



ONGC Tripura Power Company Limited(OTPC)

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(Website: www.otpcindia.in, CIN: U40101TR2004PLC007544)

Vigil Mechanism (Whistle Blower Policy)

1. PREFACE

- 1.1 OTPC believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. The organization is committed to comply with the laws and regulations to which it is subject to. For this, the Company has put in place systems, policies and processes to interpret and apply these laws and regulations in the organizational environment. These would help to strengthen and promote ethical practices and fair treatment of all Employees and Directors.
- 1.2 The organization's internal controls & operating procedures are intended to detect and prevent improper activities. However, even the best of systems and controls cannot provide absolute safeguards against irregularities. Intentional and unintentional violations of the organization's policies could occur. The Company is committed towards developing a culture where it is safe for all Employees and Directors to raise concerns about any irregularity, unethical practice and/ or misconduct.
- 1.3 The purpose of this policy is to provide a window through which such irregularities may be brought to light, to maintain secure Whistle Blowing and to protect directors/employees wishing to raise a concern about serious irregularities within the company. The information provided through Vigil Mechanism would be useful in making its processes and systems more robust and sustainable.
- 1.4 The Policy neither releases employees from their duty of confidentiality in the course of their work, nor it is a route for taking up a grievance about a personal situation.
- 1.5 All employees of Company are required to familiarize themselves with the Code of Conduct related to Vigil Mechanism and abide by the principles laid down in this Mechanism.

2. REGULATORY COMPLIANCES BACKGROUND



2.1 Section 177 (9) of the Companies Act, 2013 read with Rule 7 of The Companies (Meeting of Board and its Powers) Rules, 2014 mandates the following classes of companies to establish a vigil mechanism for their directors and employees to report their genuine concerns or grievances:

- i. Every listed company;
- ii. Every other company which accepts deposits from the public; and
- iii. Every company which has borrowed money from banks and public financial institutions in excess of Rs. 50 Crores.

2.2 Further, the Companies which are required to constitute an Audit Committee shall oversee the Vigil Mechanism through the Committee and if any of the members of the Committee have a conflict of interest in a given case, they should recuse themselves and the others on the Committee would deal with the matter on hand.

In case of other companies, the Board of directors shall nominate a director to play the role of audit committee for the purpose of vigil mechanism to whom other directors and employees may report their concerns.

2.3 The Vigil Mechanism shall provide for adequate safeguards against victimisation of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee or the director nominated to play the role of Audit Committee, as the case may be, in exceptional cases.

2.4 In case of repeated frivolous complaints being filed by a director or an employee, the Audit Committee or the director nominated to play the role of Audit Committee may take suitable action against the concerned director or employee including reprimand.

2.5 Accordingly, in compliance with the provisions of the Companies Act, 2013, OTPC being a responsible corporate has proposed to establish and formulate a Vigil Mechanism (Whistle Blower Policy).

3. **OBJECTIVES OF VIGIL MECHANISM**

3.1 To encourage employees to bring ethical and legal violations, they are aware of to an internal authority so that action can be taken immediately to resolve the problems.

3.2 To promote a culture of “speak-up” on matters relating to code of ethics.



A handwritten signature in blue ink, appearing to read "Saini".

- 3.3 To provide a non-threatening environment to employees to discuss matters relating to our code of Ethics.
- 3.4 To provide an assurance to external stakeholders that there is internal cordiality and transparency.
- 3.5 To minimize the company's exposure to the damage that can occur when employees circumvent internal mechanisms.
- 3.6 To ensure adequate protection to the Whistle Blowers.

4. SCOPE OF MECHANISM

This policy will apply to all units/offices of OTPC. The policy applies regardless of the jurisdiction in which the wrongdoing occurs or is suspected to have occurred or whether or not such wrongdoing or suspected wrongdoing occurs in the country.

5. ELIGIBILITY

All Directors and Employees of the Company can avail of the channel provided by this Policy for raising an issue covered under this Policy and are eligible to make protected Disclosures under this Mechanism. The Protected Disclosures may be in relation to matters concerning the Company.

6. DEFINITIONS

The definitions of some of the key terms used in the policy are given below.

- 6.1 **"Audit Committee"** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of Companies Act, 2013.
- 6.2 **"Code"** means OTPC Code of Conduct, if any adopted by the Company from time to time.
- 6.3 **"Company"** means ONGC Tripura Power Company Limited.
- 6.4 **"Competent Authority"** means (i) Chairman, Audit Committee of OTPC in case the Subject is a Board Level Employee of the Company and (ii) Managing Director in case the Subject is below Board Level employee and will include any person(s) to whom powers are delegated by them as the Competent Authority under this policy from time to time.



- 6.5 **“Disciplinary Action”** means 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 such action as is deemed to be fit considering the gravity of the matter.
- 6.6 **“Employee”** means every employee on the permanent rolls of the Company including the Directors in the employment of the Company.
- 6.7 **“Improper Activity”** means unethical behavior, actual or suspected fraud or violation of the company’s general guidelines on conduct or ethics policy by any employee of OTPC and includes matter specified under Clause 9 of this policy.
- 6.8 **“Investigator”** means those persons authorized, appointed, consulted or approached by Competent Authority in connection with conducting investigation into a Protected Disclosure and include internal Auditors of OTPC.
- 6.9 **“Protected Disclosure”** means any communication made by an Employee in good faith that discloses or demonstrates information of any unethical, illegal or Improper Activity or behavior on part of another employee (s) of the Company.
- 6.10 **“Subject”** means an employee against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- 6.11 **“Whistleblower”** means an employee or Director making a Protected Disclosure under this Policy and also referred in this policy as a Whistle Blower or Complainant.
- 6.12 **“Policy”** means The Vigil Mechanism/Whistle Blower Policy.
- 6.13 **“Fraud”** in relation to affairs of a company includes any act, omission, concealment of any fact or abuse of position committed by any person or any other person with the connivance in any manner, with intent to deceive, to gain undue advantage from, or to injure the interests of, the company or its shareholders or its creditors or any other person, whether or not there is any wrongful gain or wrongful loss.



7. GUIDING PRINCIPLES

- 7.1 Company shall provide a safe, healthy and disciplined working environment that respects individuals and is free from discrimination.
- 7.2 Protected Disclosure, if any received shall be acted upon in a time bound manner.
- 7.3 Complete confidentiality of the whistle Blower and information provided by him will be maintained.
- 7.4 Comply with all the applicable rules and regulations of the law and with all applicable policies and procedures of the Company.
- 7.5 The Whistle Blower and/or the persons(s) processing the Protected Disclosure will not be subject to victimization.
- 7.6 Evidence of the Protected Disclosure will not be concealed and appropriate action including disciplinary action will be taken in case of attempts to conceal or destroy evidence.
- 7.7 'Subject' of the Protected Disclosure i.e. Employees against or in relation to whom a protected disclosure has been made will be provided an opportunity of being heard.
- 7.8 The Whistle Blower should bring to attention of the Competent Authority at the earliest any Improper Activity or practice. Although they are not required to provide proof, they must have sufficient cause for concern.
- 7.9 The Whistle Blower shall co-operate with the investigating authorities in maintaining full confidentiality.

8. ROLE OF WHISTLE BLOWER

- 8.1 The Whistle Blower's role is that of a reporting party with reliable information.
- 8.2 He/she is not required or expected to conduct any investigation on his own, nor will he/she shall have a right to participate in any investigative activities other than as decided by the Investigator /Competent Authority.
- 8.3 Protected Disclosure will be appropriately dealt with by the Competent Authority in accordance with the procedure set out in this policy.
- 8.4 The Whistle Blower shall have a right to be informed of the disposition of his disclosure except for overriding legal or other reasons.

9. REPORTABLE MATTERS

The Policy covers Improper Activity, malpractices and events which have taken place/



suspected to take place involving:

- i. Abuse of authority;
- ii. Breach of Contract
Breach of Companies code of conduct or Rules;
- iii. Breach of Business Integrity and Ethics;
- iv. Negligence causing substantial and specific danger to public health and safety;
- v. Manipulation of Company data/records;
- vi. Financial irregularities, including fraud, or suspected fraud, bribery;

- vii. Pilferage of confidential/proprietary information;
- viii. Deliberate violation of law/regulation and illegality;
- ix. Corruption & bribery;
- x. Wastage/misappropriation of company funds/assets;
- xi. Insider Trading, Unfair Trade Practices & anti-competitive behavior;
- xii. Sexual harassment;
- xiii. Health and Safety, environmental issues ;
- xiv. Any other unethical, biased, favored, imprudent event;
- xv. Any offence of Material Nature;

10. MANNER IN WHICH CONCERN CAN BE RAISED

- 10.1 All Protected Disclosures or complaints to be reported by the Whistle blowers as soon as possible after the matter comes to light to avoid undue delay or complexities but not later than 30 days after becoming aware of the same.
- 10.2 Protected Disclosure shall be reported in writing so as to ensure a clear understanding of the issues raised and should be either typed or written in a legible handwriting in English or Hindi. The reporting should be factual and not speculative in nature. It must contain as much relevant information as possible to allow for preliminary review and proper assessment.
- 10.3 All Protected Disclosures shall be made along with a covering letter, which shall bear the identity of the Whistle Blower such as his/her name and address.
- 10.4 All Protected Disclosures against below Board level employees shall be addressed to the **Managing Director** of the Company in a closed/sealed envelope and should be **superscribed "Protected Disclosure"** and sent to Company's Delhi address as provided on the website of the Company i.e. www.otpcindia.in .
- 10.5 All Protected Disclosures received by the Managing Director shall be opened only by him. He shall detach the covering letter which would be kept



under safe custody and nominate/appoint the Investigator officer for screening and further investigation.

- 10.6 All Protected Disclosures against Board level employees shall be addressed to the **Chairman, Audit Committee, C/o Company Secretary** in a closed/sealed envelope and should be superscribed "Protected Disclosure" and sent to Company's Delhi address as provided on the website of the Company i.e. www.otpcindia.in.
- 10.7 The Chairman, Audit Committee will nominate/appoint an Investigator and forward the Protected Disclosure to such Investigator for screening and investigation after detaching the covering letter containing the identity of the Whistle Blower.
- 10.8 In order to protect the identity of Whistle Blower (s) no acknowledgement will be issued and Whistle Blower (s) are advised not to enter into any further correspondence in their own interest.

11. ENQUIRY/ INVESTIGATION MECHANISM

- 11.1 All Protected Disclosures will be recorded by person nominated by Competent Authority for screening and investigation. If initial enquiries indicate that the concern has no basis, or it is not a matter to be pursued under this policy, it may be dismissed at this stage with the approval of Competent Authority and decision will be documented.
- 11.2 Where initial enquiries indicate that further investigation is necessary this will be carried in an independent and unbiased manner. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior and observance of professional standards.
- 11.3 The decision to conduct an investigation into a Protected Disclosure by itself is not an acceptance of the accusation and is to be treated as a neutral fact-finding process because the outcome of the investigation may or may not support accusation.
- 11.4 Unless there are compelling reasons not to do so, Subjects will be given reasonable opportunity for hearing their side during the investigation. No allegation of wrongdoing against a Subject shall be considered as maintainable unless supported by evidence.



- 11.5 Subject(s) shall have a duty to co-operate with the Investigator(s) during investigation to the extent that such co-operation sought does not merely require them to admit guilt.
- 11.6 Subjects shall have right to access any document/information for their legitimate need to clarify/defend themselves in the investigation proceedings and also right to be informed of the outcome of the investigation.
- 11.7 Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subject(s).
- 11.8 The Investigator shall normally complete the investigation within 90 days of reference and submit his/her report.
- 11.9 In case the Protected Disclosure is proved, the Competent Authority shall take such Disciplinary Action as it may think fit and take preventive measures to avoid reoccurrence of the such Improper Activity;
- 11.10 After Completion of the investigation, the Whistle Blower will be informed of the major findings and action taken/contemplated to be taken against the Subject.
- 11.11 In cases, where the Whistle Blower is not satisfied with the findings of the Investigation or the action taken, he/she may approach the Chairman of the Audit Committee at the address provided in clause 10 above, with in 30 days of decision.

12. NON-RETALIATION/ PROTECTION

- 12.1 No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a Policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against victim. Complete protection will, therefore, be given to victim 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 behavior or the like including any direct or indirect use of authority to obstruct the victim right to continue to perform his duties/functions including making further Protected Disclosure.
- 12.2 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

victim is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the victim to receive advice about the procedure, etc.

- 12.3 Any investigation into allegations of potential misconduct will not influence or be influenced by any disciplinary or redundancy procedures already taking place concerning an employee reporting a matter under this policy.
- 12.4 The identity of the Whistle Blower shall be kept confidential to the extent possible. Whistle Blowers are cautioned that their identity may become known for reasons outside the control of Investigator/Competent Authority.
- 12.5 Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

13. DISQUALIFICATIONS

- 13.1 While this Policy is intended to protect genuine Whistle Blower from any unfair treatment as a result of their disclosures, misuse of this protection by making frivolous and bogus complaints with malafide intentions is strictly prohibited. Employees who makes complaints with malafide intentions and which are subsequently found to be false will be subject to strict disciplinary action including disqualification from reporting further Protected Disclosure under this Policy.
- 13.2 The complainant is not able to provide specific information that covers at least some of the following points:
 - a) Location of incident
 - b) Timing of incident
 - c) Personnel involved
 - d) Specific evidence i.e. Frequency of issues

In case the complainant is unable to provide adequate information, the Competent Authority reserves the right to not investigate the reported matter.

- 13.3 Protection under this Policy would not mean protection from disciplinary action for making allegations which are found to be false or bogus or with mala-fide intention.

14. SECRECY AND CONFIDENTIALITY

The Whistle Blower, the Investigator, the Competent Authority and everyone involved in the process shall:



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- a) maintain complete confidentiality/ secrecy of the matter
- b) not discuss the matter in any informal/social gatherings/meetings
- c) discuss only to the extent or with the persons required for the purpose of completing the process and investigations not keep the papers unattended anywhere at any time
- d) keep the electronic mails/files under password

If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as it may considered fit.

15. **REPORTING AND REVIEW**

15.1 The Competent Authority shall submit a report of the Protected Disclosures, received and of the investigation conducted, and of the action taken to the Audit Committee of the Company.

15.2 The Audit Committee shall have power to review any action or decision taken by the Competent Authority.

16. **DISPLAY**

The Vigil Mechanism (Whistle Blower Policy) shall be prominently displayed on all Notice Boards of the Company and shall also be uploaded on the Company's website www.otpcindia.in.

17. **ANNUAL AFFIRMATION**

The Company shall annually affirm that it has not denied any employee access to the Audit Committee and that it has provided protection to the Whistle Blower from adverse action. The affirmation shall form part of Board Report of the Company.

18. **AMENDMENTS**

The Vigil Mechanism can be modified or repealed at any time by the Audit Committee of the Company. The change in the address of the Company may be updated with the approval of any of the Competent Authority defined under this Mechanism. The update or renewal of this Mechanism would be communicated to all the persons to whom this policy is applicable.



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2/9/2020