



WHISTLE BLOWING POLICY

National Power Parks Management Company

**WHISTLE BLOWING
POLICY
October 2016**

Issuing Officer
Company Secretary

Target Audience
All employees

Approving Authority
Board of Directors

Issuing Date
October 8, 2016

Revision
Initial Issue

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National Power Parks Management Company (Pvt) Ltd.

1. POLICY STATEMENT

National Power Parks Management Company (Private) Limited (the Company) is committed to the highest standards of openness, probity and accountability, and therefore, intends to foster a culture of responsiveness to constructive criticism and genuine concerns raised in good faith.

2. OBJECTIVES

- 2.1** To prevent improper activities to occur or to address such situations when improper activities do occur.
- 2.2** To encourage and enable all employees to make protected disclosures to the competent authority.
- 2.3** To provide necessary safeguards for protection of whistle blower from reprisals or harassment or retaliation or adverse employment consequence and/or victimization.

3. SCOPE

- 3.1** This policy is applicable to all employees of the Company.
- 3.2** This policy does not apply to employees' career related issues like promotions, transfers, relocations, trainings etc. for which separate procedures exist.
- 3.3** This policy shall not take into consideration any anonymous disclosures.
- 3.4** This policy shall not be used to re-open or review a matter already decided under other procedures, laws, rules and regulations.
- 3.5** A disciplinary action against the whistle blower which occurs on account of his poor job performance or misconduct and which is independent of any disclosure made by the whistle blower shall not be protected under this policy.

4. GUIDING PRINCIPLES

- 4.1 Confidentiality**
Complete confidentiality of the whistle blower shall be maintained.
- 4.2 Protection**
The whistle blower making the protected disclosure will not be subjected to harassment or victimization.
- 4.3 Transparency**
Evidence of protected disclosure will not be concealed and appropriate action including disciplinary action may be taken in case of attempts to conceal or destroy evidence.
- 4.4 Fairness**
Subject of the protected disclosure shall be provided with opportunity of being heard and respond to the allegations made against him/her.

5. REPORTING OF VIOLATION(S) IN GOOD FAITH

All employees of the Company are encouraged to report any action or suspected action taken within the Company that is illegal, fraudulent or in violation of any policy of the Company. A whistle blower reporting a violation must act in good faith, without malice to the Company or any individual in the Company and have reasonable

grounds for believing that the information shared in the report indicates that a violation has occurred. Any report which the whistle blower has made maliciously or any report which the complainant has good reason to believe is false, will be viewed as a misconduct and may attract disciplinary action.

6. PROCEDURAL GUIDELINES

- 6.1 The whistle blower's role is that of a reporting party with reliable information.
- 6.2 The whistle blower is not required or expected to conduct any investigation on his own.
- 6.3 The whistle blower may also be associated with the investigations, if deemed necessary.
- 6.4 The whistle blower shall have the right to be informed of the disposition of his protected disclosure except for overriding legal or other reasons.
- 6.5 The protected disclosure must be made on the format attached as **Appendix-I**.
- 6.6 The protected disclosure must be addressed to the competent authority. The contact details of the competent authority for addressing and sending the protected disclosure are as follows:
 - **Chairman, Audit Committee** For the subjects of the rank of CFO and above
cac@nppmcl.com
 - **Chief Executive Officer**
through
Chief Internal Auditor For all other subjects
cia@nppmcl.com
- 6.7 If the competent authority is satisfied that the alleged act does not constitute an improper activity and/or the matter does not deserve to be investigated, the competent authority shall dispose of the protected disclosure.
- 6.8 If the competent authority is satisfied that the protected disclosure is motivated and the alleged act does not constitute an improper activity and/or the matter does not deserve to be investigated, the competent authority shall dispose of the protected disclosure and impose penalty on the whistle blower.
- 6.9 If the competent authority is satisfied that it cannot be established whether the protected disclosure is motivated or not; but the alleged act constitutes an improper activity and the protected disclosure is supported by information specific enough to be investigated or not-supported by specific information but the matter deserves investigation, the competent authority shall constitute a screening committee and mark the protected disclosure to the screening committee.
- 6.10 The screening committee shall comprise of at least three members. The members shall not be less than the rank of CFO in case competent authority is CEO and from among the members of the Audit Committee in case competent authority is the Chairman, Audit Committee.
- 6.11 The screening committee shall endeavor to meet as early as possible preferably within 15 days of its constitution.

- 6.12 The screening committee shall initially endeavor to establish whether the protected disclosure is motivated or not.
- 6.13 If the screening committee is satisfied, after preliminary fact finding, that the protected disclosure is motivated and the alleged act does not constitute an improper activity and/or the matter does not deserve to be investigated, the screening committee shall recommend to the competent authority to dispose of the protected disclosure and impose penalty on the whistle blower.
- 6.14 If the screening committee is satisfied, after preliminary fact finding, that the protected disclosure is not motivated but the alleged act does not constitute an improper activity and/or the matter does not deserve to be investigated, the screening committee shall recommend to the competent authority to dispose of the protected disclosure.
- 6.15 If the screening committee is satisfied, after preliminary fact finding, that the protected disclosure is not motivated but the alleged act constitutes an improper activity and the protected disclosure is supported by information specific enough to be investigated or not-supported by specific information but the matter deserves investigation, the screening committee shall recommend to the competent authority to proceed for formal inquiry.
- 6.16 If the screening committee is satisfied, after preliminary fact finding, that though the protected disclosure is motivated but the alleged act constitutes an improper activity and the protected disclosure is supported by information specific enough to be investigated or not-supported by specific information but the matter deserves investigation, the screening committee shall recommend to the competent authority to proceed for formal inquiry against both the whistle blower and the subject.
- 6.17 If the screening committee is satisfied, after preliminary fact finding, that it cannot be established whether the protected disclosure is motivated or not; but the alleged act constitutes an improper activity and the protected disclosure is supported by information specific enough to be investigated or not-supported by specific information but the matter deserves investigation, the screening committee shall recommend to the competent authority to proceed for formal inquiry.
- 6.18 The competent authority shall initiate formal inquiry in a manner as prescribed in the HR Manual of the Company or as may deemed appropriate by the competent authority.
- 6.19 If, as a result of inquiry report, it is found that the protected disclosure is motivated, the competent authority shall impose any of the penalty(ies) on the whistle blower as prescribed in the HR Manual of the Company.

7. GRIEVANCE

- 7.1 If the whistle blower feels aggrieved with the disposition of his/her protected disclosure or if the whistle blower feels that the protection, which he/she is entitled to has not been provided or has been disregarded, the whistle blower may make a representation in writing of his/her grievance to the appellate authority, who will take such action in the matter as he/she considers necessary to redress the grievance.
- 7.2 Following shall be the appellate authorities:
- **Chairman, Board of Directors** (In case CEO is the subject)

cbod@nppmcl.com

- **Chairman, Audit Committee** (In all other cases)
cac@nppmcl.com

7.3 The decision of the appellate authority shall be final and binding on the whistleblower.

8. GLOSSARY OF TERMS

8.1 **Improper Activity** means illegal acts or practices, corruption or fraud and serious violation of the Company's laws, rules and regulations.

8.2 **Motivated Disclosure** means a concern found to have been unsubstantiated, made with knowledge of its falsity or motivated by revenge/enmity/mischief or extraneous considerations.

8.3 **Protected Disclosure** means any genuine concern raised in good faith that discloses or demonstrates information that may be treated as evidence of improper activity under this policy.

8.4 **Subject** means a person against whom a protected disclosure has been made.

8.5 **Violation** means, but is not limited to:

8.5.1 Stealing or misappropriation of the Company's funds, supplies or other assets.

8.5.2 Fraud or deliberate error in the preparation, evaluation, review and approval of any financial transaction or procurement record of the Company;

8.5.3 Authorizing or receiving compensation for goods not received or services not performed;

8.5.4 Receiving a benefit or advantage in violation of the Company's Anti-Corruption and Conflict of Interest policy;

8.5.5 Unauthorized alteration or manipulation of the Company's documents or computer files in violation of the Company's policies; and

8.5.6 Contravention of any policy of the Company resulting into adverse implications for the Company.

9. SAVINGS

This policy can be changed, modified or abrogated at any time by the Audit Committee.

WHISTLE BLOWER DISCLOSURE FORM

Please provide the following details for any breach of law or regulation or of any policy of the Company that may adversely impact the Company and submit directly to one of the Competent Authority. Please note that you may be called upon to assist in the investigation, if required.

Note: Please follow the guidelines as laid out in the Whistleblowing Policy.

WHISTLE BLOWER'S CONTACT INFORMATION			
NAME / EMPLOYEE NO.			
DESIGNATION			
DEPARTMENT			
CONTACT NUMBERS			
E-MAIL ADDRESS			
SUBJECT'S INFORMATION			
NAME / EMPLOYEE NO.			
DESIGNATION			
DEPARTMENT			
CONTACT NUMBERS			
E-MAIL			
WITNESS(ES) INFORMATION <i>(If any)</i>			
NAME		NAME	
DESIGNATION		DESIGNATION	
DEPARTMENT		DEPARTMENT	
CONTACT NUMBERS		CONTACT NUMBERS	
E-MAIL		E-MAIL	

COMPLAINT: Briefly describe the improper activity and how you know about it. Specify what, who, when, where and how. If there is more than one allegation, number each allegation and use as many pages as necessary.

1. What improper activity occurred?

2. What law/ rule/ policy has been violated and how it is adversely affecting the Company?

3. When did it happen and when did you notice it?

4. Where did it happen?

5. Is there any evidence that you could provide us?*

6. Are there any other parties involved other than the suspect stated above?

7. Do you have any other details or information which would assist us in the investigation?	
8. Any other comments?	
Undertaking: I _____ hereby undertake that the information provided above is true to my knowledge and the disclosure made above is not motivated. If, however, found otherwise, I am liable to any disciplinary action as may be decided under the whistle blowing policy of the Company.	
Date:	Signature:

Note: * - You SHOULD NOT attempt to obtain evidence for which you do not have a right of access since whistleblowers are 'reporting parties' and NOT 'investigators'.