

**Teestavalley Power Transmission Limited**  
**New Delhi**

**VIGIL MECHANISM POLICY**

**Preface**

Pursuant to the provisions of Section 177 (9) of the Companies Act, 2013 (the Act), the companies belonging to the following class or classes shall establish a vigil mechanism for their directors and employees to report their genuine concerns or grievances-

- (a) the Companies which accept deposits from the public;
- (b) the Companies which have borrowed money from banks and public financial institutions in excess of fifty crore rupees.

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.

The vigil mechanism shall provide for adequate safeguards against victimization 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.

Teestavalley Power Transmission Limited (TPTL) being the covered in the above scenario is required to constitute a Vigil Mechanism/ Whistle Blower Policy for assuring that business is conducted with integrity and that the Company's financial information is accurate. If potential violations of Company policies or applicable laws are not recognized and addressed promptly, both the Company and those working for or with the Company could face governmental investigation, prosecution, fines, and other penalties. That can be costly. Employees must be able to raise concerns regarding such potential violations easily and free of any fear of retaliation. That is the purpose of this policy (the "Policy" or the "Vigil Mechanism/ Whistle Blower Policy"). You are required to read this Policy and comply with it.

**Definitions**

**"Audit Committee"** means the Audit Committee constituted by the Board of Directors of the Company in accordance with the provisions of Companies Act, 2013.

**"Company"** means Teestavalley Power Transmission Limited (TPTL)

**"Employee"** Employee means every employee of the Company including the Directors in the employment of the Company.

**"Investigators"** means those persons authorized, appointed consulted or approached by Ethical Counselor or Chairman of the Audit Committee includes auditors of the Company.

**“Protected Disclosures”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity

**“Whistle Blower”** means an employee making protected disclosures under this policy

### **Eligibility**

All employees of the Company are eligible to make protected Disclosures.

### **Guiding Principles**

1. Protected disclosures are acted upon in a time bound manner.
2. Complete confidentiality of the Whistle Blower is maintained.
3. The Whistle Blower and / or the person(s) processing the Protected Disclosures are not subjected to victimization..
4. Evidence of the Protected Disclosure is not concealed and appropriate action including disciplinary action is taken in case of attempts to conceal or destroy evidence.
5. Subject of the Protected Disclosure i.e. person against or in relation to whom a protected disclosure has been made, is provided an opportunity of being heard.

### **Whistle Blower – Role and Disqualifications**

#### **A) Role**

1. The Whistle Blower’s role is that of a reporting party with reliable information.
2. The Whistle Blower is not required or expected to conduct any investigations on his own.
3. The Whistle Blower does not have any right to participate in investigations.
4. Protected Disclosure will be appropriately dealt with by the Competent Authority.
5. The Whistle Blower shall have a right to be informed of the disposition of his disclosure except for overriding legal or other reasons on his written request.

#### **B) Disqualifications:**

1. Genuine Whistle Blowers will be accorded protection from any kind of unfair treatment / victimization. However, any abuse of this protection will warrant disciplinary action against him.
2. Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be motivated or malafide or malicious or frivolous, baseless or reported otherwise than in good faith, will be liable for disciplinary action as per the applicable Service Rules.
3. Whistle Blowers, who make three Protected Disclosures, which have been subsequently found to be malafide, frivolous, baseless, and malicious or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosure under this policy.

## **Procedures - Essentials and handling of Protected Disclosure:**

1. The Protected Disclosure / Complaint should be attached to a letter bearing the identity of the whistle blower / complainant i.e. his/her Name, Employee Number and Location, and should be submitted in a closed / secured / sealed envelope addressed to the Competent Authority which should be superscribed "Protected Disclosure". The text of the complaint should be carefully drafted so as not to give any details or clue as to whistle blower identity.
2. If the Whistle Blower believes that there is a conflict of interest between the Competent Authority and the whistle blower, he may send his protected disclosure directly to the Chairman, Audit Committee of the Board of Directors of the Company c/o the Company Secretary.
3. Anonymous or pseudonymous protected disclosure shall not be entertained.
4. Protected Disclosure should either be typed or written in legible hand writing in English or Hindi and should provide a clear understanding of the Improper Activity involved or issue / concern raised.
5. 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 assist for proper assessment of the nature and extent of the wrongdoing and should help in investigation.
6. In order to protect identify of the person, Competent Authority will not issue any acknowledgment and the whistle blowers are advised not to enter into any further correspondence.

## **Investigations and Role of Investigators:**

On receipt of Protected Disclosure, the Competent Authority shall detach the covering letter and verify / confirm the authenticity of the Whistle Blower. On receipt of confirmation, the protected disclosure shall be forwarded to the investigators for investigation.

### **A) Investigations**

Investigations will be launched only after a preliminary review by the Competent Authority which establishes that;

1. The alleged act constitutes an improper or unethical activity or conduct, and
2. The allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information but it is felt that the concerned matter deserves investigation.
3. If the Competent Authority determines that an investigation is not warranted, reason(s) for such determination shall be recorded in writing.
4. If the Competent Authority is prima facie satisfied that the Protected Disclosure warrants investigation of the alleged improper activity, Competent Authority will direct appropriate investigating machinery of the Company to investigate the matter.
5. The decision to conduct an investigation taken by the Competent Authority is by itself not to be construed as an accusation and is to be treated as a neutral fact- finding process.