

Shiv Nadar Trust

Whistleblower Policy

Objective

The principles of trust through Transparency and Accountability are at the core of Shiv Nadar Trust's (SNT's) existence. To ensure strict compliance with ethical and legal standards across SNT and the Shiv Nadar Schools under SNT (hereinafter referred as "Component Entities"), the present policy has been created.

The objectives of this Policy are:

- To create a window for any person who observes an unethical behavior, actual or suspected fraud, or violation of the general Code of Conduct or Ethical practices (hereinafter "**Unethical and Improper Practices**") either organizationally or individually to be able to raise it;
- To encourage timely, safe and open reporting of alleged wrong doings or suspected impropriety;
- To ensure consistent and timely institutional response;
- To ensure appropriate reporting of whistleblower investigations;
- To encourage ethical and lawful conduct and
- To provide adequate safeguards against victimization of persons.

Scope

This policy defines and lays down the process for raising a 'complaint', the safeguards in place for the person raising a complaint, the roles and responsibilities of all stake holders and also sets the time lines for all processes to be followed. In all instances, the Component Entity retains the prerogative to determine when circumstances warrant an investigation and, in conformity with this policy and applicable laws and regulations, the appropriate investigative process to be employed.

Complaints related to only unethical business conduct or illegal acts will be dealt by Whistleblower policy. Any complaints related to HR issues or issues related to sexual harassment will not be in the scope of this Policy and need to be forwarded to HR separately. An illustrative list of complaints redressed by the policy is provided in **Annexure I**.

Applicability

This policy covers all students, staff (on rolls, on direct contract and through third parties), third party vendors, consultants and service providers.

Definitions

- **Whistleblower:** A person or entity making a disclosure of any unethical activity that they have observed which includes violation of any law or general code of conduct or any SNT policy. Whistleblowers could be employees (on rolls, on direct contract or through third parties), students, contractors, contractor's employees, vendors, internal or external auditors, law enforcement /regulatory agencies or other third parties.
- **Ethics Committee (EC):** The Ethics committee shall be constituted by the Board of Trustees of SNT and the Chairman of the EC to deal with complaints under this Policy. The Chairman of the Ethics committee shall be nominated by the Board of Trustees of SNT. The Ethics Committee will consist of members having Cross Unit representation. The committee should preferably have at least one female member and a representative from Internal Audit function as the Program Manager.
- **Entity:** Entity means Shiv Nadar Trust (SNT) which includes SNT core office, Shiv Nadar School (Noida, Gurgaon, and Faridabad).
- **Board of Trustees of SNT (SNT BOT):** SNT BOT means Board of Trustees of SNT in accordance with the applicable law.
- **Audit Committee (AC):** AC means Audit Committee of SNT in accordance with the applicable law.
- **Complaint:** The reporting of any such unethical activity or violation to conducts and rules specified by the Ethics Committee by a whistleblower as defined above made in good faith would constitute a complaint.
- **Ombudsperson Function (OF):** Any agency / individual / department appointed to independently carry out an initial investigation of the complaints lodged by employees, vendors, students or consultants of SNT.
- **Head of the Entity:** CEO – Shiv Nadar School.

Policy Details

It is the duty of all concerned to notify Component Entity if they observe, or learn of, any Unethical and Improper Practices. Failure to promptly raise a known or suspected violation is considered an unethical behavior. Employees are thus advised to always act as per the standards of ethical behavior and personal conduct suitable in a business environment.

Reporting a Complaint

Reports of allegations of suspected unethical activities are encouraged to be made in writing so as to assure a clear understanding of the issues. Such reports should be factual rather than speculative and must contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of preliminary investigative procedures. The Whistleblower need not prove the concern but must demonstrate sufficient grounds for raising the concern. The disclosure can also be made anonymously, but it will be the decision of the Ethics Committee to further act upon an anonymous Complaint or not, depending upon the disclosure so made.

Disqualification

In case of the Ethics Committee reaching a conclusion that the Complaint has been made with malafide intentions and is a false accusation or is an abuse of process or the complaints are repeatedly frivolous, then the Committee may recommend that appropriate action be taken against the person making the disclosure including reprimand. Having said that Ethics Committee clearly understands that some disclosures may not result in any investigation or action at a later stage even though they are made in good faith. In such circumstances, no action would be initiated against the Whistleblower. It is also clarified that this process should not be used as a grievance redressal mechanism.

Procedure of Investigation

The Complaints can be sent to the e-mail id whistleblower.sns@tari.co.in

The Ombudsperson Function (OF) will carry out preliminary investigation of complaints received and based on the findings of preliminary investigation report EC shall decide upon further investigation and the next steps.

Documentation and Reporting

All documentation pertaining to the complaint including but not restricted to the investigation report, corrective action taken and evidence will be maintained by the Ethics Committee for a period of 3 years from the date of disposal of the Complaint. All documentation shall be maintained in Hard Copy / Soft Copy in a secured environment.

Remedies and Discipline

If the Ethics Committee determines that an Unethical and Improper Practice has occurred, it will take the following actions as deemed fit to correct it:

- Any person found guilty of violation of the general Code of Conduct will be subject to disciplinary action up to and including termination of employment.
- Appropriate procedures, policies and controls will be established in all departments to ensure early detection of similar violation.
- 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.

For the avoidance of doubt, this Policy does not preclude the remedies/processes available and provided under applicable law(s) for any Unethical and Improper Practice.

Roles, Responsibilities and SLAs

Board of Trustees of SNT

- To review and approve the “Whistleblower” process / framework
- To appoint and review performance of Ombudsperson Function
- To constitute and nominate the members and Chairman of the Ethics Committee (EC)
- To review cases presented each quarter by the SNT Audit Committee and also provide feedback / directions to the AC as the case may be

Audit Committee of SNT

- Review cases presented each quarter by the Ethics Committee and provide feedback to the Ethics Committee and further update to Board of Trustees of SNT
- If so asked, to provide suggestion / recommendation in exceptional cases where the Head of the Component Entity has a different opinion on the action proposed by the Ethics Committee

Heads of Entities

- Each Head of Entity to nominate the individual who will represent the Component Entity in the Ethics Committee along with the Chairman of the Ethics Committee
- To take disciplinary action against any individual or identity found guilty of wrong doing based upon the recommendations of the Ethics Committee
- In case of difference of opinion on the action proposed by the Ethics Committee, the Head of the Entity, in discussion with the Chairman of the Ethics Committee, shall take the final decision on the action to be taken in such a case. If so desired, the Head of the entity may also seek suggestion / recommendation from the Audit Committee. The Audit Committee of SNT shall be informed at periodic intervals on the recommendations made by the Ethics Committee and final action taken basis Head of Entity’s decision for the cases reported under the Whistleblower mechanism

Ethics Committee (EC)

- To decide need for further investigation and identify investigating agency based on preliminary investigation of Complaint by the Ombudsperson Function
- To review performance of the investigating agencies
- To monitor progress of investigation and receive the investigation findings
- To propose disciplinary action to the Head of the Component Entity against any individual or identity found guilty of wrong doing based upon Final Investigation Report
- To update the Audit Committee along with the Ombudsperson Function on cases investigated and action taken report every quarter

- To review and monitor corrective actions initiated to prevent / minimize recurrence of such events
- If any of the members of the Ethics committee has a conflict of interest in a given case, they should recuse themselves and the others on the committee should deal with the matter on hand

Investigating Agency (IA)

- To carryout investigation as per the defined terms of reference by the Ethics Committee (SLA – generally within 45 days)

Ombudsperson Function (OF)

- To receive complaints on email at whistleblower.sns@tari.co.in OR in written and provide acknowledgment to the complainant
- To update Ethics Committee on complaints received (***SLA – Within 24 hours of receiving the complaint, if the next day is a working day or within 3 hours of the next immediate working day***)
- To maintain tracker for complaints received along with action taken report
- Carry out an initial investigation based on preliminary evaluation of complaint and the quality of information / evidences provided for complaints (SLA – Within 1 week of sending the complaint to the Ethics Committee)
- To present quarterly update to the SNT AC on Un-investigated cases and action taken report on investigated cases for all cases.

Whistleblower

The Whistleblower provides the complaint, which is the 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.

- Whistleblower (including anonymous Whistleblower) must provide all factual corroborating evidence, as is available/possible, to enable commencement of an investigation, material which demonstrates sufficient grounds for concern. However, the Whistleblower shall refrain from obtaining evidence for which they do not have a right of access and no protection would be guaranteed to the Whistleblower for having obtained information illegally
- The Whistleblowers will not be immune to disciplinary action if he is found guilty of or is a party to the allegations

Whistleblower Protection

SNT will ensure to protect whistleblowers against retaliation, as described below:

- SNT will keep the whistleblower's identity confidential, unless (a) the person agrees to be identified; (b) identification is necessary to allow SNT or law enforcement officials to investigate or respond effectively to the report; (c) identification is required by law; or (d) the person accused of Compliance violations is entitled to the information as a matter of legal right in disciplinary proceedings
- SNT prohibits retaliation against a whistleblower with the intent or effect of adversely affecting the terms or conditions of employment (including but not limited to, threats of physical harm, loss of job, punitive work assignments, or impact on salary or wages). Whistleblowers who believe that they have been retaliated against may file a written complaint with the Ethics Committee. A proven complaint of retaliation shall result in a proper remedy for the person harmed and severe disciplinary action including termination of employment against the retaliating person. This protection from retaliation is not intended to prohibit managers or supervisors from taking action, including disciplinary action, in the usual scope of their duties and based on valid performance-related factors

Communication

This policy as amended from time to time shall be disclosed on the web site of SNT and in the report of SNT.

Process of making a complaint

The complaint can be made in any of the following methods:

- **Written Complaint:** A written complaint can be sent to the following address:
Thought Arbitrage
C-16, Qutab Institution Area,
New Delhi – 110016
Landlines: +91 11 41022447, +91 11 41022448
- **Email:** An email complaint can be sent to the Ombudsperson Function at whistleblower.sns@tari.co.in

Annexure – I

Illustrative list of Malpractices / Events / complaints covered under the scope of the Whistleblower policy

Unethical business practices /violation of general code of conduct
Non-financial significant favours, gifts beyond the defined guidelines
Misuse of company funds, assets, property, facilities etc.
Accounting and Financial irregularities, including fraud, or suspected fraud
Manipulation of company data / records
Abuse of authority
Criminal offences including information security breaches
Theft or abuse of confidential / proprietary / customer information
Violation of key or pervasive laws
Breach of general Code of Conduct or Rules or organization values
Negligence causing substantial risk to public health and safety
Any other unethical behaviour