



'ഭരണഭാഷ - മാതൃഭാഷ'

## KERALA STATE POWER & INFRASTRUCTURE FINANCE CORPORATION LTD.

(A GOVT. OF KERALA UNDERTAKING)

**KSPIFC**

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### **KSPIFC VIGIL MECHANISM**

#### **1. Preface:-**

The Company 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 behaviour.

#### **2. Reporting Concerns:-**

Every employee or Director of KSPIFC Ltd shall promptly report to the management, and when she / he becomes aware of any actual or possible violation of the Code or an event of misconduct, act of misdemeanour or act not in the company's interest.

The company shall ensure protection to the complainant/Whistle blower and any attempts to intimidate him/her would be treated as a violation of the Code.

#### **3. Scope:-**

The Complainant/ Whistle Blower should not act on their own in conducting any investigative activities and they don't have any right to participate in the investigative activities. The Chairman of the Audit Committee will conduct the procedural investigation and protected disclosure will be appropriately dealt with.

False/ Frivolous/*malafide* complaints will assume penal consequences. Audit Committee of the Company will reserve the right to take/recommend appropriate disciplinary action.

#### **4. Definitions:-**

"Alleged Wrongful Conduct" means violation of law, misuse or abuse of authority, fraud, suspected fraud, any deliberate concealment, infringement of Company's rules, misappropriation of facts, substantial or specific danger to public health and safety or abuse of authority or violation of the Company's Code of conduct or ethics policy.

"Protected Disclosure" means a concern raised by Director(s) or an employee/s in writing made in good faith which discloses or demonstrates information about any alleged wrongful act under the scope of this policy with respect to the Company. However, the protected disclosure should be factual and not speculative and should contain as much as specific information as possible to allow for proper assessment of the nature and consent.

"Subject" means a person or group of persons against or in relation to whom a protected disclosure is made or evidence gathered during the course of this investigation.

"Whistle Blower" means Director(s) or an employee/s of the Company who makes a protected disclosure under this Policy and also referred in this Policy as Complainant.

#### **5. Eligibility:-**

All Employees and directors of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company.

## **6. Investigation**

- a. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Chairman of the Audit Committee of the Company who will investigate / oversee the investigations under the authorization of the Audit Committee. If any member of the Audit Committee has a conflict of interest in any given case, then other members of the Audit Committee should deal with the matter on hand.
- b. The Chairman of the Audit Committee may at its discretion, consider involving any external Investigators for the purpose of investigation.
- c. The decision to conduct an investigation taken by the Chairman of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistleblower that an improper or unethical act was committed.
- d. The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- e. Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- f. Subjects shall have a duty to co-operate with the Chairman of the Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- g. Subjects have a right to consult with a person or persons of their choice, other than the Investigators and/or members of the Audit Committee and/or the Whistleblower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- h. Subjects 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 Subjects.
- i. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report.
- j. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- k. Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subjects should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subjects and the Company.
- l. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure

## **7. Protection**

- a. No unfair treatment will be meted out to a Whistleblower 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 Whistleblowers. Complete protection will, therefore, be given to Whistleblowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform his/her duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the



Whistleblower may experience as a result of making the Protected Disclosure. Thus, if the Whistleblower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistleblower to receive advice about the procedure, etc.

b. A Whistleblower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

c. The identity of the Whistleblower shall be kept confidential to the extent possible and permitted under law. Whistleblowers are cautioned that their identity may become known for reasons outside the control of the Chairman of the Audit Committee (e.g. during investigations carried out by Investigators).

d. Any other Employee or Director assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

## **8. Investigators**

a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Audit Committee when acting within the course and scope of their investigation.

b. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behaviour, and observance of legal and professional standards.

c. Investigations will be launched only after a preliminary review which establishes that:

i. the alleged act constitutes an improper or unethical activity or conduct, and

ii. either the allegation is supported by information specific enough to be investigated, or matters that do not meet this standard may be worthy of management review, but investigation itself should not be undertaken as an investigation of an improper or unethical activity.

## **9. Decision**

If an investigation leads the Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Chairman of the Audit Committee deems fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

## **10. Reporting**

The Chairman of the Audit Committee shall submit a report to the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

## **11. Retention of documents**

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of seven years.

## **12. Amendment**

The Company reserves its 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 and directors unless the same is notified to the Employees and directors in writing.

## **13. Approval**

Approved by the Board of Directors of M/s KSPIFC Limited, on 30.05.2016

A handwritten signature in blue ink, appearing to read "Sankar", is written over a horizontal blue line.

**Managing Director**