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NEXT EDUCATION INDIA PRIVATE LIMITED

VIGIL (WHISTLE-BLOWER) MECHANISM POLICY

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1. PREFACE

NEXT EDUCATION INDIA PRIVATE LIMITED (hereafter referred to as 'NEIPL' or 'COMPANY' in this document) believes in promoting a fair, transparent, ethical and professional work environment.

NEIPL has adopted an Employee Agreement and Non-Disclosure Policy, which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of these documents, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.

In the Companies Act, 2013 (under Section 177) every listed company, every company which accepts deposits from the public and every company which has borrowed money from banks and public financial institutions in excess of Rs. 50 crore shall establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. Such a vigil mechanism shall provide for adequate safeguards against victimisation of persons who use such mechanism and make provisions for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

Under these circumstances, NEIPL intends to establish and formulate a vigil (whistle-blower) mechanism policy.

The vigil mechanism is implemented not just as a safeguard against unethical practices. It is intended to provide a mechanism for reporting genuine concerns or grievances and ensure that deviations from the Company's Business Conduct Manual are dealt with in a strict, fair and unbiased manner.

2. OBJECTIVE

The vigil mechanism aims to provide a channel for the directors and the employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of Company policies.

The Company is committed to adhering to the highest standards of ethical, moral and legal conduct of business operations, and in order to maintain these standards, the Company encourages its employees to come forward and express any genuine concerns about suspected misconduct without fear of punishment or unfair treatment.

The mechanism provides adequate safeguards against victimisation of directors and employees or other stakeholders who avail of the mechanism and also provide access to the Chairman of the Audit Committee in exceptional cases.

This neither releases employees from their oaths of confidentiality in the course of their work nor allows them to use this as a route for raising malicious or unfounded allegations.

3. SCOPE

The Policy is an extension of the Employee Agreement and Non-Disclosure Policy for all employees of the Company and covers disclosures of any unethical or improper practices and events which have taken place or are suspected to have taken place, including but not limited to:

- Breach of the Company's Employee Agreement and Non-Disclosure Policy
- Breach of business integrity and ethics
- Breach of terms and conditions of employment and rules thereof
- Intentional financial irregularities, including fraud, or suspected fraud
- Deliberate violation of laws/regulations
- Gross or willful negligence causing substantial and specific danger to public health or environment
- Manipulation of company data/records
- Pilfering confidential/proprietary information
- Gross wastage/misappropriation of Company funds/assets

4. DEFINITIONS

The definitions of some of the key terms used in this mechanism are given below:

- **"Company"** or **"NEIPL"** refers to NEXT EDUCATION INDIA PRIVATE LIMITED.
- **"Audit Committee"** refers to a Committee of Board of Directors of the Company, constituted in accordance with Section 177 of Companies Act, 2013.
- **"Compliance Officer"** refers to a person appointed as Compliance Officer or Company Secretary.
- **"Disciplinary Action"** refers to any action that can be taken on the completion of/during the investigation proceedings, including but not limited to, a warning, imposition of fine, suspension from official duties or any action as is deemed fit considering the gravity of the situation.
- **"Protected Disclosure"** refers to a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative in nature.
- **"Good Faith"**: An employee shall be deemed to be communicating in "good faith" if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the employee does not have personal knowledge of facts of the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.
- **"Subject"** refers to a person against whom, or in relation to whom, a Protected Disclosure is made.

- **“Whistle-blower”** refers to an individual who makes a Protected Disclosure under this mechanism. This could be a/an employee, director, vendor, supplier, dealer or a consultant, including an auditor or an advocate of NEIPL.
- **“Employee Agreement and Non-Disclosure Policy”** refers to the set of rules outlining the responsibilities or proper practices of an individual, party or organisation. In this case, it refers to NEIPL’s Employee Agreement and Non-Disclosure Policy for employees.
- **“Vigilance Officer/Vigilance Committee”** refers to a person or a Committee of persons nominated or appointed to receive Protected Disclosures from whistle-blowers, maintaining records thereof, placing the same before the Audit Committee for perusal and informing the whistle-blower the result thereof.

5. GUIDING PRINCIPLES

To ensure effective implementation of the vigil mechanism, the company shall:

- Ensure protection of the whistle-blower against victimisation for the disclosures made by him/her.
- Ensure complete confidentiality of the whistle-blower's identity and the information provided by him/her.
- Ensure that the Protected Disclosure is acted upon within specified time frames and no evidence is concealed or destroyed.
- Ensure that the investigation is conducted honestly, neutrally and in an unbiased manner.
- Ensure that the whistle-blower does not get involved in any investigative activities other than those instructed or requested by the Ethics Committee or the Chairman of the Audit Committee.
- Ensure that the subject or others involved in relation to the Protected Disclosure is/are given an opportunity to be heard.
- Ensure that disciplinary action is taken against anyone who conceals or destroys evidence related to Protected Disclosures made under this mechanism.

6. COVERAGE OF POLICY

All employees, directors, vendors, suppliers, dealers and consultants, including auditors and advocates, who are associated with NEIPL, can raise concerns regarding malpractices and events, which may negatively impact the Company. These malpractices or events may include:

- Inaccuracy in maintaining the Company’s accounts and financial records
- Financial misappropriation and fraud
- Abuse of authority
- Procurement fraud

- Conflict of interest (a situation in which a person or organisation is involved in multiple interests (financial, emotional, or otherwise), one of which could possibly corrupt the motivation of the individual or organisation)False expense reimbursements
- Misuse of Company assets & resources
- Inappropriate sharing of sensitive information
- Corruption & bribery
- Insider trading
- Unfair trade practices & anti-competitive behaviour
- Non-adherence to safety guidelines
- Sexual harassment
- Child labour
- Discrimination in any form
- Violation of human rights
- Breach of contract
- Negligence causing substantial and specific danger to public health and safety
- Criminal offences
- Breach of Employee Agreement and Non-Disclosure Policy or rules
- Deliberate violation of laws/regulations

7. WHISTLE-BLOWER – ROLE, ACCOUNTABILITY AND PROTECTION

7.1 ROLE

- The whistle-blower's role is that of a reporting party with reliable information.
- Whistle-blowers are not required or expected to conduct any investigations on their own.
- Whistle-blowers shall have the right to be informed of the disposition of their disclosure except for overriding legal or other reasons.

7.2 ACCOUNTABILITY

- Whistle-blowers shall bring to the early attention of the Company any improper practice they become aware of. Although proof is not required, there must be sufficient cause for concern. Delay in reporting may lead to loss of evidence and (also) financial loss for the Company.
- Whistle-blowers shall avoid anonymity when raising a concern.
- Whistle-blowers shall follow the procedures prescribed in this policy for making a Disclosure.
- Whistle-blowers shall co-operate with investigating authorities, maintaining full confidentiality.
- Whistle-blowers shall not make malicious allegations. The intent of the policy is to bring genuine and serious issues to light and is not intended for petty disclosures.

- Whistle-blowers have the right to protection from retaliation. This protection does not extend to immunity against involvement in matters that are not the subject of the allegations and investigation.
- Whistle-blowers shall maintain confidentiality in the matter of the Disclosure and the identity of the persons involved in the alleged malpractice. In case confidentiality is breached, it may forewarn the subject and lead to destruction of important evidence.
- Whistle-blowers can directly appeal to the Whole-Time Directors of the Company, if the former are not satisfied with the outcome of the investigation carried out by the Committee.

7.3 PROTECTION

- Genuine whistle-blowers will be accorded protection from any kind of harassment/unfair treatment/victimisation. However, motivated and frivolous disclosures shall be penalised.
- No unfair treatment will be meted out to whistle-blowers by virtue of their having reported a Protected Disclosure. The Company policy condemns any kind of discrimination, harassment, victimisation or any other unfair employment practice being adopted against whistle-blowers. Complete protection will, therefore, 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, discrimination, any type of harassment, biased behaviour or the like, including any direct or indirect use of authority to obstruct the whistle-blowers' right to continue to perform their duties/functions, including making further Protected Disclosure. The Company will take steps to minimise difficulties which the whistle-blowers may experience as a result of making the Protected Disclosure. If the whistle-blowers are required to give evidence in criminal or disciplinary proceedings, arrangements will be made for the whistle-blowers to receive advice about the procedure. Business Expenses incurred by the whistle-blowers in connection with the above, towards travels, etc. will be reimbursed as per normal entitlements.
- Whistle-blowers may report any violation of the above to the Committee who shall investigate the same and take corrective actions, as required.
- Any other employee assisting the said investigations shall also be protected to the same extent as the whistle-blowers.

8. DISQUALIFICATIONS

- While it will be ensured that genuine whistle-blowers are accorded complete protection from any kind of unfair treatment as detailed herein, any abuse of this protection will warrant disciplinary action.
- Protection under this Policy does not mean protection from disciplinary action arising out of false or fake allegations made by a whistle-blower, knowing it to be false or fake or with a mala fide intention.
- Whistle-blowers who make three or more Protected Disclosures, which are subsequently found to be frivolous, baseless or not reported in good faith, will be disqualified from reporting further Protected Disclosures under this Policy.
- In case the complainant is unable to provide adequate information, the Ethics Committee reserves the right to not investigate the reported matter.

9. PROCEDURES – ESSENTIALS AND HANDLING OF PROTECTED DISCLOSURE

- Whistle-blowers are expected to speak up and bring forth concerns or complaints about issues listed under Section 6 'Coverage of Policy'. The reporting channels, which are made available to the whistle-blowers, are covered in **Appendix A**.
- The Protected Disclosure/complaint should have the identity of the whistle-blower/complainant, i.e., his/her name, employee ID and location. The Protected Disclosure should be addressed to the Chairman of the Audit Committee and the Protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope and should be superscribed as "Protected Disclosure under the Whistle-blower Policy" or sent through email with the subject "Protected Disclosure under the Whistle-blower Policy". If the complaint is not superscribed and secured as mentioned above, the protected disclosure will be dealt with as a normal disclosure.
- In order to protect the identity of the complainant, the Chairman of the Audit Committee will not issue any acknowledgement to the whistle-blower. The Audit Committee will inform the complainant that in case any further clarification is required, they will get in touch with the complainant.
- Anonymous/pseudonymous disclosures shall not be entertained by the Chairman of the Audit Committee.
- The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Chairman of the Audit Committee shall detach the covering letter bearing the identity of the whistle-blower and hand over the same to the Compliance Officer for further processing.

- The contact details for addressing a Protected Disclosure to the Chairman, Audit Committee are as follows:
***The Chairman of the Audit Committee,
C/o, Company Secretary
Next Education India Private Limited
8-2-269/A/2/1 to 6, 209-210, 1st Floor
Sri Nilaya Cyber Spazio, Road No. 2,
Banjara Hills, Hyderabad, Telangana - 500034***
 - A. On receipt of the Protected Disclosure, the Chairman of the Audit Committee shall make a record of the Protected Disclosure.
 - B. If deemed fit, the Audit Committee may call for further information or particulars from the complainant.

10. INVESTIGATION

- a) An investigation shall be launched if the Audit Committee is satisfied after a preliminary review that:
 - The alleged act constitutes an improper or unethical activity or conduct; and
 - The allegation is supported by information specific enough to be investigated (or in cases where the allegation is not supported by specific information), it is felt that the matter concerned deserves investigation.
- b) The decision taken by the Audit Committee to conduct an investigation is not to be construed as an accusation in itself but as a neutral fact-finding process.
- c) The identity of the subject and the whistle-blower shall be kept confidential.
- d) The subject will normally be informed of the allegation at the commencement of a formal investigation and will be given opportunities for providing their defence during the investigations.
- e) The subject shall co-operate with the investigators during the investigation to the extent that such co-operation will not compromise self-incrimination protection available under applicable laws.
- f) The subject has the responsibility of not interfering with the investigations. The subject shall not withhold, destroy or tamper with evidence or attempt to influence, coach, threaten or intimidate witnesses.
- g) 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 valid unless there is good evidence in support of the allegation.
- h) The investigation shall be completed within 45 days of the receipt of the Protected Disclosure by investigators or such extended period as the Audit Committee may permit for reasons to be recorded.
- i) The subject has a right to be informed of the outcome of the investigation.

11. **ROLE OF INVESTIGATOR(S)**

- Investigator(s) are required to conduct a process of fact-finding and analysis. Investigator(s) shall derive their authority from the Audit Committee when acting during the course and within the scope of their investigations. The investigator(s) shall submit their report to the Audit Committee.
- All investigator(s) shall perform their role in an independent and unbiased manner. The investigators shall be fair, objective, thorough, ethical and observe professional standards. The investigation shall be conducted as a neutral fact-finding process and without any presumption of guilt.
- A written report of the findings shall be submitted at the conclusion of the investigation.

12. **ACTION**

- If the Audit Committee is of the opinion that the investigation discloses the existence of improper activity, which is an offence punishable by law, the Audit Committee may direct the concerned authority to take disciplinary action under the applicable statutory provisions.
- The Audit Committee shall take such remedial action as may be deemed fit to remedy the improper activity mentioned in the Protected Disclosure and/or prevent the recurrence of such activity.

13. **SECRECY/CONFIDENTIALITY**

The complainant, members of the Audit committee, the subject and others involved in the process shall:

- Maintain confidentiality of all matters under this policy.
- Discuss details only to the extent required and only with persons concerned under this policy for completing the process of investigation.
- Keep physical copies, relevant documents, and associated digital information secure at all times.
- Keep all electronic mails/files password-protected.

14. **ACCESS TO THE CHAIRMAN OF THE AUDIT COMMITTEE**

The whistle-blower shall have the right to approach the Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorised to prescribe suitable directions in this regard.

15. **RETENTION OF DOCUMENTS**

All Protected Disclosures documented along with the results of the investigation relating thereto, shall be retained by the Audit Committee for a period of 5 (five) years or such period as specified by any other law in force (whichever is more).

16. **ANNUAL AFFIRMATION**

The Company shall annually affirm that it has provided protection to the complainant from unfair, adverse personal action. The affirmation shall also form a part of the Corporate Governance report, which is attached to the Annual report of the Company.

17. **AMENDMENT**

The Company reserves the right to amend or modify this policy in whole or in part, at any time, without assigning any reason whatsoever. However, no such amendment or modification will be binding on the employees unless the same is notified to all employees.

APPENDIX A: REPORTING CHANNELS

S. No.	Reporting Channel	Contact Information	Availability
1	Email	whistleblower@nexteducation.in	24 hours
2	Post	The Chairman of the Audit Committee, C/o, Company Secretary, Next Education India Private Limited 8-2-269/A/2/1 to 6, 209-210, 1st Floor Sri Nilaya Cyber Spazio, Road No.2, Banjara Hills, Hyderabad, Telangana - 500034	24 hours