



WHISTLE BLOWING POLICY

2025




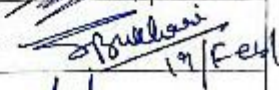
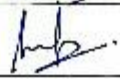
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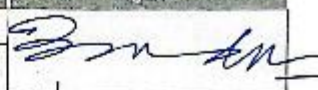

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Whistleblowing Policy

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Glossaries

Acronyms

BOD

BAC

CEO

HR

WB

WBC

Expansions

Board of Director

Board Audit Committee

Chief Executive Officer

Human Resource

Whistleblowing

Whistle Blow Committee

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1. Definitions and Terminologies

Whistle Blowing - Whistle Blowing is a communication to a competent authority by an individual or an institution to expose and / or inform upon, alleged fraudulent, money laundering, immoral, unethical or malicious activities, or discrimination, or some other type of adverse occurrence that violates a law, or a regulation, or a policy, or morals, or ethics and especially those matters that may jeopardize the reputation of the Bank.

Whistle-blower - Whistle-blower is a person or an institution, who blows the whistle and sends communication to the pre-defined authority, following the process as prescribed, includes current or former employees of the Bank, shareholders, vendors, contractors, service providers, customers, or the public. The role of a Whistle-blower would remain to the extent of reporting only, whom neither will be considered as an investigator nor determines the appropriate corrective or remedial action that may be required under the given situation.

Stakeholders - include employees, shareholders, customers and regulators.

Fraud - any act or omission, including a misrepresentation, that knowingly misleads, or attempts to mislead or deliberate deception.

Corruption - the offering, giving, receiving, or soliciting, directly or indirectly, anything of value to influence improperly the actions of another party.

Misconduct - failure by Bank personnel to observe the Bank's rules of conduct or standards of behaviour.

2. Purpose

The purpose of this policy is to create an environment by promoting a culture of honesty, dedication and loyalty among the staff where they feel confident to reveal and report any fraudulent, money laundering, immoral, unethical or malicious activity without any fear of retaliation, which in their opinion may cause financial loss and or reputational damage to the Bank.

3. Scope

The scope of this policy includes all types of unlawful acts / orders, frauds, corruption, misconduct, collusive practices or any other activities, which undermines the Bank's operations, financial position, reputation and objectives.

The policy is applicable to all employees of the bank (permanent, part time and contractual). Whistle-blowing complaints/information lodged by the bank employees, customers or any external party shall be treated in confidence and will be dealt accordingly.

4. Objectives of the Policy

- a) To develop a culture of openness, accountability and integrity;
- b) To provide an environment/awareness where employees of the Bank blow whistle where they have a suspicion about any immoral, unethical, fraudulent act of any type by present or former employee, vendors, contractors, service providers and customers which may cause financial loss or reputational damage to the Bank;
- c) To enable Management to take appropriate/remedial action to safeguard bank from financial loss and reputational damage.
- d) The Bank will put in place a mechanism to evaluate effectiveness of Whistle Blowing Policy.

5. Ownership, Approval and Accessibility

Compliance and Control Division is the owner of this Policy. The Policy shall be reviewed and updated after every three years or as and when required.

The Board of Directors (BOD) shall approve this policy or any of its subsequent amendments and updates.

This policy document shall remain the property of Sindh Bank Ltd for exclusive use of its management and relevant personnel and its contents are strictly confidential and should not be copied or distributed to any third parties without prior concurrence of the Compliance and Control Division.

6. Compliance with laws, regulations and Professional Standards

The bank and its employees are to comply fully with all applicable laws, regulations, professional standards and directives /guidelines /instructions issued by SBP, no employee shall undertake any activities considered inappropriate to the business and reputation of the bank.

Should any provision of this document, or any other policy, procedure or guidelines becomes contradictory with the statutes or any other applicable national law, regulation or professional standard, the division /person identifying the conflict shall promptly notify the appropriate senior official or committee responsible for establishment or implementation of subject policy, procedure or guidelines, in writing, of the details of the conflict. In the event of any such conflict, the division shall comply with applicable national law, regulation or professional standard until the time this document is appropriately amended and required.

7. Governance, Oversight, Monitoring & Investigation

Following are the roles and responsibilities of various stakeholders and functions related to whistleblowing:

7.1. Board of Directors

The ultimate responsibility of ensuring whistleblowing policy standards are followed in letter and in spirit lies with BoD. Therefore, BoD shall ensure that senior management provides adequate, reliable, periodic information for effective oversight, monitoring and accountability.

7.2. Senior Management

Senior Management is responsible for overall implementation of whistleblowing policy in the Organization.

7.3. Compliance and Control Division

- a) Compliance is responsible to circulate Whistle Blowing Policy for the information of all the employees of the Bank.
- b) Is responsible to create awareness and training programs for the employees of the Bank.
- c) Is responsible to handle whistle blow cases of the employees, its investigation and maintenance of database.

7.4. Human Resource (HR)

If the suspected employee is found guilty of malpractice, wrongdoing, fraud, corruption, money laundering, misconduct or deliberately breaching law, regulation or internal policy etc. HR will initiate disciplinary action as per Bank Policy.

7.5. Employees

All employees are responsible to report/whistle blow actual or suspected malpractice cases, wrongdoing, fraud, corruption, money laundering and or any other misconduct. However, they can also choose to raise their genuine concerns / suspicions directly to Whistleblowing Committee(WBC) members or provided reporting channels in this policy.

7.6 Fraud Risk Management Unit – Internal Audit Division

- (a) Investigation preferably through Fraud Investigation Unit - Internal Audit Division.
- (b) Investigations carried out by Internal Audit Division (IAD) will vary from minor nature cases to high profile investigations.
- (c) IAD Investigation team will determine whether any type of staff involvement or negligence has been done in any case.

8. Communication Channels

In order to achieve the objectives of this policy the bank has established following channels for whistle-blowing reporting:

- a) A dedicated/secured e-mail for Whistle-blowing reporting (whistleblowdesk@sindhbankltd.com) accessible to Head of Compliance and Control Division and a Senior person in the department.
- b) Following contact numbers can also be used for whistle-blowing reporting:
Cell No: 0346-7184481 / 0301-2527285
Off: (021) 35829302 / (021) 35929479
- c) Whistle-blowing reporting mechanism is available on Sindh bank's website. <http://www.sindhbankltd.com/WhistleBlowing> and on employee's portal.
- d) Whistle-blowing reporting via post on the following address:
Compliance and Control Division
Sindh Bank Ltd, B-2, Federation House,
Abdullah Shah Ghazi Road, Main Clifton, Karachi.

9. Whistle Blowing Complaint Handling Procedure

- a) All reported whistle-blowing cases will initially be discussed with the Whistle-blowing Committee (WBC)/CEO to decide on the appropriate course of action.
- b) The Internal Audit Division (IAD) will be responsible for conducting the investigation of whistle-blowing complaints warranting investigation keeping in view the nature of reported whistleblower and decision of WBC. The IAD will ensure thorough investigation and impartiality.
- c) Upon completion of the investigation, the findings will be escalated to the WBC/CEO and shared with the Board Audit Committee (BAC) for further evaluation.
- d) The identity of the whistle-blower will remain confidential, with information disclosed only to the WBC, CEO, and Board Audit Committee as required.
- e) The Internal Audit Division (IAD) will continue to maintain records of all reported cases and their resolutions.
- f) In cases where the whistle-blowing complaint involves the CEO or any member of the Board, the case will be handled directly by the Board Audit Committee (BAC) to determine the next steps.
- g) In case, whistle blow leads to legal proceedings, the confidentiality of the whistle-blower may not be maintained.

10. Confidentiality & Protection of whistle blowers

- a) The information given and the identity of the Whistle-blower shall be treated in a confidential manner.
- b) The Bank stands committed to protect Whistle-blowers for Whistle Blowing, harassment or victimization of the Whistle-blower shall not be tolerated.
- c) If the Whistle-blower feels that, at his / her place of posting, he / she might be subject to victimization or harassment by the alleged officials after blowing the whistle, the management may consider transferring him/her to another suitable place on his/her request. However, this assurance is not extended in cases where it is proved that the Whistle-blower raised the matters to settle his / her personal grudges or grievances or enmity or where the Whistle-blower has been habitually involved in complaining petty issues.
- d) Protection that Bank can extend to Whistle-blower is limited to the Bank's capability, but any retaliatory action against any Whistle-blower because of whistle blown by such person under this Policy shall be treated as Misconduct and subject to disciplinary action.

11. Incentives for Whistle Blower

To motivate the Bank's staff to behave honestly, with loyalty without any fear to save the bank from financial or reputational losses, the management may consider suitable incentive.

12. Misuse of Whistle Blowing

It is expected from all employees to refrain from rumour mongering, irresponsible behaviour and false allegations and if staff makes malicious or frivolous allegations /complaint(s) or misuse whistle blowing policy for undue favour, action may be taken against them after proper investigation. However, if the staff makes an allegation in good faith but it is not confirmed during the investigation, no action will be taken against them.

13. Reporting

Strict confidentiality will be observed in submission of the investigation reports carried out by the investigation team formed shall be reported to the Chairman - BAC periodically.

14. Disciplinary Action against Deliberate False Complaints

- a) If involvement of the Bank's officials in fraudulent, immoral, unethical or malicious activities and other malpractices is proved during investigation of the case then disciplinary action shall be initiated as per applicable rules and procedures of the Bank.
- b) For external parties, the Bank may on the basis of investigation report and recommendations, consider taking appropriate legal action against the concerned party.
- c) If the matter is of grave nature, the Bank may decide to take legal action against the culprit(s).

Blow the Whistle

*Both **Staff** and **Customers** may refer their concerns directly to the “Whistle Blowing Function” which is managed at the very senior level of the Bank, by filling the below form. Alternately, the concerns can also be communicated through whistleblowdesk@sindhbankltd.com (Before filling out this form, we encourage all the Whistle-Blowers to first read and fully understand the contents of the Bank's Whistle Blowing Policy)*

1. Provide Complaint details. Attach additional pages if necessary.

2. Incident Type – What is the nature /impact of this incident? Please select to best of your knowledge.

- ☐ Market Abuse
- ☐ Money Laundering
- ☐ Terrorist Financing
- ☐ Theft
- ☐ Fraud
- ☐ Bribery and Corruption
- ☐ Serious Irregularities (Financial Reporting)
- ☐ I'm not Sure!

3. Which officials/employees do you think are involved and/or responsible for this incident?

4. Duration/Time - When do you think this incident took place? Provide estimated duration
- Start Date



End Date



5. Location of the incident

Where this incident took place? Provide Location details.

6. Has the activity that you wish to complain about, been reported to any other person?

7. How does the Whistle-blower wish to be identified?

- ☐ Anonymous
- ☐ Confidential
- ☐ No restriction

If "Confidential" or "No restriction" options have been selected then please provide the below requested information in full:

Name:

Address:

Phone No.

Cell No.

Email:

List of WB Committee members:

Annexure - B

Head of Human Resource	Chairman
Head of Operations	Member
Head of Risk Management	Member
Head of Compliance & Control	Secretary