

## ANNEXURE

### WHISTLE BLOWER POLICY / VIGIL MECHANISM OF TELECOMMUNICATIONS CONSULTANTS INDIA LIMITED

#### 1. PREFACE

- 1.1 TCIL is already having a whistle blower policy in place which is duly approved by the Board of Directors. Pursuant to the provisions of section 177(3) of the Companies Act, 2013, this policy is being hereby amended to provide an opportunity and an avenue to the Directors and employees to raise concerns and to access in good faith the Audit Committee of the Board, in case they observe unethical and improper practices or any other wrongful conduct in the Company, and to provide necessary safeguards for protection of directors and employees from reprisals or victimization and to prohibit management from taking any adverse personnel action against those directors and employees.
- 1.2 The guidelines on Corporate Governance Norms for the Unlisted CPSEs issued by the Department of Public Enterprises inter-alia provides for establishment of a Vigil Mechanism called “Whistle Blower Policy” for the directors and employees to report to the management instances of unethical and improper practices or any other wrongful conduct in the company. Accordingly this Whistle Blower Policy [hereinafter referred to as “this Policy”] has been amended with a view to provide a mechanism for directors and employees of the Company to approach the Audit Committee of the Board [in the absence of the Audit Committee of the Board, the Board of Directors] of the Company.
- 1.3 In the Companies Act, 2013 under Section 177 every listed company or such class or classes of companies, as may be prescribed shall establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

- 1.4. In the Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 among others, a company which has borrowed money from banks and public financial institutions in excess of Rs.50 crore need to have a vigil mechanism.
- 1.5 TCIL, being a responsible public sector undertaking under the Administrative Ministry of Communication and Information Technology, Department of Telecommunications (DoT), propose to establish a Whistle Blower Policy / Vigil Mechanism.

## **2. APPLICABILITY**

The complaint can be lodged by any person/director/employee/vendor/contractor who has dealing with TCIL and can be lodged against officer/officials(s) working in the organization.

## **3. Policy**

- 3.1 The objective is to provide necessary safeguards for protection of employees from reprisals or victimization, for whistle blowing in good faith and to provide opportunity to directors and employees to access in good faith, to the Audit Committee of the Board in case they observe unethical and improper practices or any other wrongful conduct in the Company and to prohibit managerial personnel from taking any adverse personnel action against those employees.
- 3.2 No adverse personnel action shall be taken or recommended against a Director and an employee in retaliation to his disclosure in good faith of any unethical and improper practices or alleged wrongful conduct. This policy protects such Directors and employees from unfair termination and unfair prejudicial employment practices.
- 3.3 For the sake of absolute clarity, it is specified that the Whistle Blower Policy does not tantamount in any manner dilution of the already existing Vigilance mechanism in TCIL. Rather, over and above the existing Vigilance Mechanism, any Protected Disclosure made by an employee under this policy, if perceived to have a vigilance angle, shall be referred to the Chief Vigilance Officer, TCIL, as per the existing practice.

3.4 However, this policy does not protect an employee from an adverse action which occurs independent of his disclosure of unethical and improper practice or alleged wrongful conduct, poor job performance, any other disciplinary action etc., unrelated to a disclosure made pursuant to this policy.

#### **4. DEFINITIONS**

4.1 This Policy may be called the Whistle Blower Policy / Vigil Mechanism.

4.2 It shall come into force with immediate effect.

4.3 "TCIL" and / or "Company" means the Telecommunications Consultants India Ltd. .

4.4 "Audit Committee of the Board" means the Audit Committee of the Board constituted by the Board of Directors of TCIL in accordance with Section 292A of the Companies Act, 1956 / Section 177 of the Companies Act, 2013 and applicable provisions of the Guidelines on Corporate Governance for the Unlisted CPSEs issued by the Department of Public Enterprises.

4.5 "Competent Authority" means the Chairman & Managing Director of TCIL 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. In case of conflict of interest (CMD being the subject person), Competent Authority means Chairman – Audit Committee of the Board.

4.6 "Alleged Wrongful Action" shall mean violation of law, infringement of Company's Code of conduct for the Members of the Board / Senior Management Personnel / Company's Rules, or, mismanagement, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority. "Fraud" in relation to affairs of a company or any body corporate includes any act, omission, concealment of any fact or abuse of position committed by any person or any other person with the connivance in any manner, with intent to deceive, to gain undue advantage from, or to injure the interests of, the company or its shareholders or its creditors or any other person, whether or not there is any wrongful gain or wrongful loss.

4.7 “Adverse Personnel Action” means an employment related act or decision or a failure to take appropriate action by managerial personnel which may affect the employee’s employment, including but not limited to compensation, increment, promotion, job location, job profile, immunities, leaves, training or, other privileges.

4.8 “Good faith” – An employee shall be deemed to be communicating in good faith, if there is a reasonable basis for communication of unethical and improper activities or any other wrongful conduct in the company.

Good faith shall be deemed lacking when the employee does not have personal knowledge of a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper activities or alleged wrongful conduct is malicious, false or frivolous.

4.9 “Employees” mean employees and Directors of the Company.

4.10 “Electronic Mail” or Electronic Mail Message” means a message or information created or transmitted or received on any computer, computer system, computer resource or communication device including attachments in text, image, audio, video and any other electronic record, which may be transmitted with the message.

4.11 “Investigators” mean those persons authorized, appointed, consulted or approached by the Board of Directors / Audit Committee of the Board / Chairman & Managing Director / Competent Authority in connection with conducting investigation into a protected disclosure includes the Statutory / Branch Auditors of the Company appointed by the Central Government / C & AG India.

4.12 “Improper Activity” means unethical behaviour, actual or suspected fraud or violation of the company’s general guidelines on conduct as enunciated in the Rules of the Company and / or Code of Conduct for the Members of the Board / Senior Management Personnel by any employee of TCIL.

4.13 Protected Disclosure” means any complaint/ communication made in good faith that discloses or demonstrates information that may be treated as evidence of unethical and improper practices or any other wrongful conduct in the company.

- 4.14 "Screening Committee" means a Committee constituted under Whistle Blower policy of TCIL, comprising, the Chairman & Managing Director, or, in his absence, a Functional Director as nominated by CMD, and Chairman, Audit Committee of the Board, or, in his absence, a member of the Audit Committee of the Board, as nominated by the Chairman, Audit Committee of the Board.
- 4.15 "Subject" means an employee/ officer / staff/director against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- 4.16 "Whistle Blower" means an Employee making a Protected Disclosure under this policy.
- 4.17 "Nodal Officer" means an Officer of the Company, nominated by the Competent Authority.

## **5. GUIDING PRINCIPLES**

- 5.1 Protected Disclosure shall be acted upon in a time bound manner,
- 5.2 Complete confidentiality of the Whistle-Blower will be maintained.
- 5.3 The Whistle Blower and / or the person(s) processing the Protected Disclosure will not be subjected to victimization.
- 5.4 Evidence of the Protected Disclosure will not be concealed and appropriate action including disciplinary action will be taken in case of attempts to conceal or destroy evidence.
- 5.5 "Subject" of the Protected Disclosure i.e., the Employee against whom or in relation to whom a protected disclosure has been made, will be provided an opportunity of being heard.
- 5.6 The Whistle Blower should bring to the attention of the Competent Authority at the earliest any unethical and improper activities or any other wrongful conduct in the company. Although they are not required to provide proof, they must have sufficient cause for concern.

## **6. WHISTLE BLOWER – ROLE AND PROTECTION**

- 6.1 The Whistle Blower shall co-operate with investigating authorities, maintaining full confidentiality.
- 6.2 The Whistle Blower's role is that of a reporting party with reliable information.
- 6.3 The Whistle Blower is not required or expected to conduct any investigations on his own.
- 6.4 The Whistle Blower may also be associated with the investigations, if the case so warrants. However, he shall not have a right to participate.
- 6.5 Protected Disclosure will be appropriately dealt with by the Competent Authority.
- 6.6 The Whistle Blower shall have a right to be informed of the disposal of his disclosure except for overriding legal or other reasons.

## **7. PROTECTION**

- 7.1 Genuine Whistle Blowers will be accorded protection from any kind of harassment / unfair treatment / victimization. However, motivated and frivolous disclosures shall be discouraged.
- 7.2 If the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, arrangements will be made for the Whistle Blower to receive advice about the procedure. Expenses incurred by the Whistle Blower in connection with the above, towards travel etc will be reimbursed as per normal entitlements.
- 7.3 A Whistle Blower may report any violation of clause 7.1 above to the Competent Authority who shall investigate into the same and take corrective action as may be required.
- 7.4 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- 7.5 In the event of the identity of the informant being disclosed despite the above policy, appropriate action will be initiated against the person making such disclosure as per the rules of the Company.

## **8. PROCEDURES – ESSENTIALS AND HANDLING OF PROTECTED DISCLOSURE**

- 8.1 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 of the Employee and Location, and should be in writing inserted in an envelope (which should be closed / secured / sealed) / electronic mail. In case the Protected Disclosure/ Complaint is sent in physical mode, the envelope thus secured / sealed should be addressed to the Competent Authority and should be superscribed "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 and the complaint will be dealt with as per the normal complaint policy of the TCIL).** This applies to the complaints received from employees only.
- 8.2 The envelope should be addressed to CVO, TCIL and should be superscribed "Complaint under Whistle Blower Policy/ Vigil Mechanism of TCIL". If the envelope is not superscribed and closed, the complaint will be dealt with as per the normal complaint policy of the TCIL. The complainant should give his/her name and address in the beginning or end of complaint or in an attached letter. This applies to the complaints received from any person/vendor/contractor.
- 8.3 In order to protect identity of the person, TCIL will not issue any acknowledgement and the whistle-blowers are advised not to enter into any further correspondence with TCIL in their own interest. TCIL assures that, subject to the facts of the case being verifiable, it will take the necessary action, as provided under the Conduct Rules of TCIL. If any further clarification is required, TCIL will get in touch with the complainant.
- 8.4 The text of the complaint should be carefully drafted so as not to give any details or clue as to his/her identity. However, the details of the complaint should be specific and verifiable.
- 8.5 Every Protected Disclosure shall be made in good faith and the person making Protected Disclosure shall make a personal declaration stating that he/she reasonably believes that the information disclosed by him and allegation contained therein is substantially true.

- 8.6 The Competent Authority may, if it deems fit, call for further information or particulars from the person making the disclosure.
- 8.7 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 Audit Committee of the Board.
- 8.8 Anonymous or pseudonymous Protected Disclosure shall not be entertained.
- 8.9 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 any unethical and improper activities or any other wrongful conduct in the company being raised. In case, the Protected Disclosure is in vernacular or regional language, the Nodal Officer needs to get it translated in English/Hindi and a copy of the same is also to be sent along with above disclosure to the Competent Authority. 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.
- 8.10 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.
- 8.11 The contact details of the Competent Authority for addressing and sending the Protected Disclosure is as follows:

**The Chairman & Managing Director,  
Competent Authority, Whistle Blower Policy/Vigil Mechanism,  
Telecommunications Consultants India Ltd.  
TCIL Bhawan, Greater Kailash- I,  
New Delhi – 110048.**

- 8.12 The contact details for addressing a protected disclosure to the Chairman, Audit Committee of the Board are as follows:

**Chairman, Audit Committee of the Board,  
Telecommunications Consultants India Ltd. ,  
TCIL Bhawan, Greater Kailash-I  
New Delhi – 110048.**



- 8.13 The Competent Authority shall mark the envelope containing the Protected Disclosure to a dedicated Confidential Section, which shall maintain a record thereof and shall submit the same to the Screening Committee.
- 8.14 The Screening Committee shall weed out frivolous complaints and the Protected Disclosure(s) which require further investigation shall be forwarded to the investigator(s) nominated for this purpose.
- 8.15 In case of repeated frivolous complaints being filed by a director or an employee, the Screening Committee or the director nominated to play the role of Screening Committee may take suitable action against the concerned director or employee including reprimand.
- 8.16 The Screening Committee shall endeavour to meet as early as possible, preferably within 15 days of receipt of a Protected Disclosure.
- 8.17 No action shall be taken on Protected Disclosure by the Competent Authority if the Disclosure does not indicate the identity of the Whistle Blower making Protected Disclosure or the identity of the Whistle Blower is found incorrect or false.

## **9. INVESTIGATIONS AND ROLE OF INVESTIGATORS**

- 9.1 Investigations shall be launched if the Screening Committee is satisfied after preliminary review that:
- a) The alleged act constitutes any unethical and improper activities or any other wrongful conduct in the company, and
  - b) The allegation is supported by information and specific enough to be investigated or in cases where the allegation is not supported by specific information; it is felt that the concerned matter does not deserve investigation.
- 9.2 The decision taken by the Screening Committee to conduct an investigation is by itself not to be construed as an accusation and is to be treated as a neutral fact finding process.
- 9.3 The identity of the Subject(s) and the Whistle Blower(s) will be kept confidential.

- 9.4 Subject(s) will normally be informed of the allegations at the commencement of a formal investigation and will be given opportunities for providing their inputs during the investigation.
- 9.5 Subject(s) shall have a duty to co-operate with the Investigator(s) during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- 9.6 Subject(s) 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 Subject(s).
- 9.7 Unless there are compelling reasons not to do so, Subject(s) will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- 9.8 The investigation shall be completed normally within 45 days of the date of receipt of the protected disclosure or such extended period as the Competent Authority may permit for reasons to be recorded in writing.
- 9.9 Subject(s) have a right to be informed of the outcome of the investigation.

### **ROLE OF INVESTIGATORS**

- 9.10 Investigator(s) are required to conduct a process towards fact-finding and analysis. Investigator(s) shall derive their authority from Competent Authority when acting within the course and scope of their investigation. The Investigator(s) shall submit his/their report to the competent Authority.
- 9.11 All investigators shall perform their role in an independent and unbiased manner. Investigators shall be bound by the principles of fairness, objectivity, thoroughness, ethical behaviour and observance of highest professional standards.

## **ACTION**

- 9.12 If the Competent Authority is of the opinion that the investigation discloses the existence of improper activity which is an offence punishable in law, the Competent Authority may direct the concerned authority to take disciplinary action under applicable statutory provisions including referring the matter to Chief Vigilance Officer TCIL for appropriate action.
- 9.13 The Competent Authority shall take such other remedial action as deemed fit to remedy the improper activity mentioned in the protected disclosure and or to prevent the re-occurrence of such improper activity.
- 9.14 The Chairman, Audit Committee, TCIL has the discretion to refer such complaints to CBI for investigation which contain the allegations of forgery, corruption, bribery, cheating, falsification of records, possession of assets disproportionate to known source of income etc., or where truth cannot be ascertained without making enquiries from non official persons or where examination of non government records, books of accounts is required.
- 9.15 For the complaints which are under investigation by CBI/Local police, parallel departmental action shall not be taken up by the Vigilance Division of TCIL.
- 9.16 If the investigation discloses that no further action on the protected disclosure is warranted, the report shall be filed by the Nodal Officer to the Screening Committee.

## **10. REPORTING TO THE AUDIT COMMITTEE BY THE COMPETENT AUTHORITY**

- 10.1 The Competent Authority shall submit a quarterly report of the protected disclosures, received and of the investigation conducted, and of the action taken to the Audit Committee of the Board.
- 10.2 All the unit Heads at Corporate Office and Heads of Divisions are required to notify

& communicate the existence and contents of this policy to the employees working under them. The Whistle Blower Policy shall be prominently displayed on all Notice Boards of the Company, circulated to all recognized unions/associations. This policy, including amendments thereof, shall also be made available on company's intranet portal as well as on website by the IT Branch.

10.3 The Company shall annually affirm that it has not denied any employee access to the Audit committee and that it has provided protection to the Whistle Blower from adverse action. The affirmation shall form part of Corporate Governance report as attached to the Annual Report of the Company.

10.4 This policy can be modified at any time by the Board of Directors of the Company. Such modifications shall also be reported to the Audit Committee of the Board.

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