



GMR GOA INTERNATIONAL AIRPORT LIMITED

WHISTLE BLOWER POLICY/ VIGIL MECHANISM

Approved by the Board on July 25, 2018

N.B: The contents of the Whistle Blower Policy is exactly in line with the Whistle Blower Policy of GMR Infrastructure Limited, the parent company which is adopted across GMR Group of Companies. The contents of the said policy which are in accordance with the Companies Act, 2013 and the Concession Agreement dated November 08, 2016 shall be applicable to GMR Goa International Airport Limited (GGIAL) and other provisions, if any, which are in accordance with the SEBI (LODR) Guidelines and other listing provisions will not be applicable to GGIAL.

1. INTRODUCTION

- 1.1. **GMR GOA INTERNATIONAL AIRPORT LIMITED** (the Company) provides a platform for employees and stake holders to disclose information internally, which they believe show serious malpractice, impropriety, abuse or wrong doing within the company without fear of reprisal or victimization.

2. OBJECTIVES

- 2.1. To voice concerns - in a responsible and effective manner.
- 2.2. To provide a platform to disclose information, without fear of reprisal or victimization, where there is reason to believe that the information shows serious malpractice, impropriety, abuse or wrongdoing within the Organization.
- 2.3. To enable disclosure of information, independently of line management for employees (although in relatively minor instances the immediate Superior would be the appropriate person to be informed).
- 2.4. To ensure that no one feels disadvantaged while raising legitimate concerns.
- 2.5. To provide appropriate infrastructure including the appointment of Group Ombudsperson to look into all *bonafide* allegations.

3. APPLICABILITY

- 3.1. All regular employees of the Organization, inclusive of Advisors, In-House Consultants, Whole Time Directors and Employees on contract;
- 3.2. Third Parties: The third parties including Vendors, Service providers, Partners, JV employees and Customers with concerns regarding any serious malpractice or impropriety within the Group.

4. SCOPE OF THE POLICY

- 4.1. This Policy is an extension of the Code of Conduct Policy of the GMR Group.
- 4.2. It shall be emphasized that this Policy is intended to assist whistle blowers who believe they have observed / come to know of any malpractice, impropriety, abuse or wrongdoing which has / may have an adverse or negative impact on the Company.
- 4.3. The whistle blower's role is that of a reporting party with reliable information. They are not required and expected to act as investigators or to be involved in deciding what course of remedial action is warranted in a given case. Although, the complainant 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.

- 4.4. This Policy is intended to deal with concerns which are to be investigated and in appropriate cases may lead to the invocation of other procedures e.g. disciplinary action.
- 4.5. This Policy will not cover issues relating to employment related grievances including PMP, promotions and transfers etc. which will be separately dealt under Employee Grievance Policy.
- 4.6. Malpractice, impropriety, abuse and wrongdoing (hereinafter referred to as “Concern”) can include a whole variety of issues and some are listed below. However, this is not a comprehensive list but is intended to illustrate the nature of issues, which may be raised under this Policy.
 - 1) Any unlawful act, whether criminal (e.g. theft) or a breach of the civil law (e.g. slander or libel).
 - 2) Breach of any Policy or Manual or Code adopted across Group companies.
 - 3) Health and safety risks, including risks to the public as well as other employees (e.g. faulty electrical equipment).
 - 4) Fraud and corruption (e.g. to solicit or receive any gift/reward as a bribe).
 - 5) Any instance of failure to comply with legal or statutory obligation either for and on behalf of the Group or in any personal capacity in the course of discharging duties of the Group.
 - 6) Any instance of any kind of financial malpractice.
 - 7) Abuse of power (e.g. sully/harassment)
 - 8) Any other unethical or improper conduct.

5. PROCESS OWNER

- 5.1. The Group Ombudsperson will be process owner of this Policy.
- 5.2. BCM (Institution Building & Governance) will oversee the effectiveness of this Policy.

6. GROUP OMBUDSPERSON

- 6.1. A senior level employee/consultant of the Group will be nominated as Ombudsperson to:
 - 6.1.1. Ensure that the received disclosure is investigated in a fair manner and decisions are reported appropriately to all concerned, within the stipulated time limits.
 - 6.1.2. Ensure that the Whistle Blower Policy is administered appropriately.
 - 6.1.3. Oversee and provide perspective to investigations.
 - 6.1.4. Being available as a “Listening Post” for any member of the Company, who may wish to speak with them for any matter on governance, culture, behaviour, etc.

- 6.1.5. To provide coaching and counselling to individuals, as may be required under this Policy.
- 6.1.6. To work closely with BCM-Institution Building & Governance and President - HR / Group Corporate Chairman, to develop a progressive and positive employee work culture and high integrity.
- 6.1.7. Carry out visits; undertake road shows to bring awareness about the Policy.
- 6.1.8. The Ombudsperson shall be nominated by the Group Chairman and will hold the position for a period of three years.
- 6.1.9. The details of Group Ombudspersons are given in Annexure - I.
- 6.1.10. The role of the Ombudsperson is mentioned as Annexure VI.

7. ANONYMOUS DISCLOSURE

This Policy encourages the whistle blowers to mention their names while making the disclosure. Concerns expressed anonymously/pseudonymously will not be normally entertained. However, where an anonymous disclosure contains references to verifiable facts and figures, such cases will be taken up for investigation.

8. FRIVOLOUS, FICTITIOUS AND MALAFIDE DISCLOSURES

- 8.1. If a whistle blower makes an allegation, which she/he knows to be untrue or with an intent to defame and is confirmed by subsequent investigation, appropriate action will be taken against such whistle blowers.
- 8.2. In case of a habitual complainant found to be making false/frivolous complaints, appropriate disciplinary action will be initiated against the complainant. Further, the subsequent complaints/disclosures made by him may not be considered.

9. DISCLOSURES

The employees/external stakeholders like Vendors, Suppliers, Service providers, Customers, Financiers, Shareholders etc., can make a disclosure through the following communication modes:

9.1. Oral Disclosures

If a whistle blower desires to make an oral disclosure s/he may do so through telecon or by personally meeting any of the Ombudspersons. If the disclosure is found to be valid, the said disclosure will be considered for an investigation as laid out in the procedure per Annexure II.

9.2. Disclosure through the Group website

If a whistle blower desires to make a disclosure s/he can send an e-mail to gmr@ethicshelpline.in or alternatively contact 1800-1020-467 to raise the concern. The Whistle Blower Policy is available in the Group's website www.gmrgroup.in.

10. ASSURANCES UNDER THE POLICY (TO WHISTLE BLOWER)

- 10.1. 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.
- 10.2. The GGIAL will not tolerate any harassment or victimization (including informal pressures) against the whistle blowers and will take appropriate action to protect the whistle blowers when he/she makes the disclosure in good faith.
- 10.3. The GGIAL will provide adequate and timely support and protection to the whistle blowers in the event of facing any civil or criminal action in consequence to the disclosure made to the Group.
- 10.4. If a whistle blower believes that she/he has been victimized for raising a disclosure under this Policy, he/she may file a written complaint to the Ombudsperson/BCM (IB&G) requesting an appropriate remedy.
- 10.5. The investigation shall be carried out in a neutral fact finding manner by an appropriate agency.

11. ASSURANCES UNDER THE POLICY (ON WHOM THE INVESTIGATION IS MADE)

- 11.1. All possible precautions will be taken to maintain the confidentiality of the person on whom an enquiry is carried out except for a disclosure or identify requirement, strictly for the purpose of law or to facilitate investigation process.

12. POLICY ADMINISTRATION

The detailed Policy administration guidelines / processes for employees and third parties have been drawn up separately and are detailed in Annexures III & IV.

- 12.1. **PROCEDURE FOR HANDLING THE DISCLOSURE:** Once any disclosure of concern has been made by a whistle blower, Group Ombudsperson shall pursue the following steps:

- 12.1.1. Ensuring the acknowledgement of the receipt within 7 days.
- 12.1.2. Group Ombudsperson will review the disclosures received and decide on the next course of action including entrusting the matter to an appropriate investigating agency, within 7 days of receipt of the disclosure.

- 12.1.3. Where the disclosures are found to be frivolous or bereft of verifiable information, further action will not be initiated.
- 12.1.4. The investigating agency will investigate and submit the report within 45 days of receipt of complaint/disclosure.
- 12.1.5. Group Ombudsperson will review the report and forward the same to the concerned CEO with a copy to concerned BCM, BCM - IB & G and President HR/Group Corporate Chairman, within 7 days of receipt of the report.
- 12.1.6. CEO/BCM will take appropriate action with relevant departments/agency to ensure closure. However, any disclosure of concern by a whistle blower against the CEO will be referred to the BCM after following the conditions and timelines mentioned in Clause 12.1.1 to 12.1.5 of the Policy.
- 12.1.7. The Group Ombudsperson will provide a quarterly update to BCM (IB & G) and the Group Head E&I will make a half yearly presentation to the group Audit Committee on implementation of the whistle blower policy.
- 12.1.8. The Group Ombudsperson will inform the whistle blower regarding the action taken on his/her disclosure within 75 days from the date of lodging the disclosure.

12.2. APPEAL AGAINST THE DECISION OF THE CEO/BCM to the GCM.

If the whistle blowers or the person complained against is not satisfied with the decision of the CEO/ BCM, then either of the parties could prefer an appeal against the decision before the GCM through the BCM-IB &G, whose decision in the matter will be final and binding on all the parties. Defined Appeal Procedure is explained in detail as an Annexure - V. The President HR/CCM will be kept informed.

13. POWER TO CHANGE THE POLICY:

This Policy can be changed or modified or rescinded or abrogated at any time by BCM (IB&G) with the due approval of GHB.

Annexure-1: Group Ombudspersons

Name	Location
Mr. M.R. Reddy	Bengaluru
Mr. Dora H.J.	Hyderabad

Mr. M.R. Reddy will cover Institution Building & Governance, Group Corporate Services and Energy Sector and Mr. H.J. Dora will cover Airport and Urban Infra Sectors.

1. Mr. M. R. Reddy (Email ID: Reddy.MR@gmrgroup.in / Mobile No. +91 9945611522)
2. Mr. H. J. Dora (Email ID: Dora.HJ@gmrgroup.in / Mobile No. +91 9866102224)

Annexure II: Oral Disclosure Handling Process

1. An oral disclosure by any internal/external stakeholder including employees, consultants etc. may be made, to Group Ombudsperson.
2. On receipt of the disclosure by the Group Ombudsperson, he/she shall acknowledge such disclosure orally and shall carry out discreet preliminary investigation.
3. Based on the preliminary investigation, if the disclosure is found to be frivolous, then the case shall be dropped and communicated as such to the whistle blower.
4. If the disclosure is found to be valid, then the case shall be referred for an investigation through an appropriate agency.
5. Group Ombudsperson shall pursue the routine course of investigation as laid out in Clause 12.1 of this Policy.

Annexure III: Detailed Policy Administration Guidelines and processes for Employees.

1. The received disclosure will be reviewed by Group Ombudsperson to determine the validity of the disclosure.
2. The frivolous/fictitious disclosures will not be referred for further investigation and closed accordingly. Further, appropriate disciplinary action to be initiated, if any, on the whistle blower will be recommended.
3. The valid disclosure will be referred to an appropriate investigating agency for necessary investigation. The Group Ombudsperson will maintain a list of investigating agencies and in consultation with Group Head MAG and Group Head Ethics & Intelligence, will decide on the appropriate investigating agency.
4. On receipt of the investigation report, the Group Ombudsperson will review the same and forward it to concerned CEO with a copy to concerned BCM, PHR/CCM and BCM - IB&G.
5. The outcome of the investigation will be informed to the whistle blower and he will be thanked/suitably rewarded in deserving cases for raising the disclosure.
6. Appropriate reporting on a regular/periodical basis will be made to the GCM/GHB, through BCM - IB & G by Group Ombudsperson.

Annexure IV: Detailed Policy administration guidelines and processes for Third Parties

1. The received disclosure will be reviewed by the Group Ombudsperson to determine the validity of the disclosure.

2. The frivolous/fictitious disclosures will not be referred for further investigation and closed accordingly. Further, appropriate disciplinary action to be initiated, if any, on the whistle blower.
3. The valid disclosure will be referred to an appropriate investigating agency for necessary investigation. The Group Ombudsperson will maintain a list of investigating agencies and in consultation with Group Head MAG, Group Head - Ethics & Intelligence and CEO - Central Procurement Department will determine the appropriate investigating agency.
4. Personal meetings required, if any, with the whistle blower will be conducted, if found necessary.
5. On receipt of the investigation report, the Group Ombudsperson will review the same and forward it to concerned CEO with a copy to concerned BCM, BCM - IB & G, President HR/CCM for taking necessary action.
6. The outcome of the investigation will be informed to the whistle blower and he will be thanked for raising the disclosure.
7. Appropriate reporting on a regular/periodical basis will be made to the GCM/GHB through BCM - IB & G by Group Ombudsperson.

Annexure V: Appeal procedure against the decision of the CEO/ BCM

1. On receipt of the decision of the CEO/BCM, in consultation with PHR/CCM either the whistle blower or the person complained against can prefer an appeal against the decision before the Group Chairman within 30 days of receipt of report.
2. The Group Chairman in co-ordination with PHR/CCM and BCM - IB&G may:
 - Have a personal discussion with all required
 - Request for necessary documentations, evidences, explanations to ensure that drawn opinions / identified gaps are correct
 - Propose an additional investigation/review to ensure effective closure of the disclosure
3. On review of all documentation or on receipt of revised investigation report, the Group Chairman in Consultation with BCM - IB&G, President HR/CCM will give a decision and GCM's decision in this matter will be final and binding on all the parties.

Annexure VI: The Role of the Ombudsperson

1. **Listener/Counsellor:** Oftentimes it is helpful for an employee to merely use the Group Ombudsperson as a listener to help clarify the issues, disentangle complicated situations, and prioritize concerns. Being available as a "Listening Post" for any member of the Group, who may wish to speak with him for any matter on governance, culture, behaviour etc. and if found genuine, forward the information to the Group Head (E&I).

2. **Information Resource:** The Group Ombudsperson is available as an information resource, providing access to applicable guidelines and policies, or facilitating communication with other services or appropriate administrative units.
3. **Informal Intervention:** With permission of the complainant, the internal ombudsperson can act as an intermediary to clarify issues and initiate problem-solving, including facilitating a mediation session.
4. **Trend Recorder:** The Group Ombudsperson will periodically report to management on problem areas and trends within the organization so that such issues can be addressed through policies and procedures.
 - a. Provide perspective to investigations.
 - b. Group Ombudsperson shall have ears to the ground.
5. To provide coaching and counselling to individuals, as may be required under this policy.
6. To work closely with HR to develop a progressive and positive employee work culture and high integrity.
7. More often than not, employees are reluctant to voice allegations relating to issues such as harassment or discrimination, out of fear of the possible repercussions. To combat this fear, the Group Ombudsperson is viewed as a trustworthy, dependable, and risk-free party to whom an employee can voice concerns confidentially.
