

Item No:- 63/4

RailTel Corporation of India Ltd.

Whistleblower policy

1. Objective:

To provide employees of RailTel an avenue to raise Complaints, in line with commitment of RailTel Corporation Of India Ltd. (RailTel) to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication. To provide necessary safeguards for protection of employees from reprisals or victimization, for whistle blowing in good faith.

2. Scope:

Whistle blowers policy shall be applicable only for all Employees of RailTel Corporation of India Limited (RCIL).

3. Coverage:

For all matters connected with the business assigned to RailTel Corporation of India Limited.

4. Main Features:

The 'Whistle blower policy' is being introduced with a view to take cognizance of such complaints about actions of RCIL's employee that could significantly impact RCIL, such as: incidence of unethical behavior towards internal or external stake holder(s); actual or suspected fraud, embezzlement, etc.; violation of company's general guidelines on conduct etc and with a view to protect the identity of the complaint.

5. Complainant:

An employee of RailTel Corporation of India Limited making a disclosure under this policy is commonly referred to as a complainant (Whistleblower). The Complainant's role is of a reporting party, he/she is not an investigator. Although the Complainant is not expected to provide the proof of veracity of allegations, the complaint will be required to demonstrate that there exist sufficient grounds for the complaint.

6. Safe guards:

- a. **Confidentiality:** Every effort will be made within parameters of legal constraints to protect the Complainant's identity.
- b. **Ownership of Complaint:** Complainant(s) will be obliged put their names to their complaints and allegations made therein as investigation may not be possible unless the source of the information is identified. Anonymous or pseudonymous complaint shall not be investigated under this policy.

- c. **Malicious Allegations** : Complaint or Allegations by any Complainant arising from malicious infact may result in disciplinary/ penal action against such complaint, without prejustice to other legal recovery.
- d. **Harassment or Victimization:** harassment or victimization of the Complainant by any employee of the Company may constitute sufficient grounds for serious action under Discipline and Appeal Rules (DAR) against such errant employee involved in harassment or victimization of the complaint.

7. Reporting

Complaints under this policy shall to be addressed to the Managing Director of the Company or to the Chairman of the audit committee. MD or the Chairman of the audit committee shall discuss responsibility of keeping the identity of the complaint secret. The MD or Chairman/Audit Committee may nominate a committee for looking into the complaint or if necessary ask CVO to investigate.

Company shall publicise that a complaints under this policy shall comply with the following requirements.

- i. The complaint shall be in a sealed envelop which shall be contained in another sealed envelope. It should be addressed to MD/RailTel or to Chairman/audit committee and shall be super scribed “**Complaint under Whistle Blower Policy**”. If the envelope is not super scribed and closed, it will not be possible for the RCIL to protect the complainant under the above policy and the complaint will be dealt with as is normally done. There shall be a letter box in the Corporate Office of RailTel duly locked with its key remaining with MD. The complaint so received super scribed of “Complaint under Whistle Blower Policy” shall be put in the box for confidentiality & to be opened by MD only. The complainant should give his/her name and address in the beginning or end of complaint and each page of the complaint shall be initialed.
- ii. The text of the complaint should be carefully drafted so as not to give any details or clue as to his / her identity. However, the details of the complaint should be specific and verifiable.
- iii. In order to protect the identity of person, the RailTel will not issue any acknowledgment and the whistle-blowers are advised not to enter into any further correspondence with the RailTel in their own interest. The RailTel assures that, subject to the facts of the case being verifiable; it will take the necessary action, as provided above or as under the Government of India Resolution.
- iv. RailTel shall also provide web based complaint registration, in which the complainant can directly complain to MD or the chairman of the Audit Committee through a ‘link of Whistle Blower Complaint management on its website’ . The complaint so lodged

shall only be accessed by MD or Chairman, Audit Committee, use against their passwords. However, the complainants need to provide all verifiable facts through the system only.

8. Investigation

All complaints received will be recorded and looked into by a committee nominated by MD (or Chairman/ Audit Committee) or they can entrust this to CVO also. If initial enquiries indicate that the complaint has no basis, or it is not a matter to be pursued under this policy, it may be dismissed at this stage and the decision documented. Where initial enquiries indicate that further investigation is necessary, this will be carried out under direction of the Managing Director (or Chairman, Audit Committee). The investigation would be conducted in a fair manner, as a neutral fact finding process and without presumption of guilt. A written report of the findings would be made.

9. Investigation Result:

Based on thorough examination of the findings of the enquiry, appropriate action shall be initiated by MD or Chairman, Audit Committee. Preventive measures would be taken to prevent re-occurrence of the incident.

10. Investigation Subject:

The investigation subject is the person/ group of persons who are the focus of the enquiry/ investigation. Their identity would also be kept confidential.

11. Reporting to Board: Such cases would be periodically reported to board of directors of the company (RailTel).

12. Communication with complainant:

As directed by CVC, there should not be any communication with the Complainant as prescribed in Clause 7 above.

13. Accountability of the complaint:

- a. While bringing to attention of the Company, any improper practice they have become aware of, the complaint must indicate the sufficient cause for the complaint. Complaint should not be based on conjecture or hearsay.
- b. Co-operative with investigating authorities, maintaining full confidentiality, is expected.
- c. The intent of the policy is to bring genuine and serious issues to the fore and it

is not intended for frivolous complaints, malicious allegations by employees any such action may attract disciplinary action.

- d. A Complainant has the right to protection from retaliation however this would not extend to immunity for complicity in the matters subject of other allegations and investigation.
- e. In exceptional cases, where the Complainant is not satisfied with the outcome of the investigation carried out by the Managing Director, she/he can make a direct appeal to the Chairman of the Audit Committee.