



## **PPN POWER GENERATING COMPANY PRIVATE LIMITED**

Registered Office: Jhaver Plaza, 3<sup>rd</sup> Floor  
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Corporate Office: “Sunny Side” West Block – I Floor,  
8/17, Shafee Mohammed Road Thousand Lights, Chennai 600 006.  
Tel: 91-44-28291963 Fax: 91-44-28291967,  
CIN:U40101TN1997PTC027477, Website : ppnpower.com

### **WHISTLE BLOWER POLICY**

#### **1. PREAMBLE**

Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies as prescribed in the Companies (Meetings of the Board and its Powers) Rules, 2014, to establish a vigil mechanism through the “Whistle Blower Policy” for directors and employees to report genuine concerns of unethical behaviour, actual or suspected fraud or violation of the Company’s Code of Conduct.

PPN is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express those concerns without fear of punishment or unfair treatment.

Any actual or potential violation of the Code is a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the Nominated Director of the Board in appropriate or exceptional cases.

In compliance of the above requirements, PPN Power Generating Company Private Limited (“PPN” / the “Company”) has established a Vigil Mechanism and formulated a Whistle Blower Policy.

#### **2. POLICY OBJECTIVES**

- i. To enable Directors and Employees to freely communicate their concerns about illegal or unethical practices in the company, if any.
- ii. To enable the Directors and Employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company’s Codes of Conduct or ethics policy or any other genuine concerns or grievances.



- iii. To provide for adequate safeguards against victimisation of Directors and Employees who avail of the vigil mechanism. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

### 3. DEFINITIONS:

**“Employee”** means every employee of the Company and it also includes the Directors of the Company.

**“Code”** means the Company’s Code of Business Conduct and Ethics.

**“Company”** means PPN Power Generating Company Private Limited

**“Nominated Director”** means a Director nominated by the Board of Directors of the Company to play the role of audit committee for the purpose of vigil mechanism to whom other Directors and employee may report their concern.

**“Protected Disclosure”** means a written communication of a concern made in good faith that raises concerns, discloses or demonstrates information about illegal or unethical practices, unethical behaviour, actual or suspected fraud or violation or the Company’s code of conduct or any other genuine concerns or grievances in the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

**“Subject”** means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidences gathered during the course of an investigation.

**“Whistle Blower”** is a Director or Employee or group of employees who makes a Protected Disclosure under this Policy and also refer to in this Policy as complainant.

### 4. SCOPE

The Policy is an extension of the Code of Conduct

The purpose of this policy is to provide a formal mechanism to support responsible whistle blowing.

This Policy covers disclosure of any illegal or unethical practice, unethical behaviour, actual or suspected fraud or violation of the Company’s code of



conduct or any other genuine concerns or grievances in the company and improper or malpractices and events which have taken place/ suspected to take place.

The Whistle blower is not expected to find facts or investigate and provide remedial measures required for a given case and he need not conduct any investigation nor do they have any right to participate in any investigative activities.

This policy is a not a channel for taking up a grievance about any personal grievance and / or complaint.

Any frivolous complaints or untrue allegations will not be taken up for investigation and appropriate action will be taken for the same.

## **5. ELIGIBILITY**

All Directors and permanent Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company. A Whistle Blower reporting a concern must act in good faith and have reasonable grounds for reporting.

## **6. PROCEDURE**

All Protected Disclosures should be reported in writing by the complainant as soon as possible after the Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English or in the relevant regional language.

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 or sent through e-mail with the subject, If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as a normal disclosure.

All Protected Disclosures should be addressed to:-

Name and Address :  
Mr. P E Ramesh  
Company Secretary  
PPN Power Generating Company Private Limited  
Corporate Office: "Sunny Side", West Bloc, 8/17, Shafee Mohammed Street,  
Thousand Lights, Chennai- 60 0006. Tel:28291963  
E-mail: [peramesh@ppnpower.com](mailto:peramesh@ppnpower.com)



In order to protect the identity of the complainant, the Company Secretary will not issue any acknowledgement to the complainants and they are not advised to write their name / address on the envelope nor enter into any further correspondence with the Company Secretary. Anonymous / Pseudonymous disclosure shall not be entertained by the Company Secretary. On receipt of the protected disclosure the Company Secretary shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

All Protected Disclosures will be forwarded to the Nominated Director for investigation.

## **7. INVESTIGATION**

All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Nominated Director will carry out an investigation either himself or by involving any other Officer of the Company/ Committee constituted for the same and/or an outside agency.

The contact details of the Nominated Director of the Board are as under:

Name and email id of the Nominated Director of the Board:

Mr. G Venkatraman  
Nominated Director  
Email Id: [sudha\\_2107@hotmail.com](mailto:sudha_2107@hotmail.com)

The Nominated Director, if deems fit, may call for further information or particulars from the complainant and at his discretion, consider involving any other/additional officer of the Company and/or Committee and/ or an outside agency for the purpose of investigation. The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.

The investigation shall be completed normally within 60 days of the receipt of the protected disclosure and is extendable by such period as the Nominated Director deems fit. Any other officer having any conflict of interest with the matter shall disclose his/her concern /interest forthwith and shall not deal with the matter.

## **8. DECISION AND REPORTING:**

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Nominated Director shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit. Any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable



personnel or staff conduct and disciplinary procedures. A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Board. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Company Secretary or the Nominated Director, he /she shall be held liable and subject to such disciplinary action as the Nominated Director may deems fit .

## **9. CONFIDENTIALITY**

The Whistle Blower, the subject person against whom complaint is made, complainant, the Company Secretary, Nominated Director, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

## **10. PROTECTION FOR WHISTLE BLOWER**

The Company understands that the success of this Policy will depend on the Company guaranteeing protection and confidentiality of the Whistle Blower. Accordingly, the Company provides for the following protection to the Whistle Blower.

1. No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy.
2. No Whistle Blower who reports in good faith shall be subject to any adverse employment consequences or any kind of retaliation
3. Adequate safeguards against victimisation of complainants shall be provided. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.
4. The identity of the Whistle Blower shall always be kept confidential by the Company even after the matter is closed. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
5. No punitive action will be taken against any person on perceived reasons or suspicion or being a Whistle Blower.

## **11. DISQUALIFICATIONS**



While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a malafide intention.

Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted.

## **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 period of 5 (five) years or such other period as specified by any other law in force, whichever is longer.

## **13. AMENDMENT**

The Company will also evolve and amend this Policy in response to the changing business and regulatory requirement.

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Directors and employees unless the same is notified to them in writing.