

Insert company Logo



| Policy Name: | **Employee Wage and Salary Policy** | |
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| Policy Number: |  | |
| Version: | | Effective Date: |

|  | **Name** | **Designation** | **Signature** | **Date** |
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# DEFINITION

1. **Whistle Blower** means a member or an officer making a Protected Disclosure under this Policy.
2. **Code** means the Code of Conduct of “Company Name”.
3. **Investigators** mean those persons authorized, appointed, consulted or approached to investigate the allegation and resolve the matter.
4. **Protected Disclosure** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
5. **Relevant Person** means the Chief Operating Officer or the Head of Human Resources.
6. **Subject** means a person against or in relation to whom a Protected Disclosure has been made or evidence has been gathered during the course of an investigation.
7. **Company/ Organization** means all the businesses which are under the umbrella of **“Company Name”** group.
8. **Member/ Employee** means a person employed with ***“Company Name”*** at all levels for wages or salary.
9. **Management** means the group of individuals that operate at the higher level at ***“Company Name”*** and have day-to-day responsibility for managing all individuals and maintaining responsibility for all the key business functions.

# PURPOSE

To provide an avenue for members and Directors to raise concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, improper misconduct, unethical behavior etc.

# APPLICABILITY

The policy is applicable to all members of the ***“Company Name”*** across all the locations and branches.

# RESPOSIBILITY & ACCOUNTABILITY

Human Resource department, Legal Department, Reporting Manager and Management

# POLICY

If a member or an officer honestly and reasonably believes that one or more of the following is taking place, or is likely to take place, then he/she can (and should) disclose any information in good faith in connection with it to the appropriate reporting channel as indicated in this Policy:-

* Fraud
* Criminal offences, noncompliance with legal obligations or miscarriage of justice
* Illegal or unethical accounting practices and/or controls and accounting irregularities (such as falsification of documents; audit issues; inflated assets or accounting records; underestimated liabilities; etc.)
* Safety & security issues (such as environmental and health issues; threats or reference to physical threats to members, customers or facilities; I.T. security issues or breaches; etc.)
* Unethical or illegal behavior (such as bribery; corruption; inappropriate giving or receiving of gifts; theft of cash, goods and services; illegal use of proprietary information; noncompliance with laws or regulatory policies; etc.)
* Conflicts of interest and issues that could harm the reputation of the Company
* Any deliberate cover-up of the above.

If a member or an officer believes that he/she has been personally involved in an instance of non-compliance, he/she is still expected to speak up. It is better to self-report than to be the subject of another person’s allegation. The Company will consider the situation fully when deciding if disciplinary action is necessary.

## **5.1 REPORTING CHANNELS & PRELIMINARY REVIEW**

* The Company offers several channels for speaking up. Members and officers are encouraged to use the channel with which they are most comfortable.

Reporting channels include:

1. Manager or supervisor
2. Another Manager or Supervisor;
3. The Head of Human Resources;
4. The Chief Operating Officer;

* Every manager or supervisor who receives a report is expected to treat the concern or allegation with discretion and to treat the member who brought the concern forward with respect.
* The manager or supervisor is expected to promptly escalate this concern to any Relevant Person as defined above for independent assessment and investigation.
* If a manager or supervisor is unresponsive or tells to “keep quiet”, the member or officer should immediately contact any other reporting channels to report the concern, as well as the manager’s pushback.
* Complaints involving senior management should be directed directly to the Chief Operating Officer to avoid filtering by management or other internal personnel.
* Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised. They should be either typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistle Blower.
* Protected Disclosures should be factual and not speculative or in the nature of a conclusion. They should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
* Whistle Blowers must disclose their identity when reporting a Protected Disclosure.
* A Protected Disclosure should be made as early as possible and in any case within a time period from the date of occurrence of the incidence, which the Relevant Persons may jointly decide to be reasonable.
* Anonymous disclosures will not be entertained.
* Upon receipt of a Protected Disclosure directly or through a manager or supervisor or through another Relevant Person, the Human Resources opens a case file, logs the report in a central database and assigns a case number to the Protected Disclosure. This enables the Company to track the resolution progress.
* Then, the Protected Disclosure is timely reviewed jointly by the Head of Human Resources and the Management to determine:
  + 1. Whether it should be investigated (i.e. whether the alleged act constitutes an improper or unethical activity or conduct; and whether either the allegation is supported by information specific enough to be investigated, or matters that do not meet this standard may be worthy of management review)
    2. Who should investigate it (e.g. if the Protected Disclosure relates to a sexual harassment issue, it should be investigated by the ICC Team)
    3. The types of resources needed to conduct the investigation (e.g. internal audit, human resources, legal & compliance, external audit, external legal counsel, forensic auditors, etc.) (i.e. the so called “Investigation Team”)
    4. Who will be interviewed during the course of the investigation and how information will be gathered
    5. The timeframe for completion
    6. How results will be reported and to whom.
* As a minimum, the Investigation Team shall comprise of Finance, Human Resources and Legal & Compliance.
* The Chief Executive Officer/ CMD is duly and promptly informed of the results of the preliminary analysis.
* The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact-finding process.
* The Investigation Team promptly notifies the appropriate authorities (including law enforcement agencies) or regulatory bodies if the Protected Disclosure involves a matter that must be reported externally.

## **5.2 STATUS REPORT TO THE WHISTLE BLOWER**

The Human Resources will inform the Whistle Blower about the status of the actions taken normally within one month of receiving the Protected Disclosure.

### **INVESTIGATIONS**

* When a member or an officer raises a concern, the Company investigates the facts to determine objectively what has happened. No one is judged to be “guilty” before this investigation is complete.
* As mentioned above, a multi-disciplinary investigation team will investigate the Protected Disclosure reported under this Policy, under the oversight of the Partner.
* Whistle Blowers should not act on their own in conducting any investigation. They do not have a right to participate in any investigation other than as expressly requested by the Partner or the Investigators.
* Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Partner when acting within the course and scope of their investigation.
* Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased. They have a duty of fairness, objectivity, thoroughness, ethical behavior and observance of legal and professional standards.
* The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
* The Subject will normally be informed of the allegation(s) as soon as reasonably practicable. This may not be until the initial stages of investigation have taken place, so that if the allegation is unfounded, he/she will be saved unnecessary aggravation.
* The Subject will not be informed of the identity of the person who has made a Protected Disclosure against him/her. The Subject must not make any investigations of his/her own in order to find out.
* Confidential information will be shared only on a “need-to-know” basis.
* If the Subject is asked to attend an investigatory or disciplinary hearing, he/she may request that a work colleague accompanies him/her.
* The Subject has a duty to cooperate with the Partner or any of the Investigators during the investigation to the extent that such cooperation does not merely require him/her to admit guilt. The Subject may face disciplinary actions if he/she fails to cooperate during the investigation.
* The Subject has a right to consult with a person or persons of his/her choice other than the Investigators and/or the members of the Audit Committee and/or the Whistle Blower.
* The Subject has a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with. Witnesses shall not be influenced, coached, threatened or intimidated by the Subject.
* Unless there are compelling reasons not to do so, the Subject will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
* The investigation needs to take place on legal restrictions to ensure that findings are admissible in court. For this reason, investigatory or disciplinary hearings and evidence gathering will be carried out with the assistance and under the supervision of legal counsel (either internal or external).
* The investigation shall be kept as low key as possible to ensure the least amount of disruption to the Company and maintain the process integrity at all times.
* The investigation shall be completed normally within two months of the receipt of the Protected Disclosure.
* The conclusion and results of the investigation must be duly documented formally.
* The Subject will be informed of the outcome of the investigation.

### **PROTECTION**

* No unfair treatment will be reserved to a Whistle Blower due to the fact that he/she has reported a Protected Disclosure. As a policy, the Company condemns any kind of discrimination, harassment, victimization or any other unfair employment practices being adopted against Whistle Blowers.
* Complete protection will be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like, including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his/her duties and/or functions, including making further Protected Disclosures.
* The Company will take steps to minimize difficulties which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure.
* The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under the law.
* Any other Member assisting in the said investigation shall also be protected to the same extent as the Whistle Blower

### **DISQUALIFICATION**

* While genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
* Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.
* If a member or an officer makes a disclosure for personal gain or to disrupt the working environment or, by making the disclosure, would be committing a criminal offence, such as blackmail, he/she would not get any protection under this Policy and his/her behavior would also constitute a disciplinary offence.
* Appropriate disciplinary actions will be recommended and taken against those Whistle Blowers who have made a Protected Disclosure which has been subsequently found to be mala fide, frivolous, baseless, and malicious or reported otherwise than in good faith.

### **DECISIONS**

* Once the investigation is completed, the Investigation Team will recommend to the Chief Operation Officer of the Company to take such disciplinary or corrective action as the Investigation Team may deem fit, under the oversight of Head - HR.
* Any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.
* The final report will be disseminated to the Chief Operation Officer and the Senior Management Team regarding the results of the investigation and corrective action(s). If appropriate, the final report can also be shared with the Whistle Blower.
* The Human Resources will monitor the implementation of the resolution to ensure that the proper corrective action was taken, either directly or through the other members of the Investigation Team.
* Once the resolution is verified, the case can be closed.

### **REPORTING TO THE MANAGEMENT COMMITTEE**

The Human Resources shall keep track of all Protected Disclosures and timely submit a report to the Audit Committee on a regular basis about the status and results of investigations and corrective actions taken, along with the report of the investigators, if any.

### **RETENTION OF DOCUMENTS**

All Protected Disclosures in writing or documented along with the investigation results shall be retained by the Company for a minimum period of seven years.

# RESTRICTIVE CLAUSE

* + Any exceptions to the above would be at the sole discretion of the Management.
  + Management reserves the right to change and or modify the policy without stating any reason.
* The organization reserves its right to withdraw this policy without assigning any reason by using its sole discretion which will be binding on all members. The Employees hereby unconditionally agree to all such changes/ amendments/ additions/ deletions/ modifications.
* The Company's reputation and credibility are based upon its total commitment to ethical business practices and also on ethical conduct of its Employees. To safeguard the Company's reputation, Employees must conduct themselves in accordance with the highest ethical standards and also be perceived to be acting ethically at all times. Compliance with all policies of the Company, relevant applicable laws and regulations is the minimum standard which should be adhered to by all the Employees all the times.



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***\_\_\_\_\_\_Disclaimer\_\_\_\_\_\_***

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