

**WHISTLE BLOWER POLICY OF THE BANK - 2019**

**PREFACE**

Whistle blower policy is fundamental to the Bank's professional integrity. It provides a method of properly addressing bona fide concerns that stakeholders might have, while also offering whistleblowers protection from victimization, harassment or disciplinary proceedings.

The Bank is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Bank aims to encourage its directors and employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. This policy aims to provide an avenue for Bank's stakeholders including individual employees and their representative bodies, to raise concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports etc. without any fear of reprisal, retaliation, discrimination or harassment of any kind.



**OBJECTIVE**

The Bank's Whistle Blower Policy is based on the Central Vigilance Commission (CVC) Circular No. 02/03/2019 dated 11.03.2019 in regards to "**Applicability of Provisions of Public Interest Disclosure & Protection of Informers(PIDPI) Resolution' 2004 and Adoption of Whistle Blower Mechanism in the Public Sector Banks.**

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations' 2015 (hereinafter referred to as the 'SEBI Listing Regulations'), the listed companies should have an effective Whistle Blower mechanism set up wherein stakeholders, including individual employee and their representative bodies should get the opportunity to freely communicate their concerns about illegal or unethical practices.

As per the SEBI Listing Regulations, the Bank should establish a vigil mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Bank's code of conduct or ethics policy. Further, such a mechanism should also provide for adequate safeguards against victimization of director(s)/employee(s) or any other person who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases.

**Pursuant to SEBI Listing Regulations, the Audit Committee of the Board shall review the functioning of the Whistle Blower Mechanism on quarterly basis.**

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## SCOPE

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The Policy shall cover malpractices and events which have taken place / suspected to take place, involving the undernoted incidents:-

- a) Criminal offence (e.g. fraud, corruption or theft) committed/ likely to be committed.
- b) Code of Conduct / Ethics.
- c) Failure to comply with legal / regulatory obligations.
- d) KYC / AML related issues.
- e) Breach of client promise by the Bank.
- f) Miscarriage of justice occurred / likely to occur.
- g) Bank funds used in an unauthorized manner.
- h) Abuse of authority at any level.
- i) Sexual or physical abuse of a member of Staff, Service Recipient or Service Provider
- j) Discrimination against a member of Staff, Service Recipient or Service Provider on grounds of Sex, Caste, Religion or Disability.
- k) Deliberate concealment of information relating to any of the above.
- l) Any other form of improper action or conduct.

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## ELIGIBILITY

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Pursuant to Listing Provisions, the following entities shall be eligible to make a complaint under the **Bank's Whistle Blower Policy** :-

- a) Directors of the Bank
- b) Employees of the Bank and their Associations.
- c) Security holders of the Bank.
- d) Employees of other agencies deployed for the Bank's activities, whether working from any of the Bank's offices or any other location.
- e) Contractors, vendors, suppliers or service providers / agencies (or any of their employees) providing any material or service to the Bank.
- f) Customers of the Bank.
- g) Any other person having an association with the Bank.

The Govt. of India has authorised the CVC as the '**Designated Agency**' to receive written complaints for disclosure on an allegation of corruption or misuse of office and to recommend appropriate action. Therefore, pursuant to the CVC Guidelines, any complaint which is to be made under this Policy should comply with the following aspects:-

- a) Anonymous / pseudonymous complaints / reports shall not be entertained.
- b) The complaint / report should be sent in a secured manner by way of closed envelope to the **General Manager(I&C)** of the Bank.



*(Handwritten signatures)*

- c) The envelope should be addressed to the **General Manager(I&C)** of the Bank as mentioned below and should be super scribed "**Whistle Blower Policy of the Bank**".

If the envelope is not super scribed and closed, it will not be possible for the Bank to protect the complainant and the complaint will be dealt with as per the normal complaint policy of the Bank. The complainant should give his/her name and address in the beginning or end of complaint or in an attached letter.

- d) If the complainant wants that his name should not be disclosed, the text of the complaint should be carefully drafted so as not to give any details or clue as to his/her identity. However, the details of the complaint should be specific and verifiable.

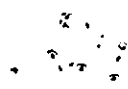
**Reporting Authority at the Bank Level** : The complainant shall lodge the complaint to the **General Manager(I&C)** in a closed / secured envelope marked as "**Complaint under the Whistle Blower Policy of the Bank**" at the following address:-

**The General Manager(I&C)**  
**Oriental Bank of Commerce**  
**Inspection & Control Department**  
**Corporate Office: Plot No. 5,**  
**Sector 32, Institutional Area**  
**Gurgaon -122001.**

- e) For Bank's staff, the mechanism of reporting complaint has been made available in HRMS also. The Bio-data of the complainant will remain confidential & will only be accessible / visible to the **General Manager(I&C)** only. The Whistle Blower Module shall be kept in the Main Menu screen, so that it may be viewed by HRMS users easily.
- f) In terms of SEBI Listing Regulations, the Whistle Blower shall be entitled to direct access to the **Chairman of the Audit Committee of the Board** in exceptional circumstances as may be decided by Audit Committee such as those requiring immediate remedial action or those involving grave consequences / irrevocable damage and in the similar manner of correspondence to:-

**The Chairman of Audit Committee of the Board**  
**Board Secretariat Department**  
**Oriental Bank of Commerce**  
**Corporate Office: Plot No. 5,**  
**Sector 32, Institutional Area**  
**Gurgaon - 122001.**





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**PROTECTION TO WHISTLE BLOWER**

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- a) In order to protect identity of the person, the Bank will not issue any acknowledgement and the whistle-blowers are advised not to enter into any further correspondence with the Bank in their own interest. The whistle-blower shall however be advised that in case he intends to send reminder, he should follow the same procedure of correspondence as envisaged above.
- b) The General Manager(I&C) shall ensure that no punitive action is taken by any concerned Administrative authority against any person on perceived reasons/suspicion of being "whistle blower."
- c) The General Manager(I&C) can also take action against complainants making motivated/vexatious complaints under this Policy.

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**COMPLIANCE OF GUIDELINES ISSUED BY THE RBI**

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Under the provisions of the RBI's directions, the Whistle Blower complaints shall be scrutinized by the **Fraud Monitoring Group(FMG)** of the Bank on monthly basis.

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**COMPLIANCE OF GUIDELINES ISSUED BY THE SEBI**

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Pursuant to the SEBI Listing Regulations, the Audit Committee of the Board(ACB) shall review the functioning of the Whistle Blower mechanism on Quarterly basis.

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**DISCLOSURE**

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The details of establishment of the Whistle Blower mechanism shall be disclosed by the Bank on its Website and in the Board's Report.

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**AMENDMENT**

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The Bank reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. The policy will remain in force till further amendments. Any changes in regulatory guidelines will automatically be part of this policy.

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