

VIGIL MECHANISM

Introduction:

A P I Ispat and Powertech Private Limited ("The Company"), believes in conducting its business activities with highest standards of honesty, integrity, professionalism, and ethical behavior. To meet this end, the Company has established and maintained this Vigil Mechanism in compliance with the provisions contained in Section 177, of The Companies Act, 2013 and the Rules made thereunder.

This vigil mechanism provides for reporting of any and every, actual or potential violation of the applicable legal provisions or adoption of unethical business practices by any of our employees, directors, business constituents, or associates. Such reporting ("protected disclosure") shall then be dealt with in a fair and impartial manner, in accordance with the provisions contained herein.

Objectives:

Being a Wholly Owned Subsidiary of Real Ispat and Power Limited, the Company is not required to constitute an Audit Committee, therefore, the Board of directors shall nominate a director to play the role of the audit committee for the purpose of vigil mechanism to whom other directors and employees may report their concerns.

Nominated Director: Director nominated by the Board of directors of the company to play the role of audit committee for the purpose of addressing the protected disclosures made under this mechanism.

To provide a channel for making protected disclosure which in exceptional circumstances also provides direct access to the Nominated Director.

To ensure that the investigation is carried out in a timely and impartial manner after the receipt of protected disclosure.

To safeguard the interest of person(s) making protected disclosure ("whistle blower") against any victimization or unfair treatment.

To maintain the confidentiality of the identity of the whistle blower and that of the person(s) whose conduct is reported ("subject"), till the completion of the inquiry.

To provide an opportunity of being heard to the subject.

To maintain the confidentiality of all the information and/ or documents, received/ obtained/ shared at the time of receipt of protected disclosure and/ or during investigation or otherwise.

To ensure that this mechanism does not become a route/ platform for raising false allegations in order to further one's personal interests.

Coverage:

1. Willful violation of applicable legal provisions;
2. Unethical business practices;
3. Intentional Financial/ Accounting/ Legal irregularities or fraud;
4. Gross/ willful negligence leading to personal (health and safety)/ financial/ social/ environmental risks;
5. Willful manipulation of Company's data/ records;
6. Pilfering data/ records of the Company;
7. Deliberate misuse/ misappropriation of Company's resources;
8. Breach of terms and conditions of employment and rules thereof;
9. Sexual harassment;
10. Discrimination of any kind;
11. Violation of human rights;
12. Conflict of interest; and
13. Such other act/ conduct as may result in actual or potential violation of the applicable legal provisions or unethical business practices of any nature whatsoever

Eligibility:

Any/ all employee(s), business constituents, or associates could make protected disclosure.

Procedure:

1. The protected disclosure should be made in writing, containing as specific information as possible to enable proper understanding and assessment of the concern raised. The information so shared should be factual and not speculative.
2. The protected disclosure should be addressed to the Chief Financial Officer of the Company, except in case where his conduct itself is reported. In exceptional circumstances, the person making protected disclosure may approach the Nominated Director directly. The contact details of the Chief Financial Officer and the Nominated Director is given in Annexure- A of this Vigil Mechanism.
3. The protected disclosure shall be made in two parts, one containing the identity of the whistle blower, if it desires to disclose its identity, and another containing the protected disclosure. In case the whistle blower does not wish to disclose its identity, the recipient of the protected disclosure and the Nominated Director shall not make any attempt to identify the whistle blower.
4. The recipient of the protected disclosure shall detach the first part containing the identity of the whistle blower so as to maintain confidentiality of its identity, and shall issue a reference number which could be used for further reference by the whistle blower and others involved in investigation and tracking of other activities related to the protected disclosure.
5. The identity of the whistle blower shall always be kept confidential and shall not be compromised with or disclosed to any person under any circumstances whatsoever, except as required by law, in case the investigation into the protected disclosure and conclusion thereupon leads to a legal action against any person. A whistle blower giving protected disclosure relating to matters like sexual harassment, violation of human rights etc. may be called upon to disclose its identity, if required.
6. The Company shall safeguard every person making a Protected Disclosure in good faith from victimization, retaliation, discrimination, harassment or any other unfair treatment. No adverse action shall be taken against such person for making a disclosure, and the Company shall protect their right to perform their duties without obstruction.

7. Confidentiality with respect to the whistle blower, authorized person protected disclosure, investigation, subject and the witness shall be maintained, except to the extent required for the purpose of investigation/ legal action.
8. Disciplinary action shall be taken against any person breaching the confidentiality with respect to the protected disclosure, investigation, whistle blower, witness authorized person or subject in a manner contrary to this vigil mechanism.
9. Once the whistle blower has made a protected disclosure, it shall abstain/ refrain from making any further investigation therein except as requested by the Nominated Director or any other authorized person.
10. The recipient of the protected disclosure shall prepare a preliminary report on the protected disclosure within 5 working days of its receipt and share the same with the Nominated Director. The Nominated Director shall on consideration thereof authorize any person(s) (including a team of persons or any outside agency or the whistle blower itself) to investigate the same within the next 5 working days.
11. The person(s) so authorized to investigate shall have a right to call for information from such internal and external sources as it deems necessary, call such persons for examination as it deems fit, and collect such evidence as it considers necessary for the purpose of its investigation.
12. The authorized person or witness or any person assisting the investigation shall be provided with the same level of protection, as that of the whistle blower.
13. The whistle blower shall not get protection under this policy in case the protected disclosure contains baseless or false allegations just to further the personal interest of the whistle blower or any other person. The whistle blower shall also not get any protection under this policy in case it is subject to any separate complaint. In case the whistle blower feels that it is subjected to any differential treatment, it may directly approach the Nominated Director.
14. The authority and responsibility of the authorized person is only to investigate, collect evidence and to submit the report thereof to the Nominated Director. The authorized

person is not authorized or required or expected under any circumstances whatsoever to come to any conclusion or give any decision on the protected disclosure.

15. The authorized person shall complete its investigation within a period of 10 working days from the date of receipt of protected disclosure and handover the report to the Nominated Director for its consideration.
16. In case the whistle blower does not provide/ fails to provide adequate information with respect to the protected disclosure when called upon for the purpose of investigation, the Nominated Director shall have a right to drop the investigation and to stop the proceedings. In such a situation, the Director shall first try to gather such evidence as it considers necessary on its own for investigation into the protected disclosure, failing which, it may drop the investigation and stop the proceedings and record the reasons thereof.
17. On consideration of the report submitted by the authorized person, if the Nominated Director deems necessary, it may call either the whistle blower or the subject before proceeding further. The Nominated Director may also call such further information(s), evidence(s), person(s), document(s) etc., as it deems necessary for a clear understanding of the protected disclosure.
18. Once the report and further information and evidence collected, if any, is received, documented and analyzed by the Nominated Director, it shall offer an opportunity of being heard to the subject in conformity with the principals of natural justice.
19. The subject shall have the option to make its submission(s) either verbally or in writing or in both and to appear either in person or through any authorized representative or advocate.
20. After hearing both the parties, the Nominated Director shall record their statements and submissions along with its observations in writing and pronounce its decision positively within 60 working days from the date of receipt of the preliminary report, which shall be final and binding. In appropriate cases, the Nominated Director may also take or advise to take legal action.

21. The Nominated Director, if it finds at any time that any person is/ was involved directly or indirectly with concealing or destroying evidence(s) related to protected disclosure, it may initiate and take such disciplinary action including legal recourse against such person as it deems fit.
22. In case, the Nominated Director fails to give a decision within the time period as mentioned above, it shall for reasons to be recorded in writing extend the time for a further period not exceeding 30 working days. If the Nominated Director could not give its decision even during the extended period, it shall refer the protected disclosure along with all the evidences collected, findings and statements recorded to the Board of Directors of the Company which shall then deal with the same.
23. Any person having any actual or perceived conflict of interest with respect to the protected disclosure, investigation, whistle blower, subject etc. should immediately withdraw itself from the process and inform about the same to the Nominated Director.
24. Receipt of protected disclosure and investigation on the basis of information contained therein is only a fact-finding exercise and by no means implies any wrong doing on the part of the subject. The subject shall not be met with any unfair or differential treatment just because of receipt of protected disclosure against it.

Amendments:

The mechanism may be amended in compliance with the applicable legal provisions and in such a case the updated mechanism shall be shared in the same manner as in the case of this mechanism.

Annexure-A

Chief Financial Officer	Shri Indrajit Choudhury API Ispat and Powertech Private Limited “Vrindavan”, Near IDBI Bank, Civil Lines, Raipur (C.G.) 492001 E-mail ID: indrajitchoudhury@realgroup.org Mobile No.: +91 98268 03081
Nominated Director	Shri Kundan Kishore Goyal API Ispat and Powertech Private Limited “Vrindavan”, Near IDBI Bank, Civil Lines, Raipur (C.G.) 492001 E- mail ID: kundangoyal@realgroup.org Mobile No.: +91 91091 60607