

WHISTLEBLOWER POLICY

1. INTRODUCTION

Objective

The Company believes to conduct its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. In accordance with Section 177(9) and 177(10) of the Companies Act, 2013 and Rule 7 of Companies (Meetings of Board and its Powers) Rules 2014, the Company has established a vigil mechanism for its Directors, Employees and Associates to report their genuine concerns generally impacting/affecting business of the Company, regarding unethical behavior, misconduct, actual or suspected fraud or violation of the Code of Conduct or any Policy of the Company.

Any actual or potential violation of Code of Conduct or any Policy would be a matter of serious concern for the Company.

The Company has made provision for direct access in exceptional cases, to:

- the chairperson of the Audit Committee, where any entity of THINK Gas has a designated Audit Committee, or
- Nominated Director to perform the role of the Audit Committee for the purpose of this mechanism.

Scope

Directors, Employees and Associates of the Company are eligible to make Protected Disclosures¹ under the Whistleblower policy pertaining to the following issues:

- Abuse of authority
- Unethical behavior
- Any unlawful act whether criminal or civil
- Fraud (actual or suspected)
- Financial irregularities
- Insider trading
- Misuse of confidential Information
- Misuse of Company's name or that of its associates or affiliates or group companies
- Conflict of Interest
- Bribery or corruption
- Misappropriation of company funds/assets
- Breach of IT Security and data privacy
- Any other issue as deemed fit

2. PROTECTED DISCLOSURES

Disqualification of Protected Disclosure

The Company reserves the right to not investigate the Protected Disclosure in case of the following scenarios:

- Protected Disclosure related issue not covered under Scope of this Policy

¹ Protected Disclosure" refers to any communication made in good faith that discloses or demonstrates facts that could be used to prove unethical or improper behaviour.

- Protected Disclosure without obtaining minimum information such as location of incident, timing of incident, personnel involved, specific evidence or source of evidence and detailed description of the incident

Protection for Whistleblowers

The Company will ensure protection for the Whistleblowers and will not tolerate any form of reprisal or retaliation under this Policy. Retaliation includes discrimination, reprisal, harassment, hostility, victimization or vengeance in any manner. The Whistleblower will not 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 her/his duties including making further Protected Disclosure, as a result of reporting under the Policy.

However, this protection is available provided that:

- The Protected Disclosure is made in good faith;
- The Whistleblower is not acting for any personal gain.

Any other Director, Employee or Associate assisting in the investigation shall also be protected to the same extent as the Whistleblower.

An Employee, Director or Associate who knowingly makes false allegations/frivolous complaints of unethical or improper practices or alleged wrongful conduct shall be subject to disciplinary action, up to and including termination of employment/contract, in accordance with Company rules, policies and procedures.

Reporting Procedure

The Whistleblower can make a Protected Disclosure by emailing his/ her concerns at ethicshelpline@think-gas.com. The reporting channel will be managed by the Compliance Officer.

A speak up hotline for this purpose if implemented will be informed.

Protected Disclosure should be written to provide clear understanding of the issues raised and should either be typed or written in a legible handwriting in English or Hindi or any vernacular language. All Protected Disclosure concerning financial or accounting matters or those concerning the Compliance Officer or HOD and above shall be addressed directly to the Audit Committee or the Nominated Director, as applicable. Protected Disclosure should be factual and should contain as much specific information as possible to allow proper assessment of the Protected Disclosure.

3. HANDLING OF PROTECTED DISCLOSURES

Investigation

- All Protected Disclosures reported under this Policy will be thoroughly investigated by the Compliance Committee over seen by the Audit Committee or the Nominated Director, as applicable. The Compliance Committee shall comprise of Compliance Officer, Legal- Head and HR- Head.
- The Compliance Committee/Audit Committee/Managing Director/Nominated Director may, at its discretion, consider appointing an internal or external investigator or investigation team.
- Identity of the Subject (i.e. a person against whom the Complaint is made) and Whistleblower should be kept confidential to the extent possible given the legitimate needs of law and the investigation. Any other Director, Employee or Associate assisting in the investigation shall also be protected to the same extent as the Whistleblower.

- Subject shall co-operate with the Compliance Committee or Investigators and should not interfere with the investigation process.
- The Subject shall be informed of the outcome of investigation.
- The investigation shall be completed normally within 90 (ninety) days of receipt of the Protected Disclosure. The findings of the investigation will be shared with the Audit Committee or the Managing Director/Nominated Director, as applicable.

Investigators

The Compliance Committee shall decide to conduct or get an investigation conducted by external Investigators after preliminary review of Protected Disclosure, which establishes that:

- The alleged act constitutes an improper or unethical activity or conduct as defined in Scope of this Policy.
- The allegation is supported by specific or minimum information provided by the Whistleblower as defined under “Disqualification of Protected Disclosure” section of this Policy.
- All Investigators shall be independent and unbiased in both fact and as perceived. Investigators shall derive their authority and access rights from Compliance Committee during the investigation.

Decision

If an investigation leads to conclude that an improper or unethical act has been committed, the Audit Committee or the Management of the Company, as may be applicable, shall take such disciplinary or corrective action as may deem fit. Management of the company includes CEO/Managing Director/Nominated Director, COO and CMO who shall have the power to make decisions. All the decisions shall be taken by them in consultation with the Head- HR.

Reporting

At least once in every six months and whenever else as deemed necessary, the Compliance Officer shall submit a report to the Audit Committee/Board of Directors with the summary of each complaint made in the last 12 months and show specifically: (a) the Subject and the complainant (unless anonymous, in which case report will so indicate), (b) a description of the complaint, (c) the status of the investigation, (d) any conclusions reached by the investigator, and (e) findings and recommendations.

Further, matters related to bribery and corruption of public officials should be additionally reported to the legal counsel for their advice on compliances with Prevention of Corruption Act, 1988 along with Prevention of Corruption (Amendment) Act, 2018, US Foreign Corrupt Practices Act, 1977, UK Bribery Act, 2010 and other applicable laws.

4. 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 seven years or other limitation period required under law.

5. AMENDMENT AND OTHER POWERS

The Company has the right to amend, suspend or replace this Policy anytime and shall inform the Employees, Directors and Associates of such amendment in due course.

Whilst the Company has made best efforts to define detailed procedures for implementation of this Policy, there may be occasions when certain matters are addressed to 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.