Aplab Limited
Vigil Mechanism & Whistle Blower Policy

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VIGIL MECHANISM & WHISTLE BLOWER POLICY

PREFACE

As per Section 177(9) of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 *("Listing Regulations")*, the Company is required to establish a vigil mechanism for Directors and employees to report concerns about unethical, actual or suspected fraud in violation of the Company's code of conduct or ethical policy.

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, Corporate Governance, honesty, integrity and ethical behavior.

Accordingly, this Whistle Blower Policy *("the policy")* has been formulated with a view to provide an effective mechanism in Aplab Limited ("Company") for all employees and Directors of the Company.

The policy neither releases directors / employees from their duty of confidentiality in the course of their work, nor is it a route for taking up grievance about a personal situation.

POLICY

The Policy is for the directors and employees as defined hereinafter.

The Policy has been drawn up so that the directors and employees can be confident about raising a concern in the organization.

DEFINITIONS

"Audit Committee" means the Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 read with Regulations 18 of Listing Regulations.

"Disciplinary Action" means any action that can be taken during and/or after the completion of investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

"Employee" means every employee of the Company and Subsidiaries, if any, (Direct or Indirect) whether working in India or abroad including Directors whether or not in employment of the Company.

"Protected Disclosure" means a concern raised by an employee or group of employees through written communication/ email made in good faith which discloses or demonstrates information that may evidence unethical or improper activity. The disclosure should have the name and other details of the person making the disclosure.

"Subject" means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

"Whistle Blower" is a director or employee who makes a Protected Disclosure under this Policy.

"Ethics Counsellor" means an officer or Committee of the persons who is nominated/ appointed to conduct detailed investigation.

"Investigators" means a person or persons authorized, appointed, consulted or approached by the Chairman/Chairperson of the Audit Committee/ Ethics Counsellor and includes the auditors of the Company and / or an outside agency appointed for the purpose of investigation.

SCOPE OF THE POLICY

The Policy covers all malpractices and events which have taken place / expected to take place involving:

a. Abuse of authority
b. Breach of contract
c. Negligence causing substantial and specific danger to public health and safety
d. Manipulation of Company's data / records
e. Financial irregularities, including any suspected fraud, which includes, in accordance with the explanation to Section 447 of Companies Act, 2013, any act, omission, concealment of fact, abuse of position, with or without the involvement of any other person, with an intention to achieve any unjust advantage or to harm the interests of the Company or its shareholders/ creditors/ other persons, immaterial of the fact whether or not there is any wrongful gain to the person committing or suspected to have committed the alleged fraud;
f. Criminal offence
g. Pilferation of confidential / propriety information
h. Deliberate violation of law/regulation
i. Wastage/misappropriation of Company's funds/assets
j. Breach of employee Code of Conduct or Rules
k. Any other unethical, biased, imprudent event
l. Instances of leak of unpublished price sensitive information

This Policy should not be used in place of the Company's grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

THE GUIDING PRINCIPLES

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

- Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;
- Treat victimization as a serious matter including initiating disciplinary action on such person/(s);
- Ensure complete confidentiality.
- Not attempting to conceal evidence of the Protected Disclosure;
- Take disciplinary action, if anyone destroys or conceals evidence of the Protected Disclosure made/to be made;
- Provide an opportunity of being heard to the persons involved especially to the Subject;

DISQUALIFICATIONS

While it will ensure 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 counterfeit allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.

Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted under the Company's Code of Conduct.

EXCLUSIONS:

The following will NOT be accepted under this policy:

1. Salary, promotion, transfer, or appraisal disputes
2. Personal disputes between colleagues (no ethical violation)
3. Customer or product quality complaints
4. Trivial, frivolous, or hearsay complaints with no facts
5. Matters already before a court or tribunal
6. Anonymous complaints with no details or evidence
7. Matters more than 3 years old (unless ongoing)

MANNER IN WHICH CONCERN CAN BE RAISED

All Protected Disclosures concerning financial/ accounting matters should be addressed to the Chairman/Chairperson of the Audit Committee of the Company for investigation.

In respect of all other Protected Disclosures, employees at the levels of Vice Presidents and above should address to the Chairman/Chairperson of the Audit Committee of the Company and in case of other employees, should address to any of the Ethics Counsellor of the Company.

(i) The contact details of the Chairman of the Audit Committee of **Aplab Limited** are as under:

Chairman-Audit Committee – Mr. Haresh G. Desai

Email Id: hgdesai@gmail.com

(ii) The contact details of Ethics Counsellor of **Aplab Limited** are as under:

Company Secretary & Compliance Officer- Mr. Rakesh Margam

Email Id: rakesh.margam@aplab.in

If a protected disclosure is received by any executive of the Company other than Chairman of Audit Committee or the Ethics Counsellor, the same should be forwarded to the Company's Ethics Counsellor or the Chairman of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistle Blower confidential.

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 Hindi.

The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower. The Chairman/Chairperson of the Audit Committee / Ethics Counsellor, as the case may be shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.

Protected Disclosures should be factual not speculative and should contain as much specific information as possible to allow for proper assessment of nature and extent of the concern.

For the purpose of providing protection to the Whistle Blower, the Whistle Blower should disclose his/her identity in the covering letter forwarding such Protected Disclosure.

PROCESS OF

a. The Chairman/Chairperson of the Audit Committee/ Ethics Counsellor may on his discretion, consider involving any Investigators for the purpose of investigation.

b. (i) The investigator appointed under this policy, investigate / oversee the protected disclosures under the authorization of the Audit Committee / Ethics Counsellor. All protected disclosures will be thoroughly investigated, and necessary proceedings and evidence be recorded.

   (ii) Investigations will be carried out on the basis of the information and evidence provided by the Whistle Blower in an unbiased and professional manner observing the principle of natural justice and legal standards.

c. The identity of a Subject and the Whistle Blower will be kept confidential to the extent possible given the legitimate needs of law and the investigation.

d. 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.

e. Subjects shall have a duty to co-operate with the Ethics Counsellor / Chairman/Chairperson of the Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.

f. 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.

g. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.

h. In case of involvement of any member of the Audit Committee or Ethics Counsellor in all these violations, such person shall not form part of the investigation proceedings.

i. 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.

j. The investigation shall be completed normally within 60 days of the reporting of the Protected Disclosure, and a detailed report shall be submitted to the Ethics Counsellor or the Chairman/Chairperson of the Audit Committee as the case may be. The time period may be extended by the written prior approval of the Chairman/Chairperson of the Audit Committee or the Ethics Counsellor as the case may be.

k. On submission of report, the Ethics Counsellor or the Chairman/Chairperson of the Audit Committee as the case may be, shall:

    i. In case the Protected Disclosure is proved, accept the findings of the Investigator and take such Disciplinary or other Action as he may deem fit and take preventive measures to avoid re-occurrence of the matter;

    ii. In case the Protected Disclosure is not proved, extinguish the matter or take appropriate measures to protect the interest of the Company;

PROTECTION

a. No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. When the Company condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower, complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior 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. The Company will take steps to minimize 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.

b. The identity of the Whistle Blower shall be kept confidential.

c. Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

d. No action will be taken against Whistle Blower, who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed in the investigation proceedings conducted by the Audit Committee or the Ethics Counsellor, as the case may be.

SECRECY/ CONFIDENTIALITY

The Whistle Blower, the Subject, Investigator, The Ethics Counsellor, the Chairman/Chairperson of the Audit Committee and everyone involved in the process shall:

a. maintain complete confidentiality/ secrecy of the matter.
b. not discuss the matter in any informal/social gatherings/ meetings.
c. discuss only to the extent or with the people required for the purpose of completing the process and investigations.
d. not keep the papers unattended anywhere at any time.
e. keep the electronic mails/ files under password.

If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

REPORTING

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee.

AMENDMENT

Any change in the Policy shall be approved by the Board of the Company. The Board shall have the right to withdraw and/ or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

In case any provisions of the Policy are contrary to or inconsistent with the provisions of the Companies Act, 2013, rules framed thereunder and Listing Regulations ("Statutory Provisions"), the provisions of Statutory Provisions shall prevail.

DISSEMINATION OF THE POLICY

The policy shall be hosted on the website of the Company i.e. https://www.aplab.com

ANNEXURE A

COMPLAINT REPORTING FORM

Submit this form by email to rakesh.margam@aplab.in or post it confidentially to Secretarial Team, Aplab Limited. Your name is optional.

PART A — TYPE OF INCIDENT (tick all that apply)

	INCIDENT TYPE
☐	1. Misappropriation of company assets, funds, or resources
☐	2. Conflict of interest
☐	3. Financial fraud — falsification of records, fake invoices, manipulation of accounts
☐	4. Inaccurate financial reporting
☐	5. Bribery or corruption — giving / accepting bribes or kickbacks
☐	6. Violation of gifts and entertainment policy
☐	7. Insider trading/ leak of Unpublished Price-Sensitive Information (UPSI)
☐	8. Non-adherence to safety guidelines / dangerous working conditions
☐	9. Environmental violation
☐	10. Sexual harassment
☐	11. Bullying, victimization, discrimination, or abuse of authority
☐	12. Unauthorised sharing of confidential data / data breach
☐	13. Regulatory or legal violation
☐	14. Retaliation against a whistleblower
☐	15. Others: _____

PART B — PERSONS INVOLVED

	Name	Department	Designation	Location
1.				
2.				
3.				

PART C — INCIDENT DETAILS

When did it happen? (Approximate date is fine)

_____

Where did it happen? (Location / Plant / Department)

_____

How long has this been going on?

☐ Less than 1 month ☐ 1 to 6 months ☐ 6 to 12 months ☐ More than 1 year

PART D — EVIDENCE

Do you have evidence to support your complaint?

☐ Yes ☐ No

If yes, describe the evidence (emails, documents, recordings, etc.):

_____

Have you already reported this to anyone at BPTL?

☐ Yes —to whom: _____ ☐ No

PART E — YOUR DETAILS (optional — leave blank to remain anonymous)

Name (optional)

Employee ID / Designation

Department / Plant

Contact Number (optional)

Email (optional)

Date of Submission