

# Uttarakhand Power Corporation Ltd

(A Govt. of Uttarakhand Undertaking)  
Victoria Cross Vijeta Gabar Singh Bhawan, Kanwali  
Road, Dehradun-248001  
Tel: 91-0135-2763901  
Fax: 95-135-2769771



उत्तराखण्ड पावर कारपोरेशन लि०  
(उत्तराखण्ड सरकार का उपक्रम)  
विक्टोरिया क्रॉस विजेता गबर सिंह भवन,  
कॉवली रोड, देहरादून-248001  
दूरभाष: 91-0135-2763901  
फैक्स: 95-135-2769771

No.-10136 Dir(HR)/UPCL/DGM(IR&EM)

Dated 26/09/15

## OFFICE MEMORANDUM

### 1- Preface-

- (i) In pursuance of Section 177 of the Company Act 2013 which provide for establishment of a mechanism for employees to report to the management concerns about unethical behaviour, actual or suspected fraud, or violation of the company's general guidelines on conduct or ethics. This mechanism could also provide for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the chairman of the Audit Committee in exceptional cases.
- (ii) Section 177 of the Companies Act 2013 provides as follows:-
- ‘(9) Every listed company or such class or classes of companies, as may be prescribed, shall establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed.
- (10) The vigil mechanism under sub-section (9) shall provide for adequate safeguards against victimization or persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.
- Provided that the details of establishment of such mechanism shall be disclosed by the company on its website, if any, and in the Board's report’.
- (iii) This Policy for UPCL has been formulated and issued with the aforesaid objective and purpose.

### 2- Short title and commencement

This policy may be called the ‘Whistle Blower Policy’ of Uttarakhand Power Corporation Ltd.

### 3- Definitions

- (a) “Audit Committee” means the Audit Committee as per section 177 of the Companies Act, 2013.
- (b) “Company” means Uttarakhand Power Corporation Ltd.
- (c) “Competent Authority” means the Managing Director (MD) or any Functional Director nominated by MD to receive and deal with complaints under this policy from time to time.
- (d) “Complaint” means a complaint made under this policy which discloses information which may be treated as evidence of unethical behaviour, actual or suspected fraud, or violation of the Company's general guidelines on conduct and ethics as prescribed in the Uttar Pradesh Government Servant (Discipline and Appeal ) Rules, 1999 and The Uttar Pradesh Governments Servants Conduct Rules, 1956.

Contd..2

- (e) "Employee" means a person in the employment of the Company and includes a person on deputation to/from the Company.
- (f) "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 intent to deceive, to gain undue advantage from, or to injure the interests of the Company or its employees.
- (g) "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.
- (h) "Screening Committee" means a committee constituted under this Policy comprising the MD or a Functional Director nominated by MD and Heads of two Corporate Functions as nominated by MD.
- (i) "Unethical behaviour" includes actions such as the ones given below but not limited to:
  - (i) Abuse of authority,
  - (ii) Action aimed at taking advantage of another without his knowledge or consent,
  - (iii) Financial irregularities,
  - (iv) Disclosure of confidential/proprietary information to unauthorized persons,
  - (v) Wastage/misappropriation of Company funds/assets,
  - (vi) Non-conformance to reasonable standard of social or professional behaviour, or
  - (vii) Any other biased, favoured or imprudent action.
- (j) "Victimization" means punishment or discrimination against the Whistle Blower selectively or unfairly.
- (k) "Whistle Blower" means an employee who has made a complaint under this policy.

#### 4. **Eligibility**

All employees are eligible to make a complaint under this policy.

#### 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 and expenses incurred by him in this connection will be reimbursed as per his entitlement in the 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.

Contd..3



6- **Procedure**

- (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 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.
- (iii) The complaint will be made in the prescribed proforma enclosed as Annexure-I and will be accompanied by an affidavit given by the complainant as per Annexure II on non-judicial stamp paper of Rs. 10/-.
- (iv) The complaint should be sent in a closed/secured envelope. The complaint can also be sent through e-mail.
- (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 processing 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 complaint shall not be entertained.

7- **Action**

- (i) The Competent Authority or the Chairman, Audit Committee as the case may be shall upon receipt of the complaint, ascertain from the complainant, whether he was the person who made the complaint or not.
- (ii) After concealing the identity of the Whistle Blower, the Competent Authority or the Chairman, Audit Committee, as the case may be, shall send the complaint to the Screening Committee. 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.
- (iii) 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.
- (iv) 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/Chairman, Audit Committee, as the case may be shall forward the complaint to the investigator (s) for further investigation and report.

Contd..4

- (v) 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 complaint.
- (vi) 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.
- (vii) 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.
- (viii) If the investigator (s), as a result of the investigation, are of the opinion that the complaint discloses the existence of unethical behaviour, actual or suspected fraud, or violation of the company's general guidelines on conduct and ethics as prescribed in the Uttar Pradesh Government Servant (Discipline and Appeal) Rules, 1999 and The Uttar Pradesh Governments Servants Conduct Rules, 1956, they may make any of the following recommendations:-
  - (a) Appropriate action to remedy the unethical behaviour, 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 Uttar Pradesh Government Servant (Discipline and Appeal) Rules, 1999 and The Uttar Pradesh Governments Servants Conduct Rules, 1956, as the case may be.
  - (c) Any other action as deemed fit.
- (ix) 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.
- (x) The investigator s(s) shall, submit their recommendations to the Competent Authority ordinarily within one month from the date of receipt of the complaint.
- (xi) If the Competent Authority/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/Chairman, Audit Committee, as the case may be, does not agree with the recommendation of the investigator(s), he shall take such action as deemed fit.
- (xii) The complaint forwarded by the competent Authority/Chairman, Audit Committee under this policy, without the identity of the Whistle Blower will not be treated as anonymous complaint.
- (xiii) The authority to whom the complaint is sent for taking action, will inform the Competent Authority/Chairman, Audit Committee, as the case may be, of the final action taken. Competent Authority/Chairman, Audit Committee, as the case may be, shall also be updated on the status of the complaint from time to time.
- (xiv) 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.

- (xv) Any person who needs any further information/ clarification for the Whistle Blower shall request the Competent Authority/ Chairman, Audit Committee to obtain the same, who will contact the Whistle Blower for obtaining such information/ clarification.

**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 complaint 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 UPCL.

**BY ORDER OF THE BOARD**

No. 10136 -Dir(HR)/UPCL/DGM(IR&EM) of dated

Copy forwarded to the following for kind information:-

- 1- Managing Director, UPCL, V.C.V.G.Singh Bhawan, Dehradun
- 2- Director (Operation/Project/Human Resource/Finance), V.C.V.G.Singh Bhawan, Dehradun
- 3- All Chief Engineer (Level-I/II), UPCL.
- 4- Company Secretary, UPCL V.C.V.G.Singh Bhawan, Dehradun
- 5- Executive Engineer (IT), UPCL V.C.V.G.Singh Bhawan, Dehradun

  
**(SHARAD KRISHNA)**  
**DIRECTOR (HR)**

**FORMAT OF COMPLAINT LETTER**

To,

The Competent Authority,  
Uttarakhand Power Corporation Ltd,  
Victoria Cross Vijeta Gabar Singh Bhawan,  
Dehradun 248001

**Subject - Complaint under the "Whistle Blower Policy"**

Dear Sir/Madam,

I am writing this letter to bring your kind attention that:-

- 1- Name of employee/office against whom complaint is made
- 2- Designation of employee:
- 3- Place of Posting:
- 4- Name of Department:
- 5- Description of complaint:

-----  
-----  
-----  
-----

- 6- Pervious complaint reference (if any) :
- 7- Details of evidence/Name of witness/es:

I am hereby enclosing the affidavit in support of my complaint as per the format prescribed.

Date :

Yours sincerely,

Signature

(Name of the complainant)

Address:-----

Contact No. :-----

E-mail address : -----

**Note-**

- Only complaints related to matters mentioned in the policy will be entertained.
- The details of the complaint should be specific and verifiable.
- The complaint should either by typed or written in legible handwriting.



**Affidavit in support of the complaint under the "Whistle Blower Policy" of UPCL**

I, Sri/smt. ----- (Name of complainant), son of Sri -----

Aged -----, Resident of/communication address-----

I, the above named deponent do hereby solemnly affirm and declare as under:-

- 1- That I am complainant in the above case, conversant with the facts and circumstances of the present case and am competent to swear this affidavit.
- 2- That the facts contained in my accompanying complaint, the contents of which have not been repeated herein for the sake of brevity may be read as an integral part of this affidavit and are true and correct to my knowledge.
- 3- That further I hereby declare that this complaint is not a form of harassment or retaliation and the supporting evidence/documents herein are from verifiable source and fully aware of the consequences of being held liable of perjury in case of false or misrepresentation in the accompanying complaint.
- 4- That it is certified that I have not made similar/identical allegation of corruption/misuse of office to any other authorities to qualify as a Whistle Blower complainant.

Deponent

**Verification**

I, the above named deponent do hereby solemnly verify that the contents of my above affidavit are true and correct to my knowledge, no part of it is false and nothing material has been concealed therein.

Verified this ----- day of ----- 2015----- at-----



Deponent