

APM Finvest Limited

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WHISTLE BLOWER POLICY

1. PREFACE

The Company has adopted the Code of Ethics & Business Conduct (Whistle Blower Policy/Vigil Mechanism Policy) pursuant to the provisions of Section 177(9) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 and Clause 9A(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015 which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of employees in pointing out such violations of the Code cannot be undermined. Accordingly, this Whistle Blower Policy ("the Policy") has been formulated with a view to provide a mechanism for employees of the Company to raise concerns on any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

2. DEFINITIONS

The definitions of some of the key terms used in this Policy are given below:-

- a) **"Audit Committee"** shall mean a committee of the Board of Directors of the Company constituted in accordance with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) **"Employee"** means every employee of the Company and whether in full time or part time employment with the Company whether in permanent, probationary, trainee, retainer, temporary or contractual appointment.
- c) **"Board"** shall mean Board of Directors of the Company.
- d) **"Chairman"** shall mean Chairman of the Company.
- e) **"Company"** shall mean APM Finvest Limited.
- f) **"Complaint"** shall mean any concern raised orally or by written Communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity or conduct.
- g) **"Director"** means a person appointed on the Board of Directors of the Company.

Regd. Office: SP-147, RIICO Industrial Area, Bhiwadi, Distt. Alwar, Rajasthan-301019

- h) **“Respondent”** means a person or persons against or in relation to whom a Complaint is made or evidence gathered during the course of an investigation.
- i) **“Whistle Officer”** or **“Whistle Committee”** or **“Committee”** means an officer and Committee of persons who is/are nominated/appointed to conduct detailed investigation of the disclosure received from the whistle blower and recommend disciplinary action. Currently, Company Secretary is nominated as Whistle Officer. The Committee, if appointed, should include Senior Level Officers of Personnel & Admin, Internal Audit and a representative of the Company / Division/ Department where the alleged malpractice has occurred.

3. SCOPE AND PURPOSE

- a) The purpose of this policy is to provide a framework to help detecting and addressing unacceptable conduct and to provide employees with a supportive working environment in which they feel comfortable to raise issues relating to unacceptable conduct, without fear of intimidation or retaliation.
- b) Accordingly, the Whistle Blower Policy provide a mechanism for employees to approach the Whistle Officer to report such instances, as provided for in Clause 5 a) to d) of this Policy.
- c) To help protect people who report unacceptable conduct in good faith and define the procedure for making complaints and investigations.
- d) Protect the whistle blower’s from any potential victimization due to disclosure of such violations.
- e) All directors and Employees of the Company are eligible to make Protected Disclosures under the Policy.
- f) The policy neither releases the directors or employees of the Company from their duty of confidentiality in the course of work, nor is it a route for taking up personal grievances. Further, this policy does not protect the Whistle Blower from an adverse action, which may occur independent of their disclosure of irregularities pursuant to this policy.

4. DISQUALIFICATIONS

- a) 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.
- b) 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.
- c) Complaints associated with (i) any grievance or issues related to employment, (ii) superior-subordinate relationship, (iii) relationship with peers, (iv) unsatisfactory probation reports, (v) performance evaluations, and alike, would not be covered under this Policy. Such cases need to be referred to the Human Resource Department of the Company and redressed through the mechanisms established by Human Resource Department of the Company.

5. POLICY AND PROCEDURES

A "Whistle Blower" may provide information through a written communication, giving relevant facts and details without any fear. In very exceptional cases, an individual may not want to give a written complaint and may orally speak with the assigned authority.

Complaint by any Whistle Blower could be with respect to any of the following:-

- a) General Malpractice - such as immoral, illegal or unethical conduct, fraud, bribery or corruption, environmental issues, criminal activities, wastage or misappropriation of Company funds or assets, misleading or falsification of financial or other records, accounting or auditing matters, a clear abuse of authority or any other unethical conduct affecting Company's interest or image.
- b) Potential breach or violation of the Code of Conduct.
- c) Breaches of Copyright, patent, trademarks and disclosures of confidential data or information to competitors or outsiders.
- d) Misconduct - Includes a whole variety of issues and some are listed below:-

However, this is not a comprehensive list but is intended to illustrate the type of issues which may be raised under this policy:-

- i. Questionable accounting practices
 - ii. Misconduct with other employees or vulnerable adults (eg. through physical, sexual, psychological or financial abuse, exploitation.)
 - iii. Abuse of power (eg. Bullying or harassment)
 - iv. Any other unethical or improper conduct.
- e) Any employee or Director of the Company shall report concerns or complaints of violation or potential violation (with full details and evidence, if any) to the Whistle Officer by using any of the following communication channels:-

Whistle Officer of the Company

Company Secretary
APM Finvest Limited
910, Chiranjiv Tower-43, Nehru Place,
New Delhi-110019
E-mail:- apmfinvestltd@gmail.com

- f) In appropriate or exceptional cases only, an employee or Director may also directly report concerns or complaints of violation or potential violation to the Chairman of the Audit Committee, by post, in a sealed envelope, addressed to: The Chairman of the Audit Committee, APM Finvest Limited, 910, Chiranjiv Tower-43, Nehru Place, New Delhi-110019. All Complaints so received shall be forwarded to the Whistle Officer for investigation.

6. INVESTIGATION

- a) All complaints will be promptly and discreetly investigated, provided allegations are reasonably clear and specific. An Investigation Committee/Member, appointed by the

Whistle Officer, will investigate any complaint, which is of a serious nature. Investigators are required to conduct this process towards fact-finding and analysis.

- b) An investigation of any Complaint which is vague or unspecified alleged wrongdoings without verifiable evidence adduced may not be undertaken. If any of the members of the designated Investigation Committee has a conflict of interest in the Complaint matter (i.e. there is a possibility that his/her/their personal interests may not ensure fair enquiry), he/she/they will inform the Whistle Officer of the same, who may then appoint some other person(s) in his/ their place in the Investigation Team.
- c) The investigations of Complaints shall be conducted in such manner, at such time and at such venue as may be deemed appropriate by the Whistle Officer. The Whistle Officer may also seek inputs from Business Unit Heads/Functional Heads (except where they are the Respondent themselves in the Complaint) for necessary comments to facilitate the investigation.
- d) Initial Inquiries - Initial inquiries will be made to determine whether an investigation into a Complaint is appropriate, and the form that it should take. Some complaints may be resolved without the need for investigation.
- e) If a Complaint is Oral, it will be recorded in writing by the Whistle Officer and checked for its veracity.
- f) The amount of contact between the Whistle Blower and the respondent or person or persons investigating the concern will depend on the nature of the issue and the clarity of information provided. Further information may be sought from, or provided by, the Whistle Blower reporting the concern.
- g) Whistle Officer may take oral evidence or written statements of various persons including the Whistle Blower, and may call for necessary documents in evidence. All employees and Directors of the Company shall have a duty to cooperate with investigations initiated under this Policy.
- h) Upon completion of investigation of a complaint, in case of a proven serious misconduct, the Whistle Officer will compile a report of the investigation conducted and shall present it to the Chairman/ Managing Director and also to the Chairman of the Audit Committee, containing the following details:-
 - i. The complainant (unless anonymous);
 - ii. A description of the substance of the 'reported issue';
 - iii. The status of the investigation; and
 - iv. Findings and recommendations.
- i) Complaints filed under this Policy will be recorded in a Register, as well as in electronic form, to be maintained by the Whistle Officer, who shall maintain all related documents for seven years. All such documents shall be kept confidential, and under lock and key, by the Whistle officer.

- j) All information disclosed during the course of the investigation of Complaint will remain confidential, except as necessary or appropriate to conduct the investigation and take any remedial action in accordance with the applicable laws and regulations. The Company reserves the right to refer any concerns or complaints to appropriate external regulatory authorities.
- k) The Complainant will be kept informed of the progress and the final outcome of the investigation of the complaint, within the constraints of maintaining confidentiality.

7. PROTECTION

- a) No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a concern 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 Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his/her duties/functions.
- b) The Whistle Officer will make all efforts to keep the identification of the Complainant, Respondent as well as the witness, confidential.
- c) If a Whistle Blower has been victimized, discriminated or retaliated against, he/she may log a written complaint to the Whistle Officer or the Chairman of the Audit Committee. Such complaints will be investigated as deemed fit by the Audit Committee. If as a result of such investigations, an adverse action is found to have been taken against the Whistle Blower, or he/she is found to have been victimized or discriminated against, the Chairman/ Managing Director shall take appropriate action on the basis of the recommendation of the Audit Committee.
- d) The Complainant has a choice to put forth his/her identity to aid the investigative process but he or she is under no compulsion to do so. In either case, the Company will protect the identity of the Complainant, respondent as well as the witness assiduously unless.
 - i. The person agrees to be identified;
 - ii. Identification is required by law.

8. DECISION

Where wrongful, unethical or illegal conduct is established on the part of any respondent, the Management shall take appropriate disciplinary or corrective action against such respondent, which could include termination of employment.

9. REPORTING FREQUENCY PROTOCOLS & CONFIDENTIALITY OF INFORMATION

- a) This Policy will be reviewed periodically, and be modified as deemed necessary by the Board of Directors of the Company. The Chairman may also appoint, or make changes in the appointment of Whistle Officer, from time to time.
- b) A summary of Complaints received under this policy along with the results of investigation and action taken, if any, will be placed before the Chairman and the Audit Committee on a quarterly basis for review.

10. WARNING

Any employee or Director, who knowingly makes frivolous, misleading or false complaints, or without a reasonable belief as to the truth or accuracy of the complaint, will not be protected by this Policy and may be subject to disciplinary action including termination of his/her employment. This will also apply to those Directors and employees, who make false statements or give false evidence during the investigations.

11. RETENTION OF RECORDS

All records shall be retained for seven years from the date of receipt. After this, information may be destroyed unless relevant for any pending or potential litigation, inquiry, or investigation, in which case the information will be retained for the duration of that litigation, inquiry, or investigation and therefore as necessary.

In case any provision of this policy is in conflict with the applicable laws, the statutory provisions will prevail and will be binding.

This Policy was approved by the Board of Directors at their meeting held on June 20, 2019.