

# **KERALA STATE ELECTRICITY BOARD LIMITED**



## **CORPORATE SOCIAL RESPONSIBILITY POLICY**

Registered Office: Vydyuthi Bhavanam, Pattom, Thiruvananthapuram – 695004  
CIN: U40100KL2011SGC027424 Ph: 0471-2514491 Fax: 0471-2448213  
Email id:mfkseb@ksebnnet.com website: www.kseb.in

# KERALA STATE ELECTRICITY BOARD LIMITED

Incorporated under the Companies Act, 1956  
CIN: U40100KL2011SGC027424



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by addressing various needs of the society through its CSR programs. Stakeholders include employees, customers, business partners, clients, civil society groups, Government of Kerala and non-Government organizations, local communities, environment and society at large. The Company and its people are committed to society, ecology and environment. Company also realizes that caring for the society, country and the planet is not philanthropy or generosity-it is the very way of doing sustainable business.

### 3. OBJECTIVES

The main objective of CSR policy is to lay down guidelines for the company to make CSR a business process for sustainable development for the Society. It aims at supplementing the role of the Government in enhancing welfare measures of the society based on the immediate and long term social and environmental consequences of their activities.

### 4. GOVERNANCE

4.1 The Board of Directors of the company shall constitute a CSR Committee of the Board Directors consisting of three or more directors, out of which at least one shall be an Independent Director.

4.2 The Committee shall—

(a) Formulate and recommend to the Board of Directors, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act 2013;

(b) Recommend the amount of expenditure to be incurred and a CSR budget on the activity specified in Schedule VII and

(c) Monitor the implementation of Corporate Social Responsibility Policy of the company from time to time.

4.3 The Committee shall meet as and when deemed necessary.



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- 4.4 The Quorum of meeting of CSR Committee shall be one third of the total strength or three directors whichever is higher.
- 4.5 The CSR Committee may invite Officers, Advisors & Auditors etc of the Company, Representatives of Social Organizations, and such other person (s) as it may consider necessary to attend the meeting.
- 4.6 The Company Secretary of the company shall be the Secretary to the CSR Committee and shall keep the records as per the provisions of the Act.

## 5. CSR BUDGET

- 5.1 For achieving its CSR objectives budget provision for CSR activities shall be decided by the Board of Directors based on the recommendation of the CSR Committee. The same will be utilized for CSR activities (either new or ongoing) as per the recommendation of CSR Committee.
- 5.2 In exceptional circumstances budget allocation may be varied with the approval of the Board of Directors.
- 5.3 Any surplus arising out of the CSR projects, programs or activities will not form part of the business profit of the company.

## 6. CSR ACTIVITIES

- 6.1 All items that are enumerated in Schedule VII of the Companies Act, 2013 read with Rules made there under as amended up to date can be undertaken by the Company under the CSR Policy. The updated list of the activities on the date of formation of this policy is enclosed (ANNEXURE I) and shall form essential part of this policy.
- 6.2 The CSR Activities shall be undertaken only in India for the benefit of the public provided that the preference shall be given to the places in the State of Kerala and areas where the Company operates for undertaking the CSR activities.



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## 7. LIST OF PRIORITY PROJECTS

7.1 The Company has currently identified the following priority projects / programs to be under taken out of the CSR activities in Clause 6 of the policy.

- a. Rural Infrastructure development, such as construction of roads, community halls, sanitation facilities, rural housing colonies etc;
- b. Providing relief to victims of Natural Calamities like Earth Quake, Cyclone, Drought or Flood situation etc;
- c. Eradication of Hunger and Poverty;
- d. Infrastructure development and housing colonies projects in coastal area of Kerala;
- e. Pollution control awareness programme;
- f. Sports & Cultural activities-Promotion of nationally recognized sports & Sports related infrastructure ;
- g. Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government or the State Governments or any other funds for socioeconomic development and relief and for the welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- h. Reducing child mortality and improving maternal health;
- i. Promoting education including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
- j. Environment Sustainability, ecological balance,afforestation;
- k. Promoting Health Care including preventive health care and sanitation and;
- l. Contributions or funds provided to technology incubators located within academic institutions, which are approved by the Central Government.





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Notwithstanding the listing of the priority projects, the CSR Committee may accept CSR Projects falling within the areas in Clause 6 of the policy above, at its discretion.

## 8. MANNER OF SELECTION AND EXECUTION OF CSR PROJECTS

- 8.1 CSR activities will be undertaken by the Company as projects or programs or activities (either new or ongoing), excluding activities undertaken in pursuance of its normal course of business. The CSR activities shall be carried out either directly by the company or through contribution/donation made to such other organization/institutions as may be permitted under the applicable laws from time to time.
- 8.2 A CSR Project may be selected by the CSR Committee, either based on its own discretion, or based on recommendations by any stakeholder. The detailed rules/procedure on the manner of identification of CSR project or programs or activities and on its implementation/execution shall be formulated by the CSR Committee.
- 8.3 The CSR committee shall recommend for approval of Board of Directors the CSR projects and programs which the company plans to undertake in a year, specifying modalities of execution of such projects or programs and implementation of schedules for the same. However, the Chairman & Managing Director may accord approval to carry out the CSR Activities which are emergent in nature, and the details of such activities shall be provided to the CSR Committee for information.

## 9. CSR EXPENDITURE :

- 9.1 The Company shall spend at least 2% of average Net Profit of the preceding three financial years, net profit being calculated in accordance with provisions of the Act.
- 9.2 CSR Expenditure includes all expenditure including contribution to corpus, the projects or programs relating to CSR activities



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approved by the Board of Directors on the recommendation of the CSR committee but shall not include on any item not in conformity or not in line with the activities which fall within the purview of Schedule VII of the Act. Where the Company fails to spend the stipulated amount in CSR activities, it shall disclose for the reasons for not spending the amount, in Board's report. Any fund that is left unutilized in any financial year, shall be carried forward to the next year as per the provisions of the Companies Act, 2013.

- 9.3 Any expenditure incurred for building CSR capacity whether own or that of eligible Implementing agency shall not exceed five percent of total CSR expenditure of the Company in one financial year.

## 10. EXCLUSION FROM CSR ACTIVITIES

10.1 The following activities shall not form part of the CSR activities of the Company:

- a. The activities undertaken in pursuance of normal course of business of the company.
- b. CSR Activities that benefit only the employees of the Company and their families.
- c. Any contribution directly/indirectly to political party or any funds directed towards political parties .
- d. Any CSR Activities or programs or projects undertaken outside India.

## 11. MONITORING & DISCLOSURE:

11.1 The CSR Committee shall be responsible for monitoring the progress of CSR activities and amount spent on said activities shall be reported to the Board of Directors from time to time.



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- 11.2 The Board's report shall include an annual report on CSR containing the particulars of the CSR activities in the manner as specified in the Rules.
- 11.3 The CSR Policy shall be placed in the website of the company in the manner as specified in the Rules.

## 12. GENERAL

- 12.1 In case of any doubt with regard to any of the provisions of this Policy and also in respect of matters not covered herein, a reference to be made to the CSR Committee. In all such matters, the interpretation and decision of the CSR Committee shall be final.
- 12.2 Any or all provisions of the CSR Policy would be subject to revision / amendment based on changing needs or in accordance with the requirements of the law for the time being in force.
- 12.3 The Board of Directors on its own and/or as per the recommendations of the CSR Committee can amend any provisions of this Policy, as and when required as deemed fit.

This policy is adopted by the Board of Directors in its meeting held on 29<sup>th</sup> September 2016 with immediate effect.

Place: Thiruvananthapuram  
Date: 29.09.2016

For Kerala State Electricity Board Limited

A handwritten signature in black ink, appearing to read 'S. S. Antony', is written over a faint circular stamp.

Chairman & Managing Director





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## ANNEXURE I

### SCHEDULE VII OF THE COMPANIES ACT, 2013 REGARDING CORPORATE SOCIAL RESPONSIBILITY

The following items can be undertaken under Corporate Social Responsibility:

- (i) Eradicating hunger, poverty & malnutrition, promoting health care including preventive health care & sanitation including contribution to Swach Bharat Kosh set up by the Central Government for the promotion of sanitation & making available safe drinking water;
- (ii) Promoting education, including special education and employment enhancing vocation skills specially among children, women, elderly & the differently abled & livelihood enhancement projects;
- (iii) Promoting gender equality, empowering women, setting up homes & hotels for women and orphans, setting up old age homes, day care centres & such other facilities for senior citizens & measures for reducing inequalities faced by socially & economically backward groups;
- (iv) Ensuring environmental sustainability, ecological balance, protection of flora & fauna, animal welfare, agroforestry, conservation of natural resources & maintaining quality of soil, air & water including contribution to the Clean Ganga Fund set up by the Central Government for rejuvenation of river Ganga;
- (v) Protection of national heritage, art & culture including restoration of buildings & site of historical importance & work of art; setting up public libraries; promotion & development of traditional arts and handicrafts;
- (vi) Measures for the benefit of armed forces veterans, war widows and their dependants;
- (vii) Training to promote rural sports, nationally recognized sports, paralympic sports & Olympic sports;



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- (viii) Contribution to Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development & relief & welfare of the Schedules castes, the schedules tribes, other backward classes, minorities & women;
- (ix) Contributions or funds provided to technology incubators located within academic institutions, which are approved by the Central Government;
- (x) Rural Development Projects
- (xi) Slum area development.





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Phone: +91 471 2514491, 2514620 Fax: 0471 2554039

E-mail: [cs@kseb.in](mailto:cs@kseb.in); Website: [www.kseb.in](http://www.kseb.in). CIN : U40100KL2011SGC027424

No.CS/Vigil Policy/2016-17

Date: **28**.09.2018.

### CIRCULAR

Sub:- Kerala State Electricity Board Limited – Whistle Blower Policy- Circulated – Reg.

Ref:- B.O(DB)No.61/2018(CS/Vigil Policy/2016-17) dated:06.01.2018.

As per Section 177(9) of the Companies Act, 2013 it is statutorily required to establish a Vigil Policy (Whistle Blower Policy) of the Company for the employees to address genuine complaints about unethical behavior, actual or suspected fraud, or violation of Company's general guidelines on conduct of its affairs. The Board of Directors in its 35<sup>th</sup> Meeting held on 15.11.2017 has resolved to approve the Vigil Policy Document for implementation in Kerala State Electricity Board Limited, with immediate effect. The Audit Committee in its 12th meeting held on 21.07.2018, decided that the vigil policy of the company may be given wide publicity in order to bring awareness of the same among the employees.

In view of the above, the Vigil Policy (Whistle Blower Policy) Document of Kerala State Electricity Board Limited is circulated herewith for the awareness of Officers and Employees of the Company.

  
SECRETARY (ADMINISTRATION)

Attachment: Whistle Blower Policy of Kerala State Electricity Board Limited.

Copy to:

1. The TA to Chairman & Managing Director, KSEB Limited
2. The TA to Director (CP, SCM, Safety & Generation-Electrical)/Director (Trans. & System Operation)/Director (Gen, Civil & HRM)/Director (Distribution & IT).
3. The PA to Director (Finance)
4. The Senior CA to the Secretary (Administration).
5. Library/Stock file/General Stock file.

# KERALA STATE ELECTRICITY BOARD LIMITED



## WHISTLE BLOWER POLICY



## **KERALA STATE ELECTRICITY BOARD LIMITED**

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Reg. Office: Vidyuthi Bhavanam, Pattom, Thiruvananthapuram - 695 004,  
CIN :U40100KL2011SGC027424, website: www.kseb.in

### **Corporate Office (Audit)**

5<sup>th</sup> Floor, Vidyuthi Bhavanam, Pattom, Thiruvananthapuram - 695 004,  
Phone No. : 0471-2448584, 2514485, Fax : 0471-2448584

Email : cia@ksebnnet.com

## **1. BACKGROUND**

1.1. As per Section 177 of the Companies Act 2013, every listed company or such class or classes of companies, as may be prescribed, needs to establish a Vigil mechanism for the employees to report to the management, their concern about unethical behaviours, actual or suspected fraud, or violation of the company's General guidelines on conduct of its affairs. This mechanism shall 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.

1.2. Rule-7 of the Companies (Board Meeting and its Powers) Rules, 2014, provides that every listed company and the companies belonging to the following class or classes shall establish a vigil mechanism for their employees to report genuine concerns and grievances:

- i. Companies which accept deposits from the public; and
- ii. Companies which have borrowed money from banks and public financial institutions in excess of Rs. 50 crores.

Kerala State Electricity Board Limited being a company covered under the above criteria is committed to establish a Whistle Blower Policy.

1.3. KSEB Ltd believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.



1.4. The purpose of this Whistle Blower Policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees intending to raise a genuine concern about serious irregularities within the Company or in relation to its associates. However, any 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.

1.5. The Whistle Blower Policy does not tantamount in any manner to dilute the vigilance mechanism prevailing in KSEB Ltd.

## 2. DEFINITIONS.

2.1. **“Associates”** means and includes vendors, suppliers and others with whom the company has any financial or commercial dealings.

2.2. **“Audit Committee”** means the Committee constituted by the Board of Directors of the Company in accordance with the provisions of the Companies Act 2013.

2.3. **“Board”** means the Board of Directors of the Company as in force.

2.4. **“Company”** means Kerala State Electricity Board Limited.

2.5. **“Convener”** means Convener of the audit committee who is an Officer designated as “Company Secretary/Assistant Company Secretary” of the Company or any other officer as may be nominated by the Chairman & Managing Director.

2.6. **“Employee”** means any person in the employment of the company and includes functional Directors and also persons on deputation to the company.

2.7. **“Functional Director”** means a Director who is also in full time employment of the company.

2.8. **“Investigators”** means the Nodal officer authorized, appointed, consulted or engaged by the Audit committee and includes the auditors of the company.

2.9. **“Motivated Complaint”** means a complaint found to be deliberately false or motivated by revenge/enmity/mischief or extraneous considerations unless proved otherwise.

2.10. **“Nodal Officer”** means an officer designated as “Chief Vigilance Officer” of the company or any other officer as may be assigned by the Board of Directors

- 2.11 **“Protected Disclosure”** means a disclosure made by an employee of the Company, through a written communication and made in good faith which discloses or demonstrates information about wrongful conduct. However, the Protected Disclosure shall be factual and not speculative or in the nature of an interpretation / conclusion and shall contain as much specific information as possible to allow for proper assessment of the nature and extent of the disclosure.
- 2.12 **“Subject”** means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- 2.13 **“Whistle Blower”** means an employee of the Company who makes a Protected Disclosure under this Policy.
- 2.14 **“Wrongful Conduct”** means violation of law, misuse or abuse of authority, actual or suspected fraud, any deliberate concealment of such abuse or fraud, infringement of Company’s rules, misappropriation of company’s funds/assets, any apparent collusion with its associates, negligence resulting in substantial and specific danger to public health and safety, nepotism or any dishonest or intentionally improper conduct on the part of the employee by which the interest of the company is affected.

### 3. **POLICY OBJECTIVES**

A Whistle Blower (Vigil) Policy provides a channel to the employees to report to the management, their bonafide concerns about any wrongful Conduct, without any apprehensions.

### 4. **ELIGIBILITY**

All employees of KSEB Ltd as defined in this Policy are eligible to make “Protected Disclosures” under this Policy.

### 5. **DISQUALIFICATIONS**

- 5.1 While it will be ensured that genuine whistleblowers are accorded complete protection from any kind of unfair treatment or herein set out, any abuse of this protection will warrant disciplinary action.

5.2 Protection under this act would not mean protection from disciplinary action arising out of false or bogus allegations made by a whistleblower knowing it to be false or bogus or with malafide intention.

5.3 Whistleblowers who make three or more protected disclosures in his / her whole service 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 disclosures under this policy. In respect of such Whistleblowers the Audit committee reserves the right to recommend appropriate disciplinary action.

## **6. SCOPE OF THE POLICY**

6.1 This policy covers any Wrongful Conduct and activities on account of which the interest of the Company is adversely affected.

6.2 This policy does not release the employees and others from their duty of confidentiality in the course of their work and it cannot be used as a route for raising malicious or unfounded allegations against any person in the company.

6.3 The Policy does not cover the following:

- a) Frivolous, anonymous and bogus complaints;
- b) Motivated Complaints
- c) Any matter already addressed/pursued under disciplinary or other procedures of the Company or any court of law.
- d) Career or employment related complaints;
- e) Other personal grievances.

## **7. ROLE OF WHISTLE BLOWER**

7.1 The Whistle Blowers' role is that of a bonafide reporting party of information and they are not required or expected to act as investigators or fact finders, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.

7.2. Whistle Blowers shall not act on their own in conducting any investigative activities nor do they have a right to participate in any investigative activities.

## **8. VIGIL MECHANISM**

Vigil Mechanism of the Company shall consist of

1. The Chairman & Members of the audit committee.
2. The Nodal Officer who is responsible to conduct investigations and
3. The Convener who is responsible for handling all administrative matters related to the functioning of the Vigil Mechanism.

## **9. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES**

- 9.1 Protected disclosure shall be reported by the Whistle Blower in writing. This shall be either type written or legibly hand written either in English or Malayalam. The disclosure shall be made as soon as possible after he /she becomes aware of the same and the cause of action of the alleged complaint should not exceed 3 months as on date of making complaint.
- 9.2 The Protected Disclosure shall be submitted in a closed and secured envelope and should be super scribed as "Protected Disclosure under Whistle Blower Policy". No acknowledgement will be issued and the Whistle Blowers need not write their name/address on the envelope and shall not enter into any further correspondence with the Audit Committee/Chairman.
- 9.3 Anonymous/ Pseudonymous disclosure shall not be entertained by the Audit Committee/ Chairman.
- 9.4. Protected Disclosure(s) against officers on deputation to the Company (except All India Service Officers, Judicial officers from State Judiciary and Central Civil Service Officers ) would be enquired into as per procedures laid down in this policy and the enquiry report shall be forwarded to the competent authority of his/her parent Company / department for further action. Credible complaint(s), if any, received against All India Service Officers, Judicial officers from State Judiciary and



Central Civil Service Officers on deputation will be forwarded to the competent authority of his/her parent department for further action.

- 9.5 If the Chairman & Managing Director of the Company is not an Officer on deputation from All India Service or the State Judiciary, the Audit Committee shall be the competent authority to decide on investigation and the report of the investigation with the remarks/ recommendations of the Audit Committee shall be forwarded to Government for further actions.
- 9.6 The Protected Disclosure shall be given without revealing his/her identity. But a detachable address slip of the whistle blower with his/her name and signature shall be attached with it in order not to be anonymous.
- 9.7 On receipt of the protected disclosure, the Chairman of the Audit committee will detach the address slip bearing the identity of the Whistle Blower and Process only the protected disclosure.
- 9.8 All protected disclosures shall be addressed to the Chairman of the Audit Committee at the following address:  
The Chairman of the Audit Committee,  
Kerala State Electricity Board Ltd  
Registered Office, Vidyuthy Bhavanam  
Pattom P.O; Trivandrum - 695004, Kerala State.
- 9.9 The Audit Committee shall confirm the identity of the Whistle Blower.
- 9.10 The Audit Committee shall make a detailed record of the protected disclosure which shall include:
- a. Brief facts of the disclosure.
  - b. Whether the same Protected Disclosure was raised previously by anyone and if so, the outcome thereof.
  - c. Whether any protected disclosure was raised previously against the same subject(s).



- d. Financial /other loss which has been incurred /would have been incurred by the company.
- e. Findings of investigators.
- f. Recommendations of the Audit Committee for disciplinary/other actions
- g. Details of actions taken by the Disciplinary authority on the recommendations of the Audit Committee.

9.11 For administrative convenience Audit Committee is entitled to authorize Convener or competent person to carry out the responsibilities stated in 9.1 and 9.11 above.

## **10. INVESTIGATION**

- 10.1. Audit Committee shall conduct a meeting within 30 days from the date of receipt of the protected disclosure and shall make a preliminary scrutiny exercising authorities under clause 10.2.
- 10.2. For all Protected Disclosures under this Policy against the Employees, the Audit Committee shall be the competent authority to decide whether allegations/ protected disclosures are credible, requiring detailed investigation or not.
- 10.3. If in the opinion of the Audit Committee, the disclosure is found to be frivolous or a motivated complaint or made with malicious intentions, the Committee may close the matter after noting the same in file with reasons & justifications for the decision.
- 10.4. All Protected Disclosures prima facie found genuine shall be admitted and investigated. The Committee shall entrust the Nodal officer to investigate the matter and the Nodal Officer, may at his/her discretion consider involving any other officer(s) under him/her for the purpose of investigation.
- 10.5 The identity of the subject will be kept confidential to the extent possible given the legitimate needs of law and investigation.

- 10.6 If any member of the Audit Committee has a conflict of interest in any given case, he/she should recuse himself/herself and the other members of the audit committee would deal with the issue on hand.
- 10.7 The decision to conduct an investigation taken by the Audit Committee is per se not an accusation and it is to be treated as neutral fact finding process.
- 10.8. Subject (s) shall be informed in writing of the allegations before formal investigation and shall be given opportunity of being heard and reasonable time will be given to rebut the allegations with credible evidences.
- 10.9. The investigation shall be completed and the report thereof submitted to the Audit Committee within 60 days of receipt of the protected disclosure or within such extended time as may be decided by the Audit Committee on case to case basis.

#### **11. RIGHTS AND DUTIES OF SUBJECTS**

- 11.1 Subject (s) shall have a duty to co-operate with the Nodal officer, Chairman of the Audit Committee or any of the officers appointed by the Audit Committee and such a co-operation will not compromise self – incrimination protection available under the applicable laws.
- 11.2 Subjects have a right to consult a person /persons of their choice, except the Nodal officer/Investigator/members of the Audit Committee or the Whistleblower but shall be free at any time to engage a counsel at their own cost to represent them in the investigation proceedings.
- 11.3 Subject (s) shall not interfere with the investigation. Evidences shall not be withheld, destroyed or tampered with and the witness shall not be influenced, threatened or intimidated.
- 11.4. Subject (s) shall have a right to be informed of the outcome of the investigations, but during the course of investigation he is not entitled to be informed about the progress

## **12. DECISION AND REPORTING.**

12.1 On receipt of the Report from the Nodal Officer, the Audit committee shall review the same and shall forward the report along with their remarks/recommendations to the Chairman and Managing Director of the Company.

12.2 The Chairman & Managing Director of the company shall decide whether a disciplinary action against the subject (s) is needed and if an action is found needed, the report with his decision shall be communicated to the appropriate disciplinary authority of the subject (s) for further course of action and on either case the decision of the Chairman & Managing Director shall be communicated to the Audit Committee.

## **13. SECRECY/ CONFIDENTIALITY.**

The Whistle Blower, and all the Officers connected with the process shall maintain confidentiality of all matters under this policy.

## **14. PROTECTION.**

14.1 No unfair treatment shall be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this policy. The Company shall ensure that any kind of discrimination, harassment, victimization or any other unfair employment practice is not adopted against Whistle Blowers. Complete Protection will, therefore, be given to the Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination / suspension from 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 disclosures. The Company shall take all necessary steps to minimize difficulties, which the Whistle Blower may have to experience consequent on making the Protected Disclosure.

14.2. The identity of the Whistle Blower shall be kept confidential.

14.3. Any other person or employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

Provided, that the whistle blower before making protected disclosure, shall have reasonable belief that an issue exists and he has acted in good faith. This policy does not protect any employee from an adverse action taken independent of his/her disclosure of unethical and improper practice etc, unrelated to a disclosure made pursuant to this policy.

#### **15. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE**

The Whistle blower shall have right to access the Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

#### **16. NOTIFICATION**

Whistle blower Policy shall be notified appropriately including electronic media so as to reach the notice of all employees of the Company.

#### **17. RETENTION OF RECORDS/ DOCUMENTS**

All Protected disclosures documented along with the results of investigation relating thereto, shall be retained by the Company for a period of 5 (Five) years or such other longer period as may be prescribed.

#### **18. ADMINISTRATION OF THE POLICY**

Audit Committee shall furnish a quarterly report on the functioning of the Whistle Blower Policy inclusive of a status report on the total number of complaints received/ dropped/ investigated/ reported etc, to the Chairman and Managing Director of the Company. The Chairman and Managing Director of the company shall report to the Board of Directors on the actions taken on the Investigation Reports based on remarks/recommendations of the Audit Committee.

**19. REVIEW AND AMENDMENT**

The KSEB Ltd reserves the right to review the policy any time and to amend or modify this policy in whole or in part, without assigning any reasons whatsoever. However, no such amendment or modification shall have effect unless the same is properly communicated to the employees.

- 20.** This policy is adopted by the Board of Directors in its meeting held on 15.11.2017.

Place: Thiruvananthapuram

For Kerala State Electricity Board Limited

Date: 25/11/2017

  
**CHAIRMAN & MANAGING DIRECTOR**