



न्यूक्लियर पावर कॉर्पोरेशन ऑफ इंडिया लिमिटेड  
Nuclear Power Corporation of India Limited

# न्यूक्लियर पावर कॉर्पोरेशन ऑफ इंडिया लिमिटेड NUCLEAR POWER CORPORATION OF INDIA LIMITED

## WHISTLE BLOWER POLICY OF NPCIL

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## **WHISTLE BLOWER POLICY**

### **1. PREFACE:**

The NPCIL's business philosophy appreciates the need of upholding the highest standard of corporate governance in its operations. The Company has adopted a code of Conduct for Board Members and Senior Management Personnel. Also, the NPCIL Discipline and Appeal Rules are applicable to all the employees of the Company.

The Company is committed to provide safe environment for employees and other stakeholders to raise concerns about instances, if any, of improper activity. The control of vigil mechanism is ensured by Central Vigilance Commission (CVC), through a whole time external Chief Vigilance Officer (CVO).

The vigilance Directorate of the Company, headed by CVO, is also empowered to initiate investigations on its own and act on complaints received from public/employees. The Directorate of Vigilance has "System for Management of Vigilance Complaints (SMVC)", which has been designed in dealing with all the complaints lodged on-line and/or received through any other means such as e-mail or by post with the intention of bringing in transparency. This system ensures their efficient management and at the same time facilitates the complainant to know the status of his complaint online.

The Company has vigilance complaint handling policy. As per the said policy, the Vigilance Directorate is responsible for conducting enquiries into the complaints against the officials of NPCIL in discharging their official duties.

Department of Personnel and Training's Resolution No. 89 dated 21st April, 2004, commonly known as Public Interest Disclosure and Protection of Informers (PIDPI) Resolution, 2004, envisages a mechanism by which a complainant can blow a whistle by lodging a complaint and also seek protection against his victimisation for doing so. The Central Vigilance Commission is the designated agency to receive complaints from whistle blowers under the PIDPI Resolution. The same is

endorsed by the Company and posted on website of the Company for information of the concerned.

## **2. OBJECTIVE**

The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires listed companies to establish vigil mechanism/ Whistle Blower Policy for reporting genuine concerns by directors and employees as well as for approaching Audit Committee directly.

The objective of Whistle Blower Policy is to build and strengthen a culture of transparency and trust in the organization and to provide employees/directors with a framework/procedure for responsible and secure reporting improper activities (whistle blowing) within the company without fear of victimization.

The policy does not absolve employees/directors from their duty of confidentiality in the course of their duties and also not a route for taking up personal grievances.

## **3. DEFINITIONS**

- (i) **'Company'** meaning Nuclear Power Corporation of India Ltd.
- (ii) **'Audit Committee'** means the Audit Committee constituted by the Board of Directors of the Company in accordance with the applicable provisions of the Companies Act, 2013 and SEBI Regulations, as amended from time to time.
- (iii) **'Bonafide Complaint'** – A complaint shall be deemed to be Bonafide unless it is found to be motivated.
- (iv) **'Complaint'** means an expression, of an Improper Activity of any employee or group of employees of the Company, made by a Complainant/Whistle Blower in writing in conformity with this Policy.
- (v) **'Competent Authority'** means the Chairman & Managing Director of the Company and will include any person(s) to whom he may delegate any of his powers as the Competent Authority under this policy from time to time.
- (vi) **'Director'** means Director as defined in the Companies Act, 2013 and presently on the Board of Directors of NPCIL.
- (vii) **'Employee'** means every employee, whose name appears on rolls of the company (whether working in India or abroad) including the functional directors of the company.

viii) **‘Improper Activity’** means any activity by an employee of the company that is undertaken in performance of his/her official duty, whether or not that act is within the scope of his or her employment, and which is in violation of any law or the rules of conduct applicable to the employee, including but not limited to abuse of authority, breach of contract, manipulation of company data, pilferage of confidential / proprietary information, sharing of Unpublished Price Sensitive Information (UPSI), or suspected sharing of UPSI, criminal offence, corruption, bribery, theft, conversion or misuse of the Company’s property, fraudulent claim, fraud or wilful omission to perform the duty, or that is economically wasteful or involving gross misconduct, incompetence or gross inefficiency.

Activities which have no-nexus to the working of the Company and are purely of personal nature are specifically excluded from the definition of Improper Activity.

**(ix) Investigators/Investigation Committee**

Means the person(s) or the committee (as the case may be) authorized/appointed/approached by competent authority or Chairman of Audit Committee for conducting investigation into a protected disclosure and includes the Chief Vigilance Officer, Employees and Auditors of the Company, external person(s) of eminence and the Police or such other law enforcement authorities.

**(x) ‘Motivated Complaint’**

A complaint deemed to be ‘Motivated’ if it is found to be deliberately false or motivated by mischief, revenge, enmity or other extraneous considerations/motive.

(xi) **Nodal Officer-** The Company Secretary of the Company will act as Nodal Officer.

(xii) **‘Protected Disclosure’** means a *bona fide* Complaint of Improper Activity as per procedure laid down under this policy.

(xiii) **“Screening Committee’** means *standing committee of three members of Directors level and one amongst them be appointed as Chairman. Any two (2) such members shall constitute the quorum for the meetings. The Audit Committee Chairman need not be appointed as Chairman/ Member of the*

*Screening Committee.”*

- (xiv) “**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 an investigation.
- (x) “**Whistle Blower**” means employee/director of the Company, who has made a protected disclosure.

**4. ELIGIBILITY:**

All employees/directors of the Company are eligible to make ‘Protected Disclosures’

**5. GUIDING PRINCIPLES:**

- (i) Protected disclosures are acted upon in a time bound manner.
- (ii) Complete confidentiality of the Whistle Blower is maintained.
- (iii) The Whistle Blower and / or the person(s) processing the Protected Disclosures are not subjected to victimization.
- (iv) Evidence of the Protected Disclosure is not concealed and appropriate action including disciplinary action be taken in case of attempts to conceal or destroy evidence.
- (v) 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.
- (vi) While considering the complaints, the ‘Competent Authority’ would take no action on complaints relating to administrative matters like recruitment, promotion, transfers and other related issues. However, in case of serious complaints of irregularity in these matters, the ‘Competent Authority’ may decide to further investigate.
- (vii) The investigations into any improper activity, which is the subject matter of an inquiry or order under the Public Servants (Inquiries) Act, 1850 or under the Commissions of Inquiry Act, 1952 will not come under the purview of this policy.

## **6. WHISTLE BLOWER-ROLE, PROTECTION & DISQUALIFICATIONS:**

### **6.1 Role of Whistle Blower**

- i) The Whistle Blower's role is that of a reporting party with reliable information.
- ii) All Protected Disclosures should be reported in writing by the Whistle Blower as soon as possible, not later than 30 days after the Whistle Blower becomes aware of the same
- iii) The Whistle Blower is not required or expected to conduct any investigations on his own.
- iv) The Whistle Blower does not have any right to participate in investigations.
- v) Protected Disclosure will be appropriately dealt with by the Competent Authority.
- vi) The Whistle Blower shall have a right to be informed of the disposition of his/her disclosure on his/her written request. except for overriding legal or other reasons.

### **6.2 . PROTECTION:**

- i) No unfair treatment will be meted out to a Whistle Blower by virtue of his / her having reported a Protected Disclosure under this policy. Adequate safeguards against victimisation of complainants shall be provided. The Company, as a policy, shall ensure that no discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers 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 Whistle Blower'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 Whistle Blower may experience as a result of making the Protected Disclosure.

- iii) A Whistle Blower may report any violation of the above clause to the Chairman of Audit Committee, who shall investigate into the same and recommend suitable action to the executive management.
- iv) The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- v) Whistle Blower should not enter into any correspondence with the Competent Authority/ the Chairman of Audit Committee in their own interest. If any further clarification is required, the Whistle Blower will be contacted.

### **6.3 DISQUALIFICATIONS**

- i) While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- ii) Protection under this Policy would not mean protection from disciplinary action arising out of 'Motivated Complaint' made by a Whistle Blower.
- iii) Whistle Blower, who make any Protected Disclosure, which have been subsequently found to be *mala fide* or malicious or Whistle Blowers who make Protected Disclosure which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy and also shall be liable to be proceeded under the Conduct, Disciplinary and Appeal Rules or applicable Standing Orders of the Company.

## **7. PROCEDURES FOR MAKING AND HANDLING OF PROTECTED DISCLOSURE:**

- 7.1 Protected Disclosure should either be typed or written in legible hand writing in English, Hindi or Regional language of the place of employment of the whistle blower and should provide a clear understanding of the Improper Activity involved or issue / concern raised. The text of the Protected Disclosure should be carefully drafted so as not to give any details or clue as to whistle blower identity.

7.2 A protected disclosure/complaint should be attached to a letter bearing the identity of the Whistle Blower and submitted in a closed/secured/sealed envelope duly superscribed as "Protected Disclosure". If the envelope is not superscribed and closed / sealed / secured, it will not be possible to provide protection to the whistle blower as specified under this policy).

7.3 The sealed envelope should be addressed to the Nodal Officer, at the following address:

***"Complaint/Protected Disclosure under the Whistle Blower Policy"  
Superscribed)***

***The Company Secretary,  
Nuclear Power Corporation of India Limited  
16<sup>th</sup> Floor, Centre-1, World Trade Centre, Cuffe Parade, Colaba,  
Mumbai – 400 005.***

7.4 In order to protect identity of the person, Nodal Officer/Competent Authority will not issue any acknowledgment and the whistle blowers are advised not to enter into any further correspondence.

7.5 Nodal Officer shall be responsible to receive the Complaint from the Whistle Blowers and make necessary entry in a Register and then submit the same to the Competent Authority. 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.

7.6 The Nodal Officer shall refer the protected disclosures to the Competent Authority or the Chairman of Audit Committee, duly concealing the identity of the whistle blower, who in turn will refer the complaint to the Screening Committee.

7.7 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 processing further. The identity of a Subject and the Whistle Blower will be kept confidential to the extent possible given the legitimate needs of law and the investigation.



7.8 Complaint concerning Nodal Officer shall be addressed to the Competent Authority.

7.9 Complaint or Protected Disclosure of anonymous / pseudonymous nature shall not be entertained.

## **8. ROLE OF INVESTIGATORS / INVESTIGATION COMMITTEE**

8.1 Investigators (or Investigation Committee as the case may be) are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority from Competent Authority /Audit Committee, when acting within the course and scope of their investigation.

8.2 All Investigators/Members of Investigation Committee shall perform their role in an independent and unbiased manner. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior and observance of professional standards.

## **9. INVESTIGATION(S)**

9.1 Investigation will be commenced only after a preliminary review by the Competent Authority or the Chairman of Audit Committee which establishes that:

i) The alleged act constitutes an improper or unethical activity or conduct,  
and

iv) The allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information and still felt that the subject matter would be worthy of investigation.

9.2 The Screening Committee upon receipt of the complaint from the Competent Authority or, as the case may be, the Chairman of Audit Committee, (through Nodal Officer) shall make discreet inquiry to ascertain whether there is any basis for proceeding further to investigate the complaint. If the Screening Committee is of the opinion that there is no sufficient ground for proceeding further on the complaint, it shall recommend closure of the matter with reason recorded in writing.

- 9.3 The Screening Committee shall make the recommendations within Thirty (30) working days from the date of receipt of the complaint. In the absence of any member(s), the available members of the Committee, being not less than two (2), shall make the recommendations.
- 9.4 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 of Audit Committee as the case may be, shall forward the complaint to the Investigator(s) for further investigation and report.
- 9.5 In case of any complaint, Competent Authority or Member(s) of the Screening Committee are themselves conflicted, Investigator(s) shall derive their authority with the concurrence of the Chairman of Audit Committee while proceeding with his/ her investigation.
- 9.6 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 and professional standards.
- 9.7 The Competent Authority or the Chairman of Audit Committee, if deems fit, may call for further information or particulars from the complainant/ whistle blower and at their discretion, involve any other/ additional Officer of the Company and/ or Committee and/ or an outside agency for the purpose of investigation.
- 9.8 Subject will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing his/ her inputs during the investigation.
- 9.9 Subject shall have a duty to co-operate with the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.

- 9.10 Subject shall have the right to consult with a person or persons of his choice, other than the Investigators and/or members of Screening Committee/ Competent Authority/ Chairman of Audit Committee. Subject may engage counsel at his/her own cost to represent him/ her in the investigation proceedings.
- 9.11 Subject shall not interfere with the investigation in whatsoever manner. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subject.
- 9.12 Unless there are compelling reasons not to do so, Subject shall be given an 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 reasonable evidence in support of the allegation.
- 9.13 Subject shall 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 not be in the best interest of the Subject.
- 9.14 The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.
- 9.15 *The Investigators/ Investigation Committee to give its report/ findings within 90 days from the date of reference. The entire process of Investigation to be completed within 180 days from the date of receipt of Protected Disclosure/ Complaint, unless extended by the Audit Committee.*
- 9.16 Any member of the Board or other officer having any conflict of interest with the matter shall disclose his/ her concern/ interest forthwith and shall not deal with the matter.

## **10. DECISION/ACTION**

- 10.1 If the Competent Authority or the Chairman, Audit Committee ( as the case may be) is of the opinion that the investigation discloses the existence of improper activity which warrants disciplinary action against the subject

employee(s), the matter shall be reported to the concerned Disciplinary Authority for appropriate disciplinary action.

- 10.2 The Competent Authority shall take such other remedial action as deemed fit to remedy the improper activity mentioned in the protected disclosure or to prevent the re-occurrence of such improper activity.
- 10.3 If the Competent Authority is of opinion that the investigation discloses that no further action on the protected disclosure is warranted, he shall so record in writing. Recording should be incorporated in the Quarterly Report to be submitted to Audit Committee as mentioned in Para 12 (Periodical Reporting).
- 10.4 If the Competent Authority is satisfied that the protected disclosure is motivated or false, or vexatious, the Competent Authority may report the matter to the concerned Disciplinary Authority for appropriate disciplinary action against the whistle blower with a copy to Chairman, Audit Committee for information.

## **11. CONFIDENTIALITY**

The Whistle Blower, Subject, Investigator(s), Member(s) of Audit/ Screening Committee, Nodal Officer, the Chairman of Audit Committee, Competent Authority and others connected with a Protected Disclosure shall maintain confidentiality of all matters under this Policy, and they shall disclose/ discuss only to the extent or with those person(s) as required under this policy for completing the process of investigation and keep the papers and other materials in safe custody.

## **12. PERIODICAL REPORTING:**

- 12.1 A quarterly report with number of complaints received under the Policy and the status thereon shall be placed before the Audit Committee by the Chairman of Screening Committee as duly approved by the Competent Authority.
- 12.2 The Action Taken Report shall be submitted annually to the Audit Committee by the Disciplinary Cell of the Company.

**13. REVIEW BY AUDIT COMMITTEE:**

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

**14. RETENTION OF DOCUMENTS:**

All Protected Disclosures in writing or documented along with the reports of Investigation relating thereto, shall be preserved (in physical or electronic form) for a period of 5 (five) years or such other period as specified by any other law in force, whichever is more.

**15. PUBLICATION/COMMUNICATION OF POLICY:**

The Whistle Blower Policy shall be placed on the Intranet 'Prithvi' and website of the company ([www.npcil.nic.in](http://www.npcil.nic.in)) and once placed, it shall be construed that the employees/directors/stakeholders have been communicated about the contents of the policy.

**16. AMENDMENTS:**

Amendment(s), if any required, shall be made as under-

- (i) Amendment required due to changes/ modifications on account of change in law shall be appropriately factored in the Policy with the approval of the Chairman and Managing Director and be ratified by the Board of Directors of the Company at the ensuing meeting; and
- (ii) Amendment proposal not covered as per clause (i) above, shall be subject to approval of the Board of Directors of the Company.

## Steps involved in handling of Protected Disclosure/Complaint received.

