

# APOLLO MICRO SYSTEMS LIMITED (the “Company”)

## WHISTLE BLOWER POLICY

### 1. INTRODUCTION

Apollo Micro Systems Limited (the “Company”) believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.

Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 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 Rs. 50 crores.

The Company is proposing for an IPO and get its equity shares listed on BSE Limited and The National Stock Exchange of India Limited, which together shall be referred as (“**Stock Exchanges**”) and for the purposes of the same, the Company has adopted the Code of Conduct (the “**Code**”), 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.

Further, Clause 49 of the Listing Agreement between listed companies and the Indian Stock Exchanges has been recently amended which, *inter alia*, provides for a mandatory requirement for all listed companies to establish a mechanism called the ‘Whistleblower Policy’ for directors and employees to report concerns of unethical behaviour, actual or suspected, fraud or violation of the company’s code of conduct or ethics policy. Accordingly, the Whistle Blower Policy (“**the Policy**”) has been formulated with a view to provide a mechanism for employees of the Company to approach the Moral Inspector/Chairman of the Audit Committee of the Company to, *inter alia*, report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the Company’s code of conduct or policy.

For the purpose of this Policy, Moral Inspector will be a person, including a full time senior employee, well respected for his/her integrity, independence and fairness. She/he would be authorized by the Board of the Company for the purpose of receiving all complaints under this policy and ensuring appropriate action.

### 2. OBJECTIVE:

To provide employees, customers and vendors an avenue to raise concerns, in line with the Company’s commitment to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication. Further, to provide necessary safeguards for protection of associates from reprisals or victimization, for whistle blowing in good faith.

### **3. SCOPE/PURPOSE:**

This Policy is intended to cover serious concerns that could have a large/material impact on the Company, such as actions (actual or suspected) that:-

- May lead to incorrect financial reporting.
- Are not in line with applicable company policy.
- Are unlawful.
- Otherwise amount to serious improper conduct.

### **4. ROLE OF WHISTLEBLOWER**

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.

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 Moral Inspector or the Chairman of the Audit Committee or the Investigators.

### **5. PERSONS WHO CAN MAKE COMPLAINTS**

All employees and directors of the Company are eligible to make complaints under the Policy.

### **6. COMPLAINTS**

An employee/customer/vendor making a disclosure (Whistleblower) under this Policy is commonly referred to as a Complainant ("**whistleblower**"). The complainant's role is as a reporting party, he/she is not an investigator.

Although the complainant is not expected to prove the truth of an allegation, the complainant needs to demonstrate to the Moral Inspector/Chairman of the Audit Committee, that there are sufficient grounds for concern.

### **7. PROCEDURES**

- a. All the complaints concerning financial/accounting matters and other complaints concerning the Moral Inspector and employees at the levels of Vice Presidents and above should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- b. All the other complaints not covered in sub-clause (a) above should be addressed to the Moral Inspector of the Company.
- c. If any complaint is received by any executive of the Company other than Chairman of Audit Committee or the Moral Inspector, the same should be forwarded to the Company's Moral Inspector or the Chairman of the Audit Committee for further

appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.

- d. The complaints 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.
- e. The complaints should be forwarded under a covering letter which may bear the identity of the Whistleblower. The Chairman of the Audit Committee / Moral Inspector, as the case may be shall detach the covering letter and forward only the complaint to the Investigators for investigation.
- f. Complaints 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.
- g. The Whistleblower may disclose his/her identity in the covering letter forwarding such complaint. Anonymous complaint will also be entertained. However it may not be possible to interview the Whistleblowers and grant him/her protection under the policy.

## **8. INVESTIGATION**

- a. All the Complaints reported under this Policy will be thoroughly investigated by the Moral Inspector / Chairman of the Audit Committee of the Company who will investigate / oversee the investigations under the authorization of the Audit Committee. If any member of the Audit Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and the other members of the Audit Committee should deal with the matter on hand. Such other person shall be deemed as Chairman of the Audit Committee for the limited purpose of this policy.
- b. The Moral Inspector / Chairman of the Audit Committee may at their discretion, consider involving any Investigators for the purpose of investigation.
- c. The decision to conduct an investigation taken by the Moral Inspector /Chairman of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process.
- d. The identity of a person against whom a complaint is made will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- e. The person against whom a complaint is made will be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- f. The person against whom a complaint is made shall have a duty to co-operate with the Moral Inspector /Chairman of the Audit Committee 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. The person against whom a complaint is made will have a right to consult with a person or persons of their choice, other than the Moral Inspector /Investigators and/or members of the Audit Committee and/or the Whistleblower. The person against whom a complaint is made shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- h. The person against whom a complaint is made shall 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 person against whom a complaint is made.
- i. Unless there are compelling reasons not to do so, the person against whom a complaint is made will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a person against whom a complaint is made shall be considered as maintainable unless there is good evidence in support of the allegation.
- j. The person against whom a complaint is made shall have a right to be informed of the outcome of the investigation. If allegations are not sustained, the person against whom a complaint is made should be consulted as to whether public disclosure of the investigation results would be in the best interest of the person against whom a complaint is made and the Company.
- k. The investigation shall be completed normally within 30 days of the receipt of the Complaint.

## **9. RESPONSIBILITIES OF INVESTIGATORS**

- a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Moral Inspector / Audit Committee 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 behaviour, 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.

## **10. DECISION**

If an investigation leads to the conclusion that an improper or unethical act has been committed, the Moral Inspector /Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Moral Inspector /Chairman of the Audit Committee deems fit. It is clarified that any disciplinary or corrective action initiated against the person against whom such charges are proved 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**

The Moral Inspector/Chairman of the Audit Committee shall submit a report to the Audit Committee on a regular basis about all the complaints referred to him/her since the last report together with the results of investigations, if any.

## **12. PROTECTION TO WHISTLEBLOWER**

- a. No unfair treatment will be meted out to a Whistleblower by virtue of his/her having made a complaint 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 complaint. The Company will take steps to minimize difficulties, which the Whistleblower may experience as a result of making the complaint. 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. A Whistleblower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- c. 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 Moral Inspector / Chairman of the Audit Committee (e.g. during investigations carried out by Investigators).
- d. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

## **13. MALICIOUS ALLEGATIONS**

Malicious allegations by employees will result in disciplinary action.

#### **14. RETENTION OF DOCUMENTS**

All complaints in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of three years or such other longer period as may be required under law from time to time.

#### **15. CONTACT DETAILS**

The contact details of the Chairman of the Audit Committee are as under:

Mr. Srinivas Pagadala, Independent Director

Cell: 9848011390

Email id: srinipagadala@gmail.com

The Contact details of the Moral Inspector of the Company are as under:

Mr. Karunakar Reddy Baddam, Managing Director

Cell: 9246247992

Email id: karunakar@apollo-micro.com

#### **16. DISCLOSURE:**

Details of the establishment of this Policy shall be disclosed on the Company's website and in Boards Report.

#### **17. POLICY REVIEW, ETC.:**

The Board of Directors of the Company may subject to applicable laws is entitled to amend, suspend or rescind this Policy at any time. Any difficulties or ambiguities in the Policy will be resolved by the Board of Directors in line with the broad intent of the Policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy.

In the event of any conflict between the provisions of this Policy and of the applicable law dealing with the related party transactions, such applicable law in force from time to time shall prevail over this Policy.

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