

YASKAWA	WHISTLEBLOWER	Policy No	YIND-H-PL-21
	POLICY	Date & Rev No	15.11.2023 / D

WHISTLE BLOWER POLICY

1. OBJECTIVE

- (a) To provide a channel for Directors and employees of the Company to report genuine concerns about unethical behavior, actual or suspected fraud, or violation of the Company's policies.
- (b) To provide adequate safeguards against victimization of an employee and other stakeholders those makes whistle blowing complaints.

2. SCOPE

All Employees of the Company are eligible to make Protected Disclosures under the Policy. The Whistleblower's role is that of a reporting party with reliable information. They are not required to 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. The Whistleblowers 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 Investigators or by Compliance officer. The Protected Disclosures may be in relation to matters concerning the Company, its employees, stakeholders.

3. PROTECTED DISCLOSURES

The Disclosures may be pertaining to:

- (a) Breach of the Company's policies including Code of Conduct;
- (b) Breach of Compliance, Integrity and Ethics;
- (c) Violation of Laws Corruption, fraud and intentional negligence
- (d) Financial irregularities;
- (e) Non-Adherence on Safety or Safety compromise incidents;
- (f) Divulging of confidential to external parties;
- (g) Misuse of Company Assets & resources;
- (h) Unethical behavior;
- (i) Corruption & bribery;
- (j) Conflict of interest;
- (k) Racial discrimination in any form; and
- (l) Any other activities against the Company's code of conduct

4. DEFINITION

- (a) **"Code"** means the YASKAWA Group Code of Conduct.
- (b) **"Company"** means YASKAWA India Private Limited.


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Company Secretary	Chief Operating Officer & Compliance Officer	President & Chief Executive Officer

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- (c) **“Compliance Officer”** means a person is in-charge of compliances at YASKAWA India Private Limited, as nominated by the Company.
- (d) **“Directors”** means Board of Directors of YASKAWA India Private Limited.
- (e) **“Employee”** means every employee of the Company (whether working in India or abroad), including the Directors and Trainees.
- (f) **“Investigation Committee”** means Committee as may be formed by the Ombudsman for investigating the concerns received through the Whistleblowing channels.
- (g) **“Protected Disclosures”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- (h) **“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.
- (i) **“Stakeholders”** means and includes vendors / suppliers, lenders, customers, business associates, and others with whom the Company has any financial or commercial dealings.
- (j) **“Whistle Blower”** means an Employee or Director or any stakeholder making a Protected Disclosure under this Policy.


5. WHISTLEBLOWING CHANNELS

The Whistle Blower may choose any of the channel to report his /her concern or suspected serious misconduct or any breach or suspected breach of law or regulation that may adversely impact Company:

 Ombudsman@yaskawa.in [For all type of concerns /incidents]

 yindicc@yaskawa.in [For Sexual Harassment Incidents]

 www.yaskawa.ethicspoint.com

 Compliance Officer, 17/A, 2nd Main Road, Electronic City, Phase 1, Hosur Road, Bengaluru 560100 India

6. PROCEDURE

- (a) Protected Disclosures should be reported through any of the Whistleblowing Channels by the Whistle Blower at the earliest after he /she becomes aware of the same and in any case not later than 45 days after becoming so aware, so as to ensure a clear understanding of the issues raised.
- (b) The Report should preferably be reported in writing either typed or written in a legible handwriting in English, Hindi or the regional language of the place of employment of the Whistle Blower.
- (c) The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower. Such letters will be opened by the Compliance Officer only or any person authorized by him.

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- (d) The Whistle Blower shall disclose his/her identity while reporting in the Whistleblowing channel.
- (e) Anonymous disclosures are not favored as it would not be possible to interview the Whistle Blowers. However, when an anonymous Whistle Blower provides specific and credible information that supports the complaint, such as alleged perpetrators, location and type of incident, names of other personnel aware of the issue, specific evidence, amounts involved etc. while choosing to maintain anonymity, then there are often sufficient grounds for the Company.
- (f) Protected Disclosures should be factual and not speculative or in the nature of a conclusion and 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.
- (g) The Compliance Officer keeps the facts of the Protected Disclosures reported through the Whistle Blowing channels and keeps the details strictly confidential. The Compliance Officer shall inform Ombudsman or Internal complaints committee (ICC) or such authority as per the Authority Matrix of the Company, about the complaints received within 48hours from the time of its receipt, after detaching the covering letter.
- (h) The Compliance Officer upon receipt of the complaint shall redirect the complaint /report to the Ombudsman /ICC /HR /respective department for investigation and reporting.

7. INVESTIGATION

- (a) All Protected Disclosures reported under this Policy will be thoroughly investigated by the appropriate authority i.e Ombudsman / ICC /Department who will investigate the incident /allegation.
- (b) Protected Disclosures involving or relating to the Compliance Officer shall be investigated by such other committee (Appointed Committee) which shall be formed by the Ombudsman.
- (c) The Ombudsman / ICC /Department may at its discretion, consider involving any Investigators for the purpose of investigation.
- (d) The decision to investigate 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.
- (e) The identity of a subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- (f) 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.

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8. DECISION AND REPORTING

- (a) The Ombudsman /the Appointed Committee /Internal Complaints Committee /Department after an investigation, concludes that an improper or unethical act has been committed, submit report to Compliance Officer who shall recommend to the management of the Company to take such disciplinary or corrective action as it may deem fit.
- (b) Any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this policy shall be in adherence with the rules, procedures, and policies of the Company.
- (c) The Compliance Officer shall notify the Whistleblower and / or Statutory agencies, if any of the outcome without delay after the investigation has been completed and the necessity of corrective measures or disposition has been determined.
- (d) A yearly report on the status of all Complaints received from the Whistle Blowers, complaints resolved, and action taken, complaints under investigation shall be reported to the Board of Directors and is included in the Directors Report placed before the Annual General Meeting of Company.
- (e) Also, a report on Whistle Blowers (Sexual Harassment Incidents) shall be included in the Annual Report on POSH reported to appropriate Statutory authority.
- (f) A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject shall be subject to appropriate disciplinary action in accordance with the rules, procedures, and policies of the Company.
- (g) The Whistle Blower has the right to approach or report the event to the appropriate statutory legal or investigating authority, if he/she is not satisfied with the investigation concluded by the Company.

9. FLOW CHART

For ease of understanding the policy a Flow chart is appended as Annexure B hereto.

10. CONFIDENTIALITY

- (a) The Whistle Blower, Compliance Officer, Ombudsman, ICC Members and those involved in the process shall maintain the confidentiality of all matters under this policy and discuss only to the extent or with those persons as required under this policy for completing the process of investigations and not keep the papers unattended anywhere at any time and keep the electronic mails/ files under password.

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11. PROTECTION & DISQUALIFICATION

- (a) The Company condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers.
- (b) The Whistle Blower will be safeguarded against any adverse action i.e discrimination, victimization, retaliation, demotion, termination /suspension of service, transfer, refusal of promotion, adoption of any unfair employment practices 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 Disclosure.
- (c) The protection is also extended to any other employee serving as a witness or assisting in the investigation in the same extent as the Whistle Blower.
- (d) A Whistle Blower may not be granted protection under this policy if he/she is subject of a separate complaint or allegations related to any misconduct.
- (e) Whistle Blowers who make repeated disclosures, which have been found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be subjected to disciplinary action and the Management of the Company reserves its right to take appropriate disciplinary action.

12. EXCLUSIONS

The following types of complaints will ordinarily not be considered and taken up

- (a) Complaints that are Illegible.
- (b) Complaints that are trivial or frivolous in nature.
- (c) Matters which are pending before a court of law, State, National Human Rights Commission, Tribunal or any other judiciary or sub judiciary body.
- (d) Any matter that is very old i.e 3yrs from the date on which the act constituting violation, is alleged to have been committed.
- (e) Issue raised, relates to service matters or personal grievance (such as increment, promotion, appraisal etc).

13. RETENTION OF DOCUMENTS

The investigation documents prepared pursuant to Policy shall be retained for a period of eight (8) years on and from the date of origination.

14. PUBLICATION

The Policy will be posted on the Company’s intranet and website.

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15. RIGHT TO 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 and Directors unless the same is notified to them in writing.

16. INTIMATION:

The Compliance Officer shall be responsible for intimating to all Directors and Departmental heads of any changes in policy. This policy as amended from time to time shall be disclosed by the Company on its website and in the Board's report.

17. VALIDITY AND REVIEW OF POLICY

The policy will be reviewed once in 3 years by Compliance Officer and recommendations will be approved by the President. The Company reserves the rights to change as and when required.

18. RELATED DOCUMENTS

(a) Whistle Blower Report Form – YIND-H-FO-58

19. REVISION HISTORY

Date	Rev	Reason for Revision
15.04.2014	A	Initial Release
11.09.2017	B	Procedure Format Updated
01.11.2020	C	Change of name from Ombudsman office to Internal Complaint Committee
15.11.2023	D	Revision to Whistleblowing Channel and general Review

ANNEXURE A
WHISTLE BLOWER REPORT FORM
[YIND-H-FO-58]

Please provide the following details for any suspected serious misconduct or any breach or suspected breach of law or regulation that may adversely impact YASKAWA India. Please note that you may be called upon to assist in the investigation, if required.

Note: Please follow the guidelines as laid out in the Whistleblowing Policy

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REPORTER'S CONTACT INFORMATION (This section may be left blank if the reporter wish to remain anonymous)	
NAME *	
DESIGNATION	
DEPARTMENT/AGENCY	
CONTACT NUMBER	
E-MAIL ADDRESS *	
SUSPECT'S INFORMATION	
NAME *	
DESIGNATION	
DEPARTMENT/AGENCY *	
CONTACT NUMBER	
E-MAIL ADDRESS	
WITNESSES'S INFORMATION (if any)	
NAME	
DESIGNATION	
DEPARTMENT/AGENCY	
CONTACT NUMBER	
E-MAIL ADDRESS	
COMPLAINT: Briefly describe the misconduct / improper activity and how you know about it. Specify what, who, when, where and how. If there is more than one allegation, number each allegation and use as many pages as necessary.	
1. What misconduct / improper/ any other activity occurred?*	
2. Who committed the misconduct / improper activity?*	
3. When did it happen and when did you notice it?*	
4. Where did it happen?*	
5. Is there any evidence that you could provide us?	

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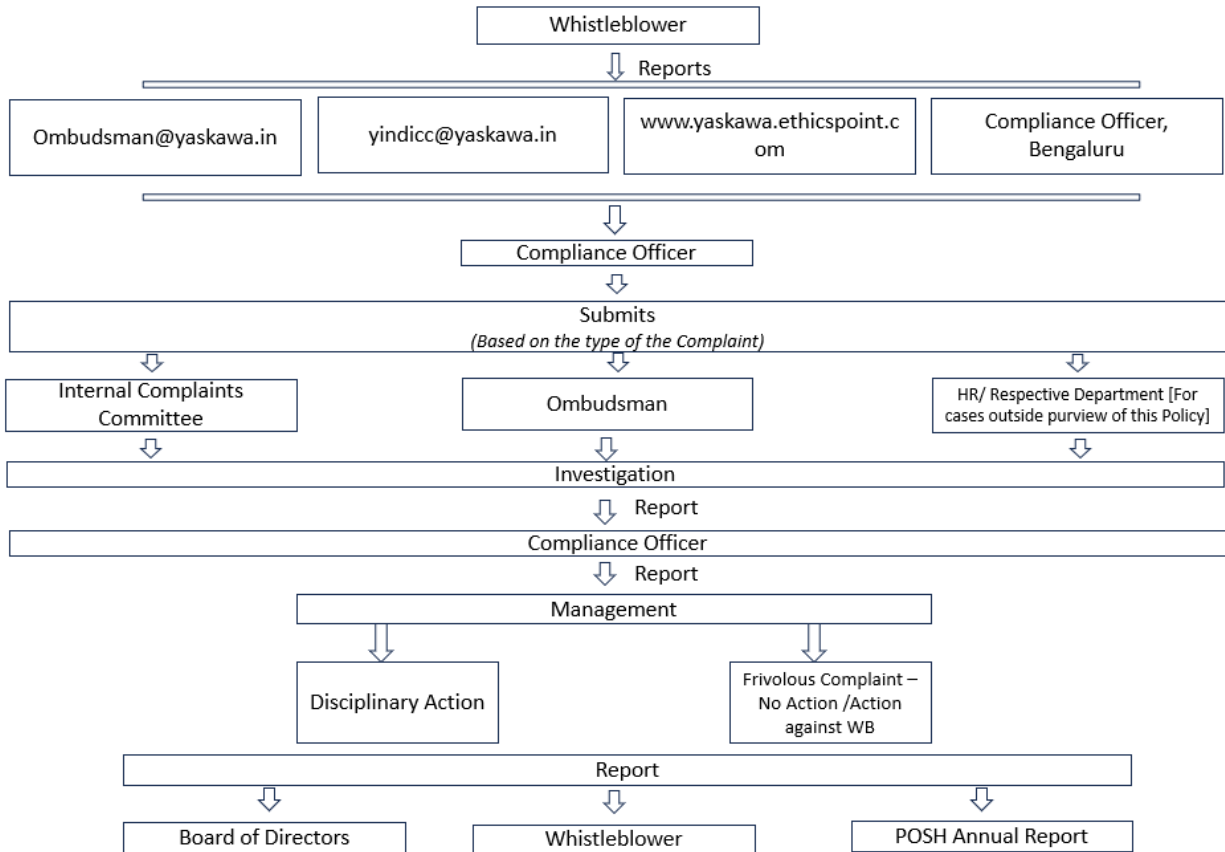
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6. Are there any other parties involved other than the suspect stated above?	
7. Do you have any other details or information which would assist us in the investigation?	
8. Any other comments?	
Date:	Signature:

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**ANNEXURE B
FLOW CHART**



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