



Version Control					
Version	Date	Author	Reviewer	Approver	Notes
0.1	20 th July 2015	Sandeepa	Board of Directors	Board of Directors	First version of the document

Name of Policy	Vigil Mechanism Policy	Approval Date	20 th July 2015
Description of Policy	This policy provides a framework for the effective vigil mechanism of whistle blower policy	Owner of the policy	Asha Sivashankar Head of HR
Eligibility	All full time (Core) employees on roles of TeamLease, TeamLease Skills University, Vendors, stakeholders, contractors	Policy Effective Date	20 th July 2015
Policy Status	New Policy Version 1.0	Next Policy Review Date	March 2016
Approval Authority	Board of Directors	Date of Last Revision	NA

1. Title

This policy shall be called “Vigil Mechanism & Whistle Blower policy”, hereinafter referred to as the “Policy”.

2. Background

Section 177 (9) of the Companies Act, 2013 and Clause 49 of the Listing Agreement inter alia mandate every listed company to constitute a vigil mechanism. TeamLease Limited (‘The Company’) believes in professionalism, transparency, integrity and ethical behaviour and has thus established a ‘Whistle Blower Policy’ to facilitate employees to report concerns of any unethical behaviour, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy. This Policy shall come into effect from 20th July 2015

3. Purpose

This Policy encourages Directors and Employees (defined hereunder) 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 that could adversely impact the Company’s operations, business performance and/or reputation or raise bona fide concerns.

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.

4. Definitions

The definitions of some of the key terms used in this Policy are given below.

- a. **“Audit Committee”** means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Clause 49 of the Listing Agreement with the Stock Exchange.
- b. **“Code of Conduct”** means the Code of Conduct for the Board and Senior Management and the code of conduct / ethics policy applicable to all employees of the Company.
- c. **“Director”** means a director appointed to the Board of the Company.
- d. **“Employee”** means every employee of the Company including the directors in the employment of the Company.
- e. **“Investigators”** mean employees or third parties selected and charged with the responsibility for conducting investigations to ascertain credibility of any whistle blower complaint(s).
- f. **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
 - a.
- g. **“Reported Incident”** means a subject matter including against any person or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- h. **“WhistleOfficer”** means an officer or Committee of persons who is/are nominated/ appointed to conduct detailed investigation of the disclosure received from the Whistleblower and recommend disciplinary action. Currently, Asha Sivashankar, Head HR, is nominated as Whistle Officer. The Committee, if appointed, should include Senior Level Officers of HR & Admin, Internal Audit and a representative of the Division/Department where the alleged malpractice has occurred.
- i. **“Whistleblower”** means a person or entity making a disclosure of any unethical activity that they have observed. Whistleblower can be permanent employees and/or consultants/retainers.

5. 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. Organisation’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 Organisation will not tolerate the harassment or victimization of anyone raising a genuine concern. As a matter of general deterrence, the Organisation 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.

6. Reporting Mechanism

Employees or Directors are encouraged to bring to the attention of the Company incidents pertaining inter alia to any

- a. Illegal or unethical conduct including that which adversely affects investors, shareholders, customers, suppliers, other employees or the business performance or image or reputation of the Company;
- b. Violation of any law or regulation including actual or suspected fraud
- c. Conflict of interest with the Company
- d. Leaking any confidential or proprietary information of the Company and
- e. Any other violation of the Company's code.

A Whistleblower complaint may be made by any employee or director (hereinafter referred to as the 'complainant'). Such complaint should be sent to the Vigilance Officer with a copy to the Chairperson of the Audit Committee.

Complaint shall be made in writing and delivered through secured medium to the Vigilance Officer at the registered office of the Company or by secured email of Vigilance officer and must include as much information about the suspected violation or

Reported Incident and should describe:

- a. Nature & details of alleged violation or irregularity, period of commission;
- b. Identity of person(s) suspected to be involved or committed the alleged violation or Reported Incident;

- c. Description of documents that would prove or relate to the above. Whistleblower's role is that of reporting party with reliable information and a Whistleblower is not required or expected to act as investigator or fact finders.

The report can be submitted to the Whistleblower Committee through any of the channels mentioned below.

- a. Written Complaint: A written complaint can be submitted to the committee
- b. Email: An email complaint can be sent to the Whistleblower Committee at whistleblower@teamlease.com. The complainant needs to leave a message through an identifiable email address with their name the confidentiality of which will be guaranteed.
- c. Telephone: A telephone complaint can be registered by calling and leaving a message on (Toll Free) 1800 419 0105.
- d. A report can also be made to the immediate supervisor (in case there is no potential conflict of interest) or made to any other official in TeamLease whom the reporting employee expect to have the responsibility to review the alleged unethical activity.

6. Investigation

Upon receiving a complaint (other than by or against Senior Management and/or Vigilance Officer), the Policy Administrators will make an assessment thereof and on being satisfied as to the seriousness and credibility of the complaint, direct the complaint for further investigation.

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

Any complaint by or against Senior Management and/or the Vigilance Officer will be investigated as directed by the Audit Committee.

All employees have a duty to cooperate in the investigation.

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 Policy Administrators with reasoning and supporting material. All cases of Whistleblower complaints received, and dealt with by the Policy Administrators shall be reported to the Audit Committee.

If the Whistleblower Committee determines that a violation has occurred, the Company will take appropriate action which may include disciplinary proceedings against the violator, including termination of employment.

This Policy is recommended by the Whistleblower Committee and approved by the Board of Directors of the Company and shall be applicable to all directors, senior management and employees of the Company.

7. Escalation Matrix

- a. Complaints received through email, telephone will be reported to the audit committee **within 1 business day from date of receipt of the complaint.**
- b. The Whistleblower Committee will acknowledge receipt of the concern or complaint to the submitter, (if not reported anonymously).
- c. The Whistleblower Committee will determine whether the concern or complaint actually pertains to a compliance or ethical violation through majority decision **within 7 business days of receipt of the complaint with the committee.**
- d. If the Whistleblower Committee determines that the complaint is a valid compliance violation, the Compliance Leader will investigate the alleged violation (If required, the Whistleblower Committee will set up an investigation committee that will have other members nominated by the Whistleblower Committee).
- e. The Investigation Committee will take all reasonable efforts to ensure that the investigation process is completed within **three calendar weeks from the third business day of the receipt of complaint.** If not, it shall justify the need for extension to the Whistleblower Committee.
- f. The Whistleblower Committee will make a decision based on the findings and the recommendations of the Investigation Committee.
- g. Prompt and appropriate corrective action will be taken by the Whistleblower Committee as described in 'Remedies & Discipline'.
- h. If the complainant can escalate the matter to the Audit committee chairperson, if the person still believes there is a reason
- i. All escalated/unresolved complaints will be presented to the board in the subsequent board meeting.