

1. Preamble

- Appu Marketing & Manufacturing Ltd. (the “Company”) promotes ethical behaviour in all its business activities and has also put in place a mechanism wherein the employees are free to report concerns about unethical behaviour, actual or suspected fraud or violation on the Company’s Code of Conduct. It also provides adequate safeguards against the victimization of employees, who avail of the mechanism. The Whistle Blower policy has been appropriately communicated within the Company.
- The Company is committed to developing a culture where it is safe for any Whistle Blower to raise concerns about any poor or unacceptable practice and any event of misconduct.
- Company believes that every employee is a trustee of its stakeholders and must adhere to the Company’s Code of Conduct and conduct himself or herself at all times in a professional and ethical manner.
- Section 177 of the Companies Act, 2013 and clause 49 of Equity Listing Agreement (as amended by the Securities and Exchange Board of India (SEBI) vide its circular no. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014) requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed.
- The Company has adopted a Code of Conduct for Directors and Senior Management Personnel (“the Code”), which lays down the principles and standards that should govern the actions of the Directors and Senior Management Personnel.
- Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.
- In compliance of the above requirements, Appu Marketing & Manufacturing Ltd., being a Listed Company has established a Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism.

2. Policy Objectives

- The Vigil (Whistle Blower) Mechanism encourage the employees to report to the management about suspected unethical behaviors, malpractices, wrongful conduct, fraud violation of the company’s policy including code of ethics and conduct violation of law or questionable accounting or auditing matters by any employees/ director in the company without any fear of retaliation.
- It aims to provide a channel to the Directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or policy.

- It aims to build and strengthen a culture of transparency and trust in the Company.
- The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower.

3. Applicability

This policy applies to all the Employees of the Company to make protected disclosures under the policy in relation to issues covered under this policy concerning the Company.

4. Definitions

- **“Employee”** means every employee of the Company including the Directors in the employment of the Company.
- **“Protected Disclosure”** 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.
- **“Subject”** means a person against or in relation to whom a protected disclosure is made or evidence gathered during the course of an investigation.
- **“Whistle Blower”** means an Employee making a Protected Disclosure under this Policy.
- **“Vigilance Officer” or “Investigator(s)”** means an officer who is nominated/appointed to conduct detailed investigation and placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof. Currently, the Company Secretary of the Company, Mr. Sankar Mukherjee is nominated as the Vigilance Officer for the purpose of receiving all complaints under this Policy and ensuring appropriate action.

5. Scope

The Policy covers malpractices and events which have taken place/ suspected to take place involving:

- Wastage/misappropriation of company funds/assets
- Breach of employee Code of Conduct/Ethics Policy or Rules
- Any other unethical, biased, favoured, imprudent event
- Breach of the Company’s Code of Conduct
- Breach of Business Integrity and Ethics
- Breach of terms and conditions of employment and rules thereof
- Intentional Financial irregularities, including fraud, or suspected fraud
- Deliberate violation of laws/regulations
- Gross or Wilful Negligence causing substantial and specific danger to health, safety and environment

- Manipulation of company data/records
- Pilferation of confidential/propriety information
- Gross Wastage/misappropriation of Company funds/assets

6. Procedure

- All Protected Disclosures should be reported in writing by the complainant as soon as possible, 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.

- The Contact Details of Vigilance Officer is as under:-

Name : Mr. Sankar Mukherjee
Designation : Company Secretary
Address : 27, Weston Street,
 5th Floor, Room No. 526,
 Kolkata – 700 012
Email ID : complaint@appumkt.com

- Whistle Blower must put his/her name to allegations. Concerns expressed anonymously will not be investigated.
- The Audit Committee, if 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 nvestigation.
- 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.
- Protected disclosure against Vigilance Officer should be addressed to the Chairman of the Audit Committee.
- The Contact Details of the Chairman of Audit Committee is as under:-

Name : Mr. Bhagwan Das Soni
Designation : Chairman, Audit Committee
Address : 27, Weston Street,
 5th Floor, Room No. 526,
 Kolkata – 700 012
Email ID : bhagwandas_soni1@yahoo.com

- The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.
- Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.

7. Investigation

- All Protected Disclosures under this policy will be recorded and thoroughly 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 of the Company.
- Subject(s) will normally be informed of the allegations at the commencement of a formal investigation and will be given opportunities for providing their inputs during the investigation.
- Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, threatened or intimidated by the subject(s).

8. Decision & Reporting

- If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.
- The Vigilance Officer shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

9. Protection to the Whistle Blower

- No unfair treatment will be meted out to a Whistle Blower 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 Whistle Blowers.
- Complete protection will, therefore, be given to Whistle Blowers 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 Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure.
- Any other employee serving as witness or assisting in the said investigation would also be protected to the same extent as the whistleblower.

- The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
- If a whistle blower believes that she or he have been treated adversely as a consequence of their use of the vigil mechanism can approach the Chairman of the Audit Committee of the Company in confidence. The contact information for the Chairman of the Audit Committee is provided above.

10. Secrecy/Confidentiality

The Whistle Blower, the Subject, the Ombudsperson and everyone involved in the process shall:

- maintain complete confidentiality/ secrecy of the matter;
- not discuss the matter in any informal/social gatherings/ meetings;
- not keep the papers unattended anywhere at any time;
- keep the electronic mails/files under password;
- If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

11. 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.

12. Amendment

This Policy may be amended from time to time by the Board on the recommendation of the Audit Committee.