



एनटीपीसीबीएचईएलपाँवरप्रोजेक्ट्सप्राइवेटलिमिटेड  
**NTPC BHEL Power Projects Private Limited**  
(A Joint Venture Company of NTPC & BHEL)

**NBPPL/HR/WHISTLE BLOWER**

**18.03.2016**

**SUB: NBPPL WHISTLE BLOWER POLICY**

- (i) The Guidelines on Corporate Governance for Central Public Sector Enterprises(CPSEs) and Companies Act 2013 provide for establishment of a mechanism for employees to report to the management, the concerns about unethical behavior, actual or suspected fraud, or violation of the Company's general guidelines on conduct or ethics.
- (ii) The objective of Whistle Blower Policy is to build and strengthen a culture of transparency and trust in the organization and to provide employees with a framework/procedure for responsible and secure reporting of improper activities (whistle blowing) within the company and to protect employees wishing to raise a concern about improper activity/serious irregularities within the Company.
- (iii) Therefore, the Whistle Blower policy has been finalized and attached herewith at Annexure-I.
- (iv) The policy is not a route for taking up personal grievances.

This has the approval of Competent Authority

*W. S. Rao*  
TVRAO 18.3.2016  
AGM(HR)

Encl: a/a

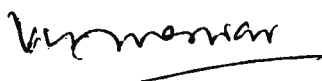
## **NBPPL WHISTLE BLOWER POLICY**

### **1. Short title and commencement**

This policy may be called the Whistle Blower Policy of NTPC BHEL Power Projects Private Limited. It comes into force from date of approval by competent authority.

### **2. Definitions**

- a. 'Whistle Blower' means an employee who has made a complaint under this policy.
- b. 'Audit Committee' means the Audit Committee as per section 177 of the Companies Act, 2013.
- c. 'Company' means NTPC BHEL Power Projects Private Limited.
- d. 'Competent Authority' means the Managing Director/ Chief Executive officer or any other person(s) nominated by MD/CEO to receive and deal with complaints under this policy from time to time.
- e. 'Complaint' means a complaint made under this policy which discloses information which may be treated as evidence of unethical behavior, actual or suspected fraud, or violation of the Company's general guidelines on conduct and ethics as prescribed in the NBPPL Conduct, Discipline and Appeal Rules 2013/ Standing Orders etc.
- f. 'Employee' means a person in the employment of the Company and includes a person on deputation to /from the Company and includes the Functional Directors and MD/CEO of the Company.
- g. 'Fraud' includes any act, omission, concealment of any fact or abuse of position committed by any employee or with his connivance in any manner, with an intent to deceive, to gain undue advantage from, or to injure the interests of the Company or its employees.
- h. 'Investigator(s)' means a person(s) authorized, appointed, consulted or approached by the Competent Authority/Chairman, Audit Committee in connection with conducting investigation into a complaint and includes the Auditors of the Company.



- i. 'Screening Committee' means a committee constituted under this Policy comprising the MD/CEO or a Functional Director nominated by MD/CEO and Heads of two Functions as nominated by MD/CEO.
- j. 'Victimization' means punishment or discrimination against the Whistle Blower selectively or unfairly.
- k. "Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or "Improper Activity".
- l. 'Unethical behavior' includes actions such as the ones given below but not limited to:
  - a. Abuse of authority.
  - b. Action aimed at taking advantage of another without his knowledge or consent.
  - c. Financial irregularities.
  - d. Disclosure of confidential/proprietary information to unauthorized persons.
  - e. Wastage/misappropriation of Company funds/assets.
  - f. Non-conformance to reasonable standard of social or professional behavior,
  - g. Manipulation of company data/records.
  - h. Breach of employee Code of Conduct/Ethics Policy or Rules.

### **3. Eligibility**

All employees of the company and those on deputation to the company are eligible to make a complaint under this policy.

### **4. The Guiding Principles**

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

- I. Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so.
- II. Treat victimization as a serious matter including initiating disciplinary action on such person(s).
- III. Ensure complete confidentiality.



- IV. Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made.

## **5. Whistle Blower Protection**

- (i) The identity of the Whistle Blower shall not be revealed.
- (ii) The Whistle Blower shall not be subjected to victimization due to the fact that he had filed a complaint under this policy.
- (iii) If the Whistle Blower is required to give evidence in legal or disciplinary proceedings, arrangements towards his travel etc. will be made, or expenses incurred by him in this connection will be reimbursed, as per his entitlement as per Rules.
- (iv) Protection under this Policy would not mean protection against disciplinary action arising out of false, motivated or vexatious complaint made by a Whistle Blower.
- (v) Any other employee assisting in the investigation or furnishing evidence in respect of complaint shall also be protected.

## **6. Procedure for lodging complaint:**

- (i) The name, address, contact number(s) and e- mail address of the Competent Authority/Chairman, Audit Committee will be notified from time to time.
- (ii) If the Audit Committee of the Company is not in place due to any reason, then the MD/CEO will nominate one of the Directors to discharge the functions of the Chairman, Audit Committee, under this policy.
- (iii) If the Whistle Blower believes that there is a conflict of interest between the Competent Authority and the subject matter of the complaint, then he may send the complaint directly to the Chairman, Audit Committee, C/o, the Company Secretary, NBPPL, 4<sup>th</sup> floor, Core 3, Scope Minar, Laxmi Nagar, New Delhi- 110092.
- (iv) The complaint should be sent in a closed/secured envelope. The complaint can also be sent through e-mail to competent authority or Chairman, Audit Committee as the case may be.
- (v) The envelope should be addressed by name to the Competent Authority or the Chairman, Audit Committee, as the case may be, and should be superscribed 'Complaint under the Whistle Blower Policy'. If the envelope is not closed/secured



and not superscribed, then it may not be possible to protect the identity of the Whistle Blower.

- (vi) The complaint should preferably be made in Hindi or English.
- (vii) The complaint should either be typed or written in legible handwriting and should provide a clear understanding of the issue/concern raised. 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.
- (viii) The Whistle Blower should give his name, address, contact number(s) and e-mail address in the beginning or at the end of complaint or in an attached letter so that the same can be concealed, while procession further.
- (ix) The text of the complaint should be carefully drafted so as not to give any details or clue as to the Whistle Blower's identity. However, the details of the complaint should be specific and verifiable.
- (x) Whistle Blower should not enter into any correspondence with the Competent Authority/Chairman, Audit Committee in their own interest. If any further clarification is required, the Whistle Blower will be contacted.
- (xi) Anonymous or pseudonymous complaints shall not be entertained.

## 7. Action:

- I. On receipt of the complaint by Competent Authority /Chairman, Audit Committee, it shall be ascertained by them from the complainant through mail/sms/telephone/letter by registered post whichever is expedient and suitable in the matter to confirm whether he/she was the person who made the complaint or not.
- II. After the complaint is acknowledged to be authored by him/her, the identity of the complainant will be concealed by the Competent Authority/Chairman, Audit Committee and a system generated unique identity will be created for the complaint and the same will be used in all internal correspondences on the subject.
- III. If the complainant has not exercised due care or the envelope containing complaint itself or attached documents reveal the identity (other than the way as mentioned in the Policy) of the complainant, then it will be informed to the complainant by the Competent authority that it will not be possible to protect his identity.
- IV. If the complainant does not own the complaint, the same will be consigned to records.



- V. The system generated identity will have 11 digits, the first two digits will invariably be 'WB' and the next four will be the year of receipt, the 5<sup>th</sup> and 6<sup>th</sup> will be month of receipt and the rest three will be system generated continuous number starting from 001 (e.g. WB2015-01-001). After the unique identity number is allotted by the competent authority, records of it will be maintained by the office of the Competent Authority.
- VI. Thereafter the complaint will be forwarded to the senior-most member of the Screening Committee by the respective authority. However, in case of conflict of interest between the subject matter of the complaint and any member(s) of the Screening Committee, the complaint may be sent directly to the Investigator(s) for investigation and report or may be dealt with in a manner as deemed fit. Head (HR-Law)/HOHR Corporate Office will be assisting the Screening Committee in its consideration of the complaint.
- VII. Head (HR-Law)/HOHR will coordinate with the respective investigating agency on the progress thereof and will periodically apprise the competent authority the status of the matter, process the complaint further and maintain all the documents in this regard & ensure their confidentiality.
- VIII. All communications to the Whistle Blower shall be done by the competent authority. All other communication shall be conducted by Head (HR-Law)/HOHR.
- IX. The Screening Committee upon receipt of the complaint, may make discreet inquiry to ascertain whether there is any basis for proceeding further to investigate the complaint.
- X. If the Screening Committee, as a result of the discreet inquiry or otherwise, is of the opinion that the complaint requires further investigation, it will make a recommendation to forward the complaint to the Investigator(s) for further investigation. On receipt of the recommendation, the Competent Authority or the Chairman, Audit Committee, as the case may be, shall forward the complaint to the Investigator(s) for further investigation and report.
- XI. If the Screening Committee is of the opinion that there are no sufficient grounds for proceeding further on the complaint, it shall recommend closure of the matter and filing of the compliant.
- XII. The Screening Committee shall make the recommendations ordinarily within one week from the date of receipt of the complaint. In the absence of any member(s), the available member(s) of the committee shall make the recommendations.
- XIII. The Investigator(s) may require, for the purpose of any investigation any employee(s) who in its opinion shall be able to furnish information or produce documents relevant to the investigation or assist in the investigation, to furnish any such information or produce any such document as may be necessary for the said purpose.



- XIV. If the Investigator(s), as a result of the investigation, are of the opinion that the complaint discloses the existence of unethical of behavior, actual or suspected fraud, or violation of the Company's general guidelines on conduct and ethics as prescribed in NBPPL CDA Rules, 2013/ Standing Orders etc., they may make any of the following recommendations:-
- (a) Appropriate action to remedy the unethical behavior, actual or suspected fraud, or violation of the Company's general guidelines on conduct and ethics and/or to prevent their re-occurrence.
  - (b) Appropriate disciplinary action against the concerned person by his Disciplinary Authority if the complaint prima-facie discloses an act of omission or commission which amounts to misconduct under NBPPL CDA Rules, 2013 Standing Orders, as the case may be.
  - (c) Any other action as deemed fit.
- XV. If the complaint is found to be false, motivated or vexatious the Investigator(s) shall recommend appropriate disciplinary action against Whistle Blower by his Disciplinary Authority.
- XVI. If it is found that there are no sufficient grounds for proceeding further on the complaint, the investigator(s) shall recommend closure of the matter and filing of the complaint.
- XVII. The Investigator(s) shall, submit their recommendations to the Competent Authority ordinarily within one month from the date of receipt of the complaint.
- XVIII. If the Competent Authority or the Chairman, Audit Committee, as the case may be, agrees with the recommendations of the Investigator(s), he shall take further action on the complaint as per the recommendations. If, however, the Competent Authority or the Chairman, Audit Committee, as the case may be, does not agree with the recommendations of the Investigator(s), he shall take such action as deemed fit.
- XIX. The complaints forwarded by the Competent Authority/Chairman, Audit Committee under this policy, without the identity of the Whistle Blower will not be treated as anonymous complaints.
- XX. The authority to whom the complaint is sent for taking action, will inform the Competent Authority or the Chairman, Audit Committee, as the case may be, of the final action taken. Competent Authority or the Chairman, Audit Committee, as the case may be, shall also be updated on the status of the complaint from time to time.



XXI. The final action taken on the complaint shall be conveyed to the Whistle Blower by the Competent Authority or the Chairman, Audit Committee, as the case may be, ordinarily within six months from the date of receipt of complaint. If, however, final action has not been taken within this period, then an interim intimation on the status of the complaint will be sent to the Whistle Blower.

## **8. Grievance**

If the Whistle Blower feels aggrieved with the final action taken on his complaint or if he feels that protection, which he is entitled to has not been provided, then he may make a representation in writing of his grievance to the Chairman, Audit Committee, who will take such action as may be considered necessary to redress the grievance.

## **9. Reporting**

The Competent Authority or the Chairman, Audit Committee, as the case may be, shall submit a periodic report of the complaints received and the action taken thereon to the Audit Committee. The report will be submitted at the end of every quarter and for any other period, if required.

## **10. Amendment**

This policy can be amended or abrogated at any time with the approval of the Board of Directors of NBPPL.

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W. M. M. M.