



GMR AIRPORTS LIMITED

Policy on Whistle Blower



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1. INTRODUCTION

GMR Airports Limited is an Airport Sector holding company of GMR Group and follows the GMR Group's ethical practices. In an effort to further this approach, as well as to comply with the applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Act') and the rules made thereunder (as well as the regulations made by the Securities and Exchange Board of India), GMR Airports Limited has decided to adopt a revised vigil mechanism in line with the GMR Group's Code of Business Conduct and Ethics Policy which can be referred to as the Whistle Blower Policy.

This Policy provides a platform for 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 GMR Group's Code of Business Conduct and Ethics Policy (hereinafter referred to as a "Concern") or any instances of leak of Unpublished Price Sensitive Information (UPSI), in terms of the Code of Conduct for Prevention of Insider Trading, without fear of reprisal or victimization.

1.1. Purpose of the Policy

- 1.1.1. To provide a platform to voice concerns in a responsible and effective manner.
- 1.1.2. To provide 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. To ensure that no one is disadvantaged as a result of raising legitimate Concerns.
- 1.1.4. To increase the efficacy of the internal disclosure systems by enabling the 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).
- 1.1.5. To provide appropriate infrastructure, including through the appointment of Ombudspersons, 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 and Listing Agreement.



1.2.2. **“Board”** means the Board of Directors of the Company.

1.2.3. **“Code of Conduct for Prevention of Insider Trading”** means the Code of Conduct for Prevention of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information of GMR Airports Limited formulated pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015

1.2.4. **“Company”** means GMR Airports Limited.

1.2.5. **“Compliance Officer”** shall have the same meaning as assigned under the Code of Conduct for Prevention of Insider Trading adopted by the Company as per the SEBI (Prohibition of Insider Trading) Regulations, 2015.

1.2.6. **“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.

1.2.7. **“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 shareholders or its creditors or any other person, whether or not there is any wrongful gain or wrongful loss.

1.2.8. **“Leak of UPSI”** shall refer to such act or omission by virtue of which a UPSI is made or becomes generally available before its official publication or announcement or formal circulation in public domain and which shall also include any attempt thereof.

1.2.9 **“Unpublished Price Sensitive Information”** (UPSI) shall have the same meaning as assigned to it under Regulation 2(n) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

1.2.10. **“Policy”** means Whistle Blower Policy of the Company.

1.2.11. **“Whistle Blower”** means any person making a Disclosure under this Policy.

1.3. Interpretation

Capitalized terms not defined herein shall have the meaning assigned to them under the GMR Group’s Code of Business Conduct and Ethics Policy.



2. APPLICABILITY

This Policy shall apply to all Directors, regular employees and consultants of the Company, including advisors, in-house consultants, Whole-time Directors and employees on contract.

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. SCOPE OF THE POLICY

- 3.1. This Policy is an extension of the Code of Business Conduct and Ethics Policy of the GMR Group.
- 3.2. It shall be emphasized that this Policy is intended to assist 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.
- 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. These are dealt with separately under the Employee Grievance Policy.
- 3.5. Concerns that may be raised under this Policy include a wide range of issues, some of which are listed below. An illustrative (but by no means comprehensive) list of Concerns that may be raised under this Policy is as follows:
 - (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 including Anti Bribery and Anti-Corruption Policy;
 - (c) health and safety risks, including risks to 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);
- (h) Leak or suspected leak of UPSI; and
- (i) any other unethical or improper conduct.

Whistle Blowing in case of leak of Unpublished Price Sensitive Information (“UPSI”)

Any instance of leak of UPSI should be on the basis of a direct first- hand experience of the Whistle Blower. It should not be based on any secondary, unreliable source such as grapevine- or any other form of informal communication.



4. OMBUDSPERSON

- 4.1. A senior level employee / consultant of the GMR Group 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 counseling to 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 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 shall be nominated by the Group Chairman and will hold the position for a period of three years from the date of appointment.
- 4.4. The details of the Ombudsperson for the Company are given in **Annexure - I**.
- 4.5. The Ombudsperson, as described above, will be the process owner of this Policy.
- 4.6. The Business Chairman (Institution Building & Governance), acting on the directions of the Audit Committee and the Board of Directors of the Company, will oversee the implementation and effectiveness of this Policy.



5. DISCLOSURE AND FILING OF COMPLAINTS

5.1. Anonymous Disclosure

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.

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.

Any instance of whistle blowing under the Code of Conduct for Prevention of Insider Trading / reporting of leak of UPSI shall be dealt with in accordance with this Policy on Whistle Blower.

5.2. Frivolous, Fictitious and Mala fide Disclosures

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.

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, she / he may do so through teleconference or by personally meeting the Ombudsperson, or by calling 1800-1020-467 or such other number as is set out on the Group's website at www.gmrgroup.in.

(b) Complaints filed through Electronic Means

If a Whistle Blower desires to raise a concern through electronic means, she / he may send an e-mail to gmr@ethicshelpline.in to raise a concern under the Policy.



6. ASSURANCES UNDER THIS 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 she / he 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 she/he has been victimized for raising a Concern under this Policy, she / he 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. 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 Group Head, Management Assurance Group or Group Head, Ethics & Intelligence, will decide on the appropriate investigating agency. In case of instance of leak of UPSI, the Ombudsperson shall consult the Compliance Officer of the Company for further course of action.
 - (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 Chief Executive Officer with a copy to the concerned Business Chairman, Business Chairman (Institution Building & Governance) and Group President-HR, within seven (7) working days of receipt of the report. In case of any instance of leak of UPSI the report of investigation shall be provided to the Compliance Officer. The Compliance Officer shall deal with the report in terms of the



SEBI (Prohibition of Insider Trading) Regulations, 2015.

- (h) The relevant Chief Executive Officer / Business Chairman will take appropriate action with relevant departments / agency to ensure closure.
 - (i) The Ombudsperson will provide a quarterly update to the Business Chairman (Institution Building & Governance) and to the Group Head - Ethics & Intelligence.
 - (j) The Group Head - Ethics & Intelligence will make a half yearly presentation to the Audit Committee on the implementation of this Policy.
 - (k) The Ombudsperson / Group Head - Ethics & Intelligence 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, Ombudsperson, a Business Chairman, or Group Head -Ethics and Intelligence 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 shall file the complaint with any member of the Board of Directors.
- 7.3. The detail of the Chairman of the Audit Committee of the Company is given in **Annexure - II**.
- 7.4. 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. APPEAL AGAINST THE DECISION OF THE CEO / BCM TO THE GCM

If the Whistle Blower is not satisfied with the decision of the Ombudsperson in not initiating an investigation into the complaint, she / he may prefer an appeal against such decision before the relevant Chief Executive Officer / Business Chairman.

If either the Whistle Blower or the person complained against is not satisfied with the decision of the Chief Executive Officer / Business Chairman, then either of the parties could prefer an appeal against the decision before the Group Chairman in accordance with the procedure set out in **Annexure - III**.

The decision of the Group Chairman shall be final and binding on all the parties. The Group President HR / Business Chairman (Institution Building & Governance) will be kept informed.



9. DOCUMENTATION

The Ombudsperson / Group Head, Ethics and Intelligence 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 / Group Head, Ethics and Intelligence for his records.



10. 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 Business Chairman (Institution Building & Governance) with due approval of the Board of Directors and the Audit Committee.



ANNEXURE - I

(a) The Ombudsperson for the Company shall be:

Ombudsperson	Company
Mr. M.R. Reddy	GMR Airports Limited

Group Chairman may review the name of Ombudsperson from time to time and modify the same as required.

(b) The Compliance Officer of the Company shall be:

Compliance Officer	Email ID
Mr. Sushil Kumar Dudeja	Sushil.Dudeja@gmrgroup.in

In case the Compliance Officer of the Company changes, same will be updated in the policy from time to time.



ANNEXURE - II

The contact details of the Chairman of the Audit Committee of the Company shall be:

Chairman	Email ID	Communication Address
Mr. Amarthaluru Subba Rao	Gmr.amarthaluru@gmail.com	GMR Airports Limited 3 rd Floor, New Udaan Bhawan, Opp. Terminal - 3, IGI Airport, New Delhi - 110037

In case the Chairman of the Audit Committee changes, same will be updated in the policy from time to time.



ANNEXURE - III

APPEAL PROCEDURE AGAINST THE DECISION OF THE CEO / BCM

1. On receipt of the decision of the Chief Executive Officer / Business Chairman, in consultation with the Group President-HR, 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 intimation of the decision.
2. The Group Chairman in co-ordination with the Group President-HR 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 Group Chairman, in consultation with the Group President-HR will give a decision and the Group Chairman's decision in this matter will be final and binding on all the parties.