

WABCO INDIA LIMITED

Whistle Blower Policy **(Effective from 1st October 2014)**

WABCO INDIA LIMITED

WHISTLE BLOWER POLICY

1. **Effective Date:** The Whistle Blower Policy shall come into effect from October 1, 2014.

2. Objective

2.1 WABCO INDIA LIMITED (“the Company”) believes in conducting its business in a fair and transparent manner by adhering to the highest standards of professionalism, honesty, integrity and ethical behavior. ZF Code of Conduct applies to all ZF group companies including WABCO India Limited. In order to achieve this, the Company has adopted the ZF Code of Conduct (“the Code”), which lays down the principles and standards that should govern the actions of the Company and all Employees. Any actual or potential violation of the Code, however insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the Employees, Directors, Trainees and Vendor and its personnel in pointing out violations of the Code must not be undermined.

2.2 As per Section 177 (9) and (10) of the Companies Act, 2013 and SEBI Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014, every listed Company is under the obligation to establish a vigil mechanism for Employees and Directors to report unethical behavior, actual or suspected fraud or any violation of the Company’s Code of Conduct or Ethics policy.

2.3 Accordingly, this Whistle Blower Policy (hereinafter called “the Policy”) has been formulated with a view to provide a mechanism for the Employees, Trainees, Directors and Vendors of the Company to approach the Chief Ethics Officer / the Chairman, Audit Committee of the Company and report concerns about unethical behavior, actual or suspected fraud, violation of Company’s Insider Trading Code, any unlawful act or violation of the Company’s Code of Conduct.

3. Definitions

The definitions of some of the key terms used in this policy are as hereunder:

“**Audit Committee**” means the Audit Committee constituted by the Board of

WABCO INDIA LIMITED

Directors of the Company in accordance with Section 177 of the Companies Act 2013 and read with clause 49 of the Listing Agreement with the Stock Exchanges.

“**Code**” means the ZF Code of Conduct.

“**Company**” means WABCO India Limited.

“**Director**” means a director appointed to the Board of the Company.

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

“**Investigators**” mean those persons authorized, appointed, consulted or approached by the Chief Ethics Officer / the Chairman, Audit Committee and includes auditors of the Company, the Police and/or any personnel or employee nominated by Chief Ethics Officer/ Chairman of the Audit Committee for the purpose of conducting an investigation.

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

“**Senior Management**” means personnel of the company who are members of its management team (excluding independent Directors).

“**Subject**” means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of investigation.

“**Trainees**” mean any personnel undergoing training in the Company

“**Vendor**” means any legal entity and/or personnel registered as a vendor with the Company and shall include its personnel

“**Whistle Blower**” means an Employee ,Director, Trainee and Vendor making a Protected Disclosure under this Policy.

“**Whistle Blower Protection Committee**” means a committee consisting of three members, namely (a) HOD - HR (b) HOD - Legal (c) HOD -Finance . The Chairman of the Committee shall be HOD - HR.

WABCO INDIA LIMITED

4. Scope

- 4.1 The Whistle Blower's role is that of a reporting party with reliable information. 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. Whistle Blowers provide initial information related to a reasonable belief that an improper or unethical practice has occurred.
- 4.2 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 Chief Ethics Officer, the Chairman, Audit Committee or the Investigators.
- 4.3 Protected Disclosure shall be appropriately dealt with by the Chief Ethics Officer/ the Chairman, Audit Committee, as the case may be.

5. Eligibility

All Directors/Employees of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosure may be in relation to matters concerning the Company.

6. Protection and Disciplinary Action

Genuine Whistle Blowers shall be accorded complete protection from any kind of unfair treatment, as detailed hereunder, and any abuse of this Policy with a malafide intention shall warrant disciplinary action.

7. Procedure

- 7.1 All Protected Disclosures concerning unethical behavior, actual or suspected fraud, any unlawful act or violation of the Company's Code of Conduct by any employee of General Manager grade and above should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- 7.2 All Protected Disclosures concerning unethical behavior, actual or suspected fraud, any unlawful act or violation of the Company's Code of Conduct by any employee below the level of General Manager grade should be addressed to the Chief Ethics Officer, and Chief Ethics Officer shall report the matters to the

WABCO INDIA LIMITED

Chairman, Audit Committee on receipt of such disclosures.

- 7.3 The contact details of the Chairman ,Audit Committee / the Chief Ethics Officer of the Company are as follows:

The Chairman ,Audit Committee:

WABCO INDIA LIMITED
PLOT NO.3, III Main Road
Ambattur Industrial Estate
Chennai – 600 058
Email id: CVCS.WIN-Ethics@zf.com

Chief Ethics Officer:

Head - Legal
WABCO INDIA LIMITED
Plot No.3, III Main Road Ambattur Industrial Estate,
Chennai – 600058
Email id: CVCS.WIN-Ethics@zf.com

The complaints can also be filed through the Ethics hotline @ +91-11-71279026 and also at international number @ 0049-30 5892 0101

- 7.4 If a Protected Disclosure is received by any Manager or Member of Human Resources Department, the same should be forwarded to the Chief Ethics Officer. Recipient of Protected Disclosure shall ensure that the identity of the Whistle Blower does not get divulged in the process.
- 7.5 Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Tamil, Hindi or regional language of the place of employment of the Whistle Blower.
- 7.6 If the protected disclosure is received by the Chairman, Audit Committee, he/she shall forward the Protected Disclosure to the Chief Ethics Officer of the Company for investigation. For the purpose of an investigation, the Chief Ethics Officer may constitute an internal investigation committee to carry out

WABCO INDIA LIMITED

the investigation in consultation with the Chairman, Audit Committee.

- 7.7 Protected Disclosures should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.

8. Investigation

- 8.1 All Protected Disclosures reported under this Policy will be thoroughly investigated by the Chief Ethics Officer/ the Chairman, Audit Committee of the Company. The Chairman, Audit Committee or The Chief Ethics Officer in consultation with the Chairman, Audit Committee may consider the involvement of any investigators / Security and Whistle Blower Protection Committee of the Company or technical expert for the purpose of investigation.
- 8.2 Investigations will be launched only after a prima-facie finding by the Chief Ethics Officer/ the Chairman, Audit Committee of the Company that the alleged act constitutes an unethical activity or a violation of Code.
- 8.3 The decision to conduct an investigation is not an accusation and shall be treated as a neutral fact finding process. The outcome of the investigation may or may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.
- 8.4 The identity of a Subject will be kept confidential to the fullest extent possible given the legitimate needs of law and the investigation.
- 8.5 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.
- 8.6 Subject shall have a duty to co-operate with the Chief Ethics Officer and/or the Chairman, Audit Committee or any of the Investigators during an investigation to the extent that such co-operation will not compromise self- incrimination protections available under the applicable laws.
- 8.7 Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the subjects. Any Subject found indulging in such action will make himself liable for disciplinary action. Under no circumstances shall Subject try to compel an Investigator to disclose the identity of the Whistle Blower.

WABCO INDIA LIMITED

- 8.8 Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to the material findings contained in an investigation report. No allegation of wrong-doing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- 8.9 Subjects 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.
- 8.10 The investigation shall be completed normally within 90 days of the receipt of the Protected Disclosure.

9. Protection

- 9.1 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 the Whistle Blowers. Complete protection will be given to the Whistle Blowers against any unfair treatment. The Company will take steps to minimize any difficulties which 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.
- 9.2 The Whistle Blower shall be protected from any retaliation, threat or intimidation of 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 Whistle Blower's right to continue to perform his duties/ functions including making further Protected Disclosures.
- 9.3 The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Whistle Blowers are cautioned that their identity may become known for reasons outside the control of the Chief Ethics Officer / the Chairman, Audit Committee (e.g. during investigations carried out by Investigators).
- 9.4 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower. The Company has constituted the Whistle Blower Protection Committee.

In case a Whistle Blower feels that he /she has been victimized in employment related matters because of reporting about the violation of the Code, he /she can submit the grievance to the Chief Ethics Officer, giving

WABCO INDIA LIMITED

specific details about the nature of victimization allegedly suffered by him/her. The Whistle Blower Protection Committee will meet at regular intervals and examine the grievances on their merits. The Whistle Blower Protection Committee will also conduct necessary investigation of the grievances and recommend appropriate action.

While Company is determined to give appropriate protection to the genuine Whistle Blower, Employees at the same time are advised to refrain from misusing the system for malafide purpose. If proved, such cases may be referred to the Whistle Blower Protection Committee for disciplinary action.

10. Investigators

- 10.1 Investigators are required to conduct a process of fact finding and analysis related to alleged improper or unethical activities. Investigators shall derive their authority and access rights from the Chief Ethics Officer/ the Chairman, Audit Committee when acting within the course and scope of their investigation.
- 10.2 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.

11. Decision

If an investigation leads the Chief Ethics Officer / the Chairman, Audit Committee to conclude that an improper or unethical act has been committed, the Chief Ethics Officer / the Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as they deem fit. 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 disciplinary procedures contemplated under WABCO policies.

12. Reporting

The Chief Ethics Officer shall submit a report on a quarterly basis to the Audit Committee regarding the total number of disclosures received in the previous quarter, the nature of the complaint, the outcome of investigation, actions recommended by the Chief Ethics Officer / the Chairman, Audit Committee and implementation of the same. The Chief Ethics Officer should also report to the

WABCO INDIA LIMITED

Audit Committee any concern raised for victimization for employment related matters by the Whistle Blower and action taken by the Whistle Blower Protection Committee. Such report shall be reviewed and recorded by the Audit Committee.

13. 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 eight years.

14. Disclosures

The company shall disclose the policy on its website and also in the Board's Report.

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/Directors unless the same is notified to Employees/Directors in writing.

Rev 2. Policy edited on 10th June 2019, to include the India specific tollfree number.

Rev 3. Policy edited on 4th Nov, 2019, to expand the definition of whistleblower and to include requirements of Insider Trading Code.