VIGIL MECHANISM POLICY
OF APOLLO FASHION INTERNATIONAL LIMITED

1. Preamble

This Policy is formulated to establish a Vigil Mechanism ("Mechanism") for Directors, employees, and other stakeholders of Apollo Fashion International Limited ("the Company") to report genuine concerns regarding unethical behaviour, actual or suspected fraud, violation of applicable laws, breach of the Company's Code of Conduct, or other improper conduct.

2. Scope and Applicability

This Policy applies to:

- All Directors of the Company, including Independent Directors.
- All permanent, temporary, contractual, probationary, trainee, and consultant personnel.
- Employees of subsidiaries, associates, joint ventures, vendors, suppliers, service providers, and other business partners, to the extent they report concerns relating to the Company.

The CSR Committee of the Board (CSR Committee) shall oversee implementation, as constituted per the CSR Committee Charter.

3. Vision and Objective

The Policy covers concerns relating to:

- Fraud, bribery, corruption, or misappropriation of funds or assets.
- Accounting irregularities, financial misstatement, or internal-control failures.
- Conflict of interest, abuse of authority, or misuse of Company resources.
- Violation of applicable laws, regulations, contractual obligations, or Company policies.
- Unethical, illegal, discriminatory, harassing, or unsafe conduct.
- Concealment, destruction, or falsification of records.
- Any other matter involving actual or suspected wrongdoing affecting the Company.

This Policy does not cover routine employee grievances, service-related matters, or personal disputes, which should be addressed through the Company's grievance-redressal or HR procedures.

4. Definitions

4.1 "The Act" means the Companies Act, 2013.

4.2 "Whistle Blower" means a Director, employee, or other person who makes a Protected Disclosure under this Policy.

4.3 "Protected Disclosure" means a complaint or concern made in good faith regarding actual or suspected unethical behaviour, fraud, violation of law, breach of the Code of Conduct, or other improper conduct.

4.4 "Vigilance and Ethics Officer" means the officer appointed by the Company to receive, review, and oversee the investigation of disclosures.

4.5 "Audit Committee" means the Audit Committee of the Board of Directors of the Company.

4.6 "Subject Person" means any person against whom an allegation is made under this Policy.

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Website: https://apollofashioninternational.com/
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Corp. Office: B-21, Sector-65, Noida – 201301 (U.P.) India
CIN: U46411DL2023PLC419636

4.7 "Retaliation" includes dismissal, demotion, suspension, harassment, intimidation, discrimination, adverse performance evaluation, or any other detrimental action taken because of a good-faith disclosure.

5. Governance Structure

A Whistle Blower may report a concern through any of the following channels:

1. Vigilance and Ethics Officer

Email: tarun@apollofashioncompany.com

2. Company Secretary / Compliance Officer

Email: secretarial@apollofashioncompany.com

3. Chairperson of the Audit Committee

Email: p.puri.cs@gmail.com

This channel may be used directly in appropriate or exceptional cases, including where the concern involves senior management, a Director, the Vigilance and Ethics Officer, or where the Whistle Blower believes that reporting through normal channels may not be appropriate.

4. Written Complaint

Addressed to:
The Chairperson, Audit Committee
Apollo Fashion International Limited
Corp. Offc. Address: B-21, Sector 65, Noida (UP)-201301

The Company shall maintain a confidential and secure system for receiving and handling complaints. Reports may be made anonymously, although Whistle Blowers are encouraged to provide their identity and contact details to enable clarification and effective investigation.

6. Principles for Reporting

A disclosure should be made in good faith and should include, to the extent known:

- A clear description of the concern or alleged misconduct.
- The date, location, persons involved, and relevant events.
- Supporting documents, records, emails, or other available evidence.
- The Whistle Blower's name and contact details, if the report is not anonymous.

No proof or conclusive evidence is required at the reporting stage. A person who reasonably believes that misconduct has occurred or may occur should report the concern.

7. Confidentiality

The identity of a Whistle Blower, the contents of a disclosure, and related investigation records shall be kept confidential to the extent possible and permitted by law.

Information may be shared only with persons who need it for the purpose of investigating, reviewing, or acting upon the disclosure. The Company shall take reasonable steps to prevent unauthorised disclosure of the Whistle Blower's identity.

8. Protection Against Retaliation

The Company prohibits retaliation, victimisation, discrimination, harassment, or any adverse action against a person who makes a Protected Disclosure in good faith, participates in an investigation, or provides information relating to a reported concern.

No Director, employee, or other person shall be disadvantaged merely because they reported a concern in good faith. If retaliation is established, the Company shall take appropriate disciplinary or legal action against the person responsible.

Protection under this Policy does not extend to knowingly false, frivolous, malicious, or vexatious complaints made to harm another person. Such complaints may result in disciplinary action.

9. Investigation Process

Upon receipt of a disclosure, the Vigilance and Ethics Officer shall:

- Acknowledge receipt of the complaint, where the Whistle Blower's identity is known.
- Conduct a preliminary review to determine whether the matter falls within the scope of this Policy.
- Refer the matter to the Audit Committee where required, particularly in cases involving senior management, Directors, or significant financial, legal, or regulatory issues.
- Appoint an investigator or investigation team, ensuring independence and absence of conflict of interest.
- Collect relevant documents, records, and information.
- Provide the Subject Person an opportunity to respond, where appropriate.
- Determine the facts and recommend corrective, disciplinary, preventive, or remedial action.
- Maintain records of the complaint, investigation, findings, and action taken.

The Company shall endeavour to complete the investigation within 45 days of receipt of a complaint. Where the matter is complex, the timeframe may be extended with the approval of the Audit Committee, and the Whistle Blower shall be informed of the revised timeline, where appropriate.

10. Role of the Audit Committee

The Audit Committee shall oversee the functioning of the Vigil Mechanism and shall:

- Review complaints received under this Policy, particularly those involving significant matters.
- Direct or oversee investigations, where necessary.
- Review investigation findings and recommended actions.
- Ensure that adequate safeguards against victimisation are in place.
- Review the operation and effectiveness of the Mechanism periodically.
- Report significant matters, as appropriate, to the Board of Directors.

In appropriate or exceptional cases, a Whistle Blower shall have direct access to the Chairperson of the Audit Committee.

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11. False or Malicious Complaints

The Company encourages good-faith reporting. However, complaints made knowingly with false information, or with malicious intent to defame, harass, or harm another person, are not protected under this Policy.

The Company may initiate disciplinary or legal action against any person who knowingly makes a false or malicious complaint.

12. Record-Keeping and Reporting

The Company shall maintain a confidential register of complaints received, investigations conducted, findings, actions taken, and status of pending matters.

The Company Secretary or Compliance Officer shall periodically report to the Audit Committee on the operation of the Vigil Mechanism, without disclosing unnecessary personal or confidential details.

The Company shall disclose the establishment of the Vigil Mechanism on its website and in its Board's Report/Corporate Governance Report, as required under applicable law.

13. Administration

a. The Board of Directors or the Audit Committee may amend, modify, or withdraw this Policy, in whole or in part, at any time, in accordance with applicable laws and regulations.
b. The Policy shall be reviewed periodically to ensure its continued effectiveness and compliance with applicable legal and regulatory requirements.

14. Record-Keeping and Reporting

This Policy shall be administered by the Vigilance and Ethics Officer under the oversight of the Audit Committee.

Any question concerning the interpretation or implementation of this Policy shall be referred to the Audit Committee, whose decision shall be final.

Approved By: Management Committee of the Board of Directors
Policy approved on: April 3, 2026
Effective date: April 1, 2026

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