

Apraava Energy Group Entities



VIGIL MECHANISM / **WHISTLEBLOWING POLICY**

Effective from	Version	Last reviewed on:	Next review due date:
25 March 2026	4.0	June 2023	March 2029
Endorsed by	Reviewed by	Approved by	
IA – Apraava Energy Private Limited CFO- Apraava Energy Private Limited	Risk Management Committee -Apraava Energy Private Limited	Board of Directors (Apraava Energy Private Limited)	

1. Purpose

The purpose of this document is to outline the Vigil Mechanism / Whistleblowing policy for Apraava Energy group entities (referred to as “**Apraava Group**”).

2. Preamble

2.1 Section 177 (9) The Companies Act, 2013 and rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 mandates following classes of companies to constitute a Vigil Mechanism for directors and employees to report genuine concerns in such manner as may be prescribed:

- a) every listed company;
- b) the companies which accept deposits from the public;
- c) the companies which have borrowed money from banks and public financial institutions in excess of fifty crore rupees.

The Company has adopted a Code of Conduct for directors, senior management personnel, and all other employees of the Company ("the Code"), which lays down the principles and standards that should govern the actions of the Company, its directors and employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company.

2.2 Considering the applicability of Section 177(9) of the Companies Act, 2013 and rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company has formulated this Vigil Mechanism policy in compliance thereto.

3. Definitions

- 3.1 “Alleged wrongful conduct” shall mean violation of applicable Laws to the Company, infringement of the Company’s rules, misappropriation of monies, substantial and specific danger to public health and safety, non-adherence to the Code or abuse of authority.
- 3.2 a) “Audit Committee” means a committee constituted by the Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013; or
b) “Designated Directors” means directors nominated by the Board of Directors to play the role of Audit Committee for this policy.
- 3.3 “Board” means the Board of Directors of the Company.
- 3.4 “Code” means the Code of Conduct for directors, senior management personnel and all other employees adopted by the Company.
- 3.5 “Code of Conduct Committee” means the Code of Conduct Committee of Apraava Energy Private Limited.

- 3.6 “Company” means Apraava Energy Private Limited and all its offices/divisions including its subsidiary companies (‘Apraava Group’).
- 3.7 “Employee” means all the present employees and whole-time directors of the Company (whether working in India or abroad).
- 3.8 “Protected Disclosure” means a concern raised by an employee/director or group of employees/directors of the Company and by third parties, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity falling under the title “Coverage of the policy” or alleged wrongful conduct with respect to the Company.
- 3.9 “Subject” means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- 3.10 “Vigilance Officer” means Head of Internal Audit of the Company, an officer appointed to receive Protected Disclosures from the Whistleblower, maintaining records thereof, placing the same before the Audit Committee/Designated Directors for its disposal and informing the Whistleblower the result thereof. Head of Internal Audit is independent and reports directly to the Audit Committee.
- 3.11 “Whistleblower” is an employee/director or group of employees/directors and third parties who make a Protected Disclosure under this policy and also referred in this policy as complainant.
- 3.12 Company related third parties (third parties) are customers, suppliers, etc., who deal with the Company.

4. Policy objectives

- 4.1 The Vigil Mechanism provides a channel to the employees, directors and Company related third parties to raise concerns, in confidence, about unethical behaviour, misconduct, malpractice or irregularities, actual or suspected fraud related to the Company or violation of the Code or policy.
- 4.2 The Vigil Mechanism policy also provides for adequate safeguards against victimisation of director(s)/employee(s) who avail of the Vigil Mechanism and provides direct access to the Chairman of the Audit Committee/Designated Directors in appropriate or exceptional cases.
- 4.3 The policy neither releases employees and directors 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 or with a mala fide intent.
- 4.4 The Vigil Mechanism Policy is available on Company’s website and intranet.

5. Responsibility to report

- 5.1 Under the Code, employees are required to promptly alert their supervisor or higher management of business and work-related situations that could be damaging to Apraava Group or cause harm to others such as emergencies, crimes, accidents, irregularities, or other unexpected events; and to take reasonable action to prevent damage or harm. Employees could be in breach of the Code if they assist or authorise others in activities that breach the Code or conceal or fail to report any known or suspected breaches by others. Employees may also have a duty to report corruption to the authorities if required to do so by local regulations and in such case, advice should be obtained from General Counsel of the Company and Vigilance Officer.

6. Protection

- 6.1 Persons making genuine and appropriate complaints under this policy are assured of fair treatment. In addition, Apraava Group's employees are also assured of protection against unfair dismissal, victimisation, or unwarranted disciplinary action, even if the concerns raised turned out to be unsubstantiated. Apraava Group reserves the right to take appropriate actions against anyone (employees or third parties) who initiates or threatens to initiate retaliation against those who have raised concerns under this policy. In particular, employees who initiate or threaten retaliation will be subject to disciplinary actions under the Company's Code of Conduct, which may include summary dismissal. Management will support all employees and encourage them to raise concerns without fear of reprisals.
- 6.2 Whistleblowers who make any Protected Disclosures, which have been subsequently found to be mala fide, malicious or in bad faith, shall be liable for disciplinary action under the Company's Code of Conduct. In case of repeated mala fide, malicious, or complaints in bad faith being filed by a Whistleblower with an ulterior motive or personal gain, the Audit Committee/Designated Directors may decide to take suitable action against such person including dismissal of employees, where appropriate and may recover any loss or damage as a result of the false reporting.

7. Confidentiality

- 7.1 Apraava Group will make every effort, within its capacity to do so, to keep a Whistleblower's identity confidential. Apraava Group will endeavour to advise a Whistleblower in advance if his or her identity may become apparent or need to be disclosed. Should an investigation lead to a criminal prosecution, it may become necessary for a Whistleblower to provide evidence or be interviewed by the relevant authorities. For his or her part, in order not to jeopardise the investigation, the Whistleblower is also required to keep confidential the fact that he or she has filed a report as well as the nature of concerns and the identities of those involved.

8. Coverage of the policy

- 8.1 The policy covers malpractices and events which have taken place/suspected to take place involving but not limited to the following:
- i. Alleged wrongful conduct;
 - ii. Abuse of authority;
 - iii. Breach of contract;
 - iv. Negligence causing substantial and specific danger to public health and safety;
 - v. Manipulation of company data/records;
 - vi. Financial irregularities, including fraud, or suspected fraud, kickbacks, bribery, corruption, facilitation payments to officials of government / public sector corporations and political organizations;
 - vii. Criminal offence;
 - viii. Pilferage of confidential/proprietary information;
 - ix. Cybersecurity Compromise (Refer Information Security Management System (ISMS) Insider Threat Policy for details)
 - x. Deliberate violation of Laws/regulations including insider trading;
 - xi. Misuse/misappropriation of Company's funds/assets;
 - xii. Breach of Company's Code of Conduct or rules; and
 - xiii. Any other unethical, biased, favoured event.
- 8.2 The policy should not be used as a route for raising malicious or unfounded allegations against colleagues.

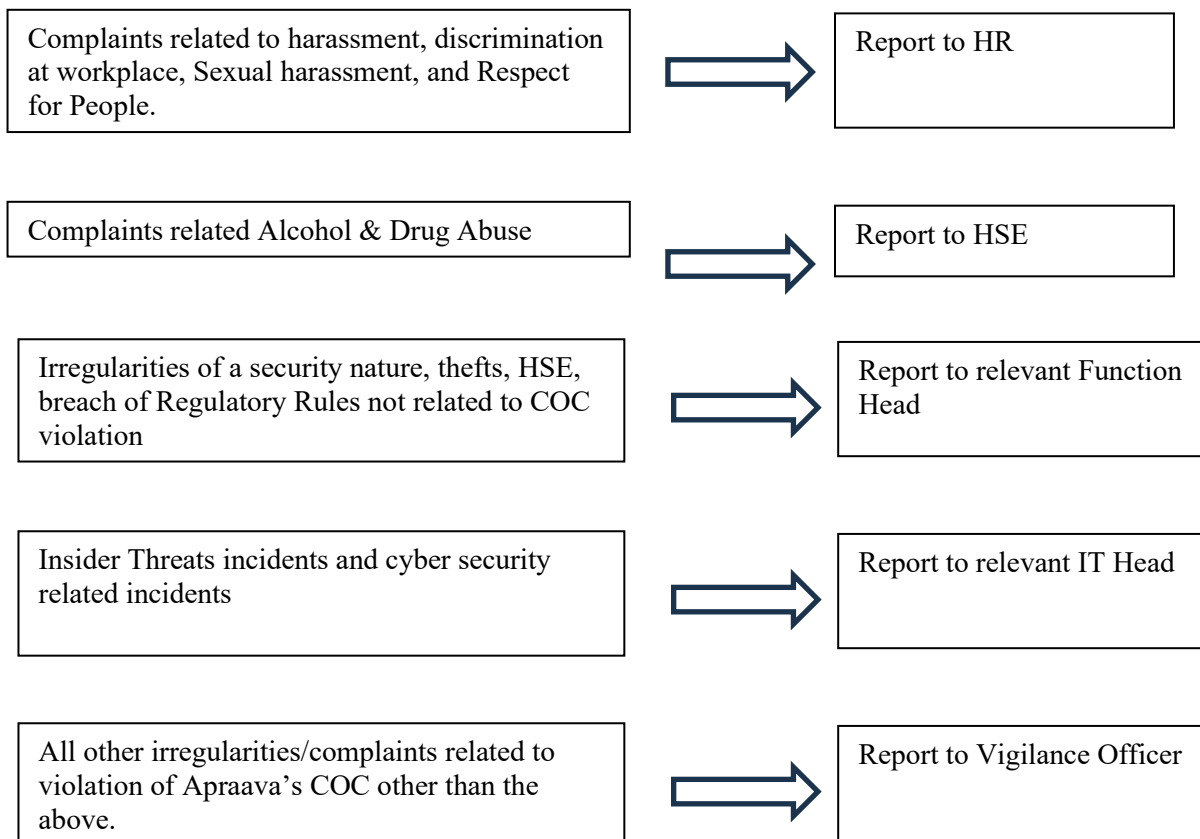
9. Reporting channels

- 9.1 General reporting - In general, Whistleblowers should make their reports to the Vigilance Officer for review. For employees, they may prefer to have an initial discussion with his/her manager or local Human Resources (HR) representatives. However, the manager or HR must in turn report any potential or actual misconducts, malpractices, or irregularities to the Vigilance Officer. If employees feel uncomfortable doing this (e.g., your line manager has declined to handle your case or it is the line manager who is the Subject of the report), then the employee should contact the Vigilance Officer. Business partners, suppliers and third parties are encouraged to report directly to the Vigilance Officer. Any business units in receipt of a letter or a verbal report alleging any of the above types of misconducts, malpractices or irregularities shall promptly redirect the letter or the reportee to the Vigilance Officer. If it is considered desirable to take legal action or to refer the case to law enforcement authorities, advice from General Counsel of the Company and Vigilance Officer should

be obtained.

- 9.2 Any grievance related to issues such as harassment or discrimination at the workplace will be addressed by HR in accordance with the appropriate HR policy, including the Prevention of Sexual Harassment at Workplace Policy where applicable. Other employee-related issues at the workplace will be dealt with as per the Apraava Group Grievance Resolution Process guidelines. HR will provide a summary of confirmed cases of violations to the Vigilance Officer for consolidation and reporting to the Board of Directors.
- 9.3 Reporting of “Respect for People” - Code of Conduct violations relating to “Respect for People” should be reported directly to HR for review and investigation. Once the investigations are completed by HR, they will provide summary of confirmed cases of violations to the Vigilance Officer for consolidation and reporting to Board of Directors of the Company..
- 9.4 Reporting of “Alcohol and Drug Abuse” - Code of Conduct violations relating to “Alcohol and Drug Abuse” included under “Our Zero Harm Vision” should be reported directly by relevant Function Head to Health, Safety, and Environment (HSE) Head for review and investigation. Once the investigations are completed by HSE, they will provide summary of confirmed cases of violations to HR and the Vigilance Officer for consolidation and reporting to Board of Directors of the Company.
- 9.5 Reporting of Irregularities of a Security Nature including Health, Safety, and Environment (HSE) or Electricity Irregularities - Irregularities of a security nature involve the loss of Apraava Group assets, or the loss of third party property on Apraava Group premises or under Apraava Group’s custody, and includes HSE related irregularities. Electricity irregularities involve the loss of electricity revenue due to theft or breach of regulatory rules or requirements of the local business units. These types of irregularities are normally not reported under this policy, unless they contain components that relate to non-compliance with the Code of Conduct. Otherwise, they are handled through separate procedures by the relevant functions.
- 9.6 All insider threat incidents and cybersecurity related incidents will be investigated by Apraava IT Department. Once the investigations are completed, IT will provide a summary of confirmed cases of violations to the Vigilance Officer for consolidation and reporting to Board of Directors of the Company.

9.7 Reporting Summary Flow Chart



10. Reports and supporting documentation

10.1 While Apraava Group does not expect the Whistleblower to have absolute proof or evidence of the misconducts, malpractices or irregularities reported, the report should show the reasons for the concerns and full disclosure of any relevant details and supporting documentation available with the Whistleblower. If you make a report in good faith then, even if it is not confirmed by any subsequent investigation, the Whistleblower's concerns would be valued and appreciated. Whistleblowers can make their Protected Disclosure as follows:

- i) Verbally to the Vigilance Officer through our Whistleblower Hotline No.: 022-66709720
- ii) In writing (by post or by email) to the Vigilance Officer of the Company or to Audit Committee/Designated Directors using the standard form (Whistleblowing Report Form) attached as Annexure 1 of this policy.

The Protected Disclosure should be factual and neither speculative nor in the nature of a conclusion and should have adequate supporting documentation, if available, that contains as much specific information as possible to allow for proper assessment of the nature and extent of the concern. If

continuous and/or multiple complaints have been submitted by the same complainant against the same individual or organization and those complaints have been found to be unsubstantiated after investigations have been conducted, then management reserves the right to require further allegations to be submitted in written form.

10.2 Protected Disclosure against the Vigilance Officer and any of the Directors of the Company should be addressed to the Chairman of the Audit Committee/Designated Directors.

10.3 The contact details of the Vigilance Officer and Chairman of the Audit Committee/Designated Directors for reporting as per clauses 10.1 and 10.2 are as under:

Name: Head - Internal Audit (Vigilance Officer)
Address: 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai -400099
Hotline # (91) (22) 66709720
Email: whistleblowing@apraava.com

Name: Chairman of the Audit Committee/Designated Directors
Address: 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai -400099

The Company has prominently displayed the contact details of Vigilance Officer and Chairman of the Audit Committee/Designated Director at offices, plants, and sites across all locations.

10.4 It is preferred that these reports are not made anonymously to facilitate the investigating officer to obtain facts, evidences, and clarification whenever required. However, it is recognised that for any number of reasons, employees or third parties may not feel comfortable reporting potential violations directly to the Vigilance Officer. In these cases, anonymous reports may be submitted to the Vigilance Officer.

11. Investigation

11.1 Vigilance Officer or HR will acknowledge the receipt of a written report to the complainant when the report is not anonymous. When a report is received by a business unit, the business unit should redirect the report to the Vigilance Officer or HR.

11.2 Vigilance Officer will assess every report received to decide if a full investigation is necessary. For reports relating to “Harassment,” “Discrimination,” “Respect for People” and “Alcohol and Drug Abuse” under section 9.2, 9.3 and 9.4 above, the assessments and any necessary investigations will be conducted by HR and HSE, respectively. Vigilance Officer and/or HR/HSE reserve the right to request further information from the complainant on the allegation submitted. A decision regarding whether to investigate may depend on the availability of sufficient information. If initial/preliminary enquiries by the Vigilance Officer or HR or HSE indicate that the concern has no basis, or it is not a matter to be further investigated or pursued under this policy, or the information is insufficient and the report is not anonymous, it may be dismissed at this stage and the decision will be documented and the

whistleblower will be informed by the Vigilance Officer or HR of such a decision.

- 11.3 Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Vigilance Officer or by third party consultant / external legal counsel or subject matter experts/specialists, as needed, as may be authorised or appointed by the Vigilance Officer or by HR or HSE. In case of material whistle blower complaints alleging corruption of Government officials, the Vigilance Officer should inform the Apraava Audit Committee members as deemed appropriate. A Whistleblower is expected to co-operate with the investigation process and provide details as may be required failing which the investigation will proceed independently. A written report of the findings will be submitted to the Managing Director (MD) with a copy to the Chief Human Resource Officer (CHRO) and the relevant functional head of the department (the employee is part of) to the extent that MD, CHRO and Functional Head are not involved in the matter being investigated. For confirmed cases of Code of Conduct violation, the Vice-President, HR will discuss and consult with the relevant function head and after review by Managing Director and Vigilance Officer, recommend appropriate disciplinary action to the Code of Conduct Committee for a final decision.
- 11.4 The Code of Conduct Committee shall comprise of 3 members, namely the Chief Financial Officer, Director, Business Development & Commercial and CHRO. If a Code of Conduct violation involves an employee from the function of the committee member, the concerned member shall recuse themselves from the committee's proceedings for that case to maintain impartiality and the General Counsel shall replace the recused member on the committee. The quorum for the Committee's meeting shall be at least two out of three members.
- 11.5 Where there is a statutory requirement to constitute an Enquiry Committee as mandated by law, Human Resources and Legal will form the committee and conduct the enquiry as per the legal requirements.
- 11.6 The result of the investigation may be communicated to the Whistleblower where deemed appropriate. Information provided to a Whistleblower is subject to privacy considerations of those against whom the allegations are made and Apraava Group's confidentiality practices. The Vigilance Officer and General Counsel of the Company will jointly review the need to communicate to the Whistleblower and approve any communication materials and protocols. The detailed investigation report will not be provided. If the Whistleblower is not an employee, he or she must sign a confidentiality agreement prior to receiving information on the outcome of the investigation.
- 11.7 If there is sufficient evidence to suggest that a case of possible criminal offence or corruption exists, the matter will be reported by Vigilance Officer to the relevant local authorities after review with General Counsel of the Company. In some situations (e.g., in case of possible criminal offence), the Vigilance Officer may have to refer the matter together with the relevant information to the authorities. Please note that once the matter is referred to the authorities, Apraava Group will not be able to take

further action on the matter.

12. Reporting

- 12.1 A report with number of complaints received by the Vigilance Officer under the policy and their outcome shall be placed during the Audit Committee and the Board meeting by the Vigilance Officer. Depending on the facts of the case, the Audit Committee may decide on the need for an external agency to review/audit the investigation process carried out by Vigilance Officer and/or HR/HSE.

13. Record retention

- 13.1 Records shall be kept for all reported misconducts, malpractices, and irregularities by the Vigilance Officer. In the event a reported irregularity leads to an investigation, the Vigilance Officer shall ensure all relevant information relating to the case is retained, including details of corrective action taken for a period not exceeding six years (or whatever other period may be specified by any relevant legislation).

14. Responsibility for implementation and review of policy

- 14.1 The Board /Audit Committee has overall responsibility for implementation, monitoring, and periodic review of this policy. The Board reserves the right to amend or modify this policy in whole or in part, at any time without assigning any reason whatsoever. In addition, the Audit Committee/Designated Directors has delegated the day-to-day responsibility for administration of the policy to the Vigilance Officer. If there are any questions about the contents or application of this policy, please contact the Vigilance Officer.



E N E R G Y

ANNEXURE 1- VIGIL MECHANISM/WHISTLEBLOWING REPORT FORM
(CONFIDENTIAL)

The Company is committed to the highest possible standards of openness, probity, and accountability. In line with that commitment, the Company encourages employees of the Company and related third parties (e.g., customers, suppliers, etc., who deal with the Company) to raise concerns and report in confidence about misconducts, malpractices or irregularities in any matters related to the Company.

The Vigil Mechanism policy has been established to encourage and assist Whistleblowers to disclose information relevant to the misconducts, malpractices, or irregularities through a confidential reporting channel (to the extent possible). The Company will handle this report with care and will treat the Whistleblower's concerns fairly and properly.

If you wish to make a written report, please use the report form below. Once completed, this report becomes confidential. You may send the report, marked confidential and addressed to the Vigilance Officer, by post to the relevant addresses below or by email to ["whistleblowing@apraava.com"]

To: Vigilance Officer or Designated Directors (For COC violation other than Respect for People," "Harassment" and "Alcohol and Drug Abuse") To: CHRO (only for COC violations with regards to "Respect for People," and "Harassment." To: Head - HSE (only for COC violations with regards to "Alcohol and Drug Abuse")	
India Office Head - Internal Audit/Audit Committee/Designated Directors/CHRO/Head - HSE Apraava Energy Private Limited Fulcrum, 7 th Floor, Sahar Road, Andheri (East), Mumbai -400099 India	
Your Name/Contact Telephone Number and Email We encourage you to provide your name with this report. Concerns expressed anonymously are much less powerful, but they will be considered as far as practicable.	Name: _____ Address: _____ Tel No: _____ Email: _____ Date: _____
The names of those involved (if known):	
Details of concerns: Please provide full details of your concerns: names, dates and places and the reasons for the concerns (continue separate sheet if necessary) together with any supporting evidence / documents.	