

# WHISTLE BLOWING POLICY



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**Revision History**

<b>Board Approval Date</b>	<b>Version</b>	<b>Version Description</b>	<b>Author</b>
July 3, 2008	1.0	First Version	S.M. Aly Osman
April 26, 2013	1.1	Second Version	S.M. Aly Osman
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## **1. Introduction**

UBL Fund Managers Limited (“UBLFM” or the “Company”) is committed to the highest standards of quality, honesty, openness and accountability. We have a responsibility toward our employees and other stakeholders. We recognise that given the dynamic business environment, our corporate governance practices must continue to evolve in order to remain relevant to the times. As such, we have incorporated a Whistle-blowing Policy and made available channels for reporting in confidence, unethical, immoral or illegal acts or practices.

The policy and procedure are devised to cover the reporting of any genuine concerns employees or stakeholders may have about suspected misconduct within the organization.

## **2. Ownership, Maintenance and Approval**

This policy is owned by the Internal Audit Department, however the responsibility of maintenance, review and update lies with Internal Audit Department. Head of Internal Audit will review and update the policy once in three years and put it up for BOD approval as required. Applicability

### *i. Employees*

As employees we have an important role in achieving highest standards of quality, honesty, openness and accountability. Employees will usually be the first to know when someone in the organization is doing something improper or illegal but often feel worried about voicing their concerns.

### *ii. Other Stakeholders:*

Each Stakeholder other than employee also has a vested interest in the health and long term success of the Company. These stakeholders include customers i.e. unit holders, suppliers, vendors. Shareholders, banks, brokers etc. Each stakeholder seeks to secure its own success through the activity of the Company.

## **3. Purpose**

The purpose of this policy is to establish appropriate handling of the receipt, retention, and treatment of whistle blowing matters that may involve; (however it is not an exhaustive list):

- Breach of Company’s Polices and / or Manuals;
- Breach or override of Internal Controls;
- Noncompliance with regulations and rules applicable on the Company;
- Noncompliance of Codes of Conduct;
- Willful Noncompliance of Trust Deeds / Offering documents of the Fund;
- Fraud that is the use of deception with the intention of gaining an undue advantage, avoiding an obligation or causing loss to another party;
- False representations of a matter of fact with respect to UBLFM whether by words or by conduct to clients or other stakeholders or any other fraudulent activities;

- Misappropriation of assets;
- Misuse of confidential information or deliberate falsification of records;
- Gross misconduct, gross incompetence, gross inefficiency or inadequate performance;
- Willful omission to perform duty;
- Illicit and corrupt practices;
- Acts of omissions which are deemed to be against the interest of the Company, laws, regulations or public policies;
- Deliberate damage to or misuse of Company's equipment and resources,;
- Taking or giving bribes or any illegal gratification or any other questionable activity ;
- Serious breach of confidence, including insider dealing in securities;
- Deliberate concealment of any of the above matters or other acts of wrong doing.

To provide for the independence of the IAD, the Head of Internal Audit shall report administratively to the Chief Executive of the Company while functionally reporting to the Board Audit Committee of the Company.

All matters relating to the Head of Internal Audit's salary, performance review, bonuses, other incentives, promotion, induction and termination will be subject to joint approval of the Chairman of the BAC and CEO.

UBLFM shall comply with the following:

- Treat all disclosures made seriously and consistently
- Provide appropriate feedback to the whistleblower
- Take all reasonable steps to maintain the confidentiality of the whistleblower (unless otherwise required by law)
- Ensure appropriate training and awareness of employee at all levels in relation to whistleblowing and promotion of whistleblowing
- Reassure the whistleblower that their disclosure will not affect their position at work which may include providing support to the whistleblower during what can be a difficult or anxious time with access to mentoring, advice and counselling  
Ascertain satisfaction of whistleblowers on periodic basis and feedback of employees
- Maintain appropriate records of whistleblowing disclosures and statistics
- Communicate time frame for handling whistle blow disclosures (where practical)
- Encourage senior executives of UBLFM to champion the whistle blow cause to drive the commitment to valuing whistleblowing (recognition and appreciation for whistleblowers)and protecting whistleblowers

#### **4. Your Confidence & Protection**

UBL Fund Managers is committed to this policy. If you raise genuine concern acting in good faith under this policy, you will be protected from all types of retribution or harassment as mentioned in clause 4.1 below. Provided that you are acting in good faith, it does not matter if you are mistaken.

This Policy is intended to encourage and enable employees and other stakeholders to raise serious concerns within the Organization. However, this policy does not extend to anyone who maliciously raises a concern that they know is untrue. Allegations in bad faith may result in disciplinary action.

You are encouraged to blow the whistle in a confidential manner by identifying yourself as this policy encourages whistle blower to put their names to allegations because appropriate follow-up questions and investigation may be difficult unless the source of the information is identified. However anonymous whistle blowing (where the whistle blower has not identified him/herself) shall also be entertained in case you would not like to disclose your identity. UBLFM shall ensure necessary measures are put in place to ensure anonymity of the whistle Blower and full protection is provided to the whistleblower and confidentiality of the whistle blower is maintained in accordance with this Policy and relevant the legal framework (unless otherwise required by law).Matters / concerns expressed will be explored appropriately, but consideration will be given to:

- The seriousness of the matter raised;
- The credibility of the concern; and
- The likelihood of confirming the allegation from attributable sources.

*i. Harassment or victimization of Whistle Blower:*

Harassment or victimization of the whistle blower will not be tolerated. The following acts shall be construed as a harassment (however it is not an exhaustive list)

- Termination of employment;
- Demotion;
- Suspension;
- Written Reprimand;
- Retaliatory reprimand;
- Decision not to promote;
- Receipt of unwarranted performance rating;
- Withholding of appropriate salary adjustments;
- Imposition of involuntary transfer or reassignment;
- Elimination of employee's position, absent of reduction in force, reorganization, or a decrease in or lack of sufficient funding or workload;
- Denial of awards, leave, benefits, or training for which the employee would normally be eligible;
- Other significant change in job responsibilities or working conditions that are inconsistent with the employee's position, salary, or grade.

## **5. Approval and Revision of Policy**

UBL Fund Managers reserves the right to modify or amend this policy at any time as it may deem necessary. All revisions will be brought before and approved by the Board of Directors.

## **6. Definitions**

"**Whistle Blow**" means when any employee or other stakeholder that provides useful information to the Company which has come to his attention regarding any act / incidence that is illegal, immoral, unethical, against the Company's Policy or has the possibility of leading to financial loss to the Company, its Employees or Customers as well as leading to loss of reputation or punitive action by the regulators/government agencies.

"**Confidential**" means authorized for access by only those persons who have a need to know. Ordinarily, a need to know arises from an obligation to investigate or to take remedial or disciplinary action.

"**Good faith**" means acting without malicious intentions, and in the better interest of the Company.

## **7. Annexure “A”**

### **Frequently Asked Questions**

***i. What is the Whistleblowing Policy?***

Whistleblowing Policy encourages employees or other stakeholders to use the guidance provided in the policy to "blow the whistle" on "improper, illegal, unethical or immoral practices" and provide a procedure for filing and addressing whistleblower matters.

***ii. What is whistle blowing?***

Whistle blowing means when any employee or other stakeholder that provides useful information to the Company which has come to his attention regarding any act/incidence that is illegal, immoral, unethical, against the Company's Policy or has the possibility of leading to financial loss to the Company, its Employees or Customers as well as leading to loss of reputation or punitive action by the regulators/government agencies.

***iii. What is the difference between anonymity and confidentiality?***

An employee or any other stakeholder raises a concern confidentially if he or she gives his or her name only on condition that it is not revealed without their consent. An employee or any other stakeholder raises a concern anonymously if he or she does not give his or her name. Usually, the best way to raise a concern is to do so openly.

***iv. Can concerns be raised confidentially or anonymously?***

Anonymous whistle blowing (where the whistle blower has not identified him/herself) shall also be entertained however this policy encourages whistle blower to put their names to allegations because appropriate follow-up questions and investigation may be difficult unless the source of the information is identified.

***v. Why did the UBL Fund Managers develop this policy?***

The Company is obliged to develop and implement whistle blowing policy under the requirements of Code of Corporate Governance (CCG) 2017 and to keep it updated from time to time. The Company is also committed to the highest standards of quality, honesty, openness and accountability. We have a responsibility toward our employees and other stakeholders. We recognize that given the dynamic business environment, our corporate governance practices must continue to evolve in order to remain relevant to the times. As such, we have incorporated a Whistle-blowing Policy and made available channels for reporting in confidence, unethical, immoral or illegal acts or practices.

***vi. On what kinds of "improper, illegal, unethical or immoral practices" can I blow the whistle?***

You can blow the whistle on the commission of unlawful acts such breach of Company's polices / manuals (Accounting policies, Department Manuals Money Laundering, Department Standard Operating Procedures or other policies / manuals), breach of internal controls, management override of controls or other auditing matters, noncompliance of various regulations and rules applicable on the Company (Companies ordinance, Income Tax Ordinance, NBFC Regulations, Listing regulations etc.), noncompliance of code of conducts ( business code of conduct, sales staff code of

conduct, asset manager code of professional conduct), noncompliance of trust deeds / offering documents of the fund, false representations of a matter of fact whether by words or by conduct to clients or other stakeholders or any other fraudulent activities, misappropriation of assets, other acts of wrong doing etc.

**vii. *What should I do if I want to blow the whistle-how do I do it and to whom do I go?***

You can blow the whistle in writing at mailing address of the Chair Board Audit Committee (BAC) / Head of Internal Audit at which matters may be submitted in a sealed envelope marked "Private and Strictly Confidential" in a format as provided in the Annexure "A" / you can also directly blow the whistle by emailing at the [whistleblow@ublfunds.com](mailto:whistleblow@ublfunds.com) which is directly accessed by the Chair BAC and Head of Internal Audit / Other stakeholders may blow the Whistle option at the website of the company [www.ublfunds.com](http://www.ublfunds.com) as a result of which an e-mail would be generated to the Chair BAC and Head of Internal Audit / employees can also blow the whistle option at the iPortal of the company as a result of which an e-mail would be generated to the Chair BAC and Head of Internal Audit / whistle can also be blown by calling at the dedicated telephone hotline number 021-35622761 directly accessible by Head of Internal Audit.

**viii. *Will my whistleblower report be held in confidence?***

Confidentiality will be maintained within the limitations of law and policy and the legitimate needs of the investigation.

**ix. *What if I am not sure whether certain actions or conducts are considered as improper, illegal, unethical or immoral practices, should I still report it?***

Yes. The whistle blowing committee will decide whether the matters for which whistle is blown are classified improper, illegal, unethical or immoral practices. The Whistle Blow Committee shall include the Head of Internal Audit, Chair BAC and any other person designated by Chair BAC as the case may be.

**x. *What information should I provide when I make my disclosure?***

You should state the facts with as much specific information as possible so that your allegations can be investigated, such as brief the matter with clarity (with the name of person/department/branch involved), money amount involved (if any), time since matter existed, evidence if any (documentary or descriptive), brief remedial action that you suggest.

**xi. *What happens after I file my whistleblower report?***

After an initial assessment as to the appropriate treatment of each whistle blow matters detail assessment, investigation, or evaluation of the whistle blow matters would be conducted by the investigation team which would comprise of any personnel from Internal Audit department or any other person as recommended by the whistle blowing committee. The investigation team will investigate the matter and will present its report / finding to the whistle blowing committee. The whistle blowing committee will take the decision on the basis of the investigation report.

***xii. Why might my allegations not be investigated?***

Sometimes employees or other stakeholders blow the whistle about things that aren't illegal, immoral, unethical or improper, but are personnel or management issues. The preliminary investigation assesses whether or not there appears to be an illegal, immoral, unethical or improper activity.

***xiii. How can I help with the investigation?***

You can provide as much factual information as possible in order to allow the investigation to proceed. However, don't obtain any evidence for which you do not have a right of access and don't do your own investigation-leave that to the experts.

***xiv. Can I blow the whistle for routine complaints?***

For routine complaints there is a designated customer care unit established by the Company. Account statements not received, customer grievances, incorrect record of particulars, transactions not processed are some of the examples of the routine complaints. All kind of these routine complaints shall be reported to the Company's Customer Care unit instead of whistle blowing committee.

***xv. Can I blow the whistle for HR related matters?***

Only those HR concerns may be reported which have an entity wide implications or which are significant in nature. Further whistle can also be blown in case of inconsistent implementation of HR policies which comes to the knowledge of the employee. However, this does NOT include complaints of personal nature involving the employee himself / herself.

***xvi. Can I discuss the matter with friends and colleagues?***

To protect your confidentiality and the confidentiality of the investigation, it is advisable not to discuss the matter with friends and colleagues.

***xvii. The Whistleblower Policy is long and detailed and I want to properly blow the whistle. Where do I go for help?***

You can contact Internal Audit department in order to get help for blowing the said whistle.

***xviii. If I file a blow a whistle, and if investigations find that there are no grounds for actions, will I be adversely impacted?***

As covered in the policy only those who are found to have acted maliciously will be subject to appropriate actions.

***xix. Will I be protected from retaliation?***

Yes. Retaliation against someone who has reported a wrongdoing in good faith is subject to appropriate action. Harassment or victimization of the whistle blower will not be tolerated.

*xx. Can I withdraw whistle blown by me if I made a mistake?*

Yes, you can. Kindly forward your request via the channels that you have raised the matter with the case reference number stating reasons for withdrawal.