

# BGCL WHISTLEBLOWER POLICY

## 1.0 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.

## 2.0 Policy

The Whistleblower 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.

## 3.0 Definitions

- (a) **“Company”** means, “Bengal Gas Company Ltd.”
- (b) **“Disciplinary Action”** means any communication made in good faith that discloses or demonstrates 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.
- (c) **“Employee”** means every employee including those on secondment/ deputation and working on contract and trainees
- (d) **“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 of facts 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.
- (e) **“Improper Activity”** means any activity by an employee of the Company that is undertaken in performance of his/her official duty, whether or not that act is within the scope of his or her employment, and in case it is in violation of any law or the rules of conduct applicable to the employee including but not limited to abuse of authority, breach of contract, manipulation of company data, pilferage or confidential / proprietary information, criminal offence, corruption, bribery, theft conversion or misuse of the Company’s property, fraudulent claim, fraud or willful omission to perform the duty ,or that is economically wasteful or involving gross misconduct, incompetence or gross inefficiency and any other unethical, biased, favoured or imprudent act.

Activities which have no nexus to the working of the Company and purely of personal nature are specially excluded from the definition of improper activity.

- (f) **"Policy or This Policy"** means, **"Whistleblower Policy."**
- (g) **"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.
- (h) **"Subject"** means a person or group of persons including executive / non-executive against whom a Protected Disclosure is made or evidence gathered during the course of an investigation under this Policy.
- (i) **"Whistleblower"** is someone who makes a Protected Disclosure under this Policy.
- (j) **"Whistle Officer"** or **"Whistle 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. The Committee, if appointed, should include Senior Level Officers of HR, Internal Audit and a representative of the Division/ Department where the alleged malpractice has occurred.

#### **4.0 Scope**

- A. 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 including deputationists and secondees;
  - (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.
- B. 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;
  - (i) Wastage/ misappropriation of company funds/ assets;
  - (j) Breach of Company Policy or failure to implement or comply with any approved Company Policy.
- C. This Policy should not be used as a tool for redressal of grievances under Company Grievance Procedures or be a route for raising malicious or unfounded allegations against colleagues.

#### **5.0 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) Protected disclosure will be acted upon in a time bound manner.
- (b) Ensure that the Whistleblower and/ or the person processing the Protected Disclosure is not victimized for doing so;
- (c) Treat victimization as a serious matter, including initiating disciplinary action on person/(s) indulging in victimization.
- (d) Complete confidentiality of the Whistleblower will be maintained.
- (e) Evidence of the 'Protected Disclosure' will not be concealed and appropriate action including disciplinary action will be taken in case of attempts to conceal or destroy evidence.
- (f) Provide an opportunity of being heard to the persons involved especially to the Subject.
- (g) The Whistleblower will cooperate with the investigating authorities maintaining full confidentiality.

#### **6.0. Anonymous/ Pseudonymous Allegation**

Whistleblowers 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.

## **7.0. Protection to Whistle blower**

- A. 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 Whistleblower'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 :
- (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.
- B. 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.
- C. 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.

## **8.0 Accountabilities – Whistleblowers**

- (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 Whistleblower 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.
- (g) Maintain confidentiality of the subject matter of the Disclosure and the identity of the persons involved in the alleged malpractice.
- (h) In exceptional cases, where the Whistle blower is not satisfied with the outcome of the investigation carried out by the Whistle Officer or the Committee, he can make a direct appeal to the Chief Executive Officer or the Chairman of the Company, as the case may be.

#### **9.0. Accountabilities – Whistle 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.

#### **10.0 Rights of Whistleblowers**

- (a) **Whistleblowers** have the right to be heard and the Whistle Officer or the Committee must give adequate time and opportunity to the Whistle blower to communicate his statement on the matter.
- (b) **Whistleblowers** 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.

#### **11.0 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 including termination of employment, in accordance with Company rules, policies and procedures. Further this policy may not be used as a defense by an employee against whom an adverse action has been taken independent of any disclosure made by him and for legitimate reasons or cause under Company rules and policies.

#### **12.0 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 Whistle 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.

### **13.0 Procedure for Reporting and Dealing With Disclosures**

#### **(a) Mode of Disclosure**

- (i) A Disclosure shall be made in writing by the Whistle Blower. Letters can be sent either by hand-delivery, courier or by post addressed to the Whistle Officer appointed by the Company at the following address:

**Whistle Officer  
Whistle Blower Mechanism,  
Bengal Gas Company Limited  
4<sup>th</sup> Floor, Finance Centre, CBD Action area,  
II B, New Town, Kolkata 700156**

- (ii) While a disclosure has normally to be submitted to the Whistle Officer, it may also be submitted directly to the Chief Executive Officer of the Company at the following officer when the Whistle blower feels it necessary under the circumstances.

**Chief Executive Officer  
Whistle Blower Mechanism,  
Bengal Gas Company Limited,  
4<sup>th</sup> Floor, Finance Centre, CBD Action area,  
II B, New Town, Kolkata 700156**

- (iii) However, in case there is a disclosure against the CEO, the Whistle Blower may address to the Chairman of the Company.
- (iv) Disclosures against the Heads of the Units / Departments may be sent directly to the CEO of the Company.

#### **(b) Format for submission of Disclosure**

- (i) While there is no specific format for submitting a Disclosure, however, the following details must be mentioned:
- (ii) Name, address and contact details of the Whistleblower (including Employee's ID, if the Whistle blower is an employee).
- (iii) 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.
- (iii) In case of letters, the disclosure shall be sealed in an envelope marked "Whistleblower" and addressed to the Whistle Officer OR CEO or Chairman, depending on position of the person against whom disclosure is made.

**(c) Process of Dealing with Disclosure**

- (i) The Whistle 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.
- (ii) The Whistle 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 Chief Executive Officer or the Chairman of the Company (if required), as the case may be. If the Whistle 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.
- (iii) If the Whistle Officer determines that the allegations constitute a malpractice, he/ she will proceed to investigate the Disclosure with the assistance of the Whistle Committee comprising of Senior Level Officers of HR, Internal Audit and a representative of the Division/ Department 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 Whistle Officer shall refer the Disclosure to the appropriate authority under such mandated mechanism and seek a report on the findings from such authority.
- (iv) 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.
- (v) 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 Whistle Officer or Whistle Committee for the purpose of such investigation shall do so. Individuals with whom the Whistle Officer or Whistle Committee requests for an interview for investigation shall make themselves available for such interview at reasonable times and shall provide the necessary cooperation for such purpose.
- (vi) If the malpractice constitutes a criminal offence, the Whistle Officer will bring it to the notice of the Chief Executive Officer or the Chairman and take appropriate action including reporting the matter to the police.
- (vii) The Chief Executive Officer of the Company may, at his/her discretion, participate in the investigations of any Disclosure.
- (viii) The Whistle Committee shall conduct such investigations in a timely manner and shall submit a written report containing the findings and recommendations to the Whistle Officer as soon as practically possible and in any case, not later than 90 days from the date of receipt of the Disclosure. The Whistle Officer may allow additional time for submission of the report based on the circumstances of the case.
- (viii) While it may be difficult for the Whistle 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.

- (ix) The Whistle Officer will ensure action on the recommendations of the Whistle Committee/ Officer and keep the Whistleblower 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.

**14.0 Procedure for Dealing with any Retaliatory or Threats of Retaliatory Action If any**

In case Whistle Blower faces any retaliatory action or threats of retaliatory action as a result of making a Disclosure, he/ she will inform to the Whistle 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.

**15.0. 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.

**16.0 Reports**

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

**17.0 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.



## PROCESS FLOW

