OLPAD AQUA LIMITED
(FORMERLY KNOWN AS OLPAD AQUA PRIVATE LIMITED)
CIN: U05005GJ2019PLC109438

WHISTLE BLOWER POLICY AND VIGIL MECHANISM POLICY

OBJECTIVE

OLPAD AQUA LIMITED (the Company) believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. The Company is committed to develop a culture where it is safe for the Directors and Employees to raise concerns regarding poor or unacceptable practices any kind of unethical behavior or misconduct. In this regard, the Company has adopted "The Code of Conduct" (The Code"). The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects Directors/Employees wishing to raise a concern about serious irregularities within the Company. The Policy neither releases Directors/Employees from their duty of confidentiality in the course of their work, nor is it a route for taking grievance about a personal situation.

SCOPE

This policy shall be applicable to all Employees of the Company. The Policy has been drawn up so that Directors/Employees can be confident about raising a concern. The areas of concern covered by this Policy are summarized in this Policy.

DEFINITIONS

1. **"Audit Committee"** Audit Committee means Audit Committee constituted by the Board of Directors of the Company in accordance with section 177 of the Companies Act, 2013 read with the rules thereon and read with SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

2. **"Code"** means the "Code of Conduct".

3. **"Employee"** means any director or any person on the rolls including those on deputation, contract, temporary, probationer, apprentice, trainee, part-time employees / workers, full-time consultants, holding permanent, honorary, ad hoc, voluntary or short-term positions.

4. **"Protected Disclosure"** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

5. **"Reportable Matter"** General malpractice - such as immoral, illegal or unethical conduct; Fraud, bribery or corruption, environmental issues, criminal activities, wastage/misappropriation of Company funds/assets, misleading or falsification of financial or other records, accounting or auditing matters, a clear abuse of authority or any other unethical conduct affecting Company's interest / image.

6. **"Subject"** Means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

7. **"Whistleblower"** A Whistleblower is an employee who raises a concern about any wrongdoing, event or information about an actual, suspected or anticipated Reportable Matter. The Whistle blower is not expected to prove the truth of the allegation; but she/he needs to demonstrate sufficient grounds for concern and good faith.

GUIDING PRINCIPLES

This Policy ensures that:

1. the Whistle Blower and/or the person processing the Protected 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 Protected Disclosure;

5. Take disciplinary action, if any one destroys or conceals evidence;

6. Protected Disclosure made/to be made;

7. Provide an opportunity of being heard to the persons involved especially to the Subject.

The purpose of Whistle Blower Policy is to allow the Directors and employees to raise concerns about unacceptable improper practices and/or any unethical practices and/or other genuine concerns being followed in the organization without the employees being necessarily required to inform their superiors and to create awareness amongst employees to report instances of leak of unpublished price sensitive information.

This Policy is intended to check that whenever any unacceptable/improper practice and/or any unethical practice and/or any instances of leak of unpublished price sensitive information and/ or any other genuine concern is reported by a Director or an employee, proper action is taken to check such practice/wrongdoing and the concerned Director or employee is protected / safeguarded against any adverse action and/or any discrimination and/or victimization for such reporting.

COVERAGE OF POLICY

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

1. Abuse of authority

2. Breach of Contract

3. Negligence causing substantial and specific danger to public health and safety

4. Manipulation of company data/records

5. Financial irregularities, including fraud, or suspected fraud

6. Criminal offence

7. Pilferage of confidential/propriety information

8. Deliberate violation of law/regulation

9. Wastage/misappropriation of company funds/assets

10. Breach of employee Code of Conduct or Rules

11. Any other unethical, biased, favored, imprudent event

ELIGIBILITY

All employees and directors of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

DISQUALIFICATIONS

A Reportable Matter should not be confused with a grievance related to employment/superior - subordinate relationship/ relationship with peers. 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. Any abuse of this protection will warrant disciplinary action.

REPORTING MECHANISMS

1. All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for the purpose of investigation.

2. In respect of Protected Disclosures concerning the Top Management of the Company, then such matter shall be addressed to the Chairperson of the Audit Committee of the Company and those concerning with the other employees of the Company shall be addressed to the Chairman of the Company.

3. Protected Disclosure should be preferably addressed/reported to the Competent Authority, as soon as possible but not later than 30 consecutive days after becoming aware of the same.

4. The Protected Disclosure/Complaint should be in typed or hand written in English, Hindi and should provide a clear understanding of the improper activity involved or issue/concern raised. The reporting should be factual and not speculative in nature. It must contain as much relevant information as possible to allow for preliminary review and proper assessment.

5. The Protected Disclosure should be forwarded under a covering letter attached to a letter bearing the identity of the Whistle Blower/complainant i.e. his/her Name, Employee Number and Location, and should be inserted in an envelope which should be closed/secured/sealed. The envelope thus secured/sealed should be addressed to the Competent Authority and should be mentioned as "Protected Disclosure". (If the envelope is not closed/sealed/secured, it will not be possible to provide protection to the whistle blower as specified under this policy).

6. If a protected disclosure is received by any executive of the Company other than Chairman of Audit Committee or the Competent Authority as defined under this Policy, the same should be forwarded to the respective Competent Authority or the Chairman of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.

7. 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.

8. 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.

9. Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted under Company's Code of Conduct.

10. If initial enquiries by the Competent Authority indicate that the concern has no basis, or it is not a matter to be investigation pursued under this Policy, it may be dismissed at this stage and the decision is documented.

Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Competent Authority alone, or by a Whistle Officer/Committee nominated by the Competent Authority for this purpose. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.

11. Name of the Whistle Blower shall not be disclosed to the Whistle Officer/Committee.

12. The Competent Authority/Whistle Officer/Committee shall:
    (i) Make a detailed written record of the Protected Disclosure. The record will include:
    (a) Facts of the matter;
    (b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
    (c) Whether any Protected Disclosure was raised previously against the same Subject;
    (d) The financial/ otherwise loss which has been incurred/would have been incurred by the Company.
    (e) Findings of Competent Authority/Whistle Officer/Committee;
    (f) The recommendations of the Competent Authority/Whistle Officer/Committee on disciplinary/other action/(s).

13. The identity of a Subject will be kept confidential to the extent possible till the legitimate needs of law and the investigation.

14. Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

15. Subjects shall have a duty to co-operate with the Competent Authority during investigation process to the extent that such co-operation will not compromise self- incrimination protections available under the applicable laws.

16. Subjects have a responsibility not to interfere with the investigation process. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, threatened or intimidated by the Subjects.

17. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.

18. The Whistle Officer/Committee shall finalize and submit the report to the Competent Authority within such time frame as duly communicated by Competent Authority considering the seriousness of the matter.

19. On submission of report, the Whistle Officer/Committee shall discuss the matter with Competent Authority who shall either:

20. (i) In case the Protected Disclosure is proved, accept the findings of the Whistle Officer/Committee and take such Disciplinary Action as he may think fit and take preventive measures to avoid reoccurrence of the matter;
(ii) In case the Protected Disclosure is not proved, extinguish the matter;

OR

Depending upon the seriousness of the matter, Competent Authority may refer the matter to the Audit Committee of Directors with proposed disciplinary action/counter measures. In case the Audit Committee thinks that the matter is too serious, it can further place the matter before the Board with its recommendations. The Board may decide the matter as it deems fit.

21. In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation and the decision, he/she can make a direct appeal to the Chairman of the Audit Committee.

DOCUMENTATION

The members of the Audit Committee shall maintain documentation of all complaints or reports, subject to this Policy. The documentation shall include any written submissions provided by the complainant, any other Company documents identified in the complaint or by the Company as relevant to the complaint, a summary of the date and manner in which the complaint was received by the Company and any response by the Company to the complainant. All such documentation shall be retained by the Company for a minimum of five (5) years from the date of receipt of the complaint or as required by law, whichever is higher.

PROTECTION TO THE WHISTLEBLOWER

1. Confidentiality

Whistle-blower protections are provided in two important areas - confidentiality and against retaliation. In so far as possible, the confidentiality of the Whistle-blower will be maintained. However, identity may have to be disclosed to conduct a thorough investigation, to comply with the law and to provide accused individuals their legal rights of defense. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

2. Protection

If any Employee believes that he/she is being subjected to discrimination, retaliation or harassment for having made a report under this Policy, he/she must immediately report those facts to his/her supervisor, manager or point of contact.

Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

MODIFICATION OF THE POLICY

The Company may modify this policy unilaterally at any time without notice. Any change or revision will be communicated appropriately.

REVISION OF POLICY

Management reserves the right to revise this policy at any time and in any manner without notice. Any amendment to the Policy shall be notified by the Company. Any change or revision will be communicated appropriately.

VIOLATION

The Company expects total compliance of this policy, violation, if any will be subject to disciplinary action including termination or such other action as the Board of Directors or the company management thinks fit.

By order of the Board

FOR OLPAD AQUA LIMITED
(Formerly known as Olpad Aqua Private Limited)

Sd/-

Nurularefin Irfanbhai Malek
Chairman and Managing Director
DIN: 08531979