1. Background Information

NIXI fosters and encourages an environment where everyone is vigilant and committed to ensure protection, promotion and pursuance of NIXI's best interests without undertaking, tolerating or ignoring any act of wrongdoing by anyone.

Aligned and inspired by the Vigilance Manual (Seventh Edition, 2017) published by the Central Vigilance Commission (CVC), NIXI's Vigilance Policy includes appropriate processes for preventing and detecting irregularities; analysing and finding out reasons for such irregularities; identifying those responsible for the same; and taking appropriate punitive actions whenever and wherever required.

It also provides a safe and secure mechanism for anyone to inform, raise or report a 'genuine' concern about actual, suspected or planned wrongdoings, within, by or about NIXI or its directors, employees, partners, customers or affiliates that is illegal, immoral or against the interests of the organization.

2. Public Interest Disclosure and Protection of Informer (PIDPI)

As long as such reporting is done in good faith and without any mala fide, and is based on a reasonable belief that a wrongdoing has happened or likely to happen, it would not lead to any retaliation, recrimination, punishment, victimization or discrimination against the complainant or the informer even if the subsequent investigation or inquiry results in not finding any proof of wrongdoing.

The complaint can be made in confidence to either the chairman of the Board of Directors or to the CEO. However, in case of falsification of financial records, the complaint can be made to the chairman of the audit committee of the board.

3. Acts Warranting Vigilance

Being a business organization, it is not unusual, unlikely or impossible for certain actions to result in monetary loss or less than projected, possible or likely profits. However, only those cases would have a vigilance, angle where such actions are mala fide.

Following is an illustrative yet non-exhaustive list of wrongdoing acts that may warrant or trigger invocation of the Vigilance Policy:

a. Corruption whether financial or otherwise;

b. Financial irregularities;

c. Misuse or misappropriation of organizational resources;

d. Bribery; both accepting and offering

e. Obtaining or demanding for oneself or for any other person any valuable thing pecuniary advantage by corrupt or illegal means or by abusing one's position

f. Demanding and / or accepting gratification other than legal remuneration; obtaining valuable thing, without consideration or with inadequate consideration from a person with whom one has or is likely to have official dealings or his subordinates have official dealings or where one can exert influence.

g. Possession of assets disproportionate to one's known sources of income.

h. Intentional or deliberate or wilful action or inaction or indiscipline or connivance or abetting or carelessness that results in or is likely to result in loss – pecuniary or otherwise, or adverse impact on business, stability, operations, resilience, reputation, security, interests or operations of NIXI;

i. Nepotism; wilful action or wilful inaction to benefit someone or to deny benefit to someone known or unknown;

j. Favouritism; failure to follow laid down processes leading to unintended benefit or opportunity to someone or denial of benefit or opportunity to the deserving;

k. Anti-national activity;

l. Non-disclosure and/or Hiding and/or not offering to recuse or withdraw from decision making process in case of Conflict of Interest;

m. Fraudulent transactions including but not limited to forged, false or fraudulent expense claims, purchase orders, invoices or payments, reimbursements, investment proofs, etc.;

n. Forgery or unlawful destruction of documents including but not limited to those pertaining to employment, audit, inquiry or any investigation;

o. Misuse, unauthorized use, illegal sharing of personal information of employees, customers, affiliates, service providers and registrars whether for monetary consideration or not;

p. Criminal activities including but not limited to theft, arson, impersonation and criminal intimidation;

q. Possession, exchange or consumption of contraband substance at workplace or while on official duty;

r. Act of moral turpitude;

s. Falsification, suppression or unlawful leakage of information;

t. Falsification of statutory and financial reports and records, including the company's financial statements and accounting records.

u. Non-compliance of the organization's Code of Conduct

This list, however, is not exhaustive and indicative only. Accordingly, other acts of wrongdoing may also entail vigilance action depending on the facts and circumstances of the specific case.

It is noteworthy that there is a separate Prevention of Sexual Harassment Against Women Policy (POSH Policy) to deal with relevant instances thereunder.

4. Vigilance Officer (VO)

a. A senior level official within the organization shall be appointed as the Vigilance Officer (VO) by the CEO.

b. The VO can be either full-time or part-time.

c. Tenure of the VO shall be for three years and may be extended by another two years.

5. Functions and Duties of Vigilance Officer (VO)

a. Preventive

   i. Identify the procedures and practices that provide scope for corruption.

   ii. Identify areas where discretionary powers are not used arbitrarily.

   iii. Identify points of undue delays and the underlying causes thereof.

   iv. Identify areas that do not have requisite controls by having different 'makers' and 'checkers'

   v. Identify critical posts and functions.

   vi. Identify areas where exceptions and exemptions are redundant, disproportionate, or unnecessary or unwarranted.

   vii. Regular training to create awareness and sensitization.

   viii. Devise suitable internal processes to avoid and minimize conflict of interest.

   ix. Recommend steps for rectification and plugging the gaps in the above.

b. Punitive

   i. Receive, investigation and process complaints and reports thereof.

ii. Appoint suitable enquiry authorities where needed.

iii. Devise processes for audit and preservation of requisite evidence.

iv. Recommend suitable disciplinary action.

c. Surveillance and Detective

i. Conduct surprise and random checks.

ii. Gather intelligence through other sources and triangulate the same.

6. Special Provision for the VO

a. VO shall not need prior approval for undertaking travel as long as such travel is undertaken for the specific purpose of surprise visits for carrying out random, reasonable checks.

b. However, the VO shall keep the CEO informed and apprised of the same.

c. The VO shall not be victimized or pressured to act under any internal or external influence.

7. Source of Complaints

a. Internal, by any staff, official or contractor.

b. Ministry of Electronics and Information Technology (MeitY), Government of India.

c. Other stakeholders:

i. Board of Directors

ii. Members

iii. Registrars

iv. Auditors, both Internal and Statutory

8. Obligations of the Informer

a. Every employee must inform to the VO at the earliest if they come across any incident, pattern or matter of actual, suspect or likely act of wrongdoing with a reasonable belief notwithstanding that they themselves may not even be involved in the same at any stage.

b. Trigger should include but need not be limited to situations where an employee is asked, directed, threatened or compelled to undertake any activity that is outside normal policies or procedures or is harming or likely to be harming NIXI's interests and reputation or it's Code of Conduct.

c. Assist in investigation.

d. Provide all necessary and sufficient information.

9. Obligations of the Accused

a. Assist in investigation.

b. Provide all necessary and sufficient information.

c. Not to influence the informer, VO or the enquiring authorities to withdraw, suspend, stop or delay.

d. Desist from tampering or destroying the evidence.

10. Identity of the Informer and the Accused

a. The person informing any act of vigilance must disclose his or her identity.

b. The VO shall ensure confidentiality of both the informer and the accused.

c. Chairman or the CEO may also take cognizance of any anonymous report about any act of wrongdoing provided they prima facie determine that the matter reported is serious enough and that there is sufficient information or evidence that warrants investigation. In turn, they may ask the VO to undertake suitable investigation.

11. Expediency and Confidentiality

a. Matters or incidents related to vigilance shall be investigated expeditiously and rigorously while also assuring confidentiality of the relevant information and the identity of the complainant and the accused with the exception to disclose only necessary information with those with a need-to-know and as per the prevailing laws including but not limited to vigilance.

b. Cases may be reported to law enforcement agencies and/or vigilance agencies as and when deemed appropriate or mandated under the applicable law.

12. Procedure for Filing Complaints

a. The complaint must be within the organizational context.

b. The complaints can be lodged by addressing a letter or e-mail directly to the VO, giving the specific facts of the specific matter relating to corruption.

c. The complaint must be genuine and not malicious, vexatious or frivolous.

d. The complainant must self-identify oneself and must state address and contact details within the complaint. No anonymous or pseudonymous complaint shall be considered for enquiry.

e. The complaints must be specific and supported with adequate evidence to support a substantive vigilance angle prima facie. Whenever and wherever possible, the specific incidents, transactions, persons and relevant information like date, time, place and occasion must be specified to expedite due consideration and instituting enquiry, etc.

f. A single complaint should avoid mixing of different instances or different malpractices unless and until there is a clear nexus between or amongst such allegations. If at all, more than one issue or instance or trigger are relied on in a particular complaint, the same be stated in a cogent and coherent manner.

g. The complaint should not be biased or based on any personal grievances or to settle scores.

h. The complaint should not be made only with the sole objective of defaming or causing disrepute to the accused or the organization.

i. Wherever and whenever possible

13. Handling and Disposal of Complaints

a. Each complaint shall be formally registered in a register maintained for this purpose by the VO as per template below:

Complaint No.	Date of Receipt	Source of Complaint, including name, affiliation, address, contact details and mode of complaint	Name and Designation / Affiliation of person(s) against whom the complaint has been files

b. If the VO is satisfied that the complaint is specific and has sufficient evidence, a follow-up action shall be taken as stated further.

c. If the VO finds that the complaint is illegible, incomplete, vague or without sufficient evidence or specificity, the same shall be recorded under 'Remarks' in the register and the case shall not be taken up for any further action.

d. Within a week of receipt of the complaint, the VO shall send a formal communication to the complainant so named in the complaint as per the contact details mentioned therein asking them to confirm that the complainant named is really the complainant.

e. If there is no response within a week after the delivery of communication from the VO at the address mentioning in the complaint or if the response to the above is in negative, the complaint would not be considered for further investigation or enquiry.

f. If the response to ‘d’ above is affirmative, the VO shall appoint suitable enquiry officer to investigate the matter.

g. The enquiry officer shall carry out independent enquiry and may seek or demand additional information from the informer, the accused or any other person, organizational unit on a ‘need-to-know’ basis.

h. The enquiry officer shall submit preliminary report within a month and the final report within three months from the date when they have been assigned to undertake enquiry against a specific compliant. Under exceptional circumstances, the CEO may grant up to another month for preliminary enquiry or up to another three months for the final enquiry, based on the request of the enquiry officer and subject to concurrence of the VO.

i. The enquiry officer’s task is to report facts of the case to the VO.

j. After due consideration of the report submitted by the enquiry officer, the initial complaint and the evidence supplied or unearthed, the VO shall make suitable recommendation for further action(s) to the CEO.

k. The CEO, in turn, can either ask the VO to close the complaint with no specific action to be taken if the report is inconclusive or does not lead to any substantiable evidence of misconduct or wrongdoing. However, where appropriate the CEO can authorize suitable actions as enlisted within this policy.

l. The CEO shall duly consider the facts of the specific case and recommend suitable action in the particular case.

m. At each stage, right from the receipt of the complaint to its final disposal, the VO shall keep the CEO apprised and informed of the respective cases.

n. In order to conduct a fair, neutral and objective enquiry, the VO may recommend additional actions even before or during the enquiry and the same can be implemented, subject to the approval thereof by the CEO. These may include but are not limited to, dissociation of specific person(s) from certain activities, deferring the periodic reviews or appraisals or even changing the reporting lines or structure, especially with respect to the complainant, the accused, the VO and the enquiry officer.

o. Notwithstanding the standard reporting structure, for the purpose of vigilance policy, each enquiry officer shall be reporting to the VO and the VO in turn, directly to the CEO.

p. The VO shall formally communicate the outcome of the enquiry to the complainant, within a week from the date of closing thereof, viz. recording of action taken with the CEO’s approval in the complaint register.

14. Appeal Procedure

a. Appeal against the outcome of any vigilance issue or incident shall lie with the Corporate Governance Committee constituted by the Board of Directors.

15. Action against Wrongdoer(s)

a. Depending on the specific case and circumstances, suitable action would be taken against the wrongdoers that may include any or all of the following:

   i. Recovery of pecuniary loss to the organization, any employees, or along with penalty and interest, etc.

   ii. Bar on contract extension, salary revision, promotion.

   iii. Suspension, transfer, repatriation, bar on promotion.

   iv. Termination of employment, contract, service agreement or such like.

   v. Bar from ensuing or future employment, empanelment, tender and business.

   vi. Reporting, escalation or handing over the matter to law enforcement agencies.

   vii. Filing of civil or criminal cases, if and so warranted.

   viii. Any other measure as warranted.

16. Action against Frivolous, Fraudulent or Mala Fide Reporting

a. If a report is found to be frivolous, vexatious, fraudulent or mala fide, the person making such report shall be subject to the same disciplinary actions as those listed in Section 6 above.

b. In addition, such informer may also face penal actions under extant laws, including but not limited to the Section 182 of the Indian Penal Code, 1860 and Section 195 (1) (a) of the Code for Criminal Procedure, respectively.

17. Withdrawal of Complaint

a. Once the VO takes cognizance of aa complaint and commences investigation, the same shall be pursued to its logical conclusion even if a request is made to withdraw a particular complaint, stop or suspend the investigation for whatever reason.

b. In case, the complaint is found to be frivolous, vexatious, fraudulent or mala fide, suitable action as listed above in Section 8 shall apply.

18. The names, designation of the Vigilance Officer

Shri Rajiv Kumar (Manager-Registry)
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