



NORTHERN POWER DISTRIBUTION COMPANY OF TELANGANA LIMITED

Regd. & Corporate Office: 'Vidyuth Bhavan' Warangal-506001. CIN: U40109TG2000SGC034119

ABSTRACT

TSNPDCL – Corporate Affairs – Establishment of vigil mechanism for directors and employees to report genuine concerns as per Section 177 (9) of the Companies Act, 2013 and Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2014 – Orders – Issued.

N.O.O(CS).Ms. No.10

Dated: 16-01-2015.

Read the following:

1. Section 177 (9) of the Companies Act, 2013.
2. Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2014.
3. Minutes of the 83rd Board Meeting Dt. 23.12.2014.

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ORDER:

Section 177 (9) of the Companies Act, 2013 and Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2014 mandates the following classes of companies to establish a vigil mechanism for directors and employees to report their genuine concerns –

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

2. The Board of Directors of TSNPDCL in their 83rd Board meeting held on 23.12.2014 has approved for establishment of vigil mechanism titled as 'Northern Power Distribution Company of Telangana Limited - Vigil Mechanism Policy - 2014' in compliance of Section 177 (9) of the Companies Act, 2013 and Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2014.

3. After careful consideration, Northern Power Distribution Company of Telangana Limited hereby accorded approval for 'Northern Power Distribution Company of Telangana Limited - Vigil Mechanism Policy - 2014' for establishment of vigil mechanism for directors and employees to report genuine concerns (Enclosed).

(BY ORDER AND IN THE NAME OF NORTHERN POWER DISTRIBUTION COMPANY
OF TELANGANA LIMITED)

Encl: Annexure

K. VENKATA NARAYANA
CHAIRMAN & MANAGING DIRECTOR

To
All Chief General Managers/TSNPDCL
The Chief Vigilance Officer/TSNPDCL
The Superintending Engineers/OP/WGL/KMNR/KHAM/ADB/NZB/TSNPDCL
The General Managers/Corporate Office/TSNPDCL/Warangal
All Superintending Engineers/Corporate Office/TSNPDCL/Warangal
All Divisional Engineers/Operation/Construction/MRT/TRE/DPE/TSNPDCL.
Copy to Peshi to Director (HRD&IR)/Projects/Operation/Finance/TSNPDCL.
Copy to DE/Tech to C&MD/TSNPDCL

// FORWARDED BY ORDER //

COMPANY SECRETARY



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Annexure

Vigil Mechanism Policy-2014

1. SHORT TITLE AND COMMENCEMENT

This policy may be called "Northern Power Distribution Company of Telangana Limited Vigil Mechanism Policy-2014" and shall be effect from the date of issue of this order.

2. DEFINITIONS

Unless repugnant to the context and inconsistent with the relevant Acts and Rules made there under:

- a. "Act" means the Companies Act, 2013
- b. "Associates" means and includes vendors, suppliers and others with whom the Company has any financial or commercial dealings.
- c. "Audit Committee" means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013.
- d. "Company" means the Northern Power Distribution Company of Telangana Limited (hereafter referred as TSNPDCL)
- e. "Director" means every Director of the Company.
- f. "Employee" means every employee of the Company.
- g. "Investigators" mean those persons authorized, appointed, consulted or approached by Chairman of the Audit Committee and includes the auditors of the Company and the Vigilance Wing of the Company.
- h. "Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- i. "Subject" means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- j. "Whistleblower" means an Employee or director making a Protected Disclosure under this Policy.
- k. "Rules" means the Companies (Meetings of the Board and its Powers) Rules, 2014 notified by the Ministry of Corporate Affairs, Govt. of India vide G.S.R. 240(E) dated 31.3.2014 and amendments thereof.

3. Words and expressions used and not defined in this policy and Rules but defined in the Act shall have the same meanings respectively assigned to them in the Act.

4. SCOPE

- a. The Whistleblower's role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.
- b. Whistleblowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Chairman of the Audit Committee or the Investigators.
- c. Protected Disclosure will be appropriately dealt with by the Chairman of the Audit Committee, as the case may be.

5. ELIGIBILITY

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



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6. DISQUALIFICATIONS

- a. While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- b. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistleblower knowing it to be false or bogus or with a *mala fide* intention.
- c. Whistleblowers, who make three or more Protected Disclosures, which have been subsequently found to be *mala fide*, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistleblowers, the Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

7. PROCEDURE

- a. All Protected Disclosures under this policy should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- b. If a protected disclosure is received by any officer/director of the Company other than Chairman of Audit Committee, the same should be forwarded to the Chairman of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential by such officer/Director.
- c. Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in Telugu or English.
- d. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistleblower. The Chairman of the Audit Committee shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- e. Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
- f. The Whistleblower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures will not be entertained as it would not be possible to interview the Whistleblowers.

8. 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 he/she should recuse himself/herself and the other members of the Audit Committee should deal with the matter on hand. In case where a company is not required to constitute an Audit Committee, then 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.
- b. The Chairman of the Audit Committee may at its discretion, consider involving any 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.



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- 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. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- j. Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- k. The investigation shall be completed normally within three months from the receipt of the Protected Disclosure.

9. 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.

10. 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 behavior, and observance of legal and professional standards.



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- 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.

11. 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 Employees conduct and disciplinary procedures.

12. REPORTING

A report shall be submit to the Audit Committee on a regular basis about all Protected Disclosures referred to since the last report together with the results of investigations, if any.

13. 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 or such longer time as applicable under relevant regulations, if any.

14. 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.

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