



Noida
International Airport

Whistle Blower Policy



Yamuna International Airport Private Limited

1. Objective

Yamuna International Airport Private Limited, (the Company) is committed to conducting its activities in compliance with legal regulations and internal company directives and guidelines with the highest standards of professionalism, ethics, transparency and integrity. Any deviation from this commitment, whether actual or potential and howsoever insignificant, shall be of deep concern to the Company. The Company recognizes that its employees and directors are the best stakeholders to point out violations of laws, Company policies and procedures and instances of unethical conduct. This Whistleblower policy (Policy) is formulated to encourage Employees (as defined hereafter) to come forward and report breaches, wrongdoings, misdemeanors, unethical conduct or any other disclosure within the scope of this Policy.

2. Key Definitions as applicable to this Policy

Audit, Finance & Risk Committee (AFRC): means such committee as constituted by the Board of Directors (Board) of the Company, comprising of such number of Directors as may be determined by the Board and chaired by such Director as may be nominated by the Board.

Chairperson: means the chairperson of AFRC reachable at chairman.auditcommittee@niairport.in.

Compliance Officer: means such person as is so designated by the Board and reachable at pawan.jain@niairport.in.

Disclosure: means any written communication made in good faith that has the effect of disclosing information or revealing evidence or otherwise demonstrating information that may evidence an unethical, improper activity or conduct or improper practice.

Employee: means every employee of the Company, whether working in India or abroad, including contractual employees and the directors of the Company.

MD: means the Managing Director of the Company reachable at Daniel.Bircher@zurich-airport.com.

Whistleblower: means an Employee making a disclosure under this Policy.

3. Eligibility

All Employees are eligible to make Disclosures under this Policy.

4. Scope of Policy

The Policy intends to cover all permitted Disclosures, provided the Whistle blower reports in good faith and has reasonable belief in the existence or occurrence of such Disclosure(s). Below is only an illustrative list of instances which can form part of a Disclosure:

- Criminal offences (corporate fraud, corruption, bribery or theft), which have been or are likely to be committed by or on behalf of Company.
- Unethical business conduct and financial irregularities or impropriety.
- Misappropriation, embezzlement, misuse or manipulation of Company funds or assets.
- Falsification of or tampering with transactions, documents, records, books of accounts, expense claims, travel vouchers etc.

- Misstatement, suppression or concealment of material facts, misrepresentation, or manipulation in the Company's financial records.
- Misuse or abuse of authority, powers, privileges, facilities, and resources granted to a person by the Company.
- An act having the effect of posing danger to public health and safety or health and safety of other employees or airport users.
- Discrimination against any person on the grounds of gender, region, religion, language, caste, etc.
- Harassment including sexual harassment of any person by an Employee, unless the matter is a subject matter of "Policy against Sexual Harassment" under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

5. Procedure

The Company encourages the Employees to raise their concerns to their line manager who are then responsible to take effective and timely steps to address such concerns. However, if the line manager has failed to act or otherwise, the Employee apprehends that line manager may not take cognizance of the Disclosure, the Whistleblower may make the Disclosure by writing an email to the Chairperson. Where a Disclosure concerns Chairperson himself or herself, the Whistleblower may approach the MD of the Company by writing an email. While the Company encourages the Whistleblower to come forward and make Disclosure in his or her name, it also recognizes that there may be situations where a Whistleblower may be hesitant to do so for fear of victimization or reprisal in which case, an anonymous Disclosure can also be made by following the process laid down in this Policy and the Employee may choose to withhold any information or evidence that may have the effect of identifying the Whistleblower.

The identity of the Whistleblower shall be kept strictly confidential unless it is legally required to be so disclosed to a court or statutory authority.

On receipt of the Disclosure, the Chairperson will make a preliminary inquiry to ascertain whether there is any factual basis and specific and verifiable information to investigate the Disclosure in consultation with the Compliance Officer, unless the Compliance Officer himself or herself is the subject of Disclosure in which case the Chairperson may proceed to make the preliminary inquiry at his or her discretion. The Chairperson and Compliance Officer, either alone or jointly shall appropriately and expeditiously investigate the Disclosure. Where necessary, a detailed investigation may be directed by the Chairperson in consultation with Compliance Officer, to be conducted by an independent external agency or law firm.

The Whistleblower shall, under no circumstances, conduct an investigation on his/her own and shall not be entitled to take part in any investigation as aforesaid unless determined otherwise by the Chairperson.

6. Outcome of the Investigation

Based on the investigation report which shall be detailed and reasoned, the Chairperson shall make appropriate recommendations to the CEO who shall be bound to implement the recommendations.

The recommendations may extend to any of the following with respect to a wrongdoer:

- Suspension, demotion, change of reporting lines, relocation, or any other like action.
- Withholding or freezing of increments/promotion.
- Dismissal from employment.
- Any other action under the applicable laws or Company policies and procedures.

The Whistleblower shall be informed of the outcome of the investigation, unless otherwise determined by the Chairperson. Whistleblower's access to the investigation report shall be determined by the Chairperson on a case-to-case basis.

7. Protection

The management of the Company will ensure that no action is taken against a Whistleblower who makes a Disclosure in good faith, reasonably believing it to be true and will also ensure there is no harassment, victimization, reprisal or retaliation against such Whistleblower. Any such harassment, victimization, reprisal or retaliation against a Whistleblower shall be viewed sternly by the Company entailing strictest of the actions under Company policies and procedures. Similarly, if the Company comes across repeated frivolous disclosures being made by an Employee, the Chairperson (or MD as applicable) shall be entitled to take appropriate action against such Employee which may including reprimanding such Employee in writing.

8. Power to Amend

The Board reserves the right to make changes to this Policy as required by applicable laws or Company policies or procedures. In the event of a conflict between the terms of this Policy and the applicable laws, the latter shall prevail.

9. Reporting

The Compliance Officer under this Policy shall provide a quarterly update to the Audit, Finance and Risk Committee on the number of cases received during the quarter and their status under the Policy.