

## **WhistleBlowerPolicyofIndiaTourismDevelopmentCorporationLimited**

### **1. Objective**

Whereas pursuant to Section 178(9) and 178(10) of the Companies Act, 2013 and Rule 7 of the Companies (Meeting of Board) Rules, 2014 require ITDC to establish a vigil mechanism for Directors and employees to report their genuine concerns or grievances and whereas such mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases

Whereas Clause 49 of the Listing Agreement with the Stock Exchanges requires the Audit Committee to review the functioning of the Whistle Blower mechanism in the Company.

Whereas the Central Vigilance Commission vide its circular No. 15/07/09 dated 1<sup>st</sup> July, 2009 has directed that a complaint handling policy in an organization should make it clear that any complaint/grievance received in the organization by any functionary containing any element of alleged corruption, malpractices or misconduct etc., should necessarily be sent to the CVO of the organization for scrutiny and action.

Whereas the Central Vigilance Commission vide its officer order No. 33/5/2004 dated 17<sup>th</sup> May, 2004 and office order No. 04/02/12 dated 13<sup>th</sup> February, 2012 has issued instructions on the Public Interest Disclosure & Protection of Informers (PIDPI)- guidelines thereon. Under these office orders, there is a set procedure to be followed for filing whistle blower complaints under PIDPI Resolution for protecting identity of complaints/informers.

In addition to the mechanism already available, the "Whistle Blower Policy" of ITDC seeks to protect its employees who have concerns about suspected misconduct to come forward and express their concerns without fear or punishment or unfair treatment. The mechanism provides a framework to promote responsible and secure whistle blowing. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases.

However, a disciplinary action against the Whistle Blower which occurs on account of his poor job performance or misconduct by the Whistle Blower shall not be protected under this policy.

Further the policy does not absolve employees – officers/workmen from their duty of confidentiality in the course of their work. It is also not a route for taking up personal grievance, raising malicious or unfounded allegations against people in authority and/ or colleagues in general.

## **1. Definitions**

- (i) 'Audit Committee' means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 292A of the Companies Act, 1956 (Section 177 of the Companies Act, 2013) read with clause 49 of the Listing Agreement with the stock exchanges.
- (ii) 'Company' means India Tourism Development Corporation Limited.
- (iii) 'Competent Authority' means Chairman & Managing Director (CMD) of the company. In case of conflict of interest, Competent Authority would mean Chairman-Audit Committee.
- (iv) 'Complainant' means any employee on the roll of (whether working in India or abroad) of the Company including the Directors in the employment who has made a complaint. Contractual employees are not covered under this policy.
- (v) 'Complaint' means an expression of an improper Activity of any employee or group of employees of the Company made by a complainant in writing in conformity with this Policy.
- (vi) "Improper Activity" means any activity by an employee of the Corporation that is undertaken in performance of his or her official duty, whether or not that act is within the scope of his or her employment, and that is in violation of any law including but not limited to abuse of authority, breach of contract, manipulation of company data, violation of company's code of conduct, pilferage of confidential/proprietary information, criminal offence, corruption, bribery, theft, conversion or misuse of the Corporation's property, fraudulent claim, actual or suspected fraud or willful omission to perform the duty, or that is economically wasteful or involving gross misconduct, incompetence or gross inefficiency and any other biased favoured or imprudent act.

Activities which have no nexus to the working of the Corporation and are purely of personal nature are specifically excluded from the definition of improper Activity.

- (vii) 'Investigating Officer' means the Chief Vigilance Officer (CVO)
- (viii) Motivated Complaint – A complaint shall be deemed to be motivated if it is found to be deliberately false or motivated by the revenge, enmity or mischief or other extraneous considerations.
- (ix) Protected disclosure – means a bonafide disclosure or complaint of improper activity.
- (x) 'Victimization' means any act by which the complainant is meted out an unfair treatment or harassed or victimized for making a complaint in good faith.
- (xi) 'Whistle Blower' means an employee making a protected disclosure under this policy.

### **3. Guiding Principles:**

1. Protected disclosures are acted upon by the Investigating Officer in accordance with the guidelines/instructions issued by CVC from time to time.
2. Complete confidentiality of the Whistle Blower is maintained by the Investigating Officer.
3. The Whistle Blower(s) are not subjected to victimization.
4. Evidence of the Protected Disclosure is not concealed and appropriate action including disciplinary action is taken in case of attempts to conceal or destroy evidence.
5. Policy should not be used in place of the Corporation's grievance procedures including compensation, increment, promotion, job location, job profile, immunities, leaves and training or other privileges or be a route for raising malicious or unfounded allegation against colleagues/seniors.
6. If the Complaint is found to be motivated or vexatious, the competent authority shall be at liberty to take appropriate steps.

**4. Coverage of the Policy :** Policy covers any activity by an employee of the Corporation that is undertaken in performance of his or her official duty, whether

or not that act is within the scope of his or her employment and that is in violation of any law. These include :

- i. abuse of authority;
- ii. breach of contract;
- iii. manipulation of company data;
- iv. violation of company's code of conduct;
- v. pilferage of confidential/proprietary information;
- vi. criminal offence;
- vii. corruption, bribery; theft;
- viii. conversion or misuse of the Corporation's property;
- ix. fraudulent claim;
- x. actual or suspected fraud;
- xi. willful omission to perform the duty;
- xii. gross misconduct;
- xiii. incompetence or gross inefficiency;
- xiv. any other biased or favoured or imprudent act.

Activity which have no nexus to the working of the Corporation and are purely of personal nature are specifically excluded from the coverage of the policy.

## **5. Essentials of Complaint**

1. A Complaint shall be made in writing. It shall be specific and verifiable, and shall be accompanied by supporting documents or other material wherever possible. The complete identity of the Complainant i.e. his signatures, Name, Employees ID No., Designation, Department, Address and Telephone/Mobile No. shall be given on a separate sheet attached to the complaint. The text of the complaint should be written in a manner so as not to reveal the identity of the complainant.
2. Anonymous or pseudonymous Complaints shall not be entertained.
3. The Complaint shall be kept in a sealed envelope with the words '*Protected Disclosure under Whistle Blower Policy of ITDC*' super scribed on it and addressed to:

CHAIRMAN & MANAGING DIRECTOR  
INDIA TOURISM DEVELOPMENT CORPORATION LIMITED,  
SCOPE COMPLEX, CORE '8', 6<sup>TH</sup> FLOOR,  
7 LODHI ROAD,  
NEW DELHI- 110 003.

4. If the whistle blower believes that there is a conflict of interest with the C&MD, he may send his complaint directly addressed to Shri Ajay Swarup, Chairman, Audit Committee, India Tourism Development Corporation Limited, V-301, Amrapali Sapphire, Sector 45, NOIDA-201303.
5. If the envelope is not super scribed and sealed, it will not be possible to provide protection to the whistle blower as specified under this policy.
6. The Complainant may not be an investigator and hence is not expected to have conducted any independent investigation prior to making the Complaint. The Complainant is, however, expected to have knowledge of the facts on which the Complaint is based and must, therefore, disclose sufficient facts about the existence of improper Activity by an employee of the Company in the Complaint.

**6. Investigation :**

1. The Competent Authority/Chairman, Audit Committee, on receipt of complaint shall refer the complaint to the Investigating Officer i.e. CVO. Investigation will be launched only after a preliminary review by the Investigating Officer which establishes that:
  - i. The alleged act in the complaint constitutes an improper activity covered under the Whistle Blower Policy, 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, it is felt that the concerned matter deserves review.
2. If the Investigating Officer determines that an investigation is not warranted, the Investigating Officer will report the matter to the Competent Authority.
3. If the Investigating Officer is prima facie satisfied that the Protected Disclosure warrants investigation of the alleged improper activity, he will investigate the matter and will give its report to the Competent Authority.

4. The identity of the subjects and the Whistle Blower will be kept confidential by the Investigating Officer to the extent possible given the legitimate needs of law and the investigation.
6. Subjects may be informed of the allegations and a formal investigation. He may also be given opportunities for providing their inputs during the investigation.
7. Subjects shall have a duty to co-operate with the Investigating Officer.
8. Subjects shall 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.
9. Subjects have a right to be informed of the outcome of the investigation.
10. The investigation shall be completed by the Investigating Officer within the period and norms as prescribed by the CVC from time to time.

## **7. 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 employee(s), the Competent Authority shall refer the matter to the concerned Disciplinary Authority for appropriate disciplinary action as per ITDC Conduct & Disciplinary Rules.
2. After the investigation by the investigating machinery, if the Competent Authority is satisfied that the protected disclosure is false, motivated or vexatious, the Competent Authority may report the matter to the concerned Disciplinary Authority for appropriate disciplinary action against the whistle blower.
3. 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.
4. 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.

## **8. Protection**

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. The Company as a policy 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. The Company will take steps to minimize difficulties which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, 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.

2. The identity of the Whistle Blower shall be kept confidential by the Investigating Officer to the extent possible and permitted under law. However, Whistle Blowers are cautioned that their identity may become known for reasons outside the control of the Company/Audit Committee.
3. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
4. In any person is aggrieved by any action on the ground that he/she is being victimized due to the fact that he/she had filed a complaint or disclosure, he/she may file an application before the Chairman Audit Committee seeking redress in the matter, wherein the Chairman Audit Committee may give suitable directions to the concerned person or authority.

#### **9. Reporting and Review**

1. The Competent Authority shall submit a quarterly report of the protected disclosures received and of the investigation conducted, and of the action taken to the Audit Committee of the Board of the Corporation.
2. The Audit Committee shall have power to review any action or decision taken by the Competent Authority.

#### **10. Amendments**

This policy can be modified or repealed at any time by the Audit Committee of the Board of ITDC.

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