



Apollo International Limited

Vigil Mechanism Policy

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1. INTRODUCTION

Apollo International Limited (hereafter referred to as “AIL” or “Company” in this document) believes in promoting a fair, transparent, ethical and professional work environment. The Company conducts all the business affairs in a fair and transparent manner by adhering to the highest standards of professionalism, honesty, integrity and ethical behaviour. The Company is committed to developing a culture where it is safe for all employees to raise genuine concerns or grievances about suspected wrongful conducts or unethical behavior, actual or suspected fraud or violation of the company’s code of conduct of the Company.

In keeping with its beliefs and in terms of Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, it has been decided by the Company to introduce a Vigil Mechanism policy (hereinafter referred to as “Policy”). The purpose of this Policy is to provide a framework to promote responsibility and secure whistle blowing. This Policy will enable all employees, directors and stakeholders to raise their genuine concerns and report to the management in a responsible and effective manner if and when they discover information which they reasonably believe shows instances of unethical behavior, actual or suspected, fraud or violation of Company’s code of conduct or ethics policy.

This Policy also offers appropriate protection to the whistle blowers from victimization, harassment or disciplinary proceedings. It is further clarified that the Policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation or service conditions. Policy should not be a route for raising malicious or unfounded allegations against colleagues.

2. DEFINITIONS:

- 2.1 Audit Committee:** Audit Committee is the committee which is constituted/re-constituted by the Board of Directors of the Company pursuant to Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014.
- 2.2 Board of Directors:** A body of elected or appointed members who jointly oversee the activities of the company.
- 2.3 Directors:** Directors means all the directors appointed to the Board of Directors of the Company.
- 2.4 Employee:** Employee means all the employees and whole time directors of the Company (whether working in India and abroad) and temporary/ contractual employees.
- 2.5 Good Faith:** A Whistle Blower communicates in “Good Faith” if there is a reasonable basis for the communication of the genuine concerns or grievances on suspected wrongful conducts or unethical behaviour, actual or suspected fraud or violation of the company’s code of conduct or ethics policy. “Good Faith” is lacking when the Whistle Blower does not have personal knowledge of a factual basis for the communication or where the Whistle Blower knew or reasonably should have known that the communication about the unethical or improper practices is malicious, false or frivolous.
- 2.6 “Investigator(s)”** mean those persons authorized, appointed, consulted or approached by the Chairman of the Audit Committee, Ombudsman and includes any officers of the Company, the

auditors of the Company, police and other investigating agency(ies) appointed in terms of this Policy.

- 2.7** “**Ombudsman**” means the Company Secretary of the Company, who shall be receiving all complaints and taking necessary action under this Policy, provided that the Ombudsman may be replaced by the Audit Committee;
- 2.8** “**Protected Disclosure**” means a genuine concerns or grievances raised by a Whistle Blower of the Company, through a written communication and made in Good Faith which discloses or demonstrates information about suspected wrongful conducts or unethical behavior, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy of the Company. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- 2.9** “**Stakeholder**” includes Shareholders, business associates of the Company including all suppliers, vendors, consultants, auditors, service providers etc., with whom the Company has been dealing with or proposed to enter into any transactions.
- 2.10** “**Subject**” means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- 2.11** “**Whistle Blower**”: An Employee or Director or other stakeholders who makes a Protected Disclosure under this Mechanism and also referred in this Mechanism as a Complainant.

3. SCOPE AND EFFECTIVE DATE

- 3.1** This Policy applies to all Employees, Directors and other Stakeholders of the Company, who make any Complaint under this Policy (collectively hereinafter referred to as ‘Whistle Blower’).
- 3.2** The Whistle Blower’s role is that of a reporting party with reliable information. The Whistle Blower shall co-operate with the Company in the grievance redressal process and extend all support including production of documentary evidences to investigate the allegations/ Complaints. However, Whistle Blower is not required or expected to act as Investigator or finders of facts unless warranted otherwise. Also Whistle Blower do not have the right to participate in any investigative activities other than as requested by the Chairman of the Audit Committee, the Ombudsman or the Investigators, as may be applicable.
- 3.3** This policy shall come into force w.e.f. 26th February, 2015.

4. GUIDING PRINCIPLES OF THE VIGIL MECHANISM

To ensure effective implementation of vigil mechanism, the company shall:

- 4.1** Ensure protection of the whistleblower against victimization for the disclosures made by him/her.

- 4.2 Ensure complete confidentiality of the whistleblower identity and the information provided by him/her.
- 4.3 Ensure that the protected disclosure is acted upon within specified timeframes and no evidence is concealed or destroyed.
- 4.4 Ensure that the investigation is conducted honestly, neutrally and in an unbiased manner.
- 4.5 Ensure whistleblower would not get involved in conducting any investigative activities other than as instructed or requested by Ombudsman or Investigators or the Chairman of the Audit Committee.
- 4.6 Ensure the subject or other involved persons in relation with the protected disclosure be given an opportunity to be heard.
- 4.7 Ensure disciplinary actions are taken against anyone who conceals or destroys evidences related to protected disclosures made under this mechanism.
- 4.8 Ensure that company takes appropriate punitive or disciplinary actions against the accused as provided under clause 9 of the policy under the head “suggestive measures”.

5. COVERAGE OF THE VIGIL MECHANISM

This Policy encourages all the Whistle Blowers to report any kind of misuse of Company’s properties, malpractices which the Whistle Blower in good faith, believes, evidences any of the following:

- 5.1 Grave and serious violation of the code of conduct of the Company
- 5.2 Criminal offence having repercussions on the Company’s reputation.
- 5.3 Procurement frauds.
- 5.4 Misappropriation of company funds/assets.
- 5.5 Financial misappropriation and fraud
- 5.6 Manipulation of Company data/records.
- 5.7 Misappropriating cash/company assets; leaking confidential or proprietary information.
- 5.8 Corruption & bribery
- 5.9 Activities violating Company policies
- 5.10 A substantial and specific danger to public health and safety

- 5.11 An abuse of authority.
- 5.12 Discrimination in any form
- 5.13 Violation of human rights

6. COMPLAINT PROCEDURE

6.1 The whistleblowers are expected to speak up and bring forward the concerns or complaints about issues listed under Section 5 “Coverage of the vigil mechanism”.

6.2 The Whistle Blower shall lodge his/her Complaint to the Ombudsman at the following Address:-

The Company Secretary

Address: Apollo International Ltd., Apollo Tower, Gurgaon, Haryana – 122002

Email: ombudsman.ail@apolloindia.com

6.3 In the following exceptional cases a complainant under this Policy may directly approach the Chairman of the Audit Committee:

- Where the Complaint is against a Key Managerial Personnel or Director of the Company and the Whistle Blower is not satisfied with the outcome of the investigation and decision of the Ombudsman, within 15 days of the receipt of the outcome;
- In case the complaint is against the Ombudsman or any member of the Audit Committee.

In case of exceptional cases as referred above, the complaint can be lodged at the following address:

The Chairman, Audit Committee

Address: Apollo International Ltd., Apollo Tower, Gurgaon, Haryana – 122002

6.4 Where the Compliant is against the Chairman of the Audit Committee the complainant shall file a complaint with the Ombudsman. In case the complainant is not satisfied with the outcome of the decision of the Ombudsman, he may approach the Board of Directors of the Company, within 15 days of the receipt of the outcome from the Ombudsman.

6.5 The Complaint must be either in the form of a written letter (in closed envelope) or by e-mail. The Whistle Blower must indicate his/her name, contact details and relationship with the Company in the Complaint. Relevant supporting documents/ evidences and a brief background must form an integral part of the written Complaint. The name and contact details of the complainant shall not be disclosed by the Ombudsman to anyone except the Audit Committee. No unnamed Complaint shall

be entertained. If the Complaint relates to a specific fact or incident, the complainant must lodge the Complaint as soon as possible and preferably within 30 days from the date he became aware of such fact or incident. The Whistle Blower shall exercise caution before lodging a Complaint to ensure that he is not doing so under influence of any person and/or any past incidence.

- 6.6 The Whistle Blower shall be entitled to withdraw his/her Complaint within 10 days from the date of lodgment with appropriate explanations in writing to the satisfactions of the Ombudsman or the Audit Committee, as the case may be.
- 6.7 Investigation into the disclosures will be initiated by the Audit Committee only after they have been preliminary reviewed by the Ombudsman or by the Chairman of the Audit Committee, if Ombudsman cannot be reached. The Ombudsman or the Chairman shall filter the complaints and refer only those matters to the Audit Committee for investigations which involve material violations demanding further investigation.
- 6.8 Ombudsman shall, at his end, examine the possible intentions and genuineness of the disclosure in advance before referring it to the Audit Committee for investigations. In case, the Ombudsman suspects that the allegation has been made with mala- fide intentions or is frivolous in nature, or is not genuine, he may drop the case and not refer the same to the Audit Committee provided he shall record the reason in writing and report the same to Chairman of Audit Committee.
- 6.9 On receipt of initial Complaint, the Ombudsman shall acknowledge receipt thereof within 48 hours and proceed to refer it to the Audit Committee for further action as the Audit Committee may deem fit.

7. GRIEVANCES REDRESSAL PROCEDURE

- 7.1 On receipt of a valid complaint from a Whistle Blower (as forwarded by the Ombudsman), the Audit Committee may perform all such acts as may deem fit and appropriate to safeguard the interests of the Company, including but not limited to, the following functions:
 - a. Obtain legal opinion or expert's view in relation to the Protected Disclosure ;
 - b. Appoint some Investigator or external agency to assist in investigation;
 - c. Seek assistance of the statutory auditors;
 - d. Request any officer(s) of the Company to provide adequate financial or other resources for carrying out investigation;
 - e. Seek explanation and give reasonable opportunity to the accused to respond;
 - f. Reviewing material findings contained in investigation report; and
 - g. Recommend appropriate penal action against the accused or against the complainant for lodging false Complaint, as may be required.

- 7.2** During the period of investigation or even after completion of the investigation, identity of the Whistle Blower and the accused should be kept confidential and disclosed only to the extent necessary given the legitimate needs of law and the investigation process.
- 7.3** The accused will normally be informed of the allegations against him at the outset of a formal investigation and he shall be given requisite opportunities to defend his case during the investigation process.
- 7.4** It will be the duty of the accused to co-operate with the Investigator and not to interfere or obstruct with the investigation process. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the accused. If found indulging in any such actions, the accused shall be liable for appropriate disciplinary action. Under no circumstances, the accused should compel the Investigator to disclose the identity of the Whistle Blower.
- 7.5** A report shall be prepared after completion of investigation by the Investigators, which shall be submitted to the Audit Committee. Upon receipt of the report, the Audit Committee shall forward the same along with its recommendations to the managing director of the Company for Disciplinary Action. In case, the managing director is the accused and found guilty, the Audit Committee shall forward such report to the Chairman of the Board of Directors/ or Board of Directors, as the case may be for taking appropriate action.

8. DISQUALIFICATIONS

- 8.1** Issues other than those listed under Section 5 “Coverage of the vigil mechanism”.
- 8.2** The complainant is not able to provide specific information that covers at least some of the following points:
- a)** Location of incident
 - b)** Timing of incident
 - c)** Personnel involved
 - d)** Specific evidence
 - e)** Frequency of issues
- 8.3** In case the complainant is unable to provide adequate information, the Ombudsman/ Audit Committee reserves the right to not investigate the reported matter.

9. SUGGESTIVE MEASURES

The Company may take the following punitive or Disciplinary Actions against the accused, on the completion of or during the investigation proceedings where Audit Committee finds him guilty:

- a. Counseling and issue of a warning letter;
- b. Withholding of promotion / increments;
- c. Bar from participating in bonus review cycle;
- d. Termination or suspension from employment;
- e. Cancellation of orders placed as per purchase/work order;
- f. Recovery of monetary loss suffered by the Company; and
- g. Legal action or any such action as deemed fit considering the gravity of the matter.

10. REPORTING

The Ombudsman shall submit a report to the Audit Committee informing the status of the Protected Disclosures received from the Whistle Blowers, grievance resolved and action taken, grievances under investigation and number of false complaints lodged by Whistle Blowers, during each of the financial year.

11. PROTECTION AGAINST VICTIMIZATION

- 11.1** No unfair treatment shall be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower. Subject to Clause 11.3 below, complete protection shall, 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 behaviour 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 shall take steps to remove difficulties if any, 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 shall arrange, for the Whistle Blower.
- 11.2** Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.
- 11.3** While it shall 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 should 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. Further this Policy may not be used as a defense by a Whistle Blower against whom an adverse personnel action has been taken independent of any disclosure of intimation by him and for legitimate reasons or cause under Company rules and policies.

12. PREVENTION OF DOCUMENTS AND RECORDS

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

13. MAINTAINING SECRECY AND CONFIDENTIALITY

AIL expects individuals involved in the review or investigation to maintain complete confidentiality. Disciplinary action may be initiated against anyone found not complying with the below:

- a) Maintain complete confidentiality and secrecy of the matter.
- b) The matter should not be discussed in social gatherings or with individuals who are not involved in the review or investigation of the matter.
- c) The matter should only be discussed only to the extent or with the persons required for the purpose of completing the investigation.
- d) Ensure confidentiality of documents reviewed during the investigation should be maintained.
- e) Ensure secrecy of the whistleblower, subject, protected disclosure, investigation team and witnesses assisting in the investigation should be maintained.

14. ADMINISTRATION AND REVIEW OF THE POLICY

The Audit Committee of the Company shall be responsible for the administration, interpretation, application and review of this Policy. The Audit Committee also shall be empowered to bring about necessary changes to this Policy, if required at any stage.

15. WAIVERS AND AMENDMENTS

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. Employees shall be informed by publishing the same on the notice board / intranet of the Company and on the website of the company.