



THE WATERBASE LIMITED

WHISTLEBLOWER POLICY



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I. Introduction

1. The Company believes in the conduct of its affairs in a fair and transparent manner and endeavours to adopt highest standards of professionalism, honesty, integrity and ethical behavior, so as to develop a culture to raise concerns about any poor or unacceptable practice or misconduct in safe manner by its employees.
2. The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing and accord protection to employees, who raise concern about serious irregularities within the Company.

However, the employees shall remain bound by the duty of confidentiality in the course of their employment and should not take up their personal grievances.

II. Definitions

1. "Audit Committee" means the Audit Committee constituted by the Board of Directors of the Company pursuant to Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014.
2. "Employee" means every employee of the Company, whether working in India or abroad.
3. "Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
4. "Disciplinary Action" means any action that can be taken on the completion of or 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.
5. "Subject" means a person against or in relation to whom a Disclosure either in writing or through email is made or evidence gathered during the course of an investigation.
6. "Whistle Blower" is someone who makes a Disclosure.
7. Corporate Ombudsman: An Individual appointed by the Audit Committee to monitor and report to it the complaints/ reports submitted under this policy.

III. The Policy & Principles

This Policy is for the Employees and it is envisaged that the Employees can be confident about raising a concern.



In order to ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

1. Ensure that the Whistle Blower and/or the person processing the Disclosure is not victimized for doing so;
2. Treat victimization as a serious matter including initiating disciplinary action on such person/(s);
3. Ensure complete confidentiality.
4. Not attempt to conceal evidence of the Disclosure;
5. Take disciplinary action, if any one destroys or conceals evidence of the Disclosure made/to be made;
6. Provide an opportunity of being heard to the persons involved especially to the Subject;

Further, The Whistle Blower shall report reliable information and they are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.

IV. Scope of Policy

The Policy covers malpractices and events which have taken place/ suspected to take place involving:

1. Abuse of authority, breach of contract or negligence causing substantial and specific danger to public health and safety.
2. Manipulation of company data/records or pilferation of confidential/propriety information.
3. Financial irregularities, including fraud, or suspected fraud or Criminal offence
4. Deliberate violation of law/regulation
5. Wastage/misappropriation of company funds/assets, breach of Code of Conduct and Business Ethics.
6. Any other unethical, biased, favoured, imprudent event.

However, the mechanism should not be used for redressing personal grievances or to route malicious/unfounded allegations against colleagues.

V. Procedure to Report concerns

Reports/ Complaints of actual or suspected activities specified in Clause IV shall be made in writing so as to assure a clear understanding of the issues. Such reports should be factual rather than speculative and must contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of preliminary investigative procedures.

Reports/ Complaints can be made through an email sent to the mail ID whistleblower@waterbaseindia.com. The complainant may use a non-identifiable email address, like Hotmail or Yahoo to leave a message.



In case the complaint/ report 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/ report can be made to the Chairman of the Audit Committee at the mail ID cac@waterbaseindia.com

VI. Mechanism to review the Complaints

1. All the stakeholders' complaints /reports shall be reviewed by the Corporate Ombudsman appointed by the Audit Committee, except in case of a complaint/ report directly submitted with the Chairman of the Audit Committee. In case of a complaint/concern against Corporate Ombudsman, the same shall also be addressed to the Chairman of the Audit Committee.
2. The Corporate Ombudsman shall have the sole access to the Whistleblower drop box and the mail ID whistleblower@waterbaseindia.com.
3. The Corporate Ombudsman shall acknowledge the receipt of complaint/ report within one business day of receipt of the complaint/ report (if not reported anonymously).
4. The Corporate Ombudsman shall determine whether the complaint/ report actually pertain to a reportable complaint within 3 business days of receipt of the complaint.
5. If the Corporate Ombudsman decides that the complaint/ report is not a reportable one, wherever possible, he/she shall communicate the rationale for the decision to the complainant within 3 business days of such decision. However, the complainant can escalate the matter to the Chairman of the Audit Committee, if the person still believes there is a reason or if the Corporate Ombudsman fails to respond within the timeline prescribed in the clause above. In such cases, if the Chairman of Audit Committee feels appropriate, he shall direct the Corporate Ombudsman to take up the investigation of the case and the Audit Committee shall oversee the progress of investigation and corrective actions.
6. If the Corporate Ombudsman determines that the complaint/ report is a reportable one, he shall investigate the alleged violation (If required, he shall set up an Investigation Committee with due communication and approval of the Chairman of the Audit Committee)
7. The Investigation Committee shall file a report to the Corporate Ombudsman within 10 business days of reference by Corporate Ombudsman along with the recommendations for corrective action. The Corporate Ombudsman shall decide on the corrective action to be taken in case of all complaint/ report taken up for investigation within 15 business days of determining whether the complaint/ report is reportable.
8. In case of complaints/ reports directly made to Chairman of Audit Committee, he may set up an Investigating Committee which shall be subject to the same timelines as above and shall report to the Audit Committee.
9. If Audit Committee's intervention is needed in implementing any corrective action, the Corporate Ombudsman shall communicate his findings and recommendations to the Chairman of Audit Committee who shall oversee the implementation of corrective actions and shall place the action taken report before the Audit Committee.



10. All corrective actions shall be taken by the Corporate Ombudsman and overseen by the Audit Committee as described in 'Remedies & Discipline' section.

VII. Remedies & Discipline

If it is determined that a reportable violation has occurred, the Corporate Ombudsman/ Audit Committee shall recommend to the HR Head the following action to correct it:

1. Any person found guilty of the violation will be subject to disciplinary action up to and including termination of employment.
2. Appropriate procedures, policies and controls will be established in all departments to ensure early detection of similar violation.
3. During the investigation period or at any time thereafter, if any employee is found to be (a) retaliating against the complainant, (b) coaching witnesses or (c) tampering with evidence, then it would lead to severe disciplinary action including termination of employment. Such instances may also be reported to Corporate Ombudsman/ Audit Committee by a Whistleblower and the Corporate Ombudsman/ Audit Committee shall give protection to the aggrieved stakeholder in case retaliation is complained.
4. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc. The Corporate Ombudsman/ Audit Committee shall not, unless compelled by judicial or other legal process, reveal the identity of any person who makes a Disclosure or reports a Retaliatory Act and who asks that his or her identity as the person who made such Disclosure remain confidential and shall not make any effort, or tolerate any effort made by any other person or group, to ascertain the identity of any person who makes a Disclosure anonymously.

VIII. Disqualifications

1. 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.
2. The Whistle Blowers should not 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 Audit Committee or any of his delegate.
3. 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.
4. Whistle Blowers, who make any Disclosure, which have been subsequently found to be *mala fide*, *frivolous* or *malicious* shall be liable for disciplinary action.



IX. Protection Of Whistleblowers

The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower or any other person assisting in an investigation. Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Disclosure.

The identity of the Whistle Blower shall be kept confidential at all times.

X. Secrecy/Confidentiality

The Whistle Blower, the Subject, or any delegate of the Corporate Ombudsman/ Audit Committee and everyone involved in the process shall:

1. maintain complete confidentiality/ secrecy of the matter
2. not discuss the matter in any informal/social gatherings/ meetings
3. discuss only to the extent or with the persons required for the purpose of completing the process and investigations
4. not keep the papers unattended anywhere at any time
5. keep the electronic mails/files under password

If any one is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

XI. Reporting

1. The Corporate Ombudsman shall submit a report to the Audit Committee, every Quarter, containing the summary of all Complaints received from Whistleblowers, Complaints/ reports that have been taken up for investigation, corrective actions recommended, status of implementation of corrective action and reason for delay, if any.
2. All documentation pertaining to the complaint including but not restricted to the investigation report, corrective action taken and evidence will be maintained by the Corporate Ombudsman for a period of 8 years.
3. When possible and when determined appropriate by the Corporate Ombudsman, notice of any corrective action taken will be given to the person who submitted the concern or complaint.

An annual report with number of complaints received under the Policy and their outcome shall be placed before the Board.



XII. Retention of Documents

All Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of eight (8) years.

XIII. Amendment

The Audit Committee shall have the right to amend or modify this Policy in whole or in part, subject to ratification by the Board.

Vikram M Thapar
Chairman