 <b>Apollo TriCoat Tubes Limited</b>			<b>Policy No- HR-ATTL - 26</b>	
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## VIGIL MECHANISM/WHISTLE BLOWER POLICY


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**DONT BE AFRAID TO LET YOUR VOICE BE HEARD!**

**SPEAKUP**



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### PURPOSE:


Apollo Tricoat Tubes Limited (hereafter referred to as “Company” in this document) believes in promoting a fair, transparent, ethical and professional work environment. While the Companies code of conduct defines the expectations from employees in terms of their integrity and professional conduct, the vigil mechanism defines the mechanism for reporting deviations from the standards defined in the code. The Vigil mechanism is implemented not only as a safeguard to unethical practices but is also intended to provide mechanism for reporting genuine concerns or grievances and ensure that deviations from the Company’s Business Conduct Manual and Values are dealt with in a fair and unbiased manner as provided in the Companies Act, 2013 and Rules made there under.

### DEFINITIONS

In this Policy, unless the context requires otherwise:

- a) “**Audit Committee**” shall mean the Audit Committee of the Company as constituted under section 177 of the Companies Act, 2013
- b) “**Vigil Mechanism Committee**” means the Committee constituted under this Policy.
- c) “**Company**” means Apollo Tricoat Tubes Limited
- d) “**Director**” means any Executive, Non-Executive, Nominee or Alternate Director of the Company.
- e) “**Protected Disclosure**” means any communication in relation to an unethical practice (including anonymous disclosures, if any) made in good faith by the Vigil Mechanism to the designated committee under this policy.
- f) “**Employee**” means any employee or officer of the Company.
- g) “**Investigators**” means any person(s) duly appointed/consulted by the Vigil Mechanism Committee to conduct an investigation under this policy.
- h) “**Subject**” means a person against or in relation to whom a Disclosure is made under this policy.
- i) “**Unethical practice**” means and includes, but not limited to, the following suspected activities/ fraudulent practices being followed in the Company:
  - i. Manipulation of Company data / records;
  - ii. Abuse of authority at any defined level in the Company;
  - iii. Disclosure of confidential / proprietary information to unauthorized personnel;
  - iv. Violation of applicable laws and regulations to the Company, thereby exposing the Company to penalties/ fines;
  - v. Any instances of misappropriation of Company assets;
  - vi. Activity violating any laid down Company policy, including the Code;
  - vii. Any other activities whether unethical or fraudulent in nature and injurious to the interests of the Company.

“**Whistle Blower**” means any Employee of the Company, making a Disclosure under this policy.

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### **SCOPE:**

The Policy covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place involving:

1. Breach of the Company Code of Conduct
2. Breach of Business Integrity and Ethics
3. Breach of terms and conditions of employment and rules thereof
4. Intentional Financial irregularities, including fraud, or suspected fraud
5. Deliberate violation of laws/regulations
6. Gross or willful Negligence causing substantial and specific danger to health, safety and environment
7. Manipulation of company data/records
8. Pilferation of confidential/propriety information
9. Gross Wastage/misappropriation of Company funds/assets

### **PROCEDURE**

All Protected Disclosures should be reported in writing by the complainant as soon as possible and should either be typed or written in a legible handwriting in English. The Protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope and should be super scribed as "Protected disclosure" or sent through email with the subject "Protected disclosure". If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure. All Protected Disclosures should be first notified to the respective Vigilance Officer at the Plant & then finally addressed to the Vigilance Officer at the Head Office or to the Chairman of the Vigil Mechanism Committee / Audit Committee in exceptional cases.

#### **Vigil Mechanism Committee Members:**

**Mr. Rahul Gupta – Chairman**

**Mr. Romi Sehgal – Member Mr. Ashok Kr. Khushu – Member**

#### **Vigilance Officers:**

**Mr. Rajkumar Mohanty (Plant Head) – Mobile No. - 9625928909**

**Mr. Sumedh Singh (Head HR) – Mobile No. – 9625928906**

**Email – hrd.corp@apollotriccoat.com**

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In order to protect the identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainants and they are not advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance Officer. They can also raise their complaints through protected disclosures on the above email id in order to maintain confidentiality.

On receipt of the protected disclosure the Vigilance Officer shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

### **INVESTIGATION**


All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Vigilance Officer will carry out an investigation either himself/herself or by involving any other Officer of the Company before referring the matter to the Vigil Mechanism Committee of the Company. The Vigil Mechanism Committee, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other/additional Officer of the Company and/or Committee and/ or an outside agency for the purpose of investigation. The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process. The investigation shall be completed normally **within 90 days of the receipt of the protected disclosure** and is extendable by such period as the Vigil Mechanism Committee deems fit. Any member of the Vigil Mechanism Committee or other officer having any conflict of interest with the matter shall disclose his/her concern /interest forthwith and shall not deal with the matter.

Investigations will be launched only after a preliminary review which establishes that: i) the alleged act constitutes an improper or unethical activity or conduct, and ii) either the allegation is supported by information specific enough to be investigated, or matters that do not meet this standard may be worthy of management review, but investigation itself should not be undertaken as an investigation of an improper or unethical activity.

### **DECISION AND REPORTING**

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Vigil Mechanism Committee shall recommend to the Audit Committee of the Company to take such disciplinary or corrective action as it may deem fit and thereafter decision of the Audit Committee shall be noted by the Board of Directors of the Company.

Any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

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

A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Vigilance Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

### **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**

Adequate safeguards against victimization of complainants shall be provided. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

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.

### **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, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted.

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### **ACCESS TO CHAIRMAN OF THE VIGIL MECHANISM COMMITTEE/AUDIT COMMITTEE**

The Whistle Blower shall have right to access Chairman of the Vigil Mechanism Committee/ Audit Committee directly in appropriate or exceptional cases and the Chairman of the Vigil Mechanism Committee/Audit Committee is authorized to prescribe suitable directions in this regard.

### **COMMUNICATION**

Directors and Employees shall be informed of the Policy by publishing on the notice board of the Company.

### **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.