

# GoAptiv Private Limited

## Whistleblower Policy & Vigil Mechanism

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	<b>Drafted by</b>	<b>Reviewed by</b>	<b>Approved by</b>
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## 1. Preface

a. The Company believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior. Towards this end, the Company has adopted the GoApptiv Code of Conduct (“**the Code**”), which lays down the principles and standards that should govern the actions of the Company, its stakeholders, 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 the Directors, Employees and stakeholders cannot be undermined in pointing out any illegal and/or unethical practices which is in violation of the Code. There is a provision under the Code requiring employees as well as stakeholders to report violations, which states:

### “Raising Concerns”

“We encourage our employees, customers, suppliers, and other stakeholders to raise concerns or make disclosures when they become aware of any actual or potential violation of our Code, policies, or law. We also encourage reporting of any event (actual or potential) of misconduct that is not reflective of our values and principles.

Avenues available for raising concerns or queries or reporting cases could include:

- Immediate line manager or the Human Resources department of our company
- Designated compliance manager of our company
- The ‘confidential reporting’ third party ethics helpline (if available)
- Designated director who shall be nominated by the Board of Directors to play the role of audit committee for the purpose of vigil mechanism. (“Head of Audit”)
- Any other reporting channel set out in our Company’s ‘Whistleblower’ policy.

We do not tolerate any form of retaliation against anyone reporting legitimate concerns. Anyone involved in targeting such a person will be subject to disciplinary action. If you suspect that you or someone you know has been subjected to retaliation for raising a concern or for reporting a case, we encourage you to promptly contact your line manager, the Company’s Human Resources department, the CEO, or the Compliance Manager.”

b. Section 177(9) of the Companies Act, 2013 (the Act) mandates the following classes of companies to constitute a vigil mechanism –

- Every listed company;
- Every other company which accepts deposits from the public;
- Every company which has borrowed money from banks and public financial institutions in excess of ₹ 50 crore.

c. Further, Regulation 4(2)(d)(iv) of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (**Listing Regulations**), inter alia, provides for the listed entity to devise an effective Whistleblower Policy and Vigil Mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

d. Accordingly, this Whistleblower Policy and Vigil Mechanism (“**the Policy**”) has been formulated with a view to provide a mechanism for directors, employees as well as other stakeholders of the Company to approach the Head of Audit of the Company.

e. The Head of Audit shall review the functioning of the Whistleblower Policy and Vigil Mechanism, at least once in a financial year.

f. The Policy will be displayed on the website of the Company.

## **2. Definitions**

The definitions of some of the key terms used in this Policy are given below. Capitalized terms not defined herein shall have the meaning assigned to them under the Code.

- a. “Head of Audit” means the designated director who shall be nominated by the Board of Directors to play the role of Head of Audit for the purpose of vigil mechanism.
- b. “Employee” means every employee of the Company (whether working in India or abroad), including contractual employees and the directors in the employment of the Company.
- c. “Code” means the GoApptiv Code of Conduct.
- d. “Compliance Manager” means the Compliance Manager GoApptiv, who is the process owner for Business Ethics under GoApptiv Code of Conduct. Compliance Manager is to be appointed based on recommendation of CEO.
- e. “Director” means every Director of the Company, past or present.
- f. “Investigators” mean those persons authorized, appointed, consulted or approached by the Head of Audit and includes the auditors of the Company and the police.
- g. “Protected Disclosure” means any communication made in good faith that discloses or demonstrates information that may evidence illegal and/or unethical activity.
- h. “Stakeholders” means and includes vendors, suppliers, lenders, customers, business associates, trainees and others with whom the Company has any financial or commercial dealings.

- i. “Subject” means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- j.
- k. “Whistleblower” means an Employee or director or any stakeholder making a Protected Disclosure under this Policy.

### **3. Scope**

- a. This Policy is an extension of the GoApptiv Code of Conduct. The Whistleblower’s role is that of a reporting party with reliable information. 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.
- b. The nature of complaints can be made by the employees of the Company under this Policy include any criminal activity, miscarriages of justice, danger to health and safety, danger to the environment, failure to comply with any legal or professional obligation or regulatory requirements, conflict of interest, bribery and corruption, financial fraud of any nature, inaccurate financial reporting, misuse of authority, breach of internal policies and procedures including Code of Conduct, or Ethics Policy, Gifts and Hospitality Policy, conduct likely to damage Company's reputation, unauthorised disclosure of confidential information and the deliberate concealment of any of the above matters.
- c. This Policy is implemented for Employees of the Company to report matters included in sub-clause (b) hereinabove but shall not include complaints on the grounds of any harassment at work place.
- d. The employees of the Company can also report instances of leak of Unpublished Price Sensitive Information (UPSI) under the mechanism provided in the Policy.
- e. Whistleblowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Compliance Manager or the Designated Director of the Head of Audit or the Investigators.
- f. Protected Disclosure will be appropriately dealt with by the Compliance Manager or the Designated Director of the Head of Audit, as the case may be.

### **4. Eligibility**

All Employees, Directors and stakeholders of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company or any other GoApptiv Company such as service provider.

## 5. Disqualifications

- a. While it will be ensured that genuine Whistleblowers 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 Whistleblower knowing it to be false or bogus or with a mala fide intention.
- c. The Company / Head of Audit would reserve its right to take / recommend appropriate disciplinary action against Whistleblowers 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.

## 6. Protection

- a. No unfair treatment will be meted out to a Whistleblower 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 Whistleblowers. Complete protection will, therefore, be given to Whistleblowers 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 Whistleblower's right to continue to perform his/her duties/functions including making further Protected Disclosure. Reasonable out-of-pocket expenses as per the company policy will be reimbursed on submission of actual receipts. The Company will take steps to minimize difficulties, which the Whistleblower may experience as a result of making the Protected Disclosure. Thus, if the Whistleblower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistleblower to receive advice about the procedure, etc.
- b. Anyone involved in targeting such a person will be subject to disciplinary action. If you suspect that you or someone you know has been subjected to retaliation for raising a concern or for reporting a case, we encourage you to promptly contact your line manager, the Company's Human Resources department, the CEO, or the Compliance Manager.
- c. A Whistleblower may report any violation of the above clause to the Head of Audit, who shall investigate into the same and recommend suitable action to the management.

- d. The identity of the Whistleblower shall be kept confidential to the extent possible and permitted under law. Whistleblowers are cautioned that their identity may become known for reasons outside the control of the Compliance Manager / Head of Audit (e.g. during investigations carried out by Investigators).

Any other Employee or Director assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

## 7. Procedure

- a. All Protected Disclosures concerning financial/accounting matters should be addressed to the Head of Audit of the Company for investigation.
- b. In respect of all other Protected Disclosures, those concerning the Compliance Manager and employees at the work level of direct reportees of COO and above should be addressed to the Head of Audit of the Company and those concerning other employees should be addressed to the Compliance Manager of the Company.
- c. The contact details of the Compliance Manager and Designated Director/ Head of Audit of the Company is as under:

Srikanth Dahagam  
Compliance Manager (interim)  
GoApptiv, 2415/2416, Solus, Hiranandani Estate, Thane, Maharashtra - 400607  
Email: [Srikanth.Dahagam@goapptiv.com](mailto:Srikanth.Dahagam@goapptiv.com)

Sandeep Mishra  
Designated Director/ Head of Audit / CFO  
GoApptiv, 2415/2416, Solus, Hiranandani Estate, Thane, Maharashtra – 400607  
Email: [Sandeep.Mishra@goapptiv.com](mailto:Sandeep.Mishra@goapptiv.com)

- d. If a protected disclosure is received by any executive of the Company other than the Head of Audit or the Compliance Manager, the same should be forwarded to the Company's Compliance Manager or the Head of Audit for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.
- e. Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistleblower.
- f. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistleblower. The Head of Audit / Compliance Manager, as

the case may be, shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.

- g. Protected Disclosures should be factual and not speculative or in the nature of a conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
- h. The Whistleblower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures are not favored as it would not be possible to interview the Whistleblowers.

However, when an anonymous Whistleblower provides specific and credible information that supports the complaint, such as alleged perpetrators, location and type of incident, names of other personnel aware of the issue, specific evidence, amounts involved etc. while choosing to maintain anonymity, then there are often sufficient grounds for the Company to consider an investigation into the complaint.

## **8. Investigation**

- a. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Compliance Manager / the Head of Audit of the Company who will investigate / oversee the investigations under the authorization of the Head of Audit. If any member of the Head of Audit has a conflict of interest in any given case, then he/she should recuse himself / herself and the other members of the Head of Audit should deal with the matter on hand.
- b. The Compliance Manager / Designated Director/ Head of Audit may, at their discretion, consider involving any external/ third-party investigators for the purpose of investigation, given the nature of the complaint is serious and the skillset/knowledge required to investigate it is lacking within the Company.
- c. The decision to investigate taken by the Compliance Manager / the Head of Audit is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistleblower that an improper or unethical act was committed.
- d. The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- e. Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

- f. Subjects shall be obligated to co-operate with the Compliance Manager / the Head of Audit or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- g. Subjects have a right to consult with a person or persons of their choice, other than the Compliance Manager / Investigators and / or members of the Head of Audit and / or the Whistleblower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- h. Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed, or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- i. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- j. Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- k. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure

## **9. Investigators**

- a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Compliance Manager / Head of Audit when acting within the course and scope of their investigation.
- b. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.
- c. 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.

- d. The Record of Investigations shall be maintained in accordance with the format outlined in Annexure 1 hereto. The Compliance Manager is required to submit this format to the Head of Audit and the Chief Executive Officer on a quarterly basis.

## **10. Decision**

If an investigation leads the Compliance Manager / the Head of Audit to conclude that an illegal and/or unethical act has been committed, the Management shall recommend appropriate disciplinary or corrective action to be initiated against the Subject to the Head of Audit for his consideration and approval. It is clarified that 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.

## **11. Reporting**

- a. The Compliance Manager shall submit a report to the Head of Audit on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.
- b. The details of the establishment of vigil mechanism, Whistleblower policy and affirmation that no personnel has been denied access to the Head of Audit will be stated in the section on Corporate Governance of the Annual Report of the Company.

## **12. 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 minimum period of seven years. All details pertaining to the complaint and subsequent investigation, methodology, and outcome should be recorded in the format presented in Annexure 1.

## **13. 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, employees, and stakeholders unless the same is notified to the Directors and Employees in writing and displayed on the website in case of stakeholders.

## Annexure 1 Template for Reporting Violation

To:

(Kindly refer to 'Avenues for raising concerns' in the Whistle Blower Policy to select your reporting channel)

**1. Please select the applicable incident type(s) from the list below that best describes the issue(s) you are reporting. Please note that multiple issues can be selected.**

- Criminal activity
- Miscarriages of justice
- Danger to health and safety
- Danger to Environment
- Non-compliance with any legal obligation or regulatory requirements
- Inaccurate financial reporting
- Bribery and Corruption
- Misuse of authority
- Financial fraud of any nature
- Breach of any internal policies and procedures including the Company's Code of Conduct, Third Party Risk Management Policy, Procurement, Marketing and others
- Theft or misuse of company assets
- Conduct likely to damage Company's reputation
- Unauthorised disclosure of confidential information
- The deliberate concealment of any of the above matters
- Other

**2. Please provide name, designation, and department of the person(s) involved?**

Sl. No.	Name	Department	Designation

**3. When did the incident occur? (Please provide tentative date if you do not know the exact date)**

**4. Please confirm the location of the incident**

**5. How did you find out about this incident?**

**6. How long has this been occurring for?**

- Less than a month
- 1-6 months
- 6-12 months
- Longer than 12 months
- Only one such incidence

**7. Please provide a detailed description of the incident. To enable your company to act on your complaint, you are requested to provide specific information where possible including names, location, date, time etc. Please note that this field is limited to 5,000 characters.**

**8. Do you have any evidence in support of your allegations?**

- Yes
- No

**9. Is anyone else aware of this incident?**

- Yes
- No

**10. Is there any additional information that would facilitate the investigation of this matter?**

- Yes
- No

**11. Have you reported this incident to anyone in the company?**

- Yes
- No

Date: \_\_\_\_\_

Location: \_\_\_\_\_

### Record of evidence

This report to be submitted to board on quarterly basis.

S. No.	Date	Details of the Whistleblower (if available)	Nature / Category of Protected Disclosure	Details of Protected Disclosure including names of Subject/s involved	Approach and methodology of Investigation	Findings & Actions Taken	Names of investigation team members involved in investigating the complaint