



KERALA INFRASTRUCTURE FUND MANAGEMENT LIMITED

VIGIL MECHANISM AND WHISTLE BLOWER POLICY

JUNE 2023

Policy	Vigil mechanism and whistle blower policy	Version: 1.0
Reference: KIFML :	Effective date: Approved by:	

Revision History

Base Version	Release date	Rationale for change	Summary changes	of	Updated by	Approved by
1.0						
1.1						
1.2						

1. PREAMBLE

Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended requires the following classes of Companies, as may be prescribed, to establish vigil (whistle blower) mechanism for the Directors and employees to report genuine concerns in such manner as may be prescribed:

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

While Kerala Infrastructure Fund Management Ltd. (KIFML), does not attract the above clauses at this point of time, however, it has drawn up a Whistle Blower Policy as a best practice of good governance. The Policy is applicable to all employees and Directors of the Company.

2. NEED FOR THE POLICY

The Vigil (Whistle Blower) Mechanism is to ensure highest ethical, moral and business standards in the course of functioning and to build a lasting and strong culture of Corporate Governance within the Company. In terms of Policy, an internal mechanism is established for all to report to the designated members of management, concerns about unethical behaviour, actual or suspected fraud or violation of Company's code of conduct.

3. SCOPE OF THE POLICY

This policy is intended to cover all the Employees, the Directors, the Members of the Investment Committee (hereinafter called "the employees") and all the other Stakeholders, who include Investors, Shareholders, Service providers etc, who may transact business with the company.

4. OBJECTIVE OF THE POLICY

The policy is intended to encourage all employees and stakeholders of the Company to report suspected or actual occurrence of illegal, unethical or inappropriate actions, behaviours or practices by Directors/employees without fear of retribution. The employees can voice their concerns on irregularities, malpractices and other misdemeanours through this Policy.

It also provides necessary safeguards and protection to the employees and stakeholders who disclose the instances of unethical practices/ behaviour observed in the Company. The mechanism also provides for direct access to the Chairman of the Audit Committee in exceptional cases. The policy will act as a secured and confidential channel of communication to report any irregularities, wilful workflow deviations, circumvention of systems and procedures, corruption, misuse of power / office, for remedial action.

5. DEFINITIONS

The definitions of some of the key terms used in this policy are given below:

“Audit Committee”– The Committee constituted by the Board of Directors of the Company in accordance with provisions of Section 177 of the Companies Act 2013.

“Designated Officer”- The Chief Operating officer (when appointed) would be nominated as Designated Officer and authorized by the Board of the Company for the purpose of receiving all protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof. The details of the Designated Officer will be circulated to the Directors and employees of the Company.

“Directors/ Employees” means Directors and Employees of the Company.

“Protected Disclosure” means a written communication, whether by letter/ email/ or over telephone relating to unethical practice or behaviour or violation of code of conduct by employees/ Directors made in good faith by the Whistle Blower. It also covers genuine concerns or grievances raised by the Employees/Directors. Protected Disclosure should be factual and not in the nature of speculative or in the nature of an interpretation/conclusion, should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.

“Reviewing Authority” – Chief Executive Officer as nominated by the Board will be Reviewing Authority, except when he/she is the subject of complaint, in which case the Reviewing Officer would be decided by the Chairman of the Audit Committee

“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.

“Whistle Blower”- The Directors/employees of the Company making the Protected disclosure under this policy. The Whistle Blower’s role is that of a reporting party. Whistle blowers are not investigators or finders of the facts; neither can they determine the appropriate corrective or remedial action that may be warranted.

The Guiding Principles

The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower. To ensure that this Policy is adhered to, and to assure that the concerns raised under this Policy will be acted upon seriously, the Company will:

- Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is/are not victimized for doing so;
- Treat victimization of Whistle Blower as a serious matter including initiating Disciplinary Action against person(s) causing or allowing victimization of Whistle Blower;
- Ensure complete confidentiality of identity of Whistle Blower;
- Not to attempt to conceal evidence of the Protected Disclosure;
- Take Disciplinary Action for event covered under this or upon victimizing Whistle Blower or any person processing the Protected Disclosure or if any one destroys or conceals evidence of the Protected Disclosure made/to be made;

- Provide an opportunity of being heard to the persons involved especially to the Subject.

6. POLICY

Kerala Infrastructure Fund Management Limited (KIFML) expects its Directors, senior management and employees to observe high standards of professional and personal ethics in conduct of their duties and responsibilities. As employees and representatives of the Company, they must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws, rules and regulations.

6.1 Coverage

All Directors, employees and other stakeholders of the Company are covered under this policy. The policy covers malpractices and events which have taken place/ suspected to have taken place in the Company involving:

- Corruption
- Fraud
- Abuse of Authority,
- Manipulation of data/ documents,
- Any other act which affects the interest of the Company adversely and has the potential to cause financial or reputational loss to the Company.
- Breach of the Company's Code of Conduct
- Breach of terms and conditions of employment and rules thereof
- Intentional Financial irregularities, including fraud, or suspected fraud
- Criminal offence having repercussions on the Company or its reputation.
- Pilferage of confidential/Proprietary information
- Misappropriate or Misuse of Company funds/assets
- Deliberate violation of laws/regulations
- Any other unethical, imprudent, illegal deed/behaviour

6.2 Not Applicable in following cases

Decisions taken by the committees established by the Company and the policy decisions of the Company shall be outside the purview of the whistle blower policy.

6.3 Communication

Any employee willing to disclose information may do so in any of the following manner:

- In writing, duly addressed to the Designated Officer in sealed envelope specifically super scribed as "Disclosure under Whistle Blower Scheme "
- Suitable proof of his/her identity/ contact numbers/ address should be mentioned/ enclosed, so that additional information, if any, can be obtained. In case identity cannot be ensured, the complaints will be treated as anonymous/ pseudonymous complaints, and may not attract further action.
- Complaints can also be sent to the Designated Officer from the official E-mail ID of the employee. The contact details/ address of the Director/employee should however be provided. In case of absence/

incorrectness of the same, the complaints will be treated as anonymous/ pseudonymous complaints and may not attract further action.

- Disclosure can also be made to Designated Officer over Telephone. The Whistle Blower would however, be required to disclose his/her identity and furnish sufficient information for verifying his/her identity by the Designated Officer. Additional information, as deemed necessary, will be sought by the Designated Officer receiving the call.
- The disclosure whether by letter/email/telephone should provide specific and verifiable information in respect of the "Subject / Employee". The details in the complaint should be specific and verifiable.

6.4 Designated Officer

The contact details of the Designated Officer is given below

Name:.....

Address: 2nd Floor, Felicity Square Statue, M.G.Road, Thiruvananthapuram, Kerala, 695001

Telephone No: 0471-2780900

E-mail id:

6.5 Confidentiality Mechanism of Whistle Blower:

The complaints received from Whistle Blower will be opened only by the Designated Officer only. Upon the receipt of the complaint, the Designated Officer will enter the particulars of the complaint in a Complaint Register and allot a complaint number on all the pages of the complaint. The complaint Register will remain in the custody of the Designated Officer only.

6.6 Protection to Whistle Blower

The Company will protect the confidentiality of the complainants and their names/ identity will not be disclosed except as statutorily required under law.

- No adverse penal action shall be taken or recommended against an employee in retaliation to his/her disclosure in good faith of any unethical and improper practices or alleged wrongful conduct. It will be ensured that the Whistle Blower is not victimized for making the disclosure in good faith.
- The Company condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle blowers. Complete protection will, therefore, 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/her duties/functions including making further Protected Disclosure.
- If the Whistle blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle blower to receive advice about the procedure, etc.
- If any person is aggrieved by any action on the ground that he/she is being victimized due to the fact that he had filed a complaint or disclosure, he/ she may file an application before the Reviewing Authority.

- To protect the interest of the Whistle Blower for any adverse reporting in Annual Appraisal/ Performance report, he/ she may be given an option to request for a review of his/her Annual Report by the next higher Authority within 3 months of the end of relevant year.
- Any other Employee or person assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower

Protection to Whistle Blower under this Policy shall be available provided that Protected Disclosure is:

- Made in good faith;
- The Whistle Blower has reasonable information or documents in support thereof; and
- Not for personal gain or animosity against the Subject.

In order to protect the identity of the complainant, the Designated Officer will not issue any acknowledgement to the complainants, and they are advised neither to write their name / address on the envelope nor enter into any further correspondence with the Designated Officer.

Anonymous / Pseudonymous disclosure shall not be entertained by the Designated Officer. On receipt of the protected disclosure, the Designated Officer will process only the Protected Disclosure.

6.7 Disqualification from protection

- Protection under the scheme would not mean protection from departmental action arising out of false or bogus disclosure made with mala fide intention or complaints made to settle personal grievance.
- Whistle Blowers, who make any disclosures, which have been subsequently found to be mala fide or frivolous or malicious, shall be liable to be prosecuted and appropriate disciplinary action will be taken against them only when it is established that the complaint has been made with the intention of malice.
- This policy does not protect any employee from an adverse action which occurs independent of his disclosure under this policy or for alleged wrongful conduct, poor job performance or any other disciplinary action, etc. unrelated to a disclosure made pursuant to this policy.

6.8 Mechanism for Action/ Reporting on such disclosures

- The Designated Officer shall, on receipt of the complaint, arrange to verify the identity of the whistle Blower.
- Proper record will be kept for all disclosures received. The action against each disclosure will be also noted and put up to the Reviewing Authority within 07 days from the receipt of complaint.
- All complaints under the whistle-blower or vigil mechanism shall be transmitted to the Chairman of the Audit Committee who shall monitor the progress of all whistle-blower complaints in the Company.
- Only on being satisfied that the disclosure has verifiable information, necessary enquiry will be done with regard to the complaint with assistance of the Officer or external person as approved by the Board. The process will be completed within 30 days of receipt of the complaint.
- Any inquiry conducted against any subject shall not be construed by itself as an act of accusation and shall be carried out as neutral factfinding process, without presumption of any guilt.
- The inquiry shall be conducted in a fair manner and provide adequate opportunity to the affected party to present the facts and a written report of the findings should be prepared for submission.

- Technical and other resources may be drawn upon as necessary to augment the inquiry. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.
- Subjects shall have a duty to co-operate with the Designated Officer / Chairman of the Audit Committee 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.
- Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- 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.
- 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 of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- A time frame of maximum 30 days will be permitted to complete the enquiry. In case, the same cannot be completed within stipulated period, interim report should be submitted giving inter alia, the tentative date of completion.
- In case the disclosure made does not have any specific & verifiable information, the Designated Officer will be authorized not to take any action. This would be suitably recorded and placed before the Reviewing Authority.
- In case the allegations made in the disclosure are substantiated, appropriate action will be taken against the employee concerned on whose part lapses are observed by the Audit Committee based on the recommendation.
- If any member of the Audit Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and the other members of the Audit Committee should deal with the matter on hand.
- The action taken against the subject/ employee as stated in the above paragraph will be in addition to any other action or prosecution which may be initiated against said subject/ Director/ employee under any statute or law in force.
- The Designated Officer shall submit a report to the Audit Committee on all the Protected Disclosures, together with results of investigations, Disciplinary Actions recommended and implemented.
- 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 seven years.

6.9 Access to Chairman of the Audit Committee

The Whistle Blower shall have right to access 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.

6.10 Implementation of the Policy

The Policy will come into effect from the date of approval by the Board of Directors. A copy of the policy shall be available in the Intranet/public folders of the mail system of the Company. The Designated Officer

will ensure that the policy is known to all Directors and employees of the Company. Vigil Mechanism/ Whistle Blower Policy will be subject to review every year.

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