

WHISTLE BLOWER POLICY

PREAMBLE

VA TECH WABAG LIMITED (hereinafter referred to as the “Company” or “WABAG”) believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour, in consonance with the VA TECH WABAG’s Principles of Conduct and Action. Any actual or potential violation of these Principles and the Group’s Code of Conduct for Employees would be a matter of serious concern for the Group. Employees have a role and responsibility in pointing out such violations. This WHISTLE BLOWER POLICY is formulated as part of the Vigil Mechanism established by the Company for Directors and Employees to report genuine concerns, to provide a secure environment and to encourage employees of WABAG to report unethical, unlawful or improper practices, acts or activities in the Company and to prohibit managerial personnel from taking any adverse personnel action against those employees who report such practices in good faith.

APPLICABILITY

This policy is framed in compliance with the provisions of Section 177(9) and (10) of the Companies Act, 2013 and Regulation 4 & 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR 2015”) and applies to all permanent employees, consultants, outsourced employees, customers and vendors of VA TECH WABAG LIMITED including the Directors of the Company. The Audit Committee of the Board of Directors of the Company shall review/ oversee the functioning of the Whistle Blower Policy / Vigil Mechanism.

COVERAGE

This policy covers VA TECH WABAG LIMITED including Associate and Subsidiaries Companies.

POLICY

Every employee of VA TECH WABAG LIMITED is expected to promptly report to the Designated Committees any actual or possible violation of VA TECH WABAG’s Principles of Conduct and Action, The Code of Conduct for Employees or any other unlawful or unethical or improper practice or act or activity that he/she may come across while he/she is employed in the Company. The unlawful or unethical or improper practice or act or activity (hereinafter referred to as an “alleged wrongful conduct”) may include, but is not limited to, any of the following:

- A wilful violation of any law / statute applicable to the Company
- Misuse or misappropriation of the Company’s assets
- Gross waste of or misuse or misappropriation of the Company’s funds
- A substantial or specific danger to health and safety of an employee caused by a willful act/ Negligence
- An abuse of one’s authority/ position in the Company
- Any other event which could affect the interest of business



No Director, Manager, Key Management Personnel, Senior Management Personnel, Department Head, or any other employee with authority to make or materially influence significant personnel decisions shall take or recommend an adverse personnel action against an employee in retaliation for a disclosure of information, made in good faith, about an alleged wrongful conduct.

DEFINITIONS

“This Policy” or “Policies”

“This Policy” or “Policies” refers to the “Whistle Blower Policy” of VA TECH WABAG LIMITED.

“Whistle Blower” (WB)

“Whistle Blower” includes directors, all permanent employees, consultants, outsourced employees, customers and vendors making a Disclosure / Compliant under this Policy

“Company”

“Company” refers to VA TECH WABAG LIMITED

“Adverse Personnel Action”

“Adverse Personnel Action” means an employment related act or decision (relating to, but not limited to, compensation, promotion, job allocation, job profile, leave or other privileges) or a failure to take appropriate action by a manager, which may affect the employee negatively.

“Audit Committee”

“Audit Committee” means the Audit Committee of the Board of Directors.

“Designated Committee” or “Investigating Authority”

“Designated Committee” or “Investigating Authority” means Company’s “Whistle Blower Committee” as appropriate.

The Company’s Whistle Blower Committee comprises of the following managerial personnel.

1. Mr. S. Varadarajan, Director & Chief Growth Officer
2. Mr. Skandaprasad Seetharaman, Chief Financial Officer
3. Mr. Arulmozhi, Chief Financial Officer – India Cluster
4. Mr. Sandip S Kamat, Head - IEC
5. Mr. K Venkatesan, Cluster Head Human Resource and Administration

Good Faith

An employee shall be deemed to be communicating in ‘good faith’ if there is a reasonable basis for communication of the alleged wrongful conduct.



Good faith shall be deemed lacking when the employee does not have personal knowledge of or factual basis for the communication or where the employee knew or reasonably should have known that the communication about the alleged wrongful conduct.

ROLES, RIGHTS AND RESPONSIBILITIES OF WHISTLE BLOWERS

- a. Whistle Blowers provide initial information based on a reasonable belief that an alleged wrongful conduct has occurred. The motivation of a Whistle Blower is irrelevant to the consideration of the validity of the allegations. However, the intentional filing of a false report, whether orally or in writing is itself considered an improper activity, which the Designated Committee has the right to act upon.
- b. Whistle Blowers shall refrain from obtaining evidence for which they do not have a right of access. Such improper access may itself be considered an improper activity.
- c. Whistle Blowers have a responsibility to be candid with the members of the Designated Committee or others to whom they make a disclosure / report of alleged improper activities and shall set forth all known information regarding any reported allegations.
- d. Anonymous Whistle Blowers must provide sufficient corroborating evidence to justify the commencement of an investigation. An investigation of unspecified wrongdoing or broad allegations would not be undertaken without verifiable evidence. Because investigators are unable to interview anonymous Whistle Blowers, it may be more difficult to evaluate the credibility of the allegations and, therefore, less likely to cause an investigation to be initiated.
- e. Whistle Blowers are “reporting parties” not investigators. They are not to act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the investigating authority.
- f. The identity of the Whistle Blower will not be disclosed except where required under the law or for the purpose of the investigation. Should, however, the Whistle Blower self-disclose his or her identity, there will no longer be an obligation not to disclose the Whistle Blower’s identity.
- g. A Whistle Blower’s right to protection from retaliation does not extend immunity for any complicity in the matters that are the subject to any allegations or an ensuing investigation or other misconduct or wrongdoing.
- h. This policy may not be used as a defence by an employee against whom an adverse personnel action has been taken for legitimate reasons or cause under Company rules and policies. It shall not be a violation of this policy to take adverse personnel action against an employee, whose conduct or performance warrants that action, separate and apart from that employee making a disclosure.

DISQUALIFICATION

- a. The Company's Whistle Blower Committee shall ensure that necessary safeguards are provided to the Whistle Blower
- b. While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- c. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.
- d. Whistle Blowers, who make any Disclosures, which have been subsequently found to be mala fide or malicious or Whistle Blowers who make three or more Disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, will be disqualified from reporting further Disclosures under this Policy. Such acts would squarely be considered as an improper activity which the Designated Committee members have the right to act upon.

PROCEDURES

For making a Compliant

- Any employee who observes or has knowledge of an alleged wrongful conduct shall make a compliant to any of the members of the Company's Whistle Blower Committee as soon as possible but not later than 30 consecutive calendar days after becoming aware of the same. The Complaints can be made through any one of the following mode:
 - a. A written complaint can be sent to the following address:
Whistle Blower Committee
"Wabag House", No.17, 200 Feet
Thoraipakkam-Pallavaram main Road,
Sunnambu Kolathur
Chennai – 600 117
(or)
 - b. An email complaint can be send to the mail ID whistleblower@wabag.in to the Whistle Blower Committee with your identity or anonymously.
 - c. In case the Whistle Blower has a reason to believe that the members of the Whistle Blower Committee is individually or jointly involved in suspected violation or that the compliant pertains to material violation of laws or fraud that could pose a threat of financial loss to the Company or serious penalties imposed on the officers of the Company or any possible action by regulators that may lead to debarring/ blacklisting of the Company, the complaint can be made to the Chairman of the Audit Committee at the mail ID chairman.auditcommittee@wabag.in

- The Company's Whistle Blower Committee to which the compliant has been made shall appropriately and expeditiously investigate all Whistle Blower reports / disclosures / complaints received. In this regard, the Company's Whistle Blower Committee, if the circumstances so suggest, may appoint a senior officer or a committee of managerial personnel to investigate into the matter.
- The Company's Whistle Blower Committee shall have the right to outline a detailed procedure for an investigation.
- The Company's Whistle Blower Committee shall enforce corrective action, if any required promptly
- The Company's Whistle Blower Committee shall on a quarterly basis, bring to the attention of the Audit Committee, all information that is provided by a Whistle Blower and action taken to redress the compliant under this policy.

RETENTION OF RECORDS

All documents relating to such 'complaint's made through the procedures outlined above shall be retained for at least five years from the date of the 'Complaint', after which the information may be destroyed unless the information may be relevant to any pending or potential litigation, inquiry, or investigation, in which case the information will be retained for the duration of that litigation, inquiry, or investigation and therefore as necessary.

NOTIFICATION

All Business unit Heads, Site Heads, Divisional Heads and Regional Heads, of VA TECH WABAG LIMITED are required to notify and communicate the existence and contents of this policy to their subordinates. The new employees shall be informed about the policy by the HR Department. This Policy, as amended from time to time, shall be made available on the website of the Company.

AMENDMENT

The Audit Committee of the Board reserves its right to amend or modify this policy in whole or in part, without assigning any reason whatsoever.

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First revision on : 26th May 2016

Second revision on : 9th August 2017

Third Revision on : 12th August 2019 effective from 13th August 2019

Fourth Revision on : 31st July 2020

Fifth Revision on : 5th June 2021 effective from 8th June 2021