



VADODARA GAS LIMITED

Whistle Blower (Vigilance Mechanism) Policy

I. OBJECTIVE

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. This policy aims to provide an avenue for employees and other stakeholders to raise concerns on any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

II. POLICY

This Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company. The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal matter.

III. DEFINITIONS

- (a) **“Disciplinary Action”** means any action that can be taken on the completion of / during the investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- (b) **“Employee”** means every employee of the Company (whether working in India or abroad) including those who are on secondment / deputation including the contract employees and trainees.
- (c) **“Protected Disclosure”** means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative in nature.
- (d) **“Subject”** means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation under this Policy.
- (e) **“Whistle Blower”** is someone who makes a Protected Disclosure under this Policy.



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- (f) **“Vigilance Officer”** or **“Vigilance Committee (referred to as “the Committee”)** means an officer or Committee of persons who is/are nominated/ appointed to conduct detailed investigation of the disclosure received from the Whistle Blower and recommend suitable action. Currently, **Mr. Saurabh Saxena, Chief Manager (CGM) of the Company** is nominated as Vigilance Officer. The Committee, if appointed, should include _____ and a representative of the Division / Department where the alleged malpractice has occurred.
- (g) **“Company”** means, **“VADODARA GAS LIMITED.”**
- (h) **“Good Faith”**: An employee shall be deemed to be communicating in “good faith” if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the employee does not have personal knowledge on a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.
- (i) **“Policy or This Policy”** means, **“Whistle Blower (Vigilance Mechanism) Policy.”**

IV. SCOPE

Various stakeholders of the Company are eligible to make Protected Disclosures under the Policy. These stakeholders may fall into any of the following broad categories:

- (a) Employees of the Company;
- (b) Employees of other agencies deployed for the Company’s activities, whether working from any of the Company’s offices or any other location;
- (c) Contractors, vendors, suppliers or agencies (or any of their employees) providing any material or service to the Company;
- (d) Customers of the Company;
- (e) Any other person having an association with the Company.

A person belonging to any of the above mentioned categories can avail of the channel provided by this Policy for raising an issue covered under this Policy.

The Policy covers malpractices and events which have taken place/ suspected to take place involving:

- (a) Abuse of authority
- (b) Breach of contract
- (c) Negligence causing substantial and specific danger to public health and safety
- (d) Manipulation of company data/records
- (e) Financial irregularities, including fraud or suspected fraud or deficiencies in Internal Control and check or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports
- (f) Any unlawful act whether Criminal/ Civil
- (g) Pilferage of confidential/ propriety information
- (h) Deliberate violation of law/ regulation



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- (i) Wastage/ misappropriation of company funds/ assets
- (j) Breach of Company Policy or failure to implement or comply with any approved Company Policy

CAUTION:

Policy should not be used as a tool for redressal of grievances other than those falling under aforesaid categories or be a route for raising malicious or unfounded allegations against colleagues.

V. GUIDING PRINCIPLES

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

- (a) Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;
- (b) Treat victimization as a serious matter, including initiating disciplinary action on person/(s) indulging in victimization;
- (c) Ensure complete confidentiality;
- (d) No attempt to conceal evidence of the Protected Disclosure;
- (e) Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made; and,
- (f) Provide an opportunity of being heard to the persons involved especially to the Subject

VI. ANONYMOUS/ PSEUDONYMOUS ALLEGATION

Whistle Blowers must put their names to allegations as follow-up questions and investigation may not be possible unless the source of the information is identified. Disclosures expressed anonymously or pseudonymously will ordinarily **not** be investigated.

VII. PROTECTION TO WHISTLEBLOWER

1. If one raises a concern under this Policy, he/she will not be at risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance in any form or manner. Company's employee will not be at the risk of losing her/ his job or suffer loss in any other manner like transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his/her duties/functions including making further Protected Disclosure, as a result of reporting under this Policy. The protection is available provided that the communication/ disclosure is made in good faith and further that:



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- a. He/ She reasonably believes that information, and any allegations contained in it, are substantially true; and,
 - b. He/ She is not acting for personal gain and disclosure is in public interest.
2. Anyone who abuses the procedure (for example by maliciously raising a concern knowing it to be untrue) will be subject to disciplinary action, as will anyone who victimizes a colleague by raising a concern through this procedure. If considered appropriate or necessary, suitable legal actions may also be taken against such individuals.

However, no action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.

3. The Company will not tolerate the harassment or victimization of anyone raising a genuine concern. As a matter of general deterrence, the Company shall publicly inform employees of the penalty imposed and disciplinary action taken against any person for misconduct arising from retaliation. Any investigation into allegations of potential misconduct will not influence or be influenced by any disciplinary or redundancy procedures already taking place concerning an employee reporting a matter under this policy.

Any other Employee/business associate assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

VIII. ACCOUNTABILITIES - VIGILANCE MECHANISM

- (a) Bring to early attention of the Company any improper practice they become aware of. Although they are not required to provide proof, they must have sufficient cause for concern. Delay in reporting may lead to loss of evidence and also financial loss for the Company.
- (b) Avoid anonymity when raising a concern.
- (c) Follow the procedures prescribed in this policy for making a Disclosure.
- (d) Co-operate with investigating authorities, maintaining full confidentiality.
- (e) The intent of the policy is to bring genuine and serious issues to the fore and it is not intended for petty Disclosures. Malicious allegations by employees may attract disciplinary action.
- (f) A Whistle Blower has the right to protection from retaliation. But this does not extend to immunity for involvement in the matters that are the subject of the allegations and investigation.



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- (g) Maintain confidentiality of the subject matter of the Disclosure and the identity of the persons involved in the alleged malpractice. It may forewarn the concerned and important evidence is likely to be destroyed.
- (h) In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation carried out by the Vigilance Officer or the Committee, he/she can make a direct appeal to the Managing Director or the Chairman of the Committee, as the case may be.

IX. ACCOUNTABILITIES - VIGILANCE OFFICER OR THE COMMITTEE

- (a) Conduct the enquiry in a fair, unbiased manner.
- (b) Ensure complete fact-finding.
- (c) Maintain strict confidentiality.
- (d) Decide on the outcome of the investigation, whether an improper practice has been committed, and if so, by whom.
- (e) Recommend an appropriate course of action - suggest disciplinary action, including dismissal, and preventive measures.
- (f) Record Committee deliberations and document the final report.

X. RIGHTS OF WHISTLEBLOWERS

- (a) **Whistle Blowers** have the right to be heard and the Vigilance Officer or the Committee must give adequate time and opportunity for the Whistle Blower to communicate his statement on the matter.
- (b) **Whistle Blowers** have the right to be informed of the outcome of the investigation and shall be so informed in writing by the Company after the completion of the inquiry/ investigation process.

XI. MANAGEMENT ACTION ON FALSE DISCLOSURES

An employee who knowingly makes false allegations of unethical & improper practices or alleges wrongful conduct shall be subject to disciplinary action, up to and including termination of employment, in accordance with Company rules, policies and procedures. Further this policy may not be used as a defence by an employee against whom an adverse action has taken independent of any disclosure made by him and for legitimate reasons or cause under Company rules and policies.

XII. PROCEDURE FOR REPORTING & DEALING WITH DISCLOSURES

For more details, refer to the procedure for reporting & dealing with disclosures given in Annexure A.



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XIII. ACCESS TO REPORTS AND DOCUMENTS

All reports and records associated with “Disclosures” are considered confidential information and access will be restricted to the Whistle Blower, the Vigilance Officer and the Committee. “Disclosures” and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at that time.

XIV. 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 5 years.

XV. REPORTS

A Half yearly status report on the total number of complaints received during the period, with summary of the findings of the Vigilance Officer or the Committee and the corrective actions taken will be sent to the Managing Director.

XVI. COMPANY’S POWERS

The Company is entitled to amend, suspend or rescind this policy at any time. Whilst, the Company has made best efforts to define detailed procedures for implementation of this policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the broad intent of the policy.

The Company may also establish further rules and procedures, from time to time, to give effect to the intent of this policy and further the objective of good corporate governance.

This Policy is made on 6th May, 2016.



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Annexure A

PROCEDURE FOR REPORTING & DEALING WITH DISCLOSURES

1. Mode of Disclosure

- (a) A Disclosure shall be made in writing by the Whistle Blower. Letters can be sent either by hand-delivery, courier or by post specifically addressed to the Vigilance Officer appointed by the Company.
- (b) While a disclosure has normally to be submitted to the Vigilance Officer, it may also be submitted directly to the Managing Director (MD) and the Director Commercial (DC) of the Company at their respective email ids when the Whistle Blower feels it necessary under the circumstances.
- (c) However, in case there is a disclosure against the MD/DC, the Whistle Blower may address to the Chairman of the Audit Committee.
- (d) Disclosures against the Heads of the Units / Departments may be sent directly to the MD of the Company.

2. Format for submission of Disclosure

While there is no specific format for submitting a Disclosure, however, the following details must be mentioned:

- (a) Name, address and contact details of the Whistle Blower.
- (b) Brief description of the malpractice, giving the names of those alleged to have committed or about to commit a malpractice. Specific details such as time and place of occurrence are also important.
- (c) In case of letters, the disclosure shall be sealed in an envelope marked "Whistle Blower" and addressed to the Vigilance Officer or MD or DC or Chairman of Audit Committee, depending on position of the person against whom disclosure is made.

3. Process of Dealing with Disclosure

- (a) The Vigilance Officer shall acknowledge receipt of the Disclosure as soon as possible (preferably within 07 days of receipt of a Disclosure), where the Whistle Blower has provided his/her contact details.
- (b) The Vigilance Officer will proceed to determine whether the allegations (assuming them to be true only for the purpose of this determination) made in the Disclosure constitute a malpractice by discussing with the MD or DC, the Chairman of the Audit Committee (if required), as the case may be. If the Vigilance Officer determines that the allegations do not constitute a malpractice, he/she will record this finding with reasons and communicate the same to the Whistle Blower.



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- (c) If the Vigilance Officer determines that the allegations constitute a malpractice, he/she will proceed to investigate the Disclosure with the assistance of the Vigilance Committee comprising of ___ where the breach has occurred, as he/she deems necessary. If the alleged malpractice is required by law to be dealt with under any other mechanism, the Vigilance Officer shall refer the Disclosure to the appropriate authority under such mandated mechanism and seek a report on the findings from such authority.
- (d) All concerned will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- (e) The investigation may involve study of documents and interviews with various individuals. Any person required to provide documents, access to systems and other information by the Vigilance Officer or Vigilance Committee for the purpose of such investigation shall do so. Individuals with whom the Vigilance Officer or Vigilance Committee requests an interview for the purposes of such investigation shall make themselves available for such interview at reasonable times and shall provide the necessary cooperation for such purpose.
- (f) If the malpractice constitutes a criminal offence, the Vigilance Officer will bring it to the notice of the MD and DC and take appropriate action including reporting the matter to the police.
- (g) The MD and DC of the Company may, at their discretion, participate in the investigations of any Disclosure.
- (h) The Vigilance Committee shall conduct such investigations in a timely manner and shall submit a written report containing the findings and recommendations to the Vigilance Officer as soon as practically possible and in any case, not later than 90 days from the date of receipt of the Disclosure. The Vigilance Officer may allow additional time for submission of the report based on the circumstances of the case.
- (i) While it may be difficult for the Vigilance Officer to keep the Whistle Blower regularly updated on the progress of the investigations, he/she will keep the Whistle Blower informed of the result of the investigations and its recommendations subject to any obligations of confidentiality.
- (j) The Vigilance Officer will ensure action on the recommendations of the Vigilance Committee and keep the Whistle Blower informed of the same. Though no timeframe is being specified for such action, the Company will endeavour to act as quickly as possible in cases of proved malpractice.



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4. Procedure for Dealing with any retaliatory or threats of retaliatory action, if any

In case whistle blower face any retaliatory action or threats of retaliatory action as a result of making a Disclosure, he/she will inform to the Vigilance Officer in writing immediately who will take cognizance of each and every such complaint/feedback received and investigate the same accordingly and may also recommend appropriate steps to protect him/ her from exposure to such retaliatory action and ensure implementation of such steps for his/her protection.
