

VIGIL MECHANISM/WHISTLE BLOWER POLICY

PREAMBLE

As per the provisions of Section 177(9) of the Companies Act 2013 read with of Rule 7 of Companies (Meetings of Board and its Powers) Rules 2014, every listed company, the Companies which accepts deposits from the public or the Companies which have borrowed money from banks and public financial institutions in excess of fifty crore rupees shall establish a vigil mechanism for directors and employees to report genuine concerns, as amended from time to time.

Urban Enviro Waste Management Limited, is committed to conducting business with integrity & in accordance with all applicable laws and regulations. The Company has adopted a Code of Conduct for Directors and Senior Management Personnel (“the Code”), which lays down the principles and standards that should govern the actions of the Directors and Senior Management Personnel.

Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company. Vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior, the Company has adopted a Vigil mechanism/Whistle Blower Policy.

POLICY OBJECTIVES

The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct policy.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

This policy applies to all Employees, regardless of their location. Violations will result in appropriate disciplinary action. The employees are required to familiarize themselves with this policy. The mechanism provides for adequate safe-guards against victimization of Directors and employees and also provides for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

SCOPE

The Policy is an extension of the Code of Conduct for Directors & Senior Management Personnel and covers disclosure of any unethical and improper or malpractices and events which have taken place/suspected to take place involving but not limited to:

- Breach of the Company's Code of Conduct
- Breach of Business Integrity and Ethics
- Breach of terms and conditions of employment and rules thereof
- Intentional Financial irregularities, including fraud, or suspected fraud
- Deliberate violation of laws/regulations
- Gross or Willful Negligence causing substantial and specific danger to health, safety and environment
- Manipulation of company data/records
- Pilferation of confidential/propriety information
- Gross Wastage/misappropriation of Company funds/assets

CONFIDENTIALITY

The complainant, Vigilance Officer, Members of Audit Committee, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

PROTECTION

No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. Adequate safeguards against victimization of complainants shall be provided. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

REPORTING MECHANISM

To the extent possible the following information should be provided by the whistle-blower:

- The nature of the reporting matter
- The name of the employee to which the reporting matter relates
- The relevant factual ground concerning the reporting matter

The Protected Disclosures under this Policy shall be super scribed as “**Confidential Disclosure under Vigil Mechanism / Whistle Blower Policy**” and addressed to the contact details set out below:

Email to **cs@urbanenv.in**; or

Letter addressed to the **Compliance Officer**, marked "**Private and Confidential**" and should be delivered at **H. No.1661/261 Mate Chauke, Petrol Pump, Gopal Nagar, Nagpur - 440022 Maharashtra.**

Moreover, in exceptional cases, Employees have right to make Protected Disclosure directly to the Chairman of the Company. The details are as follows:

Email to **md@urbanenv.in** or

Letter addressed to the **Chairman**, marked "**Private and Confidential**" and should be delivered at **H. No.1661/261 Mate Chauke, Petrol Pump, Gopal Nagar, Nagpur - 440022 Maharashtra.**

DISQUALIFICATIONS

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.

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. Whistle Blowers, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted.

Any false statement or disclosure made by whistle-blower and has found to be made deliberately false by whistle-blower shall be subject to disciplinary action, which may lead to dismissal.

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.

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 period of 5 (five) years or such other period as specified by any other law in force, whichever is more.

AMENDMENT

The Company reserves its 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 Directors and employees unless the same is not communicated in the manner described as above.
