



**Internal  
Whistle Blower Policy  
for  
Employees and Directors  
(Version 2024)**

## DOCUMENT CONTROL SHEET

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## **1. PREFACE:**

The Bank has always emphasized that its employees and Directors should maintain the highest standards of ethics in their professional as well as in personal affairs. The Bank's employees and Directors are expected to conduct banking business/ operations in the most fair and transparent manner. Our Bank has adopted six Core Values to set the highest standards of conduct by the employees and Directors of the Bank while dealing with the stakeholders. One of the Core Values is "Integrity". The desired conduct/ behaviour required to conform to the Core Value of "Integrity" are as follows:

- i. Be ethical.
- ii. Be transparent.
- iii. Challenge unethical or dishonest conduct.

The Bank always encourages its employees and Directors not to be silent spectators to any act of wrong doing such as abuse of authority, misuse of Office, unethical conduct, violation of Bank's extant guidelines, fraudulent activity etc in the Bank but to report the same to the Designated Authority of the Bank. This is intended to ensure that a few of the employees/ Directors of the Bank cannot vitiate the overall atmosphere of the Bank and put the Bank's interest in jeopardy.

Any such act of wrong doing generally does not take place overnight but is carried out over a period of time. Other employees and Directors of the Branch/ Office/ Bank might have had information of such acts. Had such acts been reported in time, further damage/ quantum of loss to the Bank could have been avoided. Employees and Directors, despite having information of such acts refrain themselves from reporting these cases due to fear of retribution.

The Bank has formulated 'Internal Whistle Blower Policy for its employees and Directors' to promote Corporate Governance, instil faith and empower its employees and Directors to blow the Whistle against acts of wrong doing to the Designated Authority without any fear of reprisal.

The Policy set forth herein is to be read in conjunction with applicable laws & provisions of Central Vigilance Commission (CVC), Companies Act, SEBI (Listing Obligations and Disclosure Requirements) guidelines, RBI directives and other applicable provisions issued from time to time.

## **2. OBJECTIVE**

- ✓ To build and promote a robust Whistle blowing mechanism in the Bank.
- ✓ To have a platform for employees and Directors for reporting of genuine complaint/ disclosure
- ✓ To empower and encourage the employees and Directors to report genuine complaint/ disclosure.
- ✓ To ensure adequate safeguards to Whistle Blowers against subsequent probable risk of victimization, harassment, discrimination or disadvantage.
- ✓ To provide Whistle Blowers a direct access to the Chief General Manager (HR) and/ or Chairperson of the Audit Committee of the Board

### 3. DEFINITIONS

- ✓ **Audit Committee of the Board (ACB)** – ACB constituted by the Board of Directors of the Bank in accordance with the provisions of RBI guidelines and Companies Act, 2013.
- ✓ **Bank** – Bank of Baroda
- ✓ **Designated Authority (DA)** - The Authority identified to receive complaints/ disclosures under the 'Internal Whistle Blower Policy for employees and Directors'. Presently the Chief General Manager (HR) of the Bank shall be the Designated Authority.
- ✓ **Designated Officer (DO)** – The Officer authorised by the Designated Authority not below the rank of Assistant General Manager from the HR Department for assisting in handling of the Whistle Blower complaints/ disclosures received in the Bank under this Policy.
- ✓ **Directors-** Comprises whole time Directors and part time Directors including nominee Directors.
- ✓ **Disciplinary Action** – Any action that can be taken on the completion of/ during the investigation, including but not limited to a warning, recovery of financial losses incurred by the Bank, suspension from official duties or any other disciplinary action in terms of applicable disciplinary procedure for Award Staff and Officer employees considering the gravity of the matter as deemed fit.
- ✓ **Disclosure** – A concern raised in good faith by a Whistle Blower that discloses or demonstrates information that may evidence unethical or improper practice/ activity/ behaviour with respect to the Bank.
- ✓ **Employees** – All employees of the Bank including Officer and Award Staff members posted at Domestic/ Overseas Territories as also those under contract service in the Bank.
- ✓ **Subject-** A person against or in relation to whom a complaint/ disclosure is made or evidence gathered during the course of an investigation.
- ✓ **Whistle Blower** – An employee or Director of the Bank lodging a complaint or making a disclosure under the Policy.

### 4. SCOPE

- ✓ The Policy shall cover complaints/ disclosures made by the Bank's employees and Directors only and exclude the complaints/disclosures by those other than Bank's employees and Directors including complaints/disclosures received from ex-employees, relatives of employees, customers, vendors, third party entities. Further, the complaints/disclosure can be raised through offline mode- Post/Courier (refer to para 6.1 for details) or online mode- HR Connect Module (refer to para 6.2 for details). The complaints/disclosures made through any other mode shall not be covered under this Policy.
- ✓ Following complaints/ disclosures shall be covered under the Policy. The list is illustrative and not exhaustive.
  - Corruption: Accepting consideration in cash or kind from Customers/ middlemen for favourably considering credit proposals or any other pecuniary benefits/ facilities from our Bank, for which they are otherwise

- ineligible as per extant rules, or undeserving or there are cogent grounds or reasons for them not to get the said benefits/ facilities from our Bank
- Misuse of Office: Misuse of Discretionary Lending/ Administrative powers
  - Unauthorized debits/ credits to any accounts
  - Obtaining personal gains for settling genuine claims of Customers
  - Misuse of premises for unauthorized/ illegal activities
  - Misuse of cash of our Bank by employees/ Custodians for personal gains
  - Criminal offenses or unlawful activities, and activities which otherwise amount to serious improper conduct
  - Suspected or actual fraud
  - Failure to comply with existing rules and regulations resulting in financial loss or operational risk, loss of reputation and activities which are not in line with the Bank's policies
  - Incorrect financial reporting
  - Manipulation of data/ documents
  - Leakage of sensitive information, breach of any Policy, abuse of power and authority by any Official of the Bank or any other act with an intention of unethical personal gain or to cause damage to the Bank and procedures leading to reputational/ financial loss to the Bank.
  - Any other matters raising doubt on the individuals integrity or honesty leading to corruption, misuse of Office or gross violation of Systems and procedures leading to reputational/ financial loss to the Bank
- ✓ Anonymous/ pseudonymous complaints/ disclosures shall not be entertained under this Policy.
  - ✓ Employment related concerns i.e. salary, perquisites, leave, Leave Travel Concession, promotion, transfer, performance appraisal, incentive etc. should be reported through normal channel meant for the purpose and are not covered under this Policy. Such issues shall be treated as closed ab initio without any communication/ correspondence with the complainant.
  - ✓ The Policy shall not cover complaints/ disclosures made by the general public under Public Interest Disclosure and Protection of Informers (PIDPI) Resolution-2004.

## **5. STAFF EMPOWERMENT**

Our Bank has always been encouraging its employees to report acts of wrong doings such as misuse of Office, abuse of authority, unethical conduct, violations of the Bank's extant guidelines, fraudulent activity etc. to the Designated Authority under Whistle Blowing mechanism. To empower and encourage the employees to report fraudulent activity, the Bank shall ensure as under:

- ✓ Complete confidentiality of identity of the Whistle Blowers shall be maintained.
- ✓ Adequate safeguards and protection shall be provided to the Whistle Blowers against the fear of victimisation/ harassment for blowing the Whistle. This will include protection to the witnesses or any person rendering assistance for inquiry under this Policy by the competent authority.

- ✓ Harassment or victimization of the Whistle Blowers for reporting complaint/ disclosure under this Policy shall not be tolerated. The harassment/ victimization of the Whistle Blower shall be treated as a serious matter and Disciplinary action shall be initiated against the employee(s) causing or allowing victimization/ harassment of the Whistle Blower.
- ✓ Genuine complaint/ disclosures reported/ raised shall be acted upon in true letter and spirit.
- ✓ An inquiry/ investigation conducted against any subject shall not be construed by itself as an act of accusation and shall be carried out as a neutral fact-finding process, without presumption of any guilt.
- ✓ In case of non-satisfaction, if any, with the resolution of the complaint/ disclosure raised under Whistle blowing mechanism, the Whistle Blower can approach/ have access to the Chairperson of the ACB.
- ✓ Protection under the Scheme would not mean protection from Disciplinary action arising out of false/ malicious/ frivolous/ vexatious complaints/ disclosures made with malafide intention or found to be motivated.

## 6. PROCEDURE FOR RAISING A COMPLAINT/ DISCLOSURE

The 'Internal Whistle Blower Policy for employees and Directors' is intended to be used for raising complaints/ disclosures by the employees and the Directors. The complaint/ disclosures shall be raised/ reported through the following methods:

- ✓ Offline Mode through Post/ Courier
- ✓ Online Mode through HR Connect Module (for employees)

### 6.1. Offline mode through Post/ Courier

The complaint/ disclosures relating to those stated in the Scope of the Policy shall be sent through post/ courier directly to the Designated Authority (at present the Chief General Manager (HR)) in a sealed envelope/ cover at the address mentioned below:

**The Chief General Manager (HR)**  
**Bank of Baroda,**  
**Baroda Corporate Centre,**  
**C-26, G-Block, Bandra Kurla Complex,**  
**Bandra East, Mumbai – 400 051 (India)**  
**Telephone Number: 022-6698 5365**

Complaints/ disclosures under Internal Whistle Blower Policy for employees and Directors against Board Level Executive and the Designated Authority (at present the Chief General Manager (HR)) shall be sent by post/ courier to the Chairperson, the ACB at the below mentioned address. The complainant should raise such complaints only through the offline mode as the Designated Authority has the access to the HR Connect Module. If such complaint is raised through HR Connect Module, the complaint shall not be treated as whistle blower complaint.

The Chairperson,  
Audit Committee of the Board,  
Bank of Baroda,  
9<sup>th</sup> Floor, Baroda Corporate Centre,  
C-26, G-Block, Bandra Kurla Complex  
Bandra East, Mumbai – 400 051 (India)

- ✓ The envelope/ cover should be clearly superscribed as '**Complaint under Internal Whistle Blower Policy for employees and Directors**'.
- ✓ The Whistle Blower shall not disclose his/ her identity on the envelope/ cover containing the complaint/ disclosure.
- ✓ The Complaint/ disclosure should be made in the format prescribed in **Annexure 2**. The covering letter (**Part A**) as per the Annexure should be on a separate sheet from the details of the Complaint/ disclosure (**Part B**). This will enable the Designated Authority to retain the first page (**Part A of Annexure 2**) containing details of the Whistle Blower (Name, Employee Code, Present Place of Posting, Address, Contact/ Mobile Number, email ID etc) along with the envelope in his custody and hand over the subsequent pages (**Part B of Annexure 2**) containing the details of the Whistle Blower case to the Designated Officer.
- ✓ The complaint/ disclosure shall contain as detailed particulars as possible and shall be accompanied by supporting documents or other materials.
- ✓ The text of the complaint should be carefully drafted so as not to give any details or clue as to his/ her identity. The details of the complaint should be specific and verifiable.
- ✓ It is further clarified that where the complaint is generic but verifiable, the designated authority shall order an investigation of the branch where the complainant is presently posted. If in the complaint the specific location is not mentioned but specific region or zone/ set of branch/es is mentioned, the designated authority will decide the location/s which should be covered for investigation.
- ✓ In case the envelope is not superscribed as '**Complaints under Internal Whistle Blower Policy for employees and Directors**' and properly closed and sealed, it will not be possible for the Designated Authority to protect the Whistle Blower and the complaint will be dealt with as per the normal complaint handling Policy of the Bank.

**Flow chart for Offline Complaints received is given in Annexure 3**

## 6.2. Online Mode through HR Connect Module (for employees)

A utility in the HR Connect Module has been provided for all employees for raising complaint/ disclosure under the 'Internal Whistle Blower Policy for employees and Directors'. Employees can blow the whistle/ raise genuine complaint/ disclosure under Whistle Blowing mechanism through HR Connect Module by logging in with their personal credentials (Domain User ID & Password).

The path to raise complaint/ disclosure through HR Connect Module is:

**HR Connect > Self Service Applications > Whistle Blower**



**Flow chart for Online Complaints received is given in Annexure 4**

Access of the complaints/ disclosures reported through the HR Connect Module shall be restricted to the Designated Authority only. Bank shall ensure that the data with regard to Whistle Blower complaints/ disclosures is encrypted and is not accessible to any person other than the Designated Authority.

## 7. HANDLING OF COMPLAINTS/ DISCLOSURES

The Audit Committee of Board would be the Apex Authority to oversee the Whistle Blower Mechanism of the Bank.

### 7.1. Addressed to the Designated Authority

- i. The Chief General Manager (HR) of the Bank shall be the Designated Authority to receive complaints/ disclosures under 'Internal Whistle Blower Policy for employees and Directors'. The Designated Authority may be changed with the approval of the ACB.  
  
The Designated Authority may authorize an Officer, who shall be referred hereinafter as Designated Officer, not below the rank of Assistant General Manager from HR for assisting in handling of the Whistle Blower complaints/ disclosures received in the Bank under this Policy. All envelopes superscribed with "Complaint under Internal Whistle Blower Policy for employees and Directors" shall be opened by the Designated Authority only.
- ii. The Designated Authority shall ensure resolution of complaints within -90- days from the date of receipt of the complaint at his/ her Office.
- iii. For complaints/ disclosures received by post/ courier, the Designated Authority shall scrutinize the Whistle Blower Complaints/ disclosures and ascertain the identity of the Whistle Blower. In order to ascertain the identity, the Designated Authority will send a letter on the address given in the offline complaint through registered post with acknowledgement due to the whistle blower without revealing the subject and stating that the matter is being acted upon. The copy of the letter and acknowledgement due will be kept on records by the Designated Authority. In case the whistle blower replied that he has not sent the complaint, no action will be taken on the said complaint. If the letter is not returned, it will be presumed that the person has sent the complaint. If the identity of the Whistle Blower cannot be ascertained/ complaint received is anonymous/ pseudonymous, the Designated Authority may not take any action in the matter.
- iv. The Designated Authority shall not seek any confirmation from the Whistle Blower, if the complaint/ disclosures are made online through HR Connect Module as the complaint/ disclosure is made online by logging in with the employee's credentials only. The Designated Authority shall also not entertain the issue of misuse of password while dealing with the complaints/ disclosures received through HR Connect Module, as the safe keeping of the password is the responsibility of the individual employee.

- v. In case the Designated Authority is of the opinion that the allegations made in the complaint are specific and verifiable, then in such cases, the Designated Authority shall order investigation. It is further clarified that where the complaint is generic but verifiable, the designated authority shall order an investigation of the branch where the complainant is presently posted as per the whistle blower portal log-in details/mentioned in Part A of the whistle blower complaint, if received by post or courier. If in the complaint the specific location is not mentioned but specific region or zone/ set of branch/es is mentioned, the designated authority will decide the location/s which should be covered for investigation. In case the complaint/disclosure made does not have any verifiable information, no action will be taken and the matter will be treated as closed and suitably recorded and placed before the ACB.
- vi. Once the identity of Whistle Blower is confirmed, and on being satisfied that the complaint/ disclosure has verifiable information, the Designated Authority shall ensure that the identity of the Whistle Blower is removed/ masked from the body of the complaint so as to make it appears like a dummy complaint. Complete confidentiality of the Whistle Blower shall be maintained. The dummy complaint shall be given a reference number with which the original complaint shall be traced back. In case of complaints/ disclosures receive by post/ courier, Designated Authority will retain the first page (**Part A of Annexure 2**) containing details of the Whistle Blower (Name, Employee Code, Present Place of Posting, Address, Contact/ Mobile Number, email ID etc) along with the envelope in his safe custody and hand over the subsequent pages containing the details of the Whistle Blower case (**Part B of Annexure 2**) to the Designated Officer. At no point of time will the documents kept in the safe custody be accessed without proper authority from the Designated Authority.
- vii. The Designated Authority may, if he/ she deems fit, call for further information or particulars from the employee making the complaint. In case complaint/ disclosure is through HR Connect Module, any further information can be sought by the Designated Authority through the Module. A notification will be sent to the employee in HR Connect. The response to the query will have to be entered in the Module and the response will flow back to the Designated Authority.
- viii. All precautions shall be taken by the Designated Authority/ Designated Officer to ensure that the identity of the Whistle Blower is not revealed unless the Whistle Blower himself/ herself has made either the details of the complaint public or disclosed his/ her identity to any other Office or Authority. In order to protect the identity of the Whistle Blower, acknowledgement shall not be issued and the Whistle Blowers are advised not to enter into any further correspondence in their own interest.
- ix. The Designated Authority/ Designated Officer shall refer the matter to Central Internal Audit Division (CIAD), Head Office, Baroda for getting the matter investigated by the concerned Zonal Internal Audit Division (ZIAD). Investigation report should be submitted to the Designated Authority within 21days of referring the matter to the CIAD.
- x. While calling for reports/ investigation, the Designated Authority/ Designated Officer shall not disclose the identity of the Whistle Blower and shall also request the

Authority concerned to keep the identity of the Whistle Blower a secret, if by any reason, the Authority comes to know of the identity.

- xi. The inquiry/ investigation shall be conducted in a fair manner and provide adequate opportunity for hearing to the affected party and a written report of the findings should be prepared for submission to the Designated Authority.
- xii. If the investigation establishes either misuse of Office or substantiates allegations of corruption, fraud, potential fraud, acts of misuse of Office and gross violations of system, procedures, guidelines leading to serious threat of financial/ reputational loss to the Bank etc., the Designated Authority shall record in HR Connect portal about the findings of the allegation and close the complaint in line with the functionality provided in the HR connect portal. Further the Designated Authority will recommend to the Competent/ Appropriate Authority for initiating appropriate action which shall inter- alia include following:
  - ✓ Disciplinary Proceedings against employee concerned.
  - ✓ Recommend to appropriate Law Enforcement Agency for initiation of criminal proceedings in cases where facts/ circumstances warrant so.
  - ✓ Recommend to take corrective measures to prevent recurrence of such events in the future.

The Designated Authority at any time after the receipt of complaint/ disclosure from the Whistle Blower is of the opinion that any corrupt practice is required to be stopped during the continuation of any inquiry for the said purpose, may pass such interim instructions/ recommendations as he/ she may deem fit, to prevent the immediate stoppage of such practice.

- xiii. The Disciplinary Authority to whom a recommendation is made by the Designated Authority, for disciplinary action against the employee who has been found party to the particular Whistle Blower complaint for either wilful misuse of Office, discretion or power or substantiates allegation of corruption, shall initiate disciplinary action immediately as per applicable Disciplinary procedure and conclude the Disciplinary action logically in strict adherence of timelines prescribed by the Bank.  
In case the Disciplinary Authority does not agree with the recommendation of the Designated Authority to initiate Disciplinary procedure against the employee, it shall record the reason for disagreement and also communicate the same to the Designated Authority. The Disciplinary Authority will on a Quarterly basis apprise the Designated Authority of the Disciplinary action taken till its logical conclusion.
- xiv. If the Designated Authority, after conducting an inquiry in any complaint, is of the opinion that there are no sufficient grounds for proceeding with further investigation/ inquiry, he/ she shall record in HR Connect portal about the findings of the allegation and close the complaint in line with the functionality provided in the HR connect portal.
- xv. The Designated Officer shall maintain a list/ record for the complaints/ disclosures received under the Whistle Blower Policy in a register or computer and shall monitor the progress periodically and put up the same to the Designated Authority every fortnight.
- xvi. The Designated Authority will submit on a Quarterly basis a consolidated report for that quarter (for Quarter ending June, September and December) within one month from the end of the quarter to the ACB along with brief findings of the investigation

and will recommend for its closure pending staff side/HR actions as per the Bank's Policy. HR Department – BCC and Disciplinary Proceedings Department - BCC will update ACB on a quarterly basis on staff side/HR actions initiated on the basis of the investigation report for the said cases. Further, a consolidated report for the financial year will be placed by the Designated Authority to the ACB within one month of the end of the financial year.

- xvii. The Designated Authority will forward a copy of the investigation report to the Disciplinary Proceedings Department or any other Department(s) as may deem necessary. Further, the Designated Authority will also forward a copy of the investigation report to the Fraud Risk Management (FRM) Department as and when received from CIAD along with the complaint received, without disclosing the complainant details, so that FRM can comprehensively cover the scenarios in the Fraud Prevention & Mitigation Strategy.
- xviii. All Whistle Blower complaints/ disclosures, enclosed documents/ annexures, and the investigation reports shall be retained by the Bank as per the **Policy on preservation and destruction of records and Document handling**.

## 7.2. Addressed to the Chairperson, the ACB/ Escalation

- i. The complaint addressed to the Chairperson, the ACB, shall be directly accessed by the Chairperson, the ACB, who will direct the complaint to the Designated Authority or any other person of his/ her choice to investigate and report the outcome to him/ her within a stipulated timeframe i.e. 90 days in line with the Policy document.
- ii. Further, if any of the members of the ACB have a conflict of interest in a given case, they should recuse themselves and the others on the committee would deal with the matter on hand.
- iii. In case the Chairperson has directed any other person to investigate the said complaint, the details of the findings of the complaint along with the investigation report and the copy of the complaint masking the identity of the whistle blower should be forwarded to the Designated Authority for inclusion in the consolidated note to the ACB in line with the timelines specified. A copy of the report should also be forwarded, by such other person who has been directed to investigate by the Chairperson of ACB, to the Disciplinary Proceedings Department, BCC for the appropriate staff side / HR action/redressal.
- iv. HR Department- BCC and Disciplinary Proceedings Department - BCC will update ACB on a quarterly basis on staff side/HR actions initiated on the basis of the investigation report for the said cases. Further, a consolidated report for the financial year will be placed by the Designated Authority to the ACB within one month of the end of the financial year
- v. The Whistle Blowers can escalate the complaint/ disclosure raised under 'Internal Whistle Blower Policy for employees and Directors' to the Chairperson, ACB, if he/ she is not satisfied with the proceedings or findings of investigation. The Whistle Blower may reach out to the Chairperson, the ACB, through a closed/ sealed cover, clearly superscribing on the top of the cover/ envelope "**Complaint under Internal Whistle Blower Policy for employees and Directors**" at the address mentioned in **Para No 6.1 Flow chart for Offline Complaints received by the Chairperson, ACB is given in Annexure 5.**

- vi. The time frame stipulated in this policy for carrying out investigation and submission of the findings will equally apply to the escalation cases. The stipulated time frame of 90 days will start from the date the cover/envelop is opened by the Chairperson of the ACB. The date of opening the cover/envelop should be recorded by the Chairperson in the complaint letter and should be initialled by the Chairperson.

## 8. PROTECTION TO WHISTLE BLOWERS

- i. The Designated Authority and the Chairperson, ACB shall ensure that no punitive action is taken by any Administrative Authority against any employee/ Director of the Bank on perceived reasons/ suspicion of being “Whistle Blower”.
- ii. The Chairperson, ACB may also give any suitable recommendations/ instructions to the appropriate Authority/ concerned person to protect the Official from victimization or avoid victimization. Further, every recommendation/ instruction given by the Chairperson, ACB to the appropriate Authority/ concerned person shall be binding on them.

In the event of the identity of the Whistle Blower being disclosed in contradiction to the Policy guidelines, the ACB shall recommend appropriate action against the person making such disclosures.

- iii. If any Official is aggrieved by any action on the ground that he/ she is being victimized due to the fact that he had filed a complaint or disclosure, he/ she may file an application before the Chairperson, the ACB, seeking redressal in the matter.

## 9. CONCEALMENT OR DESTRUCTION OF DISCLOSURES

Attempts to conceal the evidence of the complaints/ disclosures made under ‘Internal Whistle Blower Policy for employees and Directors’ shall not be tolerated and appropriate Disciplinary action, as deemed fit, shall be taken by the Bank against those found indulging in concealment or destruction of such complaints.

## 10. FALSE/ MALICIOUS / FRIVOLOUS/ VEXATIOUS COMPLAINTS/ DISCLOSURES

In order to inhibit misuse of the Whistle Blower mechanism by the Whistle Blowers, any false/ malicious or frivolous/ vexatious complaints/ disclosures raised with malafide intention or complaints/ disclosures found to be motivated shall be viewed seriously by the Bank and the Designated Authority may recommend to the Competent Authority to take appropriate Disciplinary action against the concerned director or employee including reprimand.

## 11. EVIDENCES

Although the employee is not expected to prove the truth of an allegation, the employee should be able to demonstrate to the Designated Authority that the complaint is made in good faith where the designated authority holds the view that there is misuse of the Whistle Blower mechanism by the complainant.

## 12. REVIEW OF THE WHISTLE BLOWER MECHANISM

The ACB and the Board shall review and oversee the functioning of the Whistle Blowing Mechanism.

A Quarterly note will be put up by the Designated Authority before the ACB within one month from the end of the concerned Quarter (for Quarter ending June, September and December) and on Annual basis in March to the ACB and also to the Board of Directors.

The Note will contain amongst other details:

- ✓ Report on all complaints/ disclosures received under the Policy by the Designated Authority as well as the Chairperson, the ACB , together with results of investigations and an update on the actions taken thereof.
- ✓ Details on cases where the complaints/ disclosures made did not have any verifiable information and hence no action was taken.
- ✓ Disciplinary Proceedings Department, BCC and HR Department, BCC will update the staff side/HR side actions initiated based on the investigation report which substantiated the allegations in part/full.

### 13.COMPLAINTS UNDER PIDPI RESOLUTION-2004

This Policy covers the complaints made by the employees/ Directors of the Bank only and **does not cover the complaints made under Public Interest Disclosure and Protection of Informers (PIDPI) Resolution – 2004.**

### 14.AMENDMENT

The Bank reserves its right to amend or modify this Policy in whole or part, at any time without assigning any reason whatsoever.

### 15.POLICY ADMINISTRATION AND REVIEW

The ownership of the Policy shall rest with the Chief General Manager (HR).

The Policy approved by the Audit Committee of Board will be effective from 01<sup>st</sup> January 2024 and will be valid up to 31<sup>st</sup> December 2026. However, a review may be undertaken before the due date if necessary. Any direction/ guidelines issued in this regard by SEBI, RBI, CVC, Companies Act and other Regulatory authorities from time to time shall form part of this Policy pending formal inclusion at the time of renewal of the Policy.

The details of establishment of whistle blower mechanism shall be disclosed by the Bank on its website and in the Board's report.

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## ANNEXURE 1- COMPENDIUM OF ABBREVIATIONS

|          |                                                        |
|----------|--------------------------------------------------------|
| ACB      | Audit Committee of the Board                           |
| CIAD     | Central Internal Audit Division                        |
| CGM (HR) | Chief General Manager (Human Resources)                |
| CVC      | Central Vigilance Commission                           |
| CVO      | Chief Vigilance Officer                                |
| DA       | Designated Authority                                   |
| DO       | Designated Officer                                     |
| PIDPI    | Public Interest Disclosure and Protection of Informers |
| RBI      | Reserve Bank of India                                  |
| SEBI     | Securities and Exchange Board of India                 |
| ZIAD     | Zonal Internal Audit Division                          |

**ANNEXURE 2- WHISTLE BLOWER COMPLAINT FORM**
**Part A**

**This Table is for Office use only**

| Date of Filing Complaint |  | Dummy Reference Number |  | Initial of the Designated Authority |  |
|--------------------------|--|------------------------|--|-------------------------------------|--|
|--------------------------|--|------------------------|--|-------------------------------------|--|

**The Chief General Manager (HR)**  
**Bank of Baroda,**  
**Baroda Corporate Centre,**  
**C-26, G-Block, Bandra Kurla Complex,**  
**Bandra East, Mumbai – 400 051 (India)**

**Personal Information of the Whistle Blower**

(To be filled by the Whistle Blower)

|                         |              |  |  |
|-------------------------|--------------|--|--|
| Name                    |              |  |  |
| EC Number               |              |  |  |
| Present Posting Details | Branch       |  |  |
|                         | Region       |  |  |
|                         | Zone         |  |  |
|                         | Other Office |  |  |
| Address                 |              |  |  |
| Contact Number          |              |  |  |
| Email id                |              |  |  |

**Declaration**

I declare that the above information is furnished by me under 'Internal Whistle Blower Policy for employees and Directors' which is true and correct to the best of my knowledge, information and belief.

**Signature and Date**



**Whistle Blower Complaint --- Part B**

**This Table is for Office use only**

| Date of Filing Complaint |  | Dummy Reference Number |  | Initial of the Designated Authority |  |
|--------------------------|--|------------------------|--|-------------------------------------|--|
|--------------------------|--|------------------------|--|-------------------------------------|--|

**To be filled in by the Whistle Blower-** (Extra pages may be used if necessary)

|                                                                                                                                     |
|-------------------------------------------------------------------------------------------------------------------------------------|
| <b>Statement of facts:</b>                                                                                                          |
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|                                                                                                                                     |
| <b>Statement detailing acts of omission/ commission of the person/ persons against whom the complaint/ disclosure is being made</b> |
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|                                                                                                                                     |
| <b>Has the disclosure been made to anyone in the past? If yes, to whom and when.</b>                                                |
|                                                                                                                                     |
|                                                                                                                                     |
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|                                                                                                                                     |

### ANNEXURE 3- FLOW CHART FOR OFFLINE COMPLAINT

#### Flow Chart for Offline Complaint Received

The Whistle Blower (complainant) can make a complaint in Offline mode by sending his/ her complaint in writing (in the format attached as Annexure 2 in the Policy) in closed envelope/ cover superscribed "Complaint under Internal Whistle Blower Policy for employees and Directors". The envelope should be posted/ couriered to "Chief General Manager (HR), Bank of Baroda, Baroda Corporate Centre, C-26, G-Block, Bandra Kurla Complex, Bandra East, Mumbai – 400051

All envelopes/ covers superscribed with "Complaint under Internal Whistle Blower Policy for employees and Directors" will be opened by the Designated Authority only. The Designated Authority will ascertain the identity of the Whistle Blower. In order to ascertain the identity, the Designated Authority will send a letter on the address given in the offline complaint through registered post with acknowledgement due to the whistle blower without revealing the subject and stating that the matter is being acted upon. The copy of the letter and acknowledgement due will be kept on records by the Designated Authority. In case the whistle blower replied that he has not sent the complaint, no action will be taken on the said complaint. If the letter is not returned, it will be presumed that the person has sent the complaint.

OR

If the identity of the Whistle Blower is confirmed and on being satisfied that the complaint/ disclosure has specific and verifiable information, the complaint shall be given a reference number with which the original complaint shall be traced back. It is further clarified that where the complaint is generic but verifiable, the designated authority shall order an investigation of the branch where the complainant is presently posted. If in the complaint the specific location is not mentioned but specific region or zone/ set of branch/es is mentioned, the designated authority will decide the location/s which should be covered for investigation

If the identity of the Whistle Blower cannot be ascertained/ complaint received is anonymous/ pseudonymous, the Designated Authority will not take any action

Designated Authority will retain the first page containing details of the Whistle Blower (Name, Employee Code, Present Place of Posting, Address, Contact/ Mobile Number, email ID etc) along with the envelope in his safe custody and hand over the subsequent pages containing the details of the Whistle Blower case to the Designated Officer. The custody of the original complaint along with the documents will remain with the Designated Authority and at no time the complaint kept in safe custody shall be accessed without proper authority from the Designated Authority. In case further details are required from the Complainant, the Designated Authority will contact him/ her.

The Designated Authority/ Designated Officer shall refer the matter to CIAD for getting it investigated by the concerned ZIAD. Investigation report should be submitted to the Designated Authority within 21 days of referring the matter to the CIAD.

OR

If the investigation establishes either misuse of Office or substantiates allegations of corruption, fraud, potential fraud, acts of misuse of Office and gross violations of system, procedures, guidelines leading to serious threat of financial/ reputational loss to the Bank, the Designated Authority shall recommend to the Competent/ appropriate Authority for initiating appropriate action.

After recommending to the Competent/ appropriate Authority for initiating appropriate actions, designated authority will close the complaint. HR Department and Disciplinary Proceedings Department - BCC will update ACB on a quarterly basis on staff side/HR actions initiated on the basis of the investigation report for the said cases. Further, a consolidated report for the financial year will be placed to the ACB by the Designated Authority within one month of the end of the financial year

If the Designated Authority, after conducting an inquiry, is of the opinion that there are no sufficient grounds for proceeding with the inquiry, he/ she shall close the complaint.

- i. The Designated Authority will submit on a Quarterly basis a consolidated report for that quarter (for Quarter ending June, September and December) within one month from the end of the quarter to the ACB along with brief findings of the investigation and will recommend for its closure pending staff side/HR actions as per the Bank's Policy. HR Department and Disciplinary Proceedings Department - BCC will update ACB on a quarterly basis on staff side/HR actions initiated on the basis of the investigation report for the said cases. Further, a consolidated report for the financial year by the Designated Authority will be placed to the ACB within one month of the end of the financial year.
- ii. The Designated Authority will forward a copy of the audit report to Disciplinary Proceedings Department or any other Department(s) as may deem necessary.

## ANNEXURE 4- FLOW CHART FOR ONLINE COMPLAINT

### Flow Chart for Online Complaint received through HR Connect Module

The Whistle Blower (complainant) to login to HR Connect Module using his Domain ID and Password. Select **Self Service Application** followed by **Whistle Blower**.

Select **Add a New Value** followed by **Add. Terms and Conditions for Whistle Blower** will be mentioned to which he/ she has to click on **Agree**. The **Complaint Description** will have to be filled in with attachments. Click **Submit** followed by **Yes** in the pop up box. System will generate a Whistleblower ID

- ✓ The Designated Authority will access the complaint. If the allegations made in the complaint are specific and verifiable. It is further clarified that where the complaint is generic but verifiable, the designated authority shall order an investigation of the branch where the complainant is presently posted. If in the complaint the specific location is not mentioned but specific region or zone/ set of branch/es is mentioned, the designated authority will decide the location/s which should be covered for investigation
- ✓ The complaint will be given a reference number with which the original complaint shall be traced back. The Designated Authority will ensure that the identity of the Complainant is removed/ masked from the body of the complaint.

In case any further information is sought by the Designated Authority through the Module, a notification is sent to the employee in HR Connect. The response to the query will have to be entered in the Module followed by clicking '**Update**' and the response will flow back to the Designated Authority.

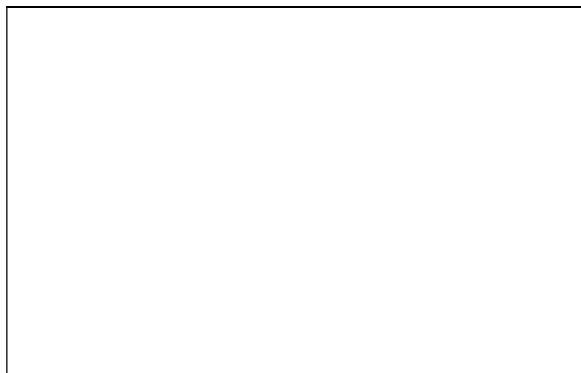
The Designated Authority/ Designated Officer shall refer the matter to CIAD for getting it investigated by the concerned ZIAD. Investigation report should be submitted to the Designated Authority within 21 days.

OR

If the investigation establishes either misuse of Office or substantiates allegations of corruption, fraud, potential fraud, acts of misuse of Office and gross violations of system, procedures, guidelines leading to serious threat of financial/ reputational loss to the Bank, the Designated Authority shall recommend to the Competent/ appropriate authority for initiating appropriate action. After recommending to the Competent/ appropriate Authority for initiating appropriate actions, designated authority shall record in HR Connect portal about the findings of the allegation and close the complaint in line with

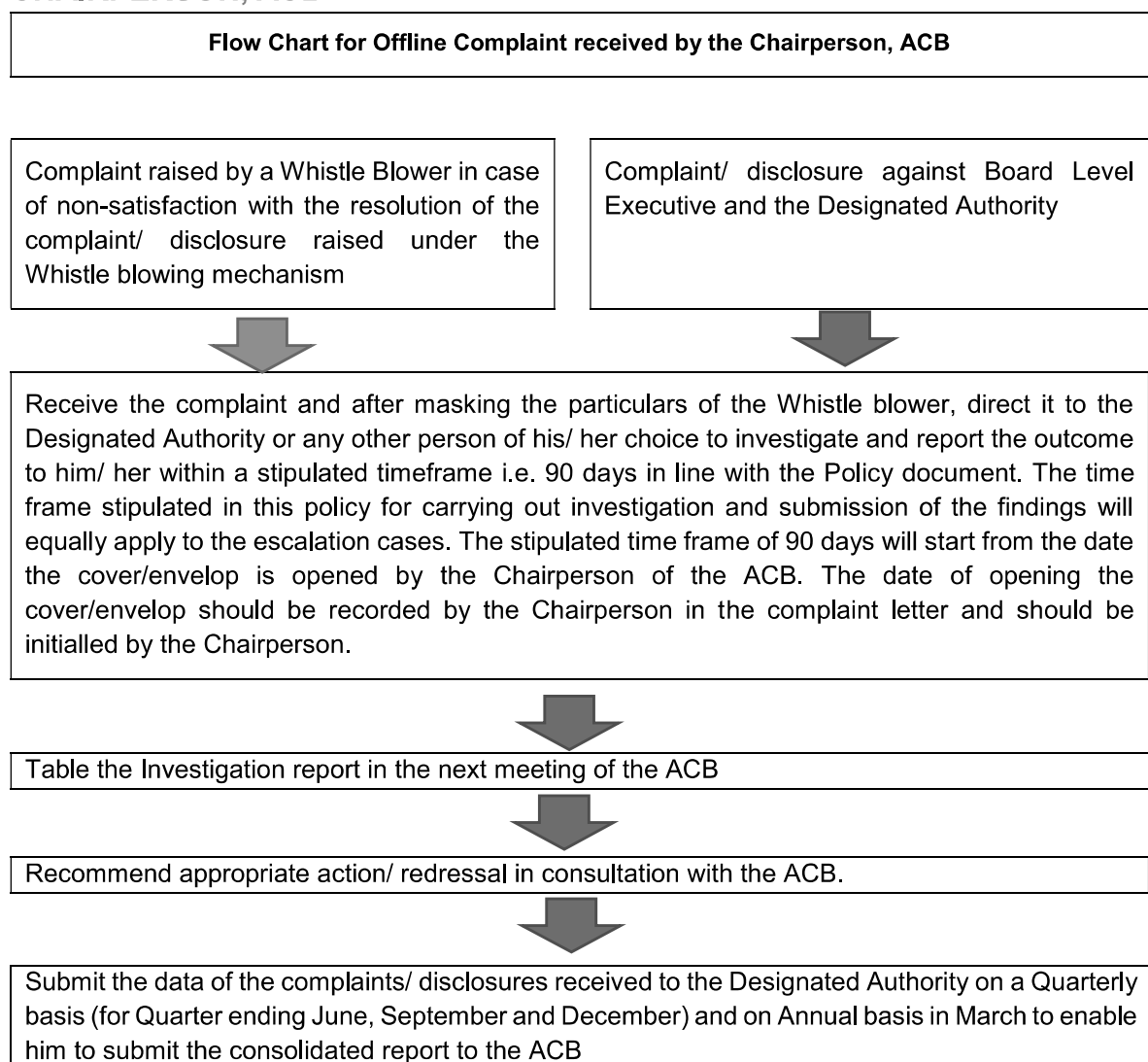
If the Designated Authority, after conducting an inquiry, is of the opinion that there are no sufficient grounds for proceeding with the inquiry, he/ she shall record in HR Connect portal about the findings of the allegation and close the complaint in line with the functionality provided in the HR connect portal.

the functionality provided in the HR connect portal. HR Department and Disciplinary Proceedings Department - BCC will update ACB on a quarterly basis on staff side/HR actions initiated on the basis of the investigation report for the said cases. Further, a consolidated report for the financial year will be placed to the ACB by the Designated Authority within one month of the end of the financial year



- i. The Designated Authority will submit on a Quarterly basis a consolidated report for that quarter (for Quarter ending June, September and December) within one month from the end of the quarter to the ACB along with brief findings of the investigation and will recommend for its closure pending staff side/HR actions as per the Bank's Policy. HR Department and Disciplinary Proceedings Department - BCC will update ACB on a quarterly basis on staff side/HR actions initiated on the basis of the investigation report for the said cases. Further, a consolidated report for the financial year will be placed by the Designated Authority to the ACB within one month of the end of the financial year.
- ii. The Designated Authority will forward a copy of the audit report to Disciplinary Proceedings Department or any other Department(s) as may deem necessary. .

## ANNEXURE 5- FLOW CHART FOR OFFLINE COMPLAINT RECEIVED BY THE CHAIRPERSON, ACB



## ANNEXURE 6- ROLES AND RESPONSIBILITIES

### 6.1 Designated Authority

- ✓ Create awareness throughout the Bank by communicating with the employees to build confidence on the Policy and the process.
- ✓ Encourage employees/ Directors to **‘Speak Up’** and raise complaints/ disclosures under the Policy.
- ✓ Strive to create an ethical culture to prevent unethical practices to the maximum extent possible.
- ✓ He/ she is the authority identified to receive complaints/ disclosures under the Policy and is responsible to ensure resolution of the complaints within 90 days from the date of receipt of complaint at his/ her office.
- ✓ Authorise an Officer who shall be referred to as Designated Officer to assist in handling of complaints/ disclosures under the Policy.
- ✓ Ascertain the identity of the Whistle Blower. In order to ascertain the identity, the Designated Authority will send a letter on the address given in the offline complaint through registered post with acknowledgement due to the whistle bower without revealing the subject and stating that the matter is being acted upon. The copy of the letter and acknowledgement due will be kept on records by the Designated Authority. In case the whistle bower replied that he has not sent the complaint, no action will be taken on the said complaint. If the letter is not returned, it will be presumed that the person has sent the complaint. If the identity of the Whistle Blower cannot be ascertained/ complaint received is anonymous/ pseudonymous, the Designated Authority may not take any action in the matter.
- ✓ Order an investigation if allegations made in the complaint are specific and verifiable by referring the matter to CIAD to get it investigated by the concerned ZIAD. Further, where the complaint is generic but verifiable, the designated authority shall order an investigation in the branch from where the complaint has been raised. If in the complaint the specific location is not mentioned but specific region or zone/ set of branch/es is mentioned, the designated authority will decide the location/s which should be covered for investigation.
- ✓ Ensure that the identity of the Whistle Blower is not disclosed.
- ✓ Ensure that no punitive action is taken by any Administrative Authority against any employee/ Director of the Bank on perceived reasons/ suspicion of being “Whistle Blower”.
- ✓ The Designated Authority will submit on a Quarterly basis a consolidated report for that quarter (for Quarter ending June, September and December) within one month from the end of the quarter to the ACB along with brief findings of the investigation and will recommend for its closure pending staff side/HR actions as per the Bank’s Policy. HR Department and Disciplinary Proceedings Department - BCC will update ACB on a quarterly basis on the staff side/HR actions initiated on the basis of the investigation report for the said cases. Further, a consolidated report for the financial year will be placed by the Designated Authority to the ACB within one month of the end of the financial year.

- ✓ The Designated Authority will forward a copy of the investigation report to the Disciplinary Proceedings Department or any other Department(s) as may deem necessary.

### **6.2 Audit Committee of the Board**

- ✓ The ACB shall review and oversee the functioning of the Whistle Blowing Mechanism.
- ✓ In the event of the identity of the Whistle Blower being disclosed in contradiction to the Policy guidelines, the ACB shall recommend appropriate action against the person making such disclosures.
- ✓ To recommend appropriate action/ redressal for investigation reports of the complaints/ disclosures and escalations received by the Chairperson of the Audit Committee of the Board and tabled in the meeting of the ACB.

### **6.3 Designated Officer**

- ✓ Assist the Designated Authority in handling of the Whistle Blower complaints/ disclosures received in the Bank under the Policy.
- ✓ Maintain a list/ record for the complaints/ disclosures received under the Policy in a register or computer and monitor the progress periodically and put up the same to the Designated Authority every fortnight.
- ✓ Ensure that the identity of the Whistle Blower is not disclosed.
- ✓ Refer the matter to CIAD for getting the complaint/ disclosure investigated by the concerned ZIAD.