

Annexure-A of IAD Circular No. 07/2021 dated 21.04.2021

Whistle Blower Policy

With effect from 01 April 2021

For the year 2021-22

Division : Inspection & Audit Division
Version : 2021_IAD_1.0

Policy Custodian

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Approved by	Board
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Policy Version Control

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Synopsis

This Policy aims to establish a mechanism to receive protected disclosure relating to any allegation of corruption or wilful misuse of power or wilful misuse of discretion against any employee of the bank and to inquire thereof.

This policy is framed in the light of provisions of Companies Act / RBI guidelines/ SEBI Guidelines as applicable and relevant to bank.

Policy covers following points:

- a. Eligibility: Details of various stake holders of the bank eligible to make Protected Disclosures under this policy
- b. Competent Authority: The Chairman of Audit Committee of Board will be the Competent Authority to deal with the protected disclosure received under provisions of this Policy
- c. Whistle Blower's Role
- d. Scope: list of activities may be reported under this Policy
- e. Inquiry in relation to disclosure by whistle blower
- f. Whistle Blower's Protection: The protection available to Whistle Blower is spelt out in the policy
- g. Procedure for reporting
- h. Modality of operation at the bank level

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1. BACKGROUND

1.1 Punjab National Bank (herein after referred to as Bank) is committed to the highest standards of ethics & integrity. The Bank encourages an open culture in all its dealings between staff, managers, customers and all people with whom it comes into contact.

1.2 The bank shall establish a vigil mechanism for directors, employees and any stake holder to report concerns about unethical behaviour, actual or suspected fraud or violation of the bank's code of conduct or ethics policy.

1.3 This policy is framed in the light of provisions of Companies Act/ RBI guidelines / SEBI Guidelines as applicable and relevant to bank.

1.4 This mechanism aims at providing adequate safeguards against victimization of all concerned that avail of the mechanism.

2. OBJECTIVE

This Policy aims to establish a mechanism to receive protected disclosure relating to any allegation of corruption or wilful misuse of power or wilful misuse of discretion against any employee of the bank and to inquire or cause an inquiry into such disclosure and to provide adequate safeguards against victimization of the person making such protected disclosure and for matters connected therewith and incidental thereto.

3. COMPETENT AUTHORITY

The Chairman of Audit Committee of Board will be the Competent Authority to deal with the protected disclosure received under provisions of this Policy.

4. ELIGIBILITY

Various stake holders of the bank are eligible to make Protected Disclosures under this policy. These stakeholders may fall into any of the following broad categories:

- (i) Directors of the Bank
- (ii) Employee of the bank

- (iii) Employees of other agencies deployed for the bank activities, whether working from any of the bank's offices or any other location.
- (iv) Contractors, vendors, suppliers or agencies (or any of their employee) providing any material or service to the Bank.
- (v) Any other stakeholder.

5. **PUBLIC INTEREST DISCLOSURE**

5.1 As a socially responsible organization, the Bank believes in conducting its affairs in a fair & transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. The Bank is committed to develop a culture, where it is safe for all, who alarms concerns about any unacceptable/unethical practice or misconduct at any level.

5.2 As such, in case the complainant has reasonable grounds of having observed unethical and improper practices or any other wrongful conduct in any of the departments/offices /Branches of the Bank, he may make a **disclosure** under this policy.

5.3 Every disclosure made as per the provisions of this Policy shall be treated as public interest disclosure before the Competent Authority.

5.4 Every disclosure shall be made in good faith and the person making protected disclosure shall make a personal declaration stating that he/she reasonably believes that the information disclosed by him/her and allegation contained therein is substantially true.

5.5 Whistle Blower shall also declare that he has not made any complaint on the same subject matter to any outside Authority / Agency or higher executives of the bank, prior to this disclosure.

5.6 Every protected disclosure shall be made in writing or by electronic mail in accordance with the prescribed procedure as per Para 10 of this policy, containing full particulars and be accompanied by supporting documents, or other materials, if any.

5.7 The Competent Authority may, if it deems fit, call for further information or particulars from the person making the disclosure.

5.8 No action shall be taken on public interest disclosure by the Competent Authority, if the disclosure does not indicate the identity of the complainant or the identity of the complainant is found incorrect.

6. SCOPE

6.1 All stakeholders are encouraged as a preventive vigilance measure to report incidences of financial misconduct, wherever noticed.

6.2 The policy intends to help all stakeholders who may have concerns over any wrong doing within the Bank to report unlawful conduct, misconduct, malpractices, violation of any legal or regulatory provisions, financial mismanagement, accounting irregularities etc.

6.3 Though an exhaustive list of activities that constitute such misconduct/ malpractice / violations cannot be enumerated, it is expected that the following acts may be reported under this Policy:

- (i) Criminal offence (e.g. frauds, corruption or theft) committed / likely to be committed.
- (ii) Failure to comply with legal / regulatory provision
- (iii) KYC/AML violations to provide some undue advantage to anyone.
- (iv) Breach of client promises by the Bank
- (v) Bank funds used in an unauthorised manner
- (vi) Sexual or physical abuse of a member of staff, service recipient or service provider.
- (vii) Any other form of improper action or conduct
- (viii) Information relating to any of the above deliberately concealed or attempts being made to conceal the same
- (ix) Fraudulent activity in an account.

6.4 Whistle Blower can make a disclosure against any employee / officer of the bank upto level of General Manager / Chief General Manager.*

*As regard disclosure against any Director, Executive Director, Managing Director & Chief Executive Officer and Chairman etc. it can be lodged under Govt. of India PIDPI regulations to designated authority like CVC or Secretary, DFS.

7. WHISTLE BLOWER'S ROLE

The Whistle Blower's role is that of a reporting party with reliable information. He/she is not required or expected to act as investigator or fact finder, nor would he/she determine that appropriate corrective or remedial action that may be warranted in a given case.

8. INQUIRY IN RELATION TO DISCLOSURE BY WHISTLE BLOWER:

8.1 The Competent Authority shall, upon receipt of the protected disclosure while concealing the identity of the complainant, shall make discreet inquiry within maximum period of 45 days, to ascertain whether there is any basis for proceeding further to investigate the disclosure.

8.2 The Competent Authority may close the matter, if after conducting an inquiry, is of the opinion that:

8.2.1 The facts and allegation contained in the disclosure are frivolous or vexatious : or

8.2.2 There are no sufficient grounds for proceeding with the inquiry

8.3 Any disclosure relating to Fraud and subject matters having vigilance implications will be brought to the notice of the CVO for further action.

8.4 After conducting the investigation, if Competent Authority is of the opinion that report reveals either wilful misuse of discretion or substantiates allegation of corruption, it shall take following steps

8.4.1 Recommend to appropriate authority for initiation of disciplinary proceeding or administrative action against the erring official(s) as per bank guidelines.

8.4.2 Recommend for taking of corrective measure.

8.5 The Competent Authority, on the merits of the case may or may not decide to go for personal hearing before closure of the matter.

8.6 Following matters shall not be entertained or inquired into by the Competent Authority to the extent:

8.6.1 If any matter specified or an issue raised in a disclosure has been determined by a Court or Tribunal authorized to determine the issue, after consideration of the matter specified or issue raised in the disclosure, the

Competent Authority shall not take notice of the disclosure to the extent that the disclosure seeks to reopen such issue.

8.6.2 If any public inquiry has already been ordered under the Public Servants Act or referred for inquiry under the Commission of Inquiry Act.

8.6.3 If the protected disclosure is made after the expiry of seven years from the date on which the action complained against is alleged to have taken place.

8.7 The Competent Authority shall not question any bonafide action or discretion used by the official as per business rules.

9. **WHISTLE BLOWER'S PROTECTION**

9.1 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 decimation, reprisal, harassment or vengeance in any manner. The bank will not tolerate the harassment or victimization of any one raising a genuine concern.

9.2 The protection is available provided that:

- (i) The communication / disclosure is made in good faith
- (ii) He / she reasonably believe that information, and any allegation contained in it, is substantially true.
- (iii) He / she is not acting for personal gain.

9.3 Bank will not disclose the identity, without his / her consent. If the situation arises where Bank is not able to resolve the concern without revealing the identity (for instance because his/ her evidence is needed in court), bank will discuss with his/ her the matter in which bank propose to proceed, and within the confines of statutory requirements endeavor to meet his/ her preference on revealing the identity.

10. **PROCEDURE FOR REPORTNG**

Any disclosure which is to be made under provisions of Whistle Blower Policy should comply with the following aspects:-

- i) The disclosure should be sent in a secured manner by way of closed envelope to the Chairman, Audit Committee of Board.

- ii) The envelope should be addressed to the officials as mentioned above and should be superscribed **“Disclosure under the provisions of Whistle Blower Policy”**. The complainant should only give his / her name and address either in the beginning of the text of the disclosure or at the end of it.
- iii) If the Whistle Blower wants that his/ her name should not be disclosed, the text of the disclosure should be carefully drafted so as not to give any details or clue as to his/her identity. However, the details of the disclosure should be specific and verifiable.
- iv) In order to have a speedy disposal of these disclosures the Whistle Blower should submit disclosure in a closed envelop **super scribed “Disclosure under the provisions of Whistle Blower Policy”**. If the envelope is not super scribed and closed, it will not be possible for the Bank to cover the identity of the complainant.

11 MODALITY OF OPERATION AT THE BANK LEVEL

11.1 The Whistle Blower shall lodge the disclosure to the Chairman, Audit Committee of Board in a closed/ secured envelope marked as **“Disclosure under the provisions of Whistle Blower Policy”** at the following address:

The Chairman of Audit Committee of Board,
Board & Coordination Division,
Punjab National Bank
Head Office, 5th Floor, sector -10, Dwarka, New Delhi-110075

Alternatively, the Whistle Blower can disclose through email at

whistleblower@pnb.co.in which will be owned by the Chairman of ACB. Whistle Blowers are advised to preferably use this mode as it will help in concealment of identity of whistle blower.

11.2 All the disclosure received under this Policy will be opened in the presence of Chairman of the Audit Committee of Board, by an authorized official of Board & Coordination Division, designated in this regard by Chairman, ACB. Once, the Chairman, ACB decides that this disclosure can be considered under the Whistle

Blower Policy, the authorized official will enter it in a Corporate Register containing brief particular of the disclosure received under this Policy. He / she shall assign a Unique Reference Number (URN) to each disclosure. All inter-office correspondence in respect of disclosures received under Whistle Blower Policy will be done citing only Unique Reference Number (URN) and not the name of Whistle Blower.

12. OTHER ASPECTS

12.1 Whistle blower should refrain from sending reminder or seeking further development/ action taken regarding disclosure made by him so as to protect his/her identity.

12.2 An employee who knowingly makes false allegations of unethical & improper practices or alleged wrongful conduct shall be subject to disciplinary action and will not be protected under the policy.

12.3 All reports received in writing or documented, along with the result of investigation relating thereto, shall be retained by the Bank for period of seven years from the date of closure.

12.4 The matters related to Appointments, Postings & Transfers etc. will not be normally entertained under Whistle Blower Policy. For these types of matters, complainant may use any other mechanism.

12.5 The standard operating procedure (SOP) for smooth rollout of this policy will be kept updated by the ACB.

STANDARD OPERATING PROCEDURE

**PROCEDURAL GUIDELINES FOR HANDLING PROTECTED DISCLOSURE MADE
BY WHISTLE BLOWER**

- i. All the protected disclosures received under this Policy will be opened in the presence of the Chairman, Audit Committee of Board by an authorized official designated by the Chairman, Audit Committee of Board.
- ii. Once, the Chairman, ACB decides that this disclosure can be considered under the Whistle Blower Policy, the authorised official will enter it in a Corporate Register containing brief particulars of the disclosure received under this Policy. He / she shall assign a Unique Reference Number (URN) to each disclosure.
- iii. All inter-office correspondence in respect of disclosure received under Whistle Blower Policy will be done citing only Unique Reference Number (URN) and not the name of Whistle Blower.
- iv. For disclosure received through email at whistleblower@pnb.co.in, password shall be allotted to the Chairman, Audit Committee of Board. After examining the email, if he decides that this disclosure can be considered under the Whistle Blower Policy, he will forward mail to the authorised official for entering in the Corporate Register and assigning a Unique Reference Number.
- v. Within a reasonable period of receipt of a disclosure the Authorised official shall provide an acknowledgement, followed by an initial response to the Whistle Blower on a selective basis.
- vi. The authorised official of Board & Coordination Division will furnish a brief note covering all details about the matter that Whistle Blower wishes to report. Authorised Official should not mention in this note the name or any other particulars that may identify the Whistle Blower.
- vii. Copies of documents that may help in establishing the veracity of the report may preferably be attached to the note. However, care may be taken that these paper do not contain the name or any other particulars indicating the Whistle Blower's identity.
- viii. The aforesaid note along with instruction of Chairman of ACB should be sent along with a forwarding letter / email message to Fraud Risk Management Division (FRMD) for further investigation in the matter and to take appropriate action.
- ix. HO:FRMD/ Vigilance (for matters referred to CVO) may investigate the disclosure at its own / may assign the investigation to any official in the field or may request HO:IAD to get the investigation done from any Auditor / Senior Official. FRMD will put-up status to the ACB on quarterly basis.
- x. The Chairman, ACB may recommend the matter for Disciplinary action or administrative action.

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- xi. The Board Division will include the confirmation in Annual Disclosures that no person has been denied access to the Chairman of the Audit Committee of Board.
- xii. If there is any serious issue involved in any type of disclosure, the matter shall be brought to the notice of MD & CEO.
- xiii. ACB will monitor all cases of Whistle Blower disclosures regularly and keep the Board informed through the minutes of ACB meeting / or as deemed appropriate.