



National Infrastructure Development Company Limited Policy Document							
Title of Policy:	WHISTLEBLOWER PROTECTION POLICY						
Policy No.	150/01	Ver. No.	1.0	Security Classification	PUBLIC	Effective Date	15-JUL-2017

PURPOSE

The purpose of this policy is to establish the framework for employees and other parties associated with the National Infrastructure Development Company Limited (NIDCO) to feel free to report, within the Company, issues of wrongdoing, or of matters that can be injurious to the Company's reputation or economic interest.

POLICY

Whistleblowing is the reporting of known or suspected misconduct, conflict of interest or of a situation existing within a company that may be harmful to safety, health or the environment. Such disclosure may include evidence of abuse of authority, fraud, sexual harassment, discrimination or harassment because of ethnicity or political orientation, improper accounting, failure to comply with laws, statutory obligations or the Company's Code of Ethics and Conduct. It also may include matters, not specifically stated above, but which appear likely to harm the reputation or economic interest of NIDCO.

NIDCO is, therefore, committed to ensuring that all its officers and employees, act at all times in compliance with all laws and in compliance with NIDCO's Code of Conduct. NIDCO recognises that any genuine commitment to detecting and preventing illegal and other undesirable conduct must include, as a fundamental cornerstone, a mechanism whereby employees and others can report their concerns freely and without fear of repercussion. This policy provides such a mechanism and encourages the reporting of such conduct.

This policy aims to achieve the following benefits for the Company:

- a) More effective compliance with relevant laws
- b) More effective fiscal management
- c) A healthier and safe work environment through the reporting of unsafe practices
- d) More effective management

- e) Improved morale within the Company; and
- f) Enhanced perception and the reality that the Company is taking its governance obligations seriously.

SCOPE

This Policy applies to all employees of NIDCO and any other party or parties associated with the company (including, but not limited to, NIDCO’s consultants, contractors and suppliers).

ARTICLE I: DEFINITIONS

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

Audit Committee	means the Audit Committee constituted by the Board of Directors of NIDCO.
Code	means NIDCO’s Code of Conduct.
Employee	means every employee of NIDCO, including the directors in the employment of the Company. It also includes ex-employees, persons on probation and persons on secondment.
Investigators	mean those persons authorised, appointed, consulted or approached by the Chairman of the Audit Committee and the police (if applicable).
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
Whistleblower	means an employee, contractor, director or third party making a Protected Disclosure under this Policy.
Adverse Economic Actions	are those intended to adversely affect the business relationship of vendors, contractors, customers and other third parties, with NIDCO, where such actions cannot be supported by evidence from competitive situations or by objective performance evaluations.
Reprisal or Actions	refers to any adverse personnel or economic action taken against a Whistleblower because of disclosures or suspected disclosures made under this policy.
Preliminary	A report submitted by the Investigator that establishes a prima facie

Report	case against the Subject.
Formal Investigation	An investigation pursued after a preliminary report is submitted to the Chairman of the Audit Committee by the Investigator.

ARTICLE II: TYPES OF DISCLOSURES

All employees are encouraged to report any genuine matters on behaviours that they honestly believe contravenes NIDCO's Code of Conduct, the Company policies, or the law. For the purposes of making a report under this Policy, matters may include any actual or suspected:

- a) Conduct or practices which are illegal or a breach of the law
- b) Breach of any of the Company's policies
- c) Corrupt activities
- d) Theft, fraud or misappropriation
- e) Significant mismanagement or waste of funds or resources
- f) Abuse of authority
- g) Serious harm to public health, safety or environment or the health and safety of any Company employee
- h) Any action taken out against or harm suffered by an employee as a result of making a report under this policy
- i) Conflict of interest.

ARTICLE III: PROTECTION FROM DISCLOSURE

You will not be discriminated against or disadvantaged in your employment with the Company, for making a report in accordance with this policy nor will you receive reprisals due to your actions in making a report. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistleblowers.

The Company will take all reasonable steps to ensure that adequate and appropriate protection is being provided to those who, in good faith, make a report. This protection applies if the matter is proven or not, regardless of whether it is reported to the Audit Manager. Thus, if the Whistleblower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistleblower to receive advice about the procedure, etc.

The identity of the Whistleblower shall be kept confidential to the extent possible and permitted under law. Whistleblowers are cautioned that their identity may become known for reasons outside the control of the Chairman of the Audit Committee (e.g. during investigations carried out by Investigators).

ARTICLE IV: DISCIPLINARY ACTION

Any person who retaliates against someone who has reported a violation, in good faith, shall be subjected to disciplinary actions which may include termination of employment.

ARTICLE V: INVESTIGATION OF PROTECTED DISCLOSURE

- a) All Protected Disclosures reported under this Policy will be thoroughly investigated by the Chairman of the Audit Committee of the Company who will investigate/oversee the investigations under the authorization of the Audit Committee. 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.
- b) The Chairman of the Audit Committee may at its discretion, consider involving any Investigators for the purpose of investigation.
- c) The decision to conduct an investigation taken by the Chairman of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistleblower that an improper or unethical act was committed.
- d) The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- e) Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- f) Subjects shall have a duty to co-operate with the 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.
- g) Subjects have a right to consult with a person or persons of their choice, other than the Audit Manager/Investigators and/or members of the Audit Committee and/or the Whistleblower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.

- h) 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.
- i) 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.
- j) Subjects have the right to be informed of the outcome of the investigation.
- k) The investigation shall be completed normally within 45 to 60 days of the receipt of the Protected Disclosure.
- l) A Whistleblower shall be informed of the outcome of the investigation. In cases where the Investigator has not substantiated the allegations; an appropriate explanation will be made to the Whistleblower, subject to any privacy and confidentiality right(s).

ARTICLE VI: INVESTIGATORS

Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Audit Committee when acting within the course and scope of their investigation.

Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behaviour, and observance of legal and professional standards.

Investigations will be launched only after a preliminary review which establishes that:

- i. the alleged act constitutes an improper or unethical activity or conduct; and
- ii. either the allegation is supported by information specific enough to be investigated, or matters that do not meet this standard may be worthy of management review, but investigation itself should not be undertaken as an investigation of an improper or unethical activity.

ARTICLE VII: DECISION

If an investigation leads the Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective

action as the Chairman of the Audit Committee deems fit. It is clarified that 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.

ARTICLE VIII: REPORTING

The Chairman of the Audit Committee shall submit a report to the Board of Directors on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

ARTICLE IX: 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 minimum period of seven years.

ARTICLE X: REVIEW OF POLICY

This Policy is intended to be a dynamic document and shall be reviewed by NIDCO annually, or as often as required, taking into account any changes in requirements by law and in NIDCO’s directives.

The Policy maintenance history is as outlined below:

Date	Change Details	Author	Version
30-JUL-2016	Initial Draft	HR Department	1.0
28-SEP-2016	Initial Draft revised with comments and recommendations of the Board of Directors	Office of the President	1.0

Schedule I.
WHISTLEBLOWER PROTECTION PROCEDURES

PROCEDURE FOR SUBMISSION OF PROTECTED DISCLOSURES

1. All Protected Disclosures should be addressed to the Chairman of the Audit Committee of the Company for investigation.
2. If a protected disclosure is received by any executive of the Company other than Chairman of Audit Committee, the same should be forwarded to the Chairman of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.
3. Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English. However, it is highly recommended that such Disclosure should be in writing to trigger disclosure protection.
4. The Protected Disclosure should be forwarded under a covering letter which may bear the identity of the Whistleblower. The Chairman of the Audit Committee, as the case may be shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
5. Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and 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.
6. The Whistleblower may disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures will also be entertained. However, it may not be possible to interview the Whistleblowers and grant him/her protection under the policy since his/her identity is unknown.
7. The Chairman of the Audit Committee should be contacted at

