector of the Company where it happened (division, office);
- iv. When did it happen: a date or a period of time;



- v. Where did it happen: place of occurrence;
- vi. Type of concern (what happened);
 - a. Financial reporting;
 - b. Legal matter;
 - c. Management action;
 - d. Employee misconduct; and/or
 - e. Health & safety and environmental issues.
- vii. Submit supporting documentation (if any);
- viii. Prior efforts to address the problem, if any.

Time Limit for Raising Concern

- i. A Whistle Blower/Complainant raising a concern is required to share all available and relevant information regarding the concern not later than 3 (three) months from the date of Complainant having knowledge of the concern.
- ii. For any complaint beyond this timeline, it will be the decision of the Audit Committee Chairperson to decide on acceptance of the complaint basis relevance.

8. INVESTIGATION

Upon receiving a complaint, the Compliance Officer will make an assessment thereof and on being satisfied as to the seriousness and credibility of the complaint, direct the complaint to the Chairperson of the Audit Committee.

Any complaint by or against Senior Management and/or the Compliance Officer and/or KMP and/or the Board of Directors will be investigated as directed by the Audit Committee.

In case the Complaint does not merit any investigation, it shall be closed with the reasoned recommendation recorded by the Compliance Officer.

If the Audit Committee Chairperson determines that the complaint is bonafide and/or valid he/she will set up an Investigation Committee in consultation with Audit Committee.

All concerns under this Policy will be investigated appropriately, and it is the duty of every individual to cooperate in an investigation. The investigating Committee will take all reasonable efforts to ensure that the investigation process is smooth and unbiased.

During the course of an investigation all disclosed information including the identity of the complainant will be kept confidential except as necessary or appropriate to disclose for the purposes of the investigation or where required to be statutorily disclosed. Every investigation shall be completed within reasonable time period and in any case within 90 days from date of receipt of the Complaint from the Whistleblower.

The report of the investigation shall be submitted to the Audit Committee and if the report leads the Chairperson of the Audit Committee to conclude that an improper or unethical act has been committed, the Audit Committee shall recommend to the management / Board of the Company to take such disciplinary or corrective action as they deem fit, respectively.



If the Investigation Committee under the instruction of the Audit Committee Chairperson, determines that a violation has occurred, the Company will take appropriate action which may include disciplinary proceedings against the violator, including termination of employment

9. REMEDIES & DISCIPLINE

If the Company determines based on the findings of the Investigating Committee in consultation with Audit Committee Chairperson that if a whistle blowing incident has occurred, it will take the following action to correct it.

- i. Any person found guilty of violation of the TeamLease Code of Conduct will be subject to disciplinary action up to and including termination of employment.
- ii. Appropriate procedures, policies and controls will be established in all departments to ensure early detection of similar violation.
- iii. During the investigation period or at any time thereafter, if any employee is found to be
 - a. retaliating against the complainant,
 - b. coaching witnesses or
 - c. tampering with evidence, then it would lead to severe disciplinary action including termination of employment.

10. ACCOUNTABILITIES & DUTIES

10 a. ACCOUNTABILITY OF WHISTLE BLOWER(S)

- i. Whistleblowers provide initial information related to a reasonable belief that an unethical activity has occurred. The motivation of a Whistleblower is irrelevant to the consideration of the validity of the allegation.
- ii. Whistleblower (including anonymous Whistleblower) must provide all factual corroborating evidence, as is available/possible, to enable commencement of an investigation. An investigation will not be undertaken without verifiable support. However, Whistleblower shall refrain from obtaining evidence for which they do not have a right of access.
- iii. Whistleblowers have a responsibility to be candid with the Investigation Committee. The person should be prepared to be interviewed by the Investigation Committee.
- iv. Whistleblowers are not to act on their own in conducting any investigation.
- v. The Whistleblowers will not be immune to disciplinary action if he is found guilty of or is a party to the allegations.
- vi. The intent of the policy is to bring genuine and serious issues to the fore and it is not intended for petty complaints. Malicious allegations by employees may attract disciplinary action.
- vii. In exceptional cases, where the complainant is not satisfied with the outcome of the investigation carried out by the Investigation Committee, he/she can make a direct appeal to the MD.



10 b. ACCOUNTABILITY OF COMPLIANCE OFFICER AND INVESTIGATION COMMITTEE

- i. The Investigation Committee will be responsible for upholding the principles of the Code of Conduct.
- ii. The Investigation Committee will determine whether the concern or complaint actually pertains to a compliance violation.
- iii. The Investigation Committee will review the findings of the investigation and will initiate appropriate corrective action.
- iv. The Investigation Committee will be responsible for ensuring that the investigation process is fair and transparent.

10 c. DUTIES OF INVESTIGATION COMMITTEE

- i. Proceedings of investigation shall be conducted in a fair, unbiased manner;
- ii. Fact finding process should be comprehensive;
- iii. Confidentiality shall be the key word of the committee/ investigators;
- iv. Decision on the outcome of the investigation, whether an improper practice has been committed and if so by whom, to be taken;
- v. Action to be taken has to be developed by the Committee

10 d. ACCOUNTABILITY OF INVESTIGATION SUBJECT

- i. A subject is a person or a group of persons who is the focus of investigative fact finding either by virtue of an allegation made or evidence gathered during the course of an investigation. The decision to conduct an investigation is not an accusation; it is to be treated as a neutral fact finding process. The outcome of the investigation may or may not support a conclusion that an unethical act was committed and, if so, by whom.
- ii. The identity of a subject should be maintained in confidence to the extent possible given the legitimate needs of law and fairness in investigation.
- iii. Subjects should normally be informed of the allegations at the outset of a formal investigation and have opportunities for input during the investigation.
- iv. Subjects have a responsibility not to interfere with the investigation and to adhere to admonitions from investigators in this regard. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached or intimidated.
- v. Unless there are compelling reasons to the contrary, subjects should be given the opportunity to respond to material points of evidence contained in an investigation report.
- vi. No allegation of wrongdoing against a subject shall be considered sustained unless at a minimum, a preponderance of the evidence supports the allegation.
- vii. Subjects have a right to be informed of the outcome of the investigation.
- viii. Any disciplinary or corrective action initiated against the subject as a result of an investigation pursuant to this policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.



10 e. ACCOUNTABILITY OF INVESTIGATION PARTICIPANT

- i. All employees who are interviewed, asked to provide information or otherwise participate in an investigation have a duty to fully cooperate with the investigators.
- ii. Participants should refrain from discussing or disclosing the investigation or their testimony with anyone not connected to the investigation. In no case should the participant discuss with the investigation subject the nature of evidence requested or provided or testimony given to investigators unless agreed to by the investigators.
- iii. Requests for confidentiality by participants will be honoured to the extent possible within the legitimate needs of law and the investigation.
- iv. Participants are entitled to protection from retaliation for having participated in an investigation.

10 f. ACCOUNTABILITY OF STATUS REPORT TO AUDIT COMMITTEE CHAIRPERSON

A quarterly status report on the total number of complaints received during the period, with summary of the findings of the Committee and the corrective actions taken will be presented to the chairperson of the Audit Committee after the end of the quarter.

11. DOCUMENTATION

1. All Protected Disclosures in writing as well as all documents related to any investigation and the results of the investigation relating thereto shall be retained for a period of at least 8 years. Confidentiality will be maintained to the extent reasonably practicable depending on the requirements and nature of the investigation.
2. When possible and when determined appropriate by the Committee, notice of any corrective action taken will be given to the person who submitted the concern or complaint.

12. MANAGEMENT ACTION ON FALSE DISCLOSURES

An employee who knowingly makes false allegations of unethical & improper practices or alleged wrongful conduct shall be subject to disciplinary action, up to and including termination of employment, in accordance with Company rules, policies and procedures. Further this policy may not be used as a defence by an employee against whom an adverse personnel action has been taken independent of any disclosure made by him and for legitimate reasons or cause under Company rules and policies.



13. ACCESS TO REPORTS AND DOCUMENTS

All reports and records associated with “Disclosures” are considered confidential information and access will be restricted to the Whistleblower, the Audit Committee and Investigation Committee. “Disclosures” and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at that time.

14. COMMUNICATION

Communication of this policy for all new Employees and Directors, a copy of this Policy shall be handed over as a part of the joining documentation, along with other HR related policies. For all existing Employees and Directors, a copy of this Policy shall be handed over within one month of the adoption of this Policy by the Board of Directors of the Company. This Policy shall also be posted on the website of the Company and in the Directors' Report of the Company.
