

APTECH LIMITED

WHISTLE BLOWER POLICY OF APTECH LIMITED

BACKGROUND

1. This Whistle Blower Policy (“**Policy**”) of Aptech Limited (“**Company**”) has been established / adopted / approved by the Board of Directors of Aptech Limited, in terms of the provisions of Section 177 of the Companies Act, 2013 and Rule 7 of the Companies (Meetings of the Board & its Powers) Rules, 2014 read with Regulation 22 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended from time to time, which *inter – alia* requires every listed company to establish a vigil mechanism for its Directors and Employees, to report genuine concerns, and to freely communicate their concerns about illegal or unethical practices. The Vigil Mechanism is required to provide for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.
2. In terms of Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015, including any amendments thereto (“**Insider Trading Regulations**”), the Company is required to have a whistle – blower policy and make employees aware of such policy to enable employees to report instances of leak of Unpublished Price Sensitive Information (“**UPSI**”).
3. The Company has adopted a code of fair disclosure and code of conduct (“**Insider Trading Code**”) as required under the Insider Trading Regulations, which lays down the practices and procedures that should govern the fair disclosure of UPSI by the Company and regulate and monitor the conduct of designated person (as defined in the Insider Trading Code) while dealing in the securities of the Company.

OBJECTIVE

4. The purpose of Whistle Blower Policy is to allow the Directors and employees to raise concerns about unacceptable improper practices and/or any unethical practices and/or other genuine concerns being followed in the organization without the employees being necessarily required to inform their superiors and to create awareness amongst employees to report instances of leak of unpublished price sensitive information.
5. This Policy is intended to check that whenever any unacceptable/improper practice and/or any unethical practice and/or any instances of leak of unpublished price sensitive information and/ or any other genuine concern is reported by a Director or an employee, proper action is taken to check such practice/wrongdoing and the concerned Director or employee is protected / safeguarded against any adverse action and/or any discrimination and/or victimization for such reporting.

6. Actual or potential violation of the Insider Trading Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.

SCOPE

7. This Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company and malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, leak of UPSI and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.
8. The 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 about a personal situation.

APPLICABILITY

9. This Policy shall come into effect from April 01, 2019.

ELIGIBILITY

10. All Employees and Directors of the Company are eligible to file complaints under the Policy in relation to matters concerning the Company.

RECEIPT AND DISPOSAL OF WHISTLE BLOWER COMPLAINT

11. Any Director who has a genuine complaint or concern about any fraud or violation of any law, rule or regulation or unacceptable/improper practice and/or any unethical practice may complain about this to the designated person to attend to whistle-blower complaints as mentioned hereinbelow or to the Chairperson of the Audit Committee.
12. Any employee who has a genuine complaint or concern about any fraud or violation of any law, rule or regulation or unacceptable/improper practice and/or any unethical practice may complain about this to his superior or to the designated person to attend to whistle-blower complaints as mentioned hereinbelow or to the Chairperson of the Audit Committee.
13. Whistle Blower Complaints about any fraud or violation of any law, rule or regulation or unacceptable/improper practice and/or any unethical practice may be reported to the Managing Director & CEO on designated email id whistleblower@aptech.ac.in.
14. The Managing Director & CEO shall ensure that the following are done:
 - a) Complaints are recorded under this Policy.

- b) To ensure confidentiality of any “Whistle Blowing” complainant who requests that his/her complaint be treated in confidence.
 - c) Preparation of a report of any whistle blowing complaint and send the report promptly to the Audit Committee Members. The Managing Director shall cause investigation and after investigation, shall place a report to the Audit Committee for discussion and decision. The Audit Committee Members shall then discuss the same and take necessary action.
 - d) To communicate the Audit Committee’s decision to the complainant for his/her information.
15. Employees are expected to fully cooperate in internal investigations of misconduct. Their identity shall be kept strictly confidential by the Company.

ACCESS TO THE CHAIRPERSON OF THE AUDIT COMMITTEE

16. In exceptional cases, employees can have direct access to Mr. Vijay Aggarwal, Chairperson of the Audit Committee on the designated email id: chairmanauditcommittee@aptech.ac.in for the purpose of bringing to the attention of the Audit Committee any issues, questions, concerns or complaints they may have regarding accounting, internal accounting controls, auditing matters or other genuine concerns.

PROTECTION TO THE WHISTLE - BLOWER

17. All the Directors and employees shall be protected / safeguarded from any adverse action for reporting any unacceptable/ improper practice and/or any unethical practice or frauds or instances of leak of unpublished price sensitive information or violation of any law, rule or regulation and/or any other genuine concern, so long as the Director, employee:-
- a) Reports in good faith his/her belief that there is a misappropriation of the Company’s funds;
 - b) Reports in good faith the violation or suspected violation of a law, rule or regulation;
 - c) Reports in good faith any suspected or actual leak of unpublished price sensitive information;
 - d) Participates in or gives information in an investigation, hearing, court proceeding, legislative or other inquiry, or other administrative review; and
 - e) Objects or refuses to carry out a directive that the Director or employee believes in good faith may violate a law, rule or regulation.
18. The Company is forbidden from taking any adverse action against a Director or an employee for exercising the rights as listed above. Examples of adverse action are given below:-
- a) Removal of a Director;
 - b) Discharging the employee;
 - c) Threatening the Director or employee;

- d) Discriminating against the Director's directorship or employee's employment.

COMMUNICATION

19. A Whistle Blower Policy cannot be effective unless it is properly communicated to employees. The Policy should be published on the website of the Company.

RETENTION OF DOCUMENTS

20. All complaints made under this Policy in writing or documented along with the results of investigation relating thereto, shall be retained by the Company for a period of 7 (Seven) years or such other period as specified by any other law in force, whichever is more.

AMENDMENT

21. The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. The amended policy should be published on the website of the Company.