



Anti-Corruption Policy

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1.0 Policy

- 1.1 It is the policy of the Megha City Gas Distribution Private Limited (“Company”) to conduct all its business activities with honesty, integrity and the highest possible ethical standards and to enforce its business practices of not engaging in Bribery or Corruption. The Company has a zero tolerance policy to bribery and corruption and is committed in implementing and enforcing effective systems to counter bribery.
- 1.2 The purpose of this policy is to set out the responsibilities of the employees of the Company:
 - i. In observing and upholding the Company’s position against bribery and corruption; and
 - ii. To provide information and guidance to those working for the Company on how to recognize red flags.

2.0 Definition

- 2.1 “Anti-Corruption Laws” shall mean any applicable anti-corruption laws, including the (Indian) Prevention of Corruption Act, Central Act No.49\1988, the (Indian) Prevention of Money Laundering Act, 2002 and any other anti-money laundering or anti-corruption laws in effect in India;
- 2.2 “Bribe” or “Bribery” means an inducement, payment, reward or advantage offered, promised or provided to a public servant or to any other commercial party in order to corruptly gain any illegal commercial, contractual, regulatory or personal advantage.

3.0 Applicability

- 3.1 The Policy applies to all the individuals working for the Company at any location and at all levels and grades, including directors, employees (whether regular, fixed-term or temporary), consultants, contractors, trainees, casual workers and agency staff of the Company, volunteers, interns, and others acting on the Company’s behalf and instructions in the course of their engagement for or on behalf of the Company. The Policy also applies to the subsidiaries, step-down subsidiaries, Associate and / or Joint Venture Companies of the Company.

4.0 Guidelines

- 4.1 Employees must conduct their activities in connection with the Company’s business in full compliance with this Policy and the anti-corruption Laws. The Company does not pay and does not condone paying Bribes or engaging in Corruption. Employees are prohibited from giving or offering, directly or indirectly, Bribes, kickbacks, or Anything of Value as a Bribe to any Official or to any commercial party or other agent, consultant, customer, or vendor for obtaining improper performance in favor of the Company.
- 4.2 Similarly, the Company does not accept or condone the acceptance of receipt of Bribes. Employees are prohibited from accepting or receiving Bribes, kickbacks, or Anything of Value in the nature of Bribes in connection with Company’s business; from any person or entity.

5.0 Gifts, Entertainment and Hospitality

- 5.1 The Company acknowledges that the giving and receiving of reasonable, appropriate gifts, meals and entertainment (including providing reasonable gifts or sweets on festive or social occasions or as per local custom or business practice, or as a token of esteem or courtesy) is a common business practice and is intended to strengthen and build long term business relationships.
- 5.2 However, before a benefit (whether given or received) can be considered proper and legitimate under certain criteria must be met as given below:
- a. Must be duly approved at the appropriate level;
 - b. Be moderate, reasonable and bonafide;
 - c. Be such so as not to embarrass the Company;
 - d. Be legal under the applicable laws;
 - e. Be provided in accordance with this policy, applicable laws, and the other policies of the Company, if applicable;
 - f. Be supported by original receipts / vouchers;
 - g. Be fully and accurately recorded in the Company's accounts.

6.0 Donation to Charities and other contribution

- 6.1 The Company believes in contributing to the communities in which it does business and permits reasonable donations to charities as allowed under the Companies Act, 2013. However, the Company needs to be certain that donations to charities are not disguised illegal payments to the Officials or other persons in violation of anti-corruption laws. Any donation to a charity by the Company should not create the appearance of an impropriety or violation of any applicable anti-corruption laws or regulations. Similarly other contributions made by the Company by virtue of the provisions of the Companies Act, 2013 are allowed and are treated as the valid contributions by the Company.

7.0 Facilitation Payments and Kickbacks

- 7.1 Employees shall not make and shall not accept facilitation payments or “kickbacks” of any kind. Such “Facilitation Payments” are small, unofficial payments (also known as “grease payments” or “speed money” or “good-will money”), made to secure or expedite a routine action by an Official. “Kickbacks” are typically payments made to commercial organizations in return for a business favor / advantage.
- 7.2 The only exception is in circumstances where an employee feel he / she is at risk of injury, of detention or for his / her life. In such circumstances, the employee may make the payment and immediately contact the reporting head of the department as soon as possible after the event, in order to ensure that the incident can be properly recorded, reviewed and accounted for with the authorities.

8.0 Third Party Relationships & Due Diligence

- 8.1 To minimize the risk that a Third Party will conduct itself improperly, prior to entering into an agreement with any such Third Party, the employee responsible for establishing any such agreements must contact the concerned authority in

Accounts Department to ensure the appropriate level of anti-corruption due diligence with respect to the Third Party is conducted.

9.0 Anti-Corruption Training

- 9.1 Dissemination of this policy for new joiners shall be carried out at the time of induction. It is also be shared with existing employees from time to time.
- 9.2 All key employees of the Company must participate in such training. The training may be conducted on-line or in-person and may be administered by the Company's Human Resources Department. Each employee will be notified via email that they are required to take the training. Those required to take such training must do so within the notified timeframe and repeat the training as and when required. Failure to do so without justification will be viewed as a breach of this Policy by the employee and could result in suspension and/or termination of the employment.

10.0 Record Keeping

- 10.1 The Company will maintain financial records and have appropriate control systems and accounts in place.
- 10.2 All employees must obtain all required approvals in accordance with this Policy before providing any gift, entertainment, or travel which is covered under this Policy. No undisclosed or unrecorded accounts of the Company are to be established for any purpose, and false or artificial entries are not to be made in the books and records of the Company for any reason whatsoever. The concerned employee of the Accounts Department shall be responsible for maintenance of such records.

11.0 Monitoring & Review

- 11.1 The Company shall conduct regular and confidential audits at fixed intervals. These regular audits are designed to prevent and detect violations of the anti-corruption laws and this Policy.

12.0 Complaints and Queries

- 12.1 Complaints / Concerns should be reported by following the procedure set out in the "Whistle Blower Policy". The Employees who are or become aware of, suspect, or have reason to suspect a violation of the anti-corruption laws are under an obligation to report the same to their department head immediately. If any employee intentionally fails to report known or suspected violations, then the relevant employee may be subject to disciplinary action. Under certain anti-corruption laws, "turning a blind eye" to a suspected violation can result in criminal penalties and civil liability both for the Company and for individuals.

13.0 Contact Persons

- 13.1 In case if any person has any questions about this Policy, any of the anti-corruption laws or to seek advice prior to undertaking a particular act or action, such person can contact either to the reporting head of department or to the Head of Human Resource Development Department of the Company.

14.0 Consequences

14.1 Failure by any employee to comply with this Policy or any Company policy may subject to disciplinary action up to and including termination.



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