



GVK Power & Infrastructure Limited

CIN - L74999TG2005PLC059013

Regd office: Paigah House, 156-159, S P Road, Secunderabad – 500003, Telangana

Whistle Blower Policy and Vigil Mechanism

Introduction

Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 mandates the following classes of companies to constitute a vigil mechanism:

- Every listed company;
- Every other company which accepts deposits from the public;
- Every company which has borrowed money from banks and public financial institutions in excess of INR 50 Crores

Further, Clause 22 of the Listing Regulation, 2015 makes it mandatory for all listed companies to establish the ‘Whistle Blower Policy’ for directors and employees to report genuine concerns of unethical behavior, actual or suspected, fraud or violation of the Company’s code of conduct or ethics policy.

To comply with the legislation stated above, this Whistle Blower Policy (“this Policy”) has been formulated with a view to provide a Vigil Mechanism for employees of the Company to approach the *Chairman of the Audit Committee of the Company*.

Objective

To provide employees, Board of Directors, customers and Vendors an avenue to raise concerns, in line the GVKPIL’s Commitment to the highest possible standards of ethical, moral and legal business commitment and its commitment to open communication / transparency and also to provide necessary safeguard to the employees from reprisals or victimization.

Scope

This policy is applicable to all Employees, Directors, Business Associates, Consultants, Customers and Vendors of GVK Power & Infrastructure Limited (GVK PIL). All employees of GVKPIL are eligible to make Disclosures under the policy, in relation to matters concerning the Company.

Disqualifications

While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment, any abuse of this protection will warrant disciplinary action. Protection under this policy does not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala-fide intention.

Procedure

- a. All Disclosures under this policy should be addressed to the Chairman of the Audit Committee of GVK PIL (**hereinafter referred to as 'Ombudsman'**) for investigation at the following address:

Mr. CH G Krishna Murthy,
156-159, 'Paigah House', S P Road, Secunderabad – 500003
Tel No. :- 9849917883
E-mail Id :- chgkrishnamurthy@rediffmail.com

- b. Protected Disclosures should be reported in writing to ensure a clear understanding of the issues raised and should either be typed or written in legible handwriting in English or in the regional language of the place of employment of the Whistle Blower.
- c. The Protected Disclosure should be forwarded under a covering letter, which shall bear the identity of the Whistle Blower. The Chairman of the Audit Committee shall detach the covering letter and forward only the Protected Disclosure to the investigators for investigation.
- d. 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.
- e. For the purpose of providing protection to the Whistle Blower, the Whistle Blower should disclose his/her identity in the covering letter forwarding such Protected Disclosure.

Investigation

- a. All Disclosures reported under this policy will be thoroughly investigated by the Chairman of the Audit Committee or a competent person nominated by the committee who will investigate or oversee the investigations under the authorisation of the Audit Committee. If any member of the Audit Committee has a conflict of interest in any given case, then he should recuse himself and the other members of the Audit Committee should deal with the matter on hand.
- b. The Chairman of the Audit Committee or the nominated person may, at their discretion, consider involving external investigators for the purpose of the investigation.
- c. The decision to conduct an investigation taken by the Chairman of the Audit Committee is to be treated as a neutral fact-finding process. The outcome of the investigation may or may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.
- d. The identity of the Whistle Blower and the Respondent will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- e. The Respondent 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. The Respondent shall have a duty to co-operate with the Chairman of the Audit Committee or the nominated person and any other Investigators during the investigation process to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.

- g. The Respondent have the right to consult with a person or persons of their choice, other than the Investigators and/or members of the Audit Committee and/or the Whistle Blower.
- h. The Respondent 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 Respondent.
- i. Unless there are compelling reasons not to do so, the Respondent will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Respondent shall be considered as maintainable unless there is good evidence in support of the allegation.
- j. The Respondent have a right to be informed of the outcome of the investigation. If the allegations are not sustained, the Respondent should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Respondent and GVKPIL.
- k. The investigation shall be completed normally within 45 days of the receipt of the Disclosure.

Protection

- a. No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Disclosure under this policy. GVK PIL, as a policy, condemns any kind of discrimination, harassment, victimisation or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice such as 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 duties/functions including making further Protected Disclosure. GVK PIL will take steps to minimise difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in the criminal or disciplinary proceedings, GVK PIL will arrange for the Whistle Blower to receive advice about the procedure, etc.
- b. A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate the same and recommend suitable action to the management.
- c. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.
- d. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

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 when acting within the course and scope of their investigation.
- b. Technical and other resources may be drawn on 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.

- c. Investigations will be processed only after a preliminary review by the Chairman of the Audit Committee which establishes that the alleged act constitutes an improper or unethical activity or conduct
- d. In cases where the alleged act is not assessed to call for an investigation as an unethical act or misconduct or where the allegation is not supported by specific information, the Chairman of the Audit Committee may still decide to launch an investigation if he feels that the concerned matter is worthy of management review.

Decision

If an investigation leads the Chairman of the Audit Committee or the suitable nominated competent person to conclude that an improper or unethical act has been committed. The Chairman of the Audit Committee or the suitable nominated competent person shall recommend to the management of GVK PIL to take such disciplinary or corrective action as the Chairman of the Audit Committee or suitable nominated competent person may deem 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 personnel or staff conduct and disciplinary procedures.

Reporting

The Investigators shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

OTHERS

- a. 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 seven years.
- b. GVK PIL 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 unless the same is notified to the employees in writing.