



ALP AEROFLEX INDIA PRIVATE LIMITED

WHISTLE BLOWER POLICY

PREFACE

Section 177 of the Companies Act, 2013 and Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 requires every listed company, companies which accept deposits from the public and companies which have borrowed money from banks and public financial institutions in excess of fifty crore rupees to establish a vigil mechanism for the directors and employees to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the company's Code of Conduct or Ethics Policy. Such a vigil mechanism shall provide adequate safeguards against victimization of directors and employees who avail of such mechanism.

POLICY OBJECTIVES:

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil Mechanism/Whistle Blower Policy provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud.

SCOPE OF THE POLICY: This Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company involving:

- a. Misuse or abuse of authority.
- b. Breach of Company's code of conduct.
- c. Breach of terms and conditions of employment and rules thereof.
- d. Gross or willful negligence causing substantial and specific danger to health, safety and environment.
- e. Manipulation of company data/records.
- f. Intentional financial irregularities, including fraud, or suspected fraud.
- g. Pilferage of confidential / propriety information.



h. Deliberate violation of law/regulation

i. Gross wastage/misappropriation of company funds/assets.

This policy neither releases employees from their duty of confidentiality in the course of their work, nor can it be used as a route for raising malicious or unfounded allegations or a grievance about a personal situation.

Definitions

- a) **Protected disclosure** means any communication made in good faith that discloses or demonstrates evidence of any fraud or unethical activity by any employee(s) within or outside the company, which has potential to harm the interest of the company
- b) **Whistleblower** means an individual who makes a protected disclosure under this policy mechanism including an employee (including contractual/ fixed term and casual), director, vendor, supplier, dealer, contractor and consultants (including auditors and advocates) of the company.
- c) **Improper Activity** means unethical behavior, actual or suspected fraud, violation of company policies and systems, violation of applicable laws, gross or willful negligence causing substantial and specific danger to health, safety and environment in the company and its constituents. This will also include accounting or financial misreporting, bribery, graft and insider trading which could affect the business, image and reputation of the company.
- d) **“Investigators” or “Ethics Committee”** means a group of one or more persons authorized and/or appointed by the Director nominated by the Board of Directors for this purpose to conduct an independent and impartial investigation into a protected disclosure, report or complaint. The Auditors of the Company may be included in such group in exceptional circumstances, wherever deemed necessary.
- e) **Motivated or False Disclosure/ Complaint/ Report** means a Disclosure/ Complaint/ Report shall be deemed motivated and false if the contents are deliberately misleading and driven by revenge/ personal enmity/ mischief or other extraneous reasons.

ELIGIBILITY

All the directors and employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.



PROCEDURE

All Protected Disclosures should be reported in writing by the Whistle Blower as soon as possible, not later than 30 days after he becomes aware of the same 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 Whistle Blower in a closed and secured envelope and should be super scribed as “Protected disclosure under the Whistle Blower policy” or sent through email with the subject “Protected disclosure under the Whistle Blower policy”. If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure.

The Contact details of Director nominated by Board of Directors to oversee the Vigil Mechanism for addressing and sending the Complaints is as follows:

Mr. Satyanarayan Kumar- Phone: +91-7217826756
Director Nominated by Board of Directors
ALP Aeroflex India Private Limited
Corporate Office: Plot No. 32, Sector-18(HUDA),
Gurgaon-122015, Haryana
E-mail id: satya@alpoverseas.com

5. Investigations and Role of Investigator(s)

- a) **Investigation** - Investigation shall be initiated only if the Director nominated by the Board of Directors for this purpose is satisfied, after conducting a preliminary review of the complaint or disclosure. The nominated Director shall, within a period of 10 (ten) days from the date of receipt of such disclosure, decide whether the investigation is to be conducted in-house or through an independent third party.
- b) The investigation by itself would not tantamount to an accusation and will be treated as a neutral fact finding process.
- c) **Confidentiality** - The identity of the Whistle Blower will always be kept confidential. The complainant, investigation team, Director nominated, the subject and everybody involved in the process shall also 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 investigation and keep the papers in safe custody. All papers, reports and documents collected on the subject will be endorsed Confidential and shared inescapably only with relevant members.



- d) **Timelines** - The investigation shall be completed within 45 days of the date of receipt of the complaint or such other time as extended by the Director nominated.
- e) **Role of Investigator(s)** -Investigator(s) are required to proceed towards fact finding and analysis with recourse to due diligence. The Investigator(s) shall submit his/their report to the Director nominated within 15 Workings days from the receipt of such complaint or such period as agreed /extended by the Director nominated. All Investigators shall perform their role in an independent and unbiased manner. Investigators shall necessarily observe fairness/objectivity, thoroughness, ethical behavior and highest professional standards. They are barred from discussing the contents of the disclosure or complaint with any person inside or outside the company who is not an essential witness, accused or co-accused.
- f) **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. The documents will be retained in safe custody.

6. CLOSURE OF THE COMPLAINT(s)

- a) If the Director nominated by the Board of Directors for this purpose is of the opinion that the investigation discloses the existence of any improper activity which violates the Company's rules, policies or code of ethics, and/or constitutes an offence punishable under applicable law, the nominated Director may direct the concerned authority to initiate appropriate disciplinary action in accordance with the applicable statutory provisions.
- b) The nominated Director shall also take or recommend such other remedial actions as may be deemed fit and necessary to remedy the improper activity referred to in the complaint and/or to prevent the recurrence of such improper activity in the future.
- c) If the nominated Director is satisfied that the complaint(s) is/are false, motivated or vexatious, the nominated Director may report the matter to the concerned authority for initiating appropriate disciplinary action against the Whistle Blower, in accordance with applicable laws and Company policies.

- 7. **GRIEVANCES** - If the Whistle Blower feels aggrieved with the disposition of his or her complaint or if the Whistle Blower or complainant feels that protection, which either of them is entitled to has not been provided or has been disregarded, the Whistle Blower or Complainant, as the case may be, may make a representation in writing of his or her grievance to the Managing Director of the Company who will take such action in the matter as he considers necessary to redress the grievance.



8. **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 for modification will be binding on the employees unless the same is notified to the employees in writing.