



DENTA WATER AND INFRA SOLUTIONS LIMITED

Vigil Mechanism Policy / Whistle Blower Policy

CIN: U70109KA2016PLC097869

**Registered Office: # 40, 3rd Floor, Sri Lakshminarayana Mansion, South End Road,
Basavanagudi Bangalore, South Bangalore, Karnataka 560 004, India**

1. Preamble

a. 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 behaviour. Towards this end, the Company has adopted the Code of Conduct (“the Code”) as prevalent from time to time, which lays down the principles and standards that should govern the actions of the Company, its Associates and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the Directors, Employees in pointing out such violations of the Code cannot be undermined.

b. The provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI (Prohibition of Insider Trading) Regulations, 2015, inter alia, provide for a mandatory requirement for all listed companies to establish a mechanism called ‘Whistle Blower Policy’ for directors and employees to report to the management, instances of unethical behavior, actual or suspected leak of unpublished price sensitive information (UPSI), actual or suspected fraud or violation of the Codes or ethics policy.

c. Accordingly, this Whistle Blower Policy (“the Policy”) has been formulated with a view to provide a mechanism for directors, employees and other stakeholders of the Company to report unethical behavior, actual or suspected fraud, actual or suspected leak of UPSI or violation of the Codes, to approach the Chairperson of the Audit Committee of the Company in exceptional circumstances and report any other genuine concerns.

d. As a Company, we condemn any kind of discrimination, harassment, victimization or any other unfair employment practice adopted against the whistleblowers. Complete protection will be given to the whistleblowers against any unfair practices like retaliation, threat or intimidation or termination/suspension of service, disciplinary action, 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 his/her duties/functions in a free and fair manner.

2. Definitions

The definitions of some of the key terms used in this Policy are given below. In case any terms are not defined herein, they shall have the same meaning assigned to them under the Code of Conduct of the Company.

“**Audit Committee**” means the Audit Committee of the Board of Directors of the Company constituted in accordance with Section 177 of the Companies Act, 2013 and Rules framed thereunder read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

“**Company**” means Denta Water and Infra Solutions Limited..

“**Code**” means the Code of Conduct.

“**Director**” means a member of the Board of Directors of the Company, past or present.

“**Employee**” means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.

“**Improper Act**” means any concerns about unethical behaviour, actual or suspected fraud or violation of the Company’s Code of Conduct.



"Investigators" mean those persons authorized, appointed, consulted or approached by, the Audit Committee and includes the auditors of the Company and the police.

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

"Reporting Authority" means the Audit Committee.

"Stakeholder" for the purpose of this policy shall include any consultant, auditor, legal advisors, collaborators, lenders, customers, suppliers, merchant bankers or any other individual or entity connected with the Company in such a way, that it may be privy to the instances of violation of the Codes. Notwithstanding the generality of the term, the authority to determine whether or not a person or entity may be termed as a stakeholder, shall remain with the reporting authority.

"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.

"The Code of Conduct" means the Code of Conduct for Board members and Senior Management Personnel, adopted by the Board and as amended from time to time.

"Unpublished Price Sensitive Information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

- i. Financial results;
- ii. Dividends;
- iii. Change in capital structure;
- iv. Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- v. Change in key managerial personnel.

"Vigilance Officer/ Vigilance Committee" is a person or Committee of persons, nominate, appointed, or approached by the Audit Committee to receive protected disclosures from Directors and Employees of the Company, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Director and Employee the result thereof.

"Whistle Blower" is an employee or group of employees who make a Protected Disclosure under this Policy and referred to in this policy as "Complainant".

4. Scope

- a. The Whistle Blower's role is that of a reporting party, with reliable information. They are not required, expected or supposed 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.
- b. 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 Reporting Authority or the Investigators.
- c. Protected Disclosure will be appropriately dealt with by the Audit Committee.

5. Eligibility

- a. All Directors, Employees or Stakeholders of the Company are eligible to make Protected Disclosures under this Policy. The Protected Disclosures may be in relation to matters concerning the Company.
- b. Protected Disclosures may include any financial, accounting or integrity related violations and complaints pertaining to the Directors or any Employee of the Company and leakage of UPSI.
- c. In addition to making Protected Disclosures under the Policy, any Directors, Employees or Stakeholders of the Company can report concerns under the Codes on various issues including sexual harassment, discrimination, conflict of interest, corruption etc.

6. Disqualifications

- a. While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- b. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistleblower knowing it to be false or bogus or with a mala fide intention.
- c. Whistleblowers, who make three or more Protected Disclosures, which have been subsequently found to be mala fide, frivolous, baseless, malicious or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistleblowers, the Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

6. Procedure

All Protected Disclosures should be addressed to the Reporting Authority, for investigation. All Protected Disclosures should preferably be reported in writing by the Complainant as soon as possible to ensure a clear understanding of the issues raised. The written communication should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Complainant.

It is suggested that the Protected Disclosure should be forwarded under a covering letter super scribed as “**Protected Disclosure under Vigil Mechanism Policy**” signed by the Complainant which shall bear the identity of the Complainant to the Chairman or Chairperson of Audit Committee in case of any accounting or financial matters or matters concerning the Vigil Officer and Employees of top level management of the Company and in matters concerning other Employees of the Company to the Vigil Officer of the Company. Alternatively, it can also be sent through email.

Anonymous reporting shall be entertained by the Vigilance Officer or the Chairman of the Audit Committee in the best possible manner as it would not be possible to communicate with the Complainant in case any further clarification is required from the Complainant on such Protected Disclosure.

If a Protected Disclosure is received by any Employee of the Company other than the members of the Audit Committee, the same should be forwarded to the Reporting Authority for further appropriate action. Appropriate care must be taken to keep the identity of the Whistle Blower confidential.

The contact details of the Vigilance Officer and Chairman of the Audit Committee are as follows: -

Name & Address of Vigilance Officer: Mrs. Sujata Gaonkar

Company Secretary

Denta Water and Infra Solutions Limited

40, 3rd Floor, Sri Lakshminarayana Mansion, South End Road,

Basavanagudi Bangalore South Bangalore, IN.

Name & Address of Chairman of the Audit Committee: Mr. Pradeep N, Independent Director

Denta Water and Infra Solutions Limited
40, 3rd Floor, Sri Lakshminarayana Mansion, South End Road,
Basavanagudi Bangalore South Bangalore, IN.

The Vigilance Officer or the Chairman of the Audit Committee shall detach the covering letter and discuss only the Protected Disclosure with members of the Audit Committee to decide further course of action in the matter.

In order to protect identity of the Complainant, the Vigilance Officer will not issue any acknowledgement to the Complainant and he/she is advised neither to write their name/address on the envelope nor enter any further correspondence with the Vigilance Officer. In case the Vigilance Officer requires any further clarification from the Complainant on the matter he/she will get in touch with the Complainant.

Protected Disclosures should be factual and not speculative or in a conclusion, and should contain as much specific information as possible to enable proper assessment of the nature and extent of the concern.

7. Investigation

All Protected Disclosures reported under this Policy will be thoroughly investigated by the Investigators as appointed by the Reporting Authority, who will review the findings on the basis of merit.

The decision to conduct an investigation taken by the Reporting Authority is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.

The identity of a subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.

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

Subjects will have a right to consult with a person or persons of their choice, other than the Investigators and/or members of the members of the Audit Committee and/or the Whistle Blower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings. However, if the allegations against the subject are not sustainable, then the Company may see reason to reimburse such costs.

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

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.

Subjects will have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.

The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure. However, in exceptional circumstances this period may be extended upon approval of the Chairperson of Audit Committee.

8. Protection

- a. No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or 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 Protected Disclosure. The Company will take steps to minimize difficulties, that the Whistle Blower may experience as a result of making the Protected 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.
- b. A Whistle Blower may report any violation of the above clause to the Reporting Authority, who shall investigate into the same and recommend suitable action to the management.
- c. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.
- d. Any Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

9. Investigators

- a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Reporting Authority, when acting within the course and scope of their investigation.
- b. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.
- c. Investigation(s) may be launched only after a preliminary review by the Chairperson of the Audit Committee, which establishes that:
 - i. the alleged act constitutes an improper or unethical activity or conduct, and
 - ii. the allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information it is felt that the concerned matter is worthy of management review.

10. Decision

If an investigation leads the Reporting Authority, to conclude that an improper or unethical act has been committed, Reporting Authority shall recommend to the management of the Company to take such disciplinary or corrective action as they may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

11. Reporting

The Investigator shall submit a report to the Reporting Authority on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any, the report shall then be placed at the meeting of the Audit Committee.

12. 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 five years.

13. Access to chairman of the Audit Committee

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

14. Communication

For all new Employees and Directors, a copy of this Policy shall be forming a part of the joining documentation, along with other HR related policies which they may read and take copy of the same, if required, at any time. This Policy shall also be posted on the website of the Company. All existing employees or directors also have same facility to ready or take copy of same at any time.

15. Amendment

The Company reserves the right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees unless the same is notified to the Employees in writing.

Effective Date: 2nd November, 2023