



### PART-III

## VIGIL MECHANISM AND WHISTLE BLOWER POLICY

### OBJECTIVE

To institute a Vigil Mechanism for all the Employees and Directors of West Bengal Highway Development Corporation Limited to report occurrences of unethical behaviour, actual or suspected fraud or violation of the Code of Conduct of WBHDCL.

### COVERAGE

This Vigil Mechanism of the West Bengal Highway Department applies to all the employees and Directors of the Company.

### DEFINITIONS

Unless the context otherwise requires, the following words and expressions as under herein shall have the following meanings ascribed to them:

“**Audit Committee**” means the Audit Committee of the Company.

“**Code**” means the Employee Code of Conduct and includes various codes made applicable to the Employees of the Company from time to time.

“**WBHDCL**” means West Bengal Highway Development Corporation Limited.

“**Company**” means WBHDCL.

“**Director**” means, the Board of Directors of WBHDCL.

“**Employee**” means every employee employed with the Company employed for any work on regular, temporary, adhoc or daily basis, either directly or through an agent/contractor, with or without the knowledge of the principal employer, whether for remuneration or not, or working on a voluntary basis or otherwise, whether the terms of employment are express or implied and includes a contract worker, probationer, trainee, apprentice or called by any other such name.

“**Investigators**” mean those persons (including outside agencies/independent authorities) authorised, appointed, consulted or approached by Audit Committee and includes the auditors of the Company.

“**Protected Disclosure**” means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.



“**Subject**” means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

“**Whistle Blower**” means Employee or Director making a Protected Disclosure under this Vigil Mechanism.

## **SCOPE OF WHISTLE BLOWER MECHANISM**

### **A. ELIGIBILITY**

All Employees and Directors of the Company are eligible to make Protected Disclosures under this mechanism in relation to matters concerning.

### **B. PURPOSE**

WBHDCL is committed to the highest possible standards of moral, ethical and legal business conduct. In keeping with this, WBHDCL is also committed to open communication and aims to provide assurance or protection from harassment and victimization for whistle blowing in good faith.

The whistle blower policy of WBHDCL intends to cover serious issues that could have a devastating impact on the Company, such as actions that:

- Are unlawful
- May lead to incorrect financial reporting
- Are not in line with Company policy, including the code of business conduct.

### **C. SAFEGAURDS**

- Harassment or Victimization

Harassment or Victimization of any employee of WBHDCL will not be tolerated.

- Confidentiality

WBHDCL will make every effort to protect the identity of the complainant. Persons making genuine and appropriate complains under this policy are assured of fair treatment.

- Anonymous Allegations

The Company encourages each and every employee to disclose their names to allegations as appropriate follow up questions and required investigation will not be possible unless the source of complaint is identified.



Complaints expressed anonymously will not be investigated.

- Malicious Allegations

Malicious Allegation from any source will result in disciplinary action.

Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be malafide or malicious, frivolous, baseless or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this mechanism.

- Protection

The Company reserves the right to take appropriate actions against anyone (employees of related Third Parties) who initiates or threatens to initiate relation against those who have raised concerns under this policy. In particular, employees who initiate or threaten retaliation will be subject to disciplinary action, which may include summary dismissal. Management will support all employees and encourage them to raise concerns without fear of reprisal.

## D. PROCEDURE

### Process for Raising a Complaint

WBHDCL intends to use the whistle blower mechanism for serious and sensitive issues, such as matters relating to unethical or illegal conduct, incorrect financial reporting.

The above issues should be reported in either of the following ways:

- Directly to the Managing Director or to the Company Secretary of the Company.
- Employment related issues should be reported to the Departmental head, HR Department or the Audit Committee .

## E. REPORTING MECHANISM

- a) The Protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope and should be super scribed as “**Protected Disclosure under Whistle Blowing Policy**” not later than 3 (three) months from the day on which he/she knew or reasonably should have known of the Concern. If the complaint is not super scribed as mentioned above, the Protected Disclosure will be dealt with as if it is a normal disclosure.



- b) All Protected Disclosures should be addressed to the Competent Authority of investigation.
- c) If the Whistle Blower believes that there is a conflict of interest between the Competent Authority and the Whistle Blower, he may send his protected disclosure directly to the Audit Committee of the Company c/o the Company Secretary.
- d) If a Protected Disclosure is received by any executive of the Company other than Competent Authority, the same should be forwarded to the Competent Authority for further appropriate action.
- e) Each Complaint shall be treated confidentially and reviewed by the Management in a prompt manner.
- f) The contact details of the Audit Committee are as under:  
Audit Committee,  
C/O Office of Company Secretary,  
West Bengal Highway Development Corporation Limited  
HRBC Bhawan, Munshi Premchand Sarani, 4<sup>th</sup> & 5<sup>th</sup> floor, Kolkata-21.
- g) In order to protect the identity of the complainant, no acknowledgement to the complainants will be issued and the Whistle Blowers should not write their name/address on the envelope nor enter into any further correspondence with the Company.

#### **F. PROCEDURE FOR HANDLING THE COMPLAINT**

Although it is not expected from an employee to prove his/her allegation still he/she needs to explain to the concerned person that there are sufficient grounds for the allegation.

- a) On receipt of Protected Disclosure, the Competent Authority shall detach the covering letter and verify / confirm the authenticity of the Whistle Blower. On receipt of the confirmation, the Protected Disclosure shall be forwarded to the investigators for investigations.
- b) The Management shall in its discretion engage outside auditors, counsel, any employee of the Company or other experts to assist in the investigation process.
- c) After the covering letter is detached, the dummy complaint (photo copy of the original Complaints) will be given a number with which the original complaint be traced back.
- d) The Original complaint will be kept in a safe/ Almirah. The custody of the safe/Almirah will remain with the Office of the Company Secretary and at no time the complaint can be accessed without proper authority from the Competent Authority Audit Committee as the case may be.
- e) Competent Authority/Audit Committee will take the decision whether the complaint needs to be investigated or it is to be ignored.
- f) Competent Authority/Audit Committee will take no actions on complaints relating to financial and business decision taken by the Company and administrative matters like recruitment, promotion, transfers and other related issues.
- g) Competent Authority/ Audit Committee will also not reconsider any matters which have already been addressed pursuant to disciplinary or other procedure of the Company.



- h) The summary of the reports that are investigated shall be provided to the Audit Committee in the next scheduled Board Meeting of the Company.

## G. INVESTIGATION

Investigations will be launched only after a preliminary review by the Competent Authority which establishes that;

- i) The alleged act constitutes an improper or unethical activity or 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.
1. If the Competent Authority determines that an investigation is not warranted, reason(s) for such determination shall be recorded in writing.
  2. If the Competent Authority is prima facie satisfied that the Protected Disclosure warrants investigation of the alleged improper activity, Competent Authority will direct appropriate investigating machinery of the Company to investigate the matter.
  3. The decision to conduct an investigation taken by the Competent Authority is by itself not to be constructed as an accusation and is to be treated as a neutral fact-finding process.
  4. 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.
  5. Subjects will normally be informed of the allegations at the outset of a formal investigation and will be given opportunities for providing their inputs during the investigation.
  6. Subjects shall have a duty to co-operate with the Competent Authority 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.
  7. Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witness shall not be influenced, coached threatened or intimidated by the Subjects.
  8. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation or wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
  9. Subjects have right to be informed of the outcome of the investigation.
  10. The investigation shall be completed normally within 45 days of the date of receipt of the protected disclosure or such extended period as a Competent Authority may permit for reason to be recorded.

## **H. ROLL OF INVESTIGATORS:**

1. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority from Audit Committee / Competent Authority when acting within the course and scope of their investigation.
2. All Investigators shall perform their role in an independent and unbiased manner. Investigators have a duty fairness, objectivity, thoroughness, ethical behaviour and observance of professional standards.

## **I. ACTION:**

- 1.If the Competent Authority is of the opinion that the investigation discloses the existence of improper activity which warrants disciplinary action against the subject, the Competent Authority shall report the matter to the concerned Disciplinary Authority for appropriate disciplinary action.
- 2.The Competent Authority 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.
- 3.If the Competent Authority is of opinion that the investigation discloses that no further action on the protected disclosure is warranted, he shall so record in writing. Recording should be incorporated in the Annual Report to be submitted to Audit Committee as mentioned in sub-para 1 of para 13 (Reporting & Review).
- 4.The decision of the Audit Committee should be considered as final and no challenge against the decision would be entertained, unless additional information becomes available.

## **J. REPORTING AND REVIEW:**

The Competent Authority shall submit an annual report of the protected disclosures, received, of the investigation conducted, and of the action taken to the Audit Committee of the Company.

The Audit Committee shall have power to review any action or decision taken by the Competent Authority.

## **K. ROLES OF INVESTIGATOR**

- a. A structured approach should be followed to ascertain the credibility of the charge.
- b. Ensure that the confidentiality and secrecy of the issue reported and subject is maintained.
- c. Provide timely update to the Competent Authority on the progress of the investigation.
- d. Ensure investigation is carried out in an independent and unbiased manner.
- e. Document the entire approach of the investigation.
- f. Investigation report including the approach of investigation should be submitted to the Competent Authority with all the documents in support of the observation.



## **L. RETENTION OF DOCUMENTS**

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Competent Authority for a minimum period of seven years.

## **M. RULE OF NATURAL JUSTICE**

WBHDCL strictly believes in the Rule of Natural Justice. "Natural Justice" implies fairness, equity and equality.

## **AMENDMENT**

The Company reserves the right to amend, abrogate, modify or recind/reinstate this entire Vigil Mechanism 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 and directors unless the same is notified to the Employees and Directors.