



VIGIL MECHANISM/ WHISTLE BLOWER POLICY



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PURPOSE

1. To allow and encourage our stakeholders to bring to the management's notice concerns about suspects unethical behavior, malpractices, wrongful conduct, fraud, violation of the Company's Policies including Code of Ethics and Conducts, violation of law or questionable Accounting or Auditing matters by any employee/director in the company (hereinafter referred to as Wrongful Conduct) without fear of reprisal.
2. To ensure timely and consistent organizational response and thereby ensuring complete transparency.
3. To prohibit initiation of adverse action against a stakeholders or failing to take an otherwise appropriate action, as a result of the employee's good faith disclosure of alleged wrongful conduct to the Direct Touch Team.
4. To build and strengthen a culture of transparency and trust in the organization.

APPLICABILITY

All stakeholders (which means directors, employees & their representative bodies, business associates and security holders) of APIS India Limited

DEFINITIONS

The definitions of some of the key terms used in this Policy are given below. Capitalized terms not defined herein shall have the meaning assigned to them under the Code.

- a. **"Associates"** means and includes vendors, suppliers and others with whom the Company has any financial or commercial dealings.
- b. **"Audit Committee"** means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Regulation 16 of the SEBI (LODR) Regulation 2015.
- c. **"Employee"** means every employee of the Company (whether working in India or abroad), including the directors in the employment of the Company.
- d. **"Code of Conduct"** means code applicable to the directors and senior management adopted by APIS INDIA LIMITED and as amended from time to time.
- e. **"Director"** means every Director of the Company, past or present.
- f. **"Company"** means APIS INDIA LIMITED.
- g. **"Disciplinary Action"** means any action that can be taken on the completion of / during the investigation proceedings, including but not limited to, a warning, recovery of financial losses incurred by APIS INDIA LIMITED Group, suspension/dismissal from the services of the Company or any such action as is deemed to be fit considering the gravity of the matter.
- h. **"Employee"** means every employee of the APIS INDIA LIMITED Group including Whole-time Directors of the Company or its subsidiaries.

- i. **“Investigators”** mean those persons authorized, appointed, consulted or approached by the Ethics Counselor/Chairman of the Audit Committee and include the auditors of the Company and the police.
- j. **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- k. **“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.
- l. **“Whistleblower”** means an Employee or director making a Protected Disclosure under this Policy and also referred in this policy as complainant.
- m. **“Vigilance Officer”** means an officer appointed to receive protected disclosures from Whistle Blower, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof. Head-HR shall be the Whistle Officer for the purpose of this Policy.
- n. **“Whistle Committee”** means a committee consisting of Head – HR, Whole time Director and Company Secretary to conduct an investigation in the matter of Protected Disclosure received by the Company.

THE GUIDING PRINCIPLES

1. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower. To ensure that this Policy is adhered to, and to assure that the concerns raised under this Policy will be acted upon seriously, the Company will:
 - a. Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is/are not victimized for doing so;
 - b. Treat victimization of Whistle Blower as a serious matter including initiating Disciplinary Action against person(s) causing or allowing victimization of Whistle Blower;
 - c. Ensure complete confidentiality of identity of Whistle Blower;
 - d. Not to attempt to conceal evidence of the Protected Disclosure;
 - e. Take Disciplinary Action for event covered under this Policy (as mentioned in Clause 5) or upon victimizing Whistle Blower or any person processing the Protected Disclosure or if any one destroys or conceals evidence of the Protected Disclosure made/to be made;
 - f. Provide an opportunity of being heard to the persons involved especially to the Subject.
2. Establishment of Vigil Mechanism
 - a. The Vigil Mechanism shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee in exceptional cases.

COVERAGE OF POLICY

1. The Policy covers malpractices and events which have taken place/ suspected to take place involving:
 - a. Abuse of authority
 - b. Breach of Code of Conduct or Ethics Policy or employment contract

- c. Manipulation of company data/records
- d. Financial or compliance irregularities, including fraud, or suspected fraud
- e. Criminal offence having repercussions on the company or its reputation.
- f. Perforation of confidential/proprietary information
- g. Deliberate violation of law/regulation
- h. Misappropriation or misuse of Company funds/assets
- i. Breach of employee Code of Conduct or Rules
- j. Any other illegal, unethical, imprudent deed/behavior or actual or suspected fraud

2. Policy should not be used as a route for raising malicious or unfounded allegations against colleagues.

INVESTIGATION

1. On receipt of Protected Disclosure, the Head-HR shall expeditiously forward a copy of the same to other Whistle Committee members ("Committee"). The Committee shall appropriately and expeditiously investigate all whistle blower reports received. In this regard, the Committee may perform all such acts as it may deem fit at its sole discretion, including, the following functions:
 - a. to obtain legal or expert view in relation to Protected Disclosure;
 - b. appoint external agency to assist in investigation;
 - c. seek assistance of Internal Auditor;
 - d. request any officer(s) of the company to provide adequate financial or other resources for carrying out investigation
 - e. seek explanation or solicit Subject's submission on Protected Disclosure or give reasonable
 - f. Opportunity to respond to Subject on material findings contained in investigation report.
 - g. to call for any information /document and explanation from any director/ employee of the Company or
 - h. Other person(s) as they may deem appropriate for the purpose of conducting investigation.
 - i. The investigation shall be completed normally within 30 days of the receipt of the Protected Disclosure.
2. The Committee shall have right to outline a detailed procedure for an investigation and may delegate such powers and authorities, as it may deem fit to any officer of the Company for carrying out any investigation.
3. The Subject shall have a duty to co-operate with the investigator and responsibility not to interfere or obstruct with the investigation process.
4. A report shall be prepared after completion of investigation by the Officer(s) investigating the matter which shall be submitted to the Committee. Upon receipt of report, the Committee shall submit the same along with recommendations to the Audit Committee for Disciplinary Action after providing reasonable opportunity of being heard to the Subject.
5. After considering the report and recommendations as aforesaid, the Audit Committee shall determine and finalize the Disciplinary Action as he may deem fit.
6. In case the Subject is the Managing Director of the Company, the Chairman of the Audit Committee after examining the Protected Disclosure and, if deemed fit, shall forward the Protected Disclosure to other members of the Audit Committee.

- a. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure. In this regard, the Audit Committee, if the circumstances so suggest, may assign the investigation into the matter to the Senior Officer or a committee of managerial personnel.
 - b. Upon completion of investigation by the Audit Committee or receipt of report from the Senior Officer or a committee of managerial personnel, the Audit Committee shall submit the same along with its recommendations to the Board for Disciplinary Action after providing reasonable opportunity of being heard to the Subject.
 - c. After considering the report and recommendations as aforesaid, the Board of Director shall determine and finalize the Disciplinary Action as it may deem fit.
7. In case of repeated frivolous complaints being filed by a director or an employee, the Audit Committee may take suitable action against the concerned director or employee including reprimand.

VIGIL MECHANISM TEAM AND PROTECTED DISCLOSURE

1. The Vigil Mechanism Team members shall be selected keeping in view, the following criteria:

- Mature, well informed and trained person
- Ability to intelligently analyze the facts of the complaint
- Ability to deter mischief mongers by asking for critically important information in an affable style.

2. All Protected Disclosures should be addressed to Vigil Officer of the Company. The contact details are as under:

Vigil Officer
APIS INDIA LIMITED
18/32, East Patel Nagar, New Delhi-110008
E-mail: heera@apisindia.com

3. Protected Disclosure against the Whistle Officer should be addressed to the to the Chairman of the Audit Committee. The contact details of the Chairman of the Audit Committee are as under:

Chairman of the Audit Committee
APIS INDIA LIMITED
18/32, East Patel Nagar, New Delhi-110008
Email: mail@apisindia.com

4. Protected Disclosure against the Whistle Officer should be addressed to the Chairman of the Audit Committee. The contact details of the Chairman of the Audit Committee
5. Protected Disclosures should 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 or in Hindi.

6. The Protected Disclosure may be forwarded by email or by way of a covering letter which shall bear the identity of the Whistle Blower. Anonymous disclosures may not be entertained.

CONFIDENTIALITY

Disclosure of wrongful conduct may be submitted on a confidential basis or may be submitted anonymously. Such disclosures will be kept confidential to the extent possible, convenient with the need to conduct an adequate investigation.

PROTECTION AGAINST VICTIMIZATION

1. No adverse action shall be taken against a stakeholder in “knowing retaliation”, who makes any good faith disclosure of suspect wrongful conduct to the Direct Touch team.



2. No director supervisor or any other employee with authority to make or materially influence significant personnel decisions shall take or recommend an adverse personnel action against a stakeholder in “knowing retaliation” disclosing wrongful conduct in good faith.
3. Any director, supervisor or employee found to have so violated this Policy shall be subject to disciplinary action, in accordance with existing rules, policies, and procedures of the Company.

LEGITIMATE EMPLOYMENT ACTION

This policy may not be used as a defense by a director or an employee against whom an adverse personnel action has been taken for legitimate reasons or under company rules and policies. It shall not be a violation of this policy to take adverse personnel action against a director/employee whose conduct or performance warrants that action, separate and apart from that director/employee making a disclosure.

FALSE ALLEGATIONS OF WRONGFUL CONDUCT

A director or an employee who knowingly makes false allegations of alleged wrongful conduct to the Direct Touch Team shall be subject to disciplinary action, in accordance with company rules, policies, and procedures.

REPORTING

The Committee shall submit a report to the Audit Committee on all the Protected Disclosures, together with results of investigations, Disciplinary Actions recommended and implemented.

RETENTION OF DOCUMENTS

All Protected Disclosures, documented along with the results of Investigation relating thereto, shall be retained by the Head-HR for a minimum period of 5 (five) years or as mentioned in applicable law, if any.

REVIEW AND AMENDMENTS

The Audit Committee of the Board of Directors of the Company shall periodically review the existence and functioning of the Direct Touch Policy. The Audit Committee is also empowered to amend this policy at any time consistent with requirements of applicable laws, rules and regulations.

**ACKNOWLEDGEMENT AND AGREEMENT
REGARDING THE VIGIL MECHANISM/WHISTLE BLOWER POLICY**

This is to acknowledge that I have received a copy of the Company's Vigil Mechanism/Whistle Blower Policy. I understand that compliance with applicable laws and the Company's Code of Conduct is important and as a public Company, the integrity of the of the financial information of the Company is paramount. I further understand that the Company is committed to a work environment free of retaliation whenever an employee makes a good faith report regarding such concerns. Accordingly, I specifically agree that to the extent that I reasonably suspect there has been a violation of applicable laws or the Company's Code of Conduct including any retaliation related to the reporting of such concerns. I will immediately report such conduct in accordance with the Company's Whistle Blower Policy. I further agree that I will not retaliate against any employee for reporting a reasonably suspected violation in good faith.

I understand and agree that to the extent I do not use the procedures outlined in the Vigil Mechanism/Whistle Blower Policy, the Company and its officers and directors shall have the right to presume and rely on the fact that I have no knowledge or concern of any such information or conduct.

Employee's Signature

Employee's Name

Date

FORMAT FOR WHISTLE BLOWING/VIGIL MECHANISM

Date	
Name of the Employee/Director	
E- mail id of the employee/Director	
Communication Address	
Contact No	
Subject matter which is reported	
Name of the person/ event focused at	
Brief about the concern	
Evidence (enclose, if any)	