

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/Vigil Mechanism 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/Vigil Mechanism 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/Vigil Mechanism 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.



HIMACHAL PRADESH STATE ELECTRICITY BOARD LIMITED
(A STATE GOVERNMENT UNDERTAKING)

Registered Office : Vidyut Bhawan, HPSEBL, Shimla-171004 (HP) Corporate
Identity Number (CIN) : U40109HP2009SGC031255
Telephone Number : (H.O) 0177-2803600/ 2813563 (Fax) 2801675
Email address : cmd@hpseb.in, directorfa@hpseb.in
Website address : www.hpseb.com

25

"HRD SECTION"

OFFICE ORDER NO. 20/HPSEBL (SECTT.)HRD/2016

Dated: 6-5-2016

The Himachal State Electricity Board Ltd is pleased that in pursuant to provisions of Section 177 (9) of the Companies Act, 2013 and Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2014, and other applicable provisions, if any, the Audit Committee of the Corporation be and is hereby approved as VIGIL MECHANISM COMMITTEE and is constituted consisting the following Members:-

1.	Additional Chief Secretary (MPP & Power) to the Govt of HP.	Chairman
2.	Additional Chief Secretary (Finance) to the Govt of HP	Member
3.	Director (Finance) of the company	Member
4.	Independent Director (Presently Sh. S.C. Negi)	Member
5.	Woman Director (Presently Smt. Anita Tegta)	Member

The Himachal State Electricity Board Ltd is further pleased that "Vigil Mechanism Policy -2016" at Annexure-"A" be and is hereby approved and shall be placed on the company website. The Managing Director/ Director (Finance and Personnel) / Executive Director (Personnel) of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be deemed necessary and expedient to give effect to these resolutions including filing of documents, if any, with the Register of Companies etc.

Handwritten signature and date: 10/5

(Signature)
(Rohit Jajwal)
Executive Director (Pers.)
H.P. State Electricity Board Ltd,
Vidyut Bhawan, Shimla-4,
(0177-2809346)

NO. HPSEBL (SECTT.) HRD/2-5/2016-11909-12089

Dated: 6-5-16

Copy forwarded for information and necessary action to:-

- 1) The Additional Chief Secretary (MPP & Power) to the GOHP, Shimla
- 2) The Additional Chief Secretary (Finance) to the GOHP, Shimla
- 3) All the above named officers of the Committee for compliance please
- 4) All the Chief Engineers/Managing Directors in HPSEBL
- 5) The Chief Accounts Officer HPSEBL Shimla.
- 6) The Resident Audit Officer, HPSEBL Shimla.
- 7) All the Joint Secretary (Law) in the HPSEBL.
- 8) All the Superintending Engineers/Sr. Executive Engineers in HPSEBL.
- 9) The Superintending Engineer (IT), HPSEBL, Shimla-4 for uploading the same in the website of HPSEBL.
- 10) All Deputy Secretaries / Under Secretaries / Section Officers in the Board Secretariat.
- 11) The Meeting Assistant in this office. The aforesaid proposal has been approved by the Board of Directors of the HPSEBL against agenda item No. 28.17.
- 12) Guard file in this office.

Sr. Asst. Ratan
(Signature)
11/5

(Signature)
(Rohit Jajwal)
Executive Director (Pers.)
H.P. State Electricity Board Ltd,
Vidyut Bhawan, Shimla-4,
(0177-2809346)

000

— P T O —

VIGIL MECHANISM POLICY-2016

1. SHORT TITLE AND COMMENCEMENT

This policy may be called "Himachal Pradesh State Electricity Board Limited Vigil Mechanism Policy-2016" and shall be effective from the date of issue of orders.

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.
- d. "Company" means the Himachal Pradesh ~~Power Corporation Limited~~ ^{State Electricity Board} (hereafter referred as HPPCL) NPSEBL
- 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, if any.
- 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/Vigil Mechanism Committee or the Investigators.
- c. Protected Disclosure will be appropriately dealt with by the Chairman of the Audit Committee/Vigil Mechanism 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.

6. DISQUALIFICATIONS

- d. 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.
- e. 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.
- f. 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.
- g. In respect of such Whistleblowers, the Company/Audit Committee/Vigil Mechanism Committee would reserve its right to take/recommend appropriate disciplinary action.

7. PROCEDURE

- h. All Protected Disclosures under this policy should be addressed to the Chairman of the Audit Committee/Vigil Mechanism Committee of the Company for investigation.
- i. If a protected disclosure is received by any officer/director of the Company other than Chairman of Audit Committee/Vigil Mechanism Committee, the same should be forwarded to the Chairman of the Audit Committee/Vigil Mechanism Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential by such officer/Director.
- j. 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 Hindi or English.
- k. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistleblower. The Chairman of the Audit Committee/Vigil Mechanism Committee shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.

- 4
- l. 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.
 - m. 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/Vigil Mechanism Committee of the Company who will investigate/oversee the investigations under the authorization of the Audit Committee/Vigil Mechanism Committee. If any member of the Audit Committee/Vigil Mechanism 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/Vigil Mechanism Committee should deal with the matter on hand.
- b) The Chairman of the Audit Committee/Vigil Mechanism 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/Vigil Mechanism 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.
- 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/Vigil Mechanism 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/Vigil Mechanism 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

- 6!
- 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/Vigil Mechanism Committee to conclude that an improper or unethical act has been committed, the Chairman of the Audit Committee/Vigil Mechanism Committee shall recommend to the Board/MD of the Company to take such disciplinary or corrective action as the Chairman of the Audit Committee/Vigil Mechanism 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 submitted to the Audit Committee/Vigil Mechanism 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 eight years or such longer time as applicable under relevant regulations, if any.

14. AMENDMENT

The HPSEBL 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.


Executive Director(Pers.)
H.P. State Electricity Board Ltd.
Vidyut Bhawan, Shimla-4 aljusts