

**ADITHYA AUTOMOTIVE APPLICATIONS  
PRIVATE LIMITED**

**VIGIL MECHANISM POLICY**

## 1. Introduction:

As per Section 177 (9) of the Companies Act, 2013 (“**Act**”) Adithya Automotive Applications Private Limited (the “**Company**”) has adopted a policy namely “**Vigil Mechanism Policy**” (“**the Policy**”) by passing a Board resolution on 18/06/2022.

The Audit Committee shall oversee the Vigil Mechanism process through Vigilance Officer to whom Directors and employees may address their concerns.

The Company has formulated the Policy to provide adequate safeguards against victimization of employees and Directors who can avail the Vigil Mechanism. It also provides for direct access to the Vigilance Officer who shall oversee the functioning of the Vigil Mechanism set out in the Policy and report to the Chairperson of the Audit Committee in appropriate or exceptional cases.

## 2. Definitions:

- (i) “**Audit Committee or Committee**” means the Committee of the Board formed under Section 177 of the Act.
- (ii) “**Employee**” means every employee of the Company and its subsidiaries including all Directors.
- (iii) “**Protected Disclosure(s)**” means a written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity under the title “Scope of the Policy” with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- (iv) “**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.
- (v) “**Vigilance Officer**” is the Company Secretary, nominated/appointed to oversee the functioning of the Vigil Mechanism, to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.
- (vi) “**Whistle Blower**” is a Director or employee who makes a Protected Disclosure under this Policy and also referred in the Policy as Complainant.

All other words and expressions used but not defined in the Policy but defined in the Companies Act, 2013 and/ or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

## 3. Guiding Principles of the Vigil Mechanism:

To ensure effective implementation of Vigil Mechanism, the Company shall ensure:

- (a) Protection of the Whistle Blower against victimization for the disclosures made by him/her.
- (b) Complete confidentiality of the Whistle Blower's identity and the information provided by him/her.
- (c) That the Protected Disclosure is acted upon and no evidence is concealed or destroyed.
- (d) That the investigation is conducted honestly, neutrally and in an unbiased manner.
- (e) That the Whistle Blower does not get involved in conducting any investigative activities other than as instructed or requested by investigator or by nominated director.
- (f) That the Subject or other involved persons in relation with the Protected Disclosure be given a fair and without any presumption of guilt, opportunity to be heard.

**4. Scope of the Policy:**

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

- (1) Breach of the Company's policies including Code of Conduct on Anti- Bribery Compliance
- (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) All wastage/misappropriation of Company funds/assets
- (10) Sexual harassment
- (11) Any other unethical, biased, favored, imprudent event.

**5. Eligibility:**

All Directors and employees of the Company and its group/subsidiaries are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company or any of its group/subsidiaries. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.

**6. Procedure:**

All Protected Disclosures should be reported in writing by the Complainant as soon as possible, but not later than 30 days after the Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English and send either as scanned attachment or an email to the email id provided below:

**companysecretary@aaapl.in**

If a complaint has to be lodged against a member of the Board, then the whistle blower may approach the Chairman of Audit Committee directly.

Wherever possible, the Complainant should first exhaust mechanism available under internal policies for filing complaint.

**7. Role and Responsibility of Whistle Blower:**

The Whistle Blower shall report his / her complaint / disclosure with reliable information. The Whistle Blower shall co-operate with the Vigilance Officer under the Policy and extend all necessary support, including production of documentary evidences to investigate the complaints.

**8. Investigation:**

All Protected Disclosures under the policy will be recorded and investigated. The Vigilance Officer will carry out an investigation either himself/herself or by involving any other officer of the Company/committee constituted for the same /an outside agency before referring the matter to the Audit Committee. Apart from investigation work, Vigilance Officer may also involve any other officer of the company for overseeing the Vigil Mechanism.

The Audit Committee, if it 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 45 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit. Any member of the Audit Committee or other officer including Vigilance Officer having any conflict of interest with the matter shall disclose his/her concern /interest forthwith and shall not deal with the matter.

**9. Confidentiality:**

The Complainant, Vigilance Officer, Audit Committee, the Subject and everybody involved in the process shall maintain strict confidentiality of all matters under the Policy, discuss only to the extent or with those persons as required under this Policy for completing the process of investigations and keep the all relevant emails and e-documents and hard copies in a responsible and secured manner.

**10. Protection:**

No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under the Policy. 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.

**11. Protections for Whistle Blower:**

- (a) A Whistle Blower would be given the option to keep his/ her identity anonymous while reporting an incident. The Company will make no attempt to discover the identity of an anonymous Whistle Blower. If the Whistle Blower's identity becomes known during the course of the investigation, the Company will ensure that the identity of the Whistle Blower will be kept anonymous and confidential to the extent possible, unless required by law or in legal proceedings.
- (b) A Whistle Blower reporting issues related to discrimination or harassment (e.g. sexual harassment, child labour, discrimination, violation of human rights) would ideally need to disclose their identity to enable effective investigation.
- (c) Any other employee serving as witness or assisting in the said investigation would also be protected to the same extent as the Whistle Blower.
- (d) The Vigilance Officer would safeguard the Whistle Blower from any adverse action. This includes discrimination, victimization, retaliation, demotion or adoption of any unfair employment practices.
- (e) A Whistle Blower may not be granted protection under this mechanism if he/she is subject of a separate complaint or allegations related to any misconduct.

**12. 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.

Whistle Blowers, who make three or more Protected Disclosures, which have been subsequently found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under the Policy. In respect of such Whistle Blowers, the Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

**13. Communication:**

Existing Directors and employees shall be informed of the Policy vide an internal communication. For all new employees, a copy of the Policy shall be handed over as a part of the joining documentation, along with other HR related policies. The details of establishment of such mechanism shall also be disclosed on the Company's website and in the Board's report.

**14. 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 8 (eight) years or such other period as specified by any other law in force, whichever is more.

**15. Decision and Reporting:**

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Vigilance Officer shall recommend to the Audit Committee such disciplinary or corrective action as it may deem fit.

Any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to the Policy shall be in adherence with the rules, procedures and policies of the Company.

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

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

**16. Amendment:**

The Board shall have power to amend any of the provisions of the Policy, substitute any of the provisions with a new provision or replace the Policy entirely with a new Policy according to subsequent modification(s) / amendment(s) to Act.

## **WHISTLE BLOWER POLICY FOR VENDORS**

In furtherance with Adithya Automotive Applications Private Limited (the “Company”) policy to encourage and protect genuine Whistleblowing by Vendors, a Vendors’ Whistleblowing Protection Policy (“Policy”) has been developed

**1. Definitions:**

- (i) **“Protected Disclosure”** means any communication in relation to matters concerning the Company, which is made in good faith and which discloses information that may evidence demand for illegal gratification and/or unethical or improper activity of serious nature, by any Employee, Director or vendor.
- (ii) **“Vendor Whistleblower”** means a person/organization registered in the Vendor data base of the Company, making a Protected Disclosure and thereafter extending whatever assistance may be required in establishing facts mentioned in the Protected Disclosure.

**2. Procedure:**

All Protected Disclosures should be reported in writing by the Complainant as soon as possible, but not later than 30 days after the Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English and send either as scanned attachment or an email to the email id provided below:

**companysecretary@aaapl.in**

If a complaint has to be lodged against a member of the Board, then the whistle blower may approach the Chairman of Audit Committee directly.

Wherever possible, the Complainant should first exhaust mechanism available under internal policies for filing complaint.

The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair practice being adopted against the Vendor whistle blowers while conducting business with the Company.

The Vendor whistle blower shall be protected from any retaliation, threat or intimidation of untimely termination/suspension of their contracts/orders, refusal from issuance of 'RFQ (Request For Quotation)' to them, or any direct or indirect use of authority to obstruct the Vendor whistle blower from continuing to execute their jobs, including making further Protected Disclosures.

Should, in spite of best efforts by the Company, the identity of the Vendor whistle blower become known during the investigation, the Chief Procurement and the Chief/Head of the concerned user departments, shall ensure that the Vendor whistle blower, is provided with all the assistance required to execute existing orders. Under no circumstances, subjects against whom the disclosures have been made should compel investigator to disclose the identity of the Vendor whistle blower.

**3. Disqualifications:**

Any abuse of this protection by vendors will warrant disciplinary action.

**4. Protection for Vendor Whistle Blower:**

The Audit Committee of the Company shall act as the Vendor Whistle Blower Protection Committee ("**the Committee**"). In case a Vendor whistle blower feels that they have been victimized because of reporting about an unethical act, they can submit a "**Grievance**", the giving specific details of the nature of victimization allegedly suffered by them. All such grievances will be forwarded to the Committee for their examination. The Committee may conduct necessary investigation of the concern and recommend appropriate action as the case may be.

**5. Amendment:**

The Board shall have power to amend any of the provisions of the Policy, substitute any of the provisions with a new provision or replace the Policy entirely with a new Policy according to subsequent modification(s) / amendment(s) to Act.

**6. Notification to this Policy:**

Head Procurement shall ensure that an approved copy of this Policy and its subsequent amendments if any, are notified in writing/ via email, to all the vendors engaged by the Company.

**WHISTLEBLOWER RECOGNITION & REWARD FOR EMPLOYEES**

In continuation with the whistle blower Policy for Directors & Employees and in order to encourage more and more courageous whistle blowers in the organization, it is decided that whistle blowers will be rewarded/recognized for genuinely blowing the whistle on misconduct.

The list of misconduct/unethical activities includes, but is not limited to, the following:

- Taking or giving bribes.
- Taking or giving any facilitation payments i.e. speed money.

- Having Concurrent employment
- Misusing/ leaking confidential information
- Misusing personal position/power to influence Company policies and procedure
- Misusing Company property or facility
- Not declaring conflict of interest
- Causing harassment including sexual harassment
- Giving false declaration for obtaining benefit from the Company, including CTC/salary related claims.
- Certifying fake or inflated bills/jobs
- Manipulating contracts and/or invoices to obtain undue advantage for oneself or providing any undue advantage to vendors/contractors, thereby causing financial loss to the Company

Misconduct concerning the Directors and employees at levels of General Managers and above should be addressed to the Chairperson of the Audit Committee of the Company should be reported in writing by the Complainant as soon as possible, but not later than 30 days after the Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English and send either as scanned attachment or an email to the email id provided below:

**companysecretary@aaapl.in**

If a complaint has to be lodged against a member of the Board, then the whistle blower may approach the Chairman of Audit Committee directly.

Wherever possible, the Complainant should first exhaust mechanism available under internal policies for filing complaint.

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