



**Odisha
Coal and
Power
Limited**

**WHISTLE BLOWER POLICY
of
Odisha Coal and Power Limited**

20th February 2023

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OCPL WHISTLE BLOWER POLICY

Odisha Coal and Power Limited (“**Company**”) believes in conducting its business in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity, and ethical behavior. As such the Company endeavors to work against corruption in all its forms including demand and acceptance of illegal gratification and abuse of official position with a view to obtain pecuniary advantage for self or any other person.

The Company has framed and adopted conduct, discipline and appeal rules, Service Rules and Standing Orders which govern the conduct of the management, employees, and workmen. The highest authorities of the Company are also empowered to initiate investigations on its own and act on complaints received from public / Employees (defined below), with regard to violation of Company’s rules and procedures and code of ethics in the conduct of business.

Any actual or potential violation of the Company’s rules, regulations and policy governing the conduct of business is a matter of serious concern for the Company. The Company is therefore committed to developing a culture where it is safe for Employees to raise concerns about instances if any, where such rules, regulations and policy are not being followed or any fraud has been committed or business has been conducted in an unethical manner.

1. Objective

The objective of Whistle Blower Policy (“**Policy**”) is to build and strengthen a culture of transparency and trust in the organization and to provide a framework / procedure for responsible and secure reporting of Improper Activities (defined below) (whistle blowing) within the Company and to protect Employees/ persons making Protected Disclosures (defined below) wishing to raise a concern about Improper Activity / serious irregularities within the Company.

The Policy does not absolve Employees from their duty of confidentiality in the course of their work. It is also not a route for taking up personal grievances.

2. Definitions:

- a) “**Company**” means Odisha Coal and Power Limited.
- b) “**Audit Committee**” means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013.
- c) “**Board**” means the Board of Directors of the Company;
- d) “**Chairperson**” means the Chairperson of the Audit Committee;

- e) **“Competent Authority”** means the Chief Executive Officer (CEO) of the Company and will include any person(s) to whom he/she may delegate any of his/her powers as the Competent Authority under this Policy from time to time.
- f) **“Director”** means a Director appointed to the Board of the Company.
- g) **“Employee”** means every employee (whether probationer, confirmed, outsourced or whose name appears on rolls of the Company (whether working in India or abroad), including any ex-employee.
- h) **“Ethics Officer”** means any Officer appointed by the Board and shall be the Nodal Officer to receive and review any ethics associated complaints as well as any improper activity that may be reported from time to time.

The Chairman of the Board of Directors shall designate the nodal officer from a panel of two names recommended by the Audit Committee.

- h) **“Improper Activity”** means any activity that is in violation of any law or the rules of conduct, including but not limited to infringement of Company’s policies, abuse of authority, breach of contract, manipulation of Company data, pilferage of confidential / proprietary information, criminal offence, corruption, bribery, theft, conversion or misuse of the Company’s property, misappropriation of monies, fraudulent claim, actual or suspected fraud or willful omission to perform the duty, or that is economically wasteful or involving gross misconduct, incompetence or gross inefficiency, substantial and specific danger to public health and safety or abuse of authority and any other unethical biased favoured or imprudent act including *inter alia* sexual harassment of women in work place. Activities which have no nexus to the working of the Company and are purely of personal nature are specifically excluded from the definition of Improper Activity.
- i) **“Investigators”** mean and refers to those persons (including any department personnel, Employees, officers, external consultants, or counsel) as may be authorized, appointed, consulted, or approached by the Chairman or the Ethics Officer in connection with conducting investigation into a Protected Disclosure and includes the auditors of the Company.
- j) **“Good Faith”** An Employee shall be deemed to be communicating in good faith if there is a reasonable basis for communication of unethical and Improper Activities or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the Employee does not have personal knowledge on a factual basis for the communication or where the Employee knew or reasonably should have known that the communication about the unethical and Improper Activities or alleged wrongful conduct is malicious, false, or frivolous.
- k) **“Protected Disclosure”** means any communication made in Good Faith that discloses or demonstrates information that may evidence unethical or “Improper Activity”.

- l) **“Service Rules”** means any conduct, discipline and appeal related rules/policies of the Company and/or the applicable Standing Orders, as the case may be.
- m) **“Subject”** means any person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation."
- n) **“Whistle Blower”** means any Employee and / or Director and / or any group(s), making a complaint/Protected Disclosure under this Policy.

3. Eligibility:

A Whistle Blower is eligible to make “Protected Disclosures” in relation to any Improper Activity. An illustrative list of issues in relation to which a Protected Disclosure may be made is as follows:

- a) Any fraudulent activities carried out in any office/ branches (whether in India or overseas).
- b) Indulgence in unethical practices including but not limited to:
 - (i) Misrepresentation of facts or falsification of records of the Company;
 - (ii) Misuse of Company assets/funds (e.g.: forged bills, personal use of Company assets etc.);
 - (iii) Pilferage of confidential information to advance personal interests;
 - (iv) Dual employment directly or indirectly affecting the interest of the Company;
 - (v) Misuse of money belonging to the customers in any form (e.g. Taking unauthorized money /gifts or offer of entertainment from customers etc.);
 - (vi) Any undue favour to the customers for personal gains (e.g. Forging of documents, deliberately hiding important facts etc.);
 - (vii) Misusing/taking advantages of functional procedural lapse including misrepresentation of the facts;
 - (viii) Indulgence in any unlawful act involving violation of any criminal/civil law/legislations;
 - (ix) Breach of Company policies;
 - (x) Negligence causing substantial and specific danger to public health and safety;
 - (xi) Dangerous practice(s) likely to cause physical harm/damage to any person/property;
 - (xii) Abuse of power or authority for any unauthorized or ulterior purpose;
 - (xiii) Unfair discrimination, coercion, harassment in the course of employment or provision of services;
 - (xiv) Bribery or participation in corrupt activities; and/or
 - (xv) Unauthorized communication of any unpublished price sensitive information about the Company and/or its clients.
 - (xvi) Deliberate violation of law/regulation, unlawful in the region (or) state;
 - (xvii) Violation of confidential and proprietary obligations;

- c) Grievances arising out of (a) and (b) above;
- d) Any Employee and / or Director, knowingly withholding information in any form regarding any unethical practices/activities in one's workplace will also constitute Improper Activity on the Employee's/or Director's part.

4. Guiding Principles:

- a) Protected Disclosures are acted upon in a time bound manner.
- b) Complete confidentiality of the Whistle Blower is maintained.
- c) The Whistle Blower and / or the person(s) processing the Protected Disclosure(s) are not subjected to victimization.
- d) Evidence of the Protected Disclosure(s) is not concealed and appropriate action including disciplinary action is taken in case of attempts to conceal or destroy evidence.
- e) Subject of the Protected Disclosure i.e. person against or in relation to whom a Protected Disclosure has been made, is provided an opportunity of being heard.

5. Whistle Blower – Role & Disqualifications:

A. Role:

- a) The Whistle Blower's role is that of a reporting party with reliable information.
- b) The Whistle Blower is not required or expected to conduct any investigations on his/her own or otherwise act as an investigator or a finder of facts.
- c) The Whistle Blower to ensure that the Protected Disclosure does not contain any baseless allegations, speculative matters.
- d) Whistle Blowers should not misuse this Policy as a defense or a mechanism to mislead the Company against a legitimate action initiated.
- e) This Policy is not to be used for reporting any routine/ administrative matters.
- f) Protected Disclosure will be appropriately dealt with by the Ethics Officer and/or the Chairperson, as the case may be.
- g) The Whistle Blower shall have a right to be informed of the disposition of his disclosure except for overriding legal or other reasons on his written request.

B. Access to the Chairperson

The Whistle Blower shall also have access to the Chairperson directly in exceptional cases such as where the compliant/Protected Disclosure has been received against and/or with respect to person designated as Competent Authority or the Ethics Officer himself etc. In such scenarios, the Chairperson is authorized to prescribe such directions, as he/she may deem suitable in this regard.

C. Disqualifications:

- a) Genuine Whistle Blowers will be accorded protection from any kind of unfair treatment / victimization. However, any abuse of this protection will warrant disciplinary action against him. Incidents of retaliation against the Whistle Blower or person investigating the matter or assisting in the investigation would be taken seriously by the Company and will result in appropriate disciplinary action against the person who committed the act of retaliation.
- b) Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be motivated or malafide or malicious or frivolous, baseless, or reported otherwise than in Good Faith, will be liable for disciplinary action as per the applicable Service Rules of the Company.
- c) Whistle Blowers, who make three or more Protected Disclosures, which have been subsequently found to be malafide, frivolous, baseless, malicious, or reported otherwise than in Good Faith, will be disqualified from reporting further Protected Disclosure under this Policy. In respect of such Whistle Blowers, the Company/ Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

6. Procedures - Essentials and handling of Protected Disclosure:

- a) All Protected Disclosures/complaints should be made in writing and sent through appropriate channels as identified in this Policy. The Protected Disclosure is required to contain adequate details on the events to which the disclosure pertains. To the extent possible, the said Disclosure should contain specific and reliable information and proper evidence to allow for proper assessment of the nature and extent of the concern. An investigation of unspecified wrongdoing or broad allegations would not be undertaken.
- b) The Protected Disclosure / complaint should be attached to a letter bearing the identity of the Whistle Blower/ complainant i.e. his/her Name, Employee Number, Contact Number and Location, and should be submitted in a **closed / secured / sealed envelope** addressed to the Ethics Officer which should be **super scribed "Protected Disclosure"**. (If the envelope is not super scribed and closed / sealed / secured, it will not be possible to provide protection to the Whistle Blower as specified under this Policy).

- c) If the Whistle Blower believes that there is a conflict of interest between the Ethics Officer and the Whistle Blower, he may send his Protected Disclosure directly to the Chairperson. Further, if the Whistle Blower has reasons to believe that his Protected Disclosure may contain information likely to impact the Chairperson and result in a possible conflict of interest, he/she may send his/her Protected Disclosure to the remaining members of the Audit Committee and shall be dealt with, by them in such manner as they may deem appropriate.
- d) Anonymous or pseudonymous Protected Disclosure shall not be entertained.
- e) Protected Disclosure should either be typed or written in legible handwriting in English, Hindi, or Regional language of the place of employment of the Whistle Blower and should provide a clear understanding of the Improper Activity involved, or issue / concern raised.
- f) 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 should keep in investigation.
- g) Investigations into any Improper Activity which is the subject matter of an inquiry or order under the Public Servants' Inquiries Act, 1850 or under the Commissions of Inquiry Act, 1952 will not come under the purview of this Policy.
- h) The e-mail ids (contact details) of the Ethics officer and Chairperson and the Ethics Officer shall be notified by the OCPL :
 - (i) Ethics Officer : ethicsofficer@ocpl.org.in
 - (ii) Chairperson of the Audit Committee : md@opgc.co.in

7. Investigations and Role of Investigators:

On receipt of any Protected Disclosure, the Ethics Officer or the Chairperson (as the case may be) shall detach the covering letter and verify / confirm the authenticity of the Whistle Blower. On receipt of confirmation, the Protected Disclosure may be forwarded to the Investigators for investigation.

A. Investigation Process:

- a) Investigations will be launched only after a preliminary review by the Ethics Officer or the Chairperson, as the case may be, which establishes that:
 - (i) The alleged act constitutes an Improper Activity or unethical conduct; and
 - (ii) The allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information but it is felt that the concerned matter deserves investigation.
- b) The Ethics Officer or the Chairperson (as the case may be) will, depending on the details of the Improper Activity received, outline the detailed procedure and scope for the

conduct of such investigation, including on appointment of Investigators. The Chairperson and/or the Ethics Officer shall have all powers to effectively deal with the complaint/Protected Disclosure and the same powers shall vest in the Investigators once appointed.

- c) If the Ethics Officer or Chairperson determines that an investigation is not warranted, reason(s) for such determination shall be recorded in writing.
- d) If the Ethics Officer or Chairperson is prima facie satisfied that the Protected Disclosure warrants investigation of the alleged Improper Activity, the Ethics Officer or Chairperson will direct appropriate investigating machinery of the Company to investigate the matter.
- e) The decision to conduct an investigation taken by the Ethics Officer or the Chairperson is by itself not to be construed as an accusation and is to be treated as a neutral fact-finding process.
- f) The identity of a Subject and the Whistle Blower will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- g) Subjects will normally be informed of the allegations at the onset of a formal investigation and will be given opportunities for providing their inputs during the investigation.
- h) Subjects shall have a duty to co-operate with the Ethics Officer/Chairperson 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.
- i) 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.
- j) Unless there are compelling reasons not to do so, Subjects will be given the opportunity of being heard, respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- k) Subjects have a right to be informed of the outcome of the investigation.
- l) The investigation shall be completed normally within 45 days of the date of receipt of the Protected Disclosure or such extended period as the Ethics Officer/Chairperson may permit for reasons to be recorded. In case the investigation is being carried out by Investigators, the findings of the investigation are to be reported to Ethics Officer/Chairperson within the prescribed time period.

- m) The Investigators shall have the right to call for information/ document and/or examination of any Employee (including the Subject and Whistle Blower) as they may deem necessary to the process of investigation;

B. Role of Investigators:

- a) Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority from Audit 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 perform their role in an independent and unbiased manner. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.

8. Protection:

- a) The identity of the Whistle Blower shall be kept confidential.
- b) No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy.
- c) Complete protection will be given to Whistle Blowers 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 Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure.
- d) 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.
- e) A Whistle Blower may report any violation of the above clause to the Competent Authority who shall investigate into the same and take corrective action as may be required.
- f) Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

9. Action:

- a) If an investigation discloses the existence of any Improper Activity, the Ethics Officer or Chairperson, as the case may be, shall be entitled to take or may direct the concerned

authority to take disciplinary action under the provision of applicable Service Rules and / or initiate action under applicable statutory provisions.

- b) If the Ethics Officer or Chairperson, as the case may be, is satisfied that the Protected Disclosure is false, motivated, or vexatious, he/she may report the matter to the concerned disciplinary authority for appropriate disciplinary action against the Whistle Blower.
- c) The Ethics Officer or Chairperson, as the case may be, shall take such other remedial action as deemed fit to remedy the Improper Activity mentioned in the Protected Disclosure or to prevent the re-occurrence of such Improper Activity.
- d) If the Ethics Officer or Chairperson, as the case may be, is of opinion that the investigation discloses that no further action on the Protected Disclosure is warranted, he shall so record in writing.
- e) The Whistle Blower shall not determine the appropriate corrective or remedial action that may be warranted. In case a Whistle Blower is not satisfied with the action taken on the Protected Disclosure submitted, then he/she may write to the Chairperson with details of his/her disclosure and reason for dissatisfaction. The Chairperson will take appropriate steps after consultation with the other members of the Audit Committee. The decision of the Audit Committee shall be final for such cases.
- f) All parties, including the Whistle Blower and the Subject shall (a) maintain confidentiality of all matters that form part of the Protected Disclosure(s); (b) discuss matters relating to the Protected Disclosure(s) only to the extent so required or with those persons as required for the completion of the process of investigation.

10. Reporting and Review:

The Ethics Officer shall submit a quarterly report (including nil reports) of the Protected Disclosures (other than those directly being reported to the Chairperson) received, and of the investigation conducted, and of the action taken, to the Audit Committee.

The Audit Committee shall have power to review any action or decision taken by the Ethics Officer. The Ethics Officer shall have the liberty to bring the complaint of any specific Improper Activity to the attention of the Chairperson, should he deem this appropriate.

11. Communication:

The Policy cannot be effective unless it is properly communicated to employees. Therefore, this Policy shall be published on the internal and external website of the Company.

12. 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 five years or any other period, specified by any other law for the time being in force. All necessary steps shall be taken by all parties and the Company to obtain and preserve relevant emails, business communications, financial documents, or other evidence that is relevant to the scope of their investigation. Such information shall be preserved in line with the existing policies of the Company.

13. Amendments/Modifications:

The Company reserves its right to amend or modify this Policy in whole or in part, at any time with the approval of Board. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to the Employees and Directors.