



MEGHA CITY GAS DISTRIBUTION
PRIVATE LIMITED

Whistle Blower Policy

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1.0 Introduction

Megha City Gas Distribution Private Limited (“MCGDPL” or “the Company”) decided to adopt a vigil mechanism in line with the MCGDPL’s Code of Conduct (*Refer Document MPD_03_2018-19*) and Anti-Corruption Policy (*Refer Document MPD_04_2018-19*), which can be referred to as the Whistle Blower Policy or Vigil Mechanism Policy.

This Policy (*which is prepared in line with MCGDPL’s Vision, Mission, Values and Code of Conduct*) provides a platform for the Directors, employees and stakeholders to raise genuine concerns and grievances by internally disclosing information which they believe show serious malpractice, impropriety, abuse or wrong doing within the Company, or in the dealings of the Company with other persons, or constitutes a violation of the MCGDPL’s Code of Conduct (*Refer Document MPD_03_2018-19*) and Anti-Corruption Policy (*Refer Document MPD_04_2018-19*) (hereinafter referred to as a “Concern”), without fear of reprisal or victimization.

1.1 Purpose of the Policy

- 1.1.1 Providing a platform to voice concerns in a responsible and effective manner.
- 1.1.2 Providing a platform to disclose information, confidentially and without fear of reprisal or victimization, where there is reason to believe that there has been serious malpractice, Fraud, impropriety, abuse or wrong doing within the Company.
- 1.1.3 Ensuring that no one is deprived as a result of raising legitimate Concerns.
- 1.1.4 Increasing the efficacy of the internal disclosure systems by enabling the disclosure of information independently of line management for employees (however, sometimes for minor instances, the immediate superior would be the appropriate person to be informed).
- 1.1.5 Providing appropriate infrastructure, including through the appointment of Ombudsperson(s), for the receipt and analysis of, and response to all bona fide Concerns.

1.2 Definitions

- 1.2.1 “Audit Committee” means Audit Committee of the Board of Directors of the Company constituted under provisions of the Companies Act, 2013.
- 1.2.2 “Board” means the Board of Directors of the Company.
- 1.2.3 “Company” means MCGDPL.
- 1.2.4 “Disclosure” means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity including activities mentioned in Clause 3.5 of this Policy.
- 1.2.5 “Fraud” means any act, omission, concealment of any fact or abuse of position committed by any person or any other person with the connivance in any manner, with intent to deceive, to gain undue advantage from, or to injure the interests of, the Company or its stakeholders or its creditors or any other person, whether or not there is any wrongful loss or gain.
- 1.2.6 “Policy” or “this Policy” or “the Policy” means “Whistle Blower Policy or Vigil Mechanism Policy” of the Company.

- 1.2.7 “Whistle Blower” means any person making a Disclosure under this Policy.
- 1.2.8 “Whistle Blower Committee” or “WBC” shall comprise of the Chief Financial Officer, Chief Compliance Officer, Head-Legal and Head-HR of the Company.

1.3 Interpretation

Capitalized terms not defined herein shall have the meaning assigned to them under the MCGDPL’s Code of Conduct (Refer Document MPD_03_2018-19) and Anti-Corruption Policy (Refer Document MPD_04_2018-19).

2.0 Applicability

This Policy [as mandatorily required as per the provisions of section 177 (9) of the Companies Act, 2013] shall apply to all the Directors (including Whole-time Directors, Independent Directors and Woman Director etc), regular employees, employees on contract, consultants of the Company, including advisors and in-house consultants. This Policy shall also apply to third parties with any commercial dealings with the Company, including vendors, service providers, partners, joint venture employees and customers.

3.0 Scope of the Policy

- 3.1 This Policy applies to all the employees of MCGDPL and the subsidiaries, Associate and / or Joint Venture Companies of MCGDPL. Further, the said Policy is an extension of the MCGDPL’s Code of Conduct (Refer Document MPD_03_2018-19) and Anti-Corruption Policy (Refer Document MPD_04_2018-19).
- 3.2 It may be noted that this Policy is intended to assist the *Whistle Blowers* who have reason to believe that they have observed / come to know of any malpractice, fraud, impropriety, abuse or wrongdoing within the Company or in its dealings with the persons listed in Clause 2 above.
- 3.3 The Whistle Blower's role is that of a reporting party with reliable information. They shall not be party to the investigation of complaints, or be involved in deciding what course of remedial action is warranted in a given case. Although, the Whistle Blower is not expected to provide complete evidence in proof of the allegation, he needs to demonstrate to the Ombudsperson that there are sufficient and valid grounds for the concern.
- 3.4 This Policy does not cover issues relating to grievances such as Performance Management Process (PMP), promotions and transfers.
- 3.5 Concerns that may be raised under this Policy include a wide range of issues, few of which are listed below. An illustrative (but by no means comprehensive) list of Concerns that may be raised under this Policy is as under:
- a. any unlawful act, whether criminal (e.g. theft) or giving rise to a civil action (e.g. slander or libel);
 - b. breach of any policy or manual or code adopted by the Company;
 - c. health and safety risks, including risks to the employees as well as the public in general (e.g. faulty electrical equipment);
 - d. Fraud and corruption (e.g. attempts to solicit or receive any gift / reward as a bribe);

- e. any instance of failure to comply with legal or statutory obligations either for and on behalf of the Company or in any personal capacity in the course of discharging duties of the Company;
- f. any instance of any kind of financial malpractice;
- g. abuse of power (e.g. sullyng / harassment); and
- h. any other unethical or improper conduct.

4.0 Ombudsperson

4.1 A senior level employee / consultant of MCGDPL will be nominated as Ombudsperson to:

- a. ensure that Concerns received under this Policy are investigated in a fair manner and that decisions are reported appropriately to all concerned, within the stipulated time limits;
- b. ensure that this Policy is administered appropriately;
- c. oversee and provide perspective to investigations;
- d. be available as a 'listening post' for any member of Company, who may wish to speak with them in relation to any Concern;
- e. provide coaching and counselling to the individuals in furtherance of this Policy;
- f. act as an information resource with respect to applicable guidelines and policies; and
- g. carry out visits and undertake road shows (if any) to bring awareness about this Policy.

4.2 The Ombudsperson shall also periodically report to management on problem areas and trends within the Company so that such issues can be addressed through policies and procedures.

4.3 The Ombudsperson (who shall be the process owner of this Policy) shall be nominated by the Managing Director and will hold the position for a period of *at least three (3) years* from the date of appointment and the said period will get automatically extended for a further period of three years, if the Managing Director does not appoint any other person in place of the existing Ombudsperson within 15 days of expiry of the first term of three years. However, the Managing Director may change the Ombudsperson at any time.

4.4 The details of the Ombudsperson for the Company are given in **Annexure - I**.

4.5 The Managing Director of MCGDPL, acting on the directions of the Audit Committee of the Company, will oversee the implementation and effectiveness of this Policy.

5.0 Disclosure and Filing of Complaints

5.1 Anonymous Disclosure

5.1.1 This Policy has adequate safeguards to ensure that no complainant is victimized on account of usage of this Policy. Accordingly, this Policy encourages Whistle Blowers to mention their names while making the Disclosure.

5.1.2 Concerns expressed anonymously / pseudonymously will not ordinarily be acted upon. However, where an anonymous Disclosure contains references to verifiable facts and figures, such cases will be taken up for investigation.

5.2 Frivolous, Fictitious and Mala fide Disclosures

5.2.1 If a Whistle Blower makes an allegation, which he / she knows or has reason to believe is untrue, or with an intent to defame or cause inconvenience, appropriate action will be taken against such Whistle Blower.

5.2.2 In case a person habitually makes false / frivolous complaints, appropriate disciplinary action will be initiated against such person. Further, the subsequent complaints / disclosures made by him / her may not be considered.

5.3 Filing of Complaints

Any Whistle Blower making a complaint under this Policy may make a Disclosure to the Ombudsperson through the following communication modes:

- a. Oral Complaints: If a Whistle Blower desires to raise a Concern orally, he / she may do so through teleconference or by personally meeting the Ombudsperson, or such other number as is set out on the Company's website.
- b. Complaints filed through Electronic Means: If a Whistle Blower desires to raise a concern through electronic means, he / she may send an e-mail to ethics helpline to raise a concern under the Policy.

6.0 Assurances under the Policy

6.1 To the Whistle Blower

6.1.1 All possible precautions will be taken to maintain the confidentiality of the identity of the Whistle Blower, barring where such disclosure is required strictly for the purpose of law or to facilitate the investigation process.

6.1.2 The Company will not tolerate any harassment or victimization (including informal pressures) against a Whistle Blower and will take appropriate action to protect a Whistle Blower who has raised a Concern in good faith.

6.1.3 The Company will provide adequate and timely support and protection to Whistle Blowers in the event he / she faces any civil or criminal action in consequence of a bona fide Concern raised under this Policy.

6.1.4 If a Whistle Blower believes that he/she has been victimized for raising a Concern under this Policy, he/she may file a written complaint to the Ombudsperson requesting an appropriate remedy. The Ombudsperson shall investigate such complaint and take such actions as it may deem fit to ensure that the complainant is not victimized for having raised a Concern under this Policy.

6.2 On whom the investigation is made

All possible precautions will be taken to maintain the confidentiality of the person on whom an enquiry is carried out except as may be required by law or to facilitate the investigation process.

7.0 Procedure for receipt and investigation of complaint

7.1 Once any Disclosure of a Concern has been made by a Whistle Blower to the Ombudsperson, the following procedure will be followed:

- a. The Ombudsperson shall acknowledge receipt of the complaint through ethics helpline within seven (7) working days of receipt of the complaint;
 - b. The Ombudsperson shall review the complaint received and decide on the next course of action (including entrusting the matter to an appropriate investigating agency) within seven (7) working days of receipt of the complaint. For this purpose, the Ombudsperson will maintain a list of investigating agencies and in consultation with the Whistle Blower Committee (“WBC”, which comprises of the Chief Financial Officer, Chief Compliance Officer, Head-Legal and Head-HR), will decide on the appropriate investigating agency;
 - c. In determining whether to pursue an investigation, or at any stage during the investigation, personal meetings, if required, will be conducted with the Whistle Blower provided the Whistle Blower is willing to disclose his identity with the investigation agency;
 - d. The Ombudsperson may with the permission of the complainant, instead of or prior to initiating an investigation, act as an intermediary to clarify issues and resolve them through mediation;
 - e. Where the complaint is found to be frivolous or bereft of verifiable information, further action will not be initiated. Further, the Ombudsperson may decide to initiate appropriate disciplinary action against such person if the complaint is found to have been made without a bona fide basis;
 - f. Where a complaint is referred to an investigating agency, it will investigate and submit its report within forty five (45) days of receipt of the complaint by it;
 - g. The Ombudsperson will review the report of the investigating agency and forward it to the concerned Head of the Department (HOD) with a copy to the Managing Director and Head-HR, within seven (7) working days of receipt of the report;
 - h. The relevant HOD will take appropriate action with the relevant departments / agency to ensure fast closure;
 - i. The Ombudsperson will provide a quarterly update to the Managing Director;
 - j. The Managing Director will make a presentation to the Audit Committee on the implementation of this Policy periodically;
 - k. The Ombudsperson will inform the Whistle Blower of the action taken on his / her complaint within two (2) months from the date of receipt of the complaint.
- 7.2 Where the complaint is against the Director or Ombudsperson or the Whistle Blower Committee (WBC) or the Board of Directors, the Whistle Blower may file the complaint directly to the Chairman of the Audit Committee. Where the complaint is against the Chairman of the Audit Committee, the Whistle Blower shall file the complaint with the Chairman of the Board of Directors and if such person is also the Chairman of the Audit Committee, he shall file the complaint with any member of the Board of Directors.
- 7.3 A complaint received by the Chairman of the Audit Committee, the Chairman of the Board of Directors or a member of the Board of Directors as aforesaid, shall be dealt

with, as far as possible, in the manner set out for the handling of complaints received by the Ombudsperson.

8.0 Appeal against the decision of the Competent Authorities to the Managing Director

- 8.1 If the Whistle Blower is not satisfied with the decision of the Ombudsperson in not initiating an investigation into the complaint, he / she may prefer an appeal against such decision before the Whistle Blower Committee (WBC).
- 8.2 If either the Whistle Blower or the person complained against is not satisfied with the decision of the Whistle Blower Committee (WBC), then either of the parties could prefer an appeal against the decision before the Managing Director in accordance with the procedure set out in **Annexure - II**.
- 8.3 The decision of the Managing Director shall be final and binding on all the parties. The Head HR will be kept informed.

9.0 Documentation

- 9.1 The Ombudsperson / Head-HR jointly shall be responsible for documenting each complaint received, the material gathered in relation to such complaint, and a reasoned record of the course of action taken on such complaint. All other persons involved in the procedure for the evaluation of complaints received under this Policy shall forward all such material to the office of the Ombudsperson / Head-HR for their records.

10.0 Amendment

This Policy may at any time, and without any prior notice to any person whatsoever, be changed or modified or rescinded or abrogated by the Managing Director with due approval of the Board of Directors and the Audit Committee.



Venkatesh Palimpati
CEO and Director

Annexure - I

The Managing Director may review the name of the Ombudsperson from time to time and modify the same as required.

Annexure-II

Appeal procedure against the decision of the Whistle Blower Committee (WBC):

1. On receipt of the decision of the WBC, either the Whistle Blower or the person complained against can prefer an appeal against the decision before the Managing Director within 30 days of receipt of intimation of the decision.
2. The Managing Director may:
 - Have a personal discussion with all required;
 - Request for necessary documentations, evidence and explanations to ensure that drawn opinions / identified gaps are correct;
 - Propose an additional investigation / review to ensure effective closure of the complaint.
3. On review of all documentation or on receipt of revised investigation report, the Managing Director will give a decision and the Managing Director's decision in this matter will be final and binding on all the parties.