



KMRL VIGIL MECHANISM / WHISTLE BLOWER POLICY

KOCHI METRO RAIL LIMITED

Note: This policy has been approved by the Board in its 23rd meeting held on 18.01.2016

KMRL VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. The Company is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct.

1. OBJECTIVE & PURPOSE

- 1.1 This policy has been introduced in Kochi Metro Rail Limited based on Government of India Resolution on Public Interest Disclosure & Protection of Informer (PIDPI).
- 1.2 The Government of India has authorized the Central Vigilance Commission (CVC), as the Designated Agency to receive written complaints for disclosure on any allegation of corruption for misuse of office and recommend appropriate action. Kochi Metro Rail Limited (KMRL), being a Joint Venture PSU of Government of India and Government of Kerala, KMRL comes under the jurisdiction of the CVC for the said purpose.
- 1.3 This policy is formulated to provide an opportunity to employees to report to the management instances of actual or suspected, fraud or violation of the company's code of conduct.
- 1.4 It is to provide necessary safeguards for protection of employees from reprisals or victimization.

However, a disciplinary action against the Whistle Blower which occurs on account of poor job performance or misconduct by the Whistle Blower and which is independent of any disclosure made by the Whistle Blower shall not be protected under this policy.

In addition to the above, Section 177 (9) of the Companies Act, 2013 mandates that 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. Kochi Metro Rail Limited which falls under the ambit of such class of companies is required to establish a Vigil Mechanism and accordingly, this Policy has been formulated with a view to provide a mechanism for employees of the Company to approach the appropriate authority and/or Chairman of the Audit Committee of the Company in

exceptional cases.

2. DEFINITIONS

- 2.1 “Bonafide Complaint” means a complaint shall be deemed to be bonafide unless it is found to be motivated.
- 2.2 “Employee” means an employee or Director in the Board of KMRL.
- 2.3 “Improper Activity” means actual or suspected fraud or violation of the company’s general guideline by an employee of KMRL.
- 2.4 “Investigators” means those persons authorized, appointed, consulted or approached by the Managing Director/Competent Authority in connection with conducting investigation into a protected disclosure and include the Auditors of KMRL.
- 2.5 “KMRL” means Kochi Metro Rail Limited.
- 2.6 “Motivated Complaint” means a complaint shall be deemed to be motivated if it is found to be deliberately false or motivated by revenge/enmity/mischief or extraneous considerations.
- 2.7 “Protected Disclosure” means any communication made in good faith that discloses or demonstrates information that may be treated as evidence of “Improper Activity”
- 2.8 “Whistle Blower” means an Employee making a Protected Disclosure under this policy.

3. WHISTLE BLOWER- ROLE & PROTECTION

Role:

- 3.1 The Whistle Blower’s role is that of a reporting party with reliable information.
- 3.2 The Whistle Blower is not required or expected to conduct any investigation on his own.
- 3.3 The Whistle Blower may also be associated with the investigations, if the case so warrants.

However, he shall not have a right to participate.

- 3.4 Protected Disclosure will be appropriately dealt with by the Competent Authority.
- 3.5 The Whistle Blower shall have a right to be informed of the disposition of his disclosure except for overriding legal or other reasons.

PROTECTIONS:

- 3.6 Genuine Whistle Blowers will be accorded protection from any kind of harassment /unfair treatment/victimization. However, motivated and frivolous disclosures shall be discouraged.
- 3.7 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.
- 3.8 A Whistle Blower may report any violation of Clause 3.7 above to the Competent Authority who shall investigate into the same and take corrective action as may be required.
- 3.9 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

4. ELIGIBILITY

All employees of KMRL are eligible to make “Protected Disclosure”

5. PROCEDURE

- 5.1 The complaint should be in a closed / secured envelope.
- 5.2 The envelope should be addressed to Chief Vigilance Officer and should be super scribed. Complaint under the Public Interest Disclosure”. If the envelope is not superscribed and enclosed, it will not be possible for management to protect the complainant. The complaint should give his/her name and address in the beginning or end of the complaint or in an attached letter.
- 5.3 CVO will not entertain anonymous/pseudonymous complaints.
- 5.4 In order to protect the identity of the persons, CVO will not issue any acknowledgement and the whistleblowers are advised not to enter into any further correspondence with CVO in their own interest. The company assures that, subject to the facts of the case being verifiable; it will take the necessary action, as provided under the Government of India Resolution on the subject and if any further clarification is required, the CVO will get in touch with the complainant.
- 5.5 The CVO may, if it deems fit call for further information or particulars from the person making disclosure. If the complaint is anonymous, he shall not take any action in the matter.

5.6 If the complaint is accompanied by particulars of the person making the complaint, the CVO shall take the following steps:

- (i) Ascertain from the complainant whether he was the person who made the complaint or not.
- (ii) The identity of the complainant will not be revealed unless the complainant himself has made the details of the complaint either public or disclosed his identity to any other office or authority.
- (iii) After concealing the identity of the complainant, the Central Vigilance Officer shall make, in the first instance, discrete inquiries to ascertain if there is any basis of proceeding further with the complaint. For this purpose, the CVO shall devise an appropriate machinery
- (iv) Either as a result of the discrete inquiry, or on the basis of complaint itself without inquiry, if the CVO is of the opinion that the matter requires to be investigated further, he shall officially seek comments/or explanation from the Head of the Department concerned. While doing so, he shall not disclose identity of the informant and also shall request the concerned head of the department to keep the identity of the informant secret, if for any reason, if the concerned Head comes to know the identity.
- (v) After obtaining the response of the concerned department, if the CVO is of the opinion that the investigation reveals either misuse of office or substantiate allegation of corruption, he shall recommend appropriate action to the management. These shall inter alia, include following:
 - (a) Appropriate proceedings to be insisted against the concerned employee.
 - (b) Appropriate administrative steps for redressing the loss caused to the company as a result of the corrupt act or misuse of office, as the case may be.
 - (c) Recommend to the management initiation of criminal proceedings in suitable cases, if warranted by the facts and circumstances of the case.
 - (d) Recommend taking of corrective measures to prevent recurrence of such events in future.

5.7 For the purpose of making discrete inquiry, or obtaining information from the concerned organization, the CVO shall be authorized to call upon the CBI or the Police authorities, as considered necessary, to render all assistance to complete the investigation pursuant to the complaint received.

5.8 If any person aggrieved by any action on the ground that he is being victimized due to the

fact that he had filed a complaint or disclosure, he may file an application before the CVO seeking redressal in the matter, who shall take such action, as deemed fit. The CVO may give suitable directions to the concerned employee.

5.9 Either on the application of the complainant, or on the basis of information gathered, if the CVO is of the opinion that either the complainant or the witness need protection, he shall issue appropriate direction to the concerned departments.

5.10 In the case of motivated complaints, the CVO shall recommend appropriate action to the management.

5.11 The CVO shall not entertain or inquire into any disclosure on which proceedings are already underway.

5.12 In the event of the identity of the informant being disclosed in spite of the CVO's directions to the contrary; the CVO is authorized to initiate appropriate action as per extant regulation against the person or agency making such disclosure.

6. SAVINGS

1.1 This Policy can be changed, modified or abrogated at any time by the Board of Directors of the Company

Chief Vigilance Officer

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