

VIGIL MECHANISM/WHISTLE BLOWER POLICY FOR DIRECTORS AND EMPLOYEES

A. PREAMBLE

Absolute Projects (India) Limited (the "**Company**") is committed on the highest standards of ethical, moral and legal conduct of business operations. Unethical behavior, fraud, violation of the Codes of conduct or policy, or leak of unpublished price sensitive information pertaining to the company can lead to damage of the Company's activities and reputation.

The Company encourages all its employees, including Directors to report in good faith without fear of punishment or unfair treatment, on actual or suspected actions due to dishonesty that require combating practices to safeguard Company's integrity.

The Company has therefore, formulated a policy to enable employees of the Company to report to the management instances of fraud or violation of the Company's code of conduct or ethics policy and has lay down the principles and standards that should govern the actions of the Company and their employees. Any actual or potential violation of the policy howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.

Accordingly, the Board has on December 3, 2025 has adopted the following Vigil Mechanism/Whistle Blower Policy for Directors and Employees ("**Code**").

B. BASIC GUIDELINES

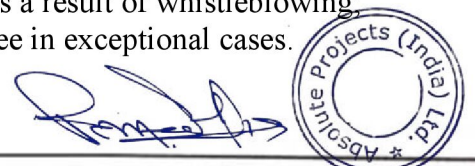
The Code has been framed and adopted by the Company in compliance with the provisions of Section 177(9) of the Companies Act, 2013 (the "**Act**") read with rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 (the "**Rules**") and regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**"), which requires mandatory establishment of vigil mechanism for the directors and employees of the Company to report their genuine concerns in the prescribed manner.

Reference to statutory provisions or regulations shall be construed as meaning and including references to any amendment or re-enactment and any amendments to any statutory provisions or regulations or clarifications applicable to the Code shall automatically be deemed to be included in the Code, without any further amendment of the Code by the Board or relevant committee of the Board.

C. OBJECT

The Policy is defined to:

1. provide a framework for a fair and efficient way of dealing with whistleblowing incidences by respecting the rights of all parties involved;
2. transparently communicate Company's investigation process on such reporting;
3. assure the whistle blower (one who reports in good faith) on utmost confidentiality and effective protection against any retaliation or reprisals, whether actual or threatened, as a result of whistleblowing;
4. affirm direct access to the CEO / Chairman of the Audit Committee in exceptional cases.



D. IN SCOPE

Concerns about misconduct / malpractices as broadly categorized but not limited to under the section in this document – ‘Whistleblowing Complaints’ - committed by the employees of the Company while inside or outside of all the Company’s premises, which can impact company’s integrity, ethics and governing law of land where it operates.

Any Employee, knowingly hiding information in any form regarding any unethical practice/activities/behaviour in one’s work place will also constitute unethical practice on the Employee’s part.

E. OUT SCOPE

Everyday team or operational concerns, which can be resolved through discussion with immediate superiors or next level management, are not included in.

F. GUIDING PRINCIPLES

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

1. Ensure that the Whistle-blower and/or the person processing the Protected Disclosure is not victimized for doing so.
2. Treat victimization as a serious matter, including initiating disciplinary action, if required, on such person/(s).
3. Ensure complete confidentiality and anonymity.
4. Not attempt to conceal evidence of the Protected Disclosure.
5. Take disciplinary action if anyone destroys or conceals evidence of the Protected Disclosure made/to be made.
6. Provide an opportunity of being heard to the persons involved especially to the Subject.
7. Disclosure in writing to be sent/ handed over in a sealed cover to the Managing Director & Chief Executive Officer/ Chairman of the Audit Committee.

G. LAWS AND REGULATIONS

1. Section 177(9) of the Act and Rule 7 of the Rules requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the employees and directors to report genuine concerns in such manner as may be prescribed. The Company has adopted a Code of Conduct for Directors and Senior Management Executives ("**Directors and Senior Management Code**"), which lays down the principles and standards that should govern the actions of the Company and its employees.
2. Regulation 4(2)(d)(iv), 22 and 46(2) the Listing Regulations inter alia, provides all listed companies to establish a Vigil Mechanism for directors and employees to report genuine concerns.
3. Regulation 9A (6) of the Securities and Exchange Board of India (Prohibition of Insider Trading Regulations), 2015 ("Insider Trading Regulations") requires that every listed company establishes a Whistle Blower Policy ("Policy") for the purposes of reporting instances of leak of unpublished price sensitive information.

H. RELATED REFERENCE DOCUMENTS

- Code of Conduct for Directors and Senior Management Executives




- Internal Procedures and Conduct for Prevention of Insider Trading Policy
[as per the policy adopted by the Board on December 3, 2025]

I. DEFINITIONS AND INTERPRETATION

In this Code, words and expressions shall have the meaning assigned to them below:

" <i>Alleged wrongful conduct</i> "	shall mean violation of law, Infringement of Company's rules, misappropriation of monies, actual or suspected fraud, leak of unpublished price sensitive information as defined under the Insider Trading Regulations, substantial and specific danger to public health and safety, manipulation of company record, pilferage or unauthorised usage of confidential information or abuse of authority.
" <i>Audit Committee</i> "	shall mean a committee constituted by the Board of Directors of the Company in accordance with the Act and the Listing Regulations.
" <i>Board</i> "	shall mean the Board of Directors of the Company;
" <i>Code</i> "	shall mean Code of Conduct for Directors and Senior Management Executives adopted by the Company
" <i>Company</i> "	shall mean Absolute Projects (India) Limited incorporated under the Companies Act, 1956
" <i>Directors</i> "	shall mean all the members of the Board of Directors of the Company, including the Independent Directors.
" <i>Employee</i> "	shall mean all the present employees and Directors of the Company (including outsourced, temporary and on contract personnel, director and/or third-party engaged by or on-behalf of the Company, whether working in India or abroad.
" <i>Good Faith</i> "	An employee shall be deemed to be communicating in 'good faith' if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the employee does not have personal knowledge on a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.
" <i>Policy</i> "	shall mean this Vigil Mechanism/ Whistle Blower policy.



"Protected Disclosure"	shall mean a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information that may evidence unethical or improper activity under the title "Scope of the Policy" with respect to the Company. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
"Subject"	shall mean 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.
"Vigilance Officer"	shall mean an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.
"Whistle Blower"	means an Employee making a Protected Disclosure under this Policy.

J. APPLICABILITY

All Employees of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures will be in relation to matters concerning the Company.

K. TYPES OF MISCONDUCT AND COMPLAINTS

Types of misconducts due to dishonesty that can be reported as Whistleblowing complaints are broadly categorized, but not limited to, as listed below:

- Fraud related:** - Complaints under this category include acts of financial misconduct such as accounting fraud or Asset related fraud or Breach of Law or Leak of unpublished price sensitive information etc.
- Corruption related:** - Complaints against staff, contractors, suppliers and borrowers (and / or their affiliates) that can be reported under this category include acts of corruption, bribery, theft etc.
- Workplace related:** - Complaints under this category includes acts of (a) work-place harassment; (b) sexual harassment including verbal abuse; (c) intimidation/Threatening; (d) conflict of interest (includes gifts, favors and entertainment by / to internal other staff or third-parties); (e) willful negligence of company rules; (f) discrimination on grounds of sex, race or disability or religion (g) Nepotism etc.
- Others:** -Complaints under this category includes acts of (a) Any illegality or manipulation; (b) Damage to environment; (c) Gross Waste of money, material, time or resources; (d) Abuse of authority; (e) Substantial and specific danger to public health or safety; and (f) Any other activity, which undermines the Company's responsibility to its stakeholders.

L. ROLE OF A WHISTLE BLOWER

The Whistle Blower's role is that of a reporting party with reliable information. They are not required or expected to act as investigator(s) or finder(s) of facts, nor would they determine the appropriate corrective or remedial action




that may be warranted in a given case. Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Audit Committee or the Investigator(s). Protected Disclosure will be appropriately dealt with by the Audit Committee.

M. DISQUALIFICATIONS

While it will be ensured that genuine Whistle Blowers are given complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will attract disciplinary action. 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. Whistle Blowers, who make three or more Protected Disclosures, which have been subsequently found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistle Blowers, the Company/ Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

N. PROCEDURE

A. Protected Disclosure

- Any concern or issue raised in good faith shall qualify as a *Protected Disclosure*.
- Management recommends that all employees clearly understand the reporting procedure and raise concerns independently, without relying on any intermediary.
- This helps ensure confidentiality by avoiding disclosure of intent to any third party and prevents inadvertent leakage of information.

B. Timely Reporting

- All Protected Disclosures should be reported by the complainant at the earliest after the Whistle Blower becomes aware of the issue or concern and has a clear understanding thereof.

C. Mode and Language of Disclosure

- The disclosure shall be made either by email or in typed form.
- Where submitted in handwritten form, it must be legible and written in the English language.

D. Mandatory Superscription

- It is mandatory to clearly super-scribe the email subject line or the envelope as “**Protected Disclosure under the Whistle Blower Policy.**”

E. Non-compliance with Superscription

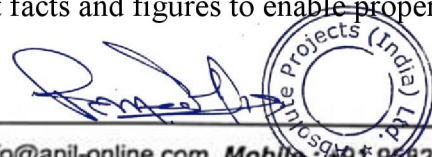
- If the complaint is not properly super-scribed, confidentiality may not be maintained and such complaint may be treated as a normal complaint.

F. Verbal Disclosures

- Protected Disclosures may also be reported verbally, either in person or over the telephone, to the Chairman of the Audit Committee.
- Such verbal disclosures must be followed by a written communication.
- It is recommended that the written disclosure be forwarded under a covering letter bearing the identity of the Whistle Blower.

G. Content of Disclosure

- The disclosure must be complete and supported by relevant facts and figures to enable proper scrutiny and investigation.



- b. Disclosures should be factual and not speculative, opinion-based, or in the nature of conclusions.
- c. The disclosure should contain as much specific information as possible to enable proper assessment of the nature, extent, and urgency of the concern.

H. Acknowledgement and Confidentiality

- a. To protect the identity of the complainant, the Vigilance Officer shall not issue any acknowledgement of receipt.
- b. Complainants are advised not to write their name or address on the envelope and not to enter into any further correspondence with the Vigilance Officer.

I. Anonymous or Pseudonymous Complaints

- a. The Vigilance Officer may contact the complainant for further clarification, if required.
- b. Accordingly, anonymous or pseudonymous disclosures shall not be entertained.

J. Covering Letter

- a. The name and signature of the complainant or Whistle Blower shall appear only on the covering letter.

K. Separation of Identity

- a. The Vigilance Officer or the CEO, as the case may be, shall detach the covering letter containing the identity of the Whistle Blower and process only the Protected Disclosure.

L. Addressee

- a. All Protected Disclosures shall be addressed to the Vigilance Officer of the Company.
- b. In exceptional cases, disclosures may be addressed to the CEO or the Chairman of the Audit Committee.
- c. The contact details of the Vigilance and Ethics Officer are provided hereunder.

Name	Designation
Company Secretary & Compliance Officer	Vigilance Officer
Group Compliance Officer	Member
Chief of HR Function	Member
Executive Assistant to the Managing Director	Member

If whistle-blower has become aware of any Concern, he/she must immediately report through e-mail, telephone, or a letter sent by mail or courier, the facts to Vigilance Committee clearly indicating that this reporting of the Concern is under this Policy. The contact details of the Vigilance Committee are as under:

Addresses: Registered Office: 4222/1 Laxmi Kunj 1st floor,
Ansari Road, D Ganj, New Delhi-110002, India

Email: cs@apil-online.com

1. Protected Disclosure against the Vigilance Officer should be addressed to the CEO of the Company and the Protected Disclosure against the CEO of the Company should be addressed to the Chairman of the Audit Committee.
2. On receipt of the protected disclosure the Vigilance Officer/ CEO / Chairman of Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not.
3. The initial investigation shall be carried out either by himself or by the assigned Officer of the Company or an outside agency before referring the matter to the Audit Committee of the Company for further appropriate investigation and needful action.



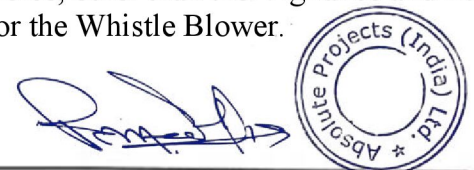
4. Here is a short checklist of information for the employee/the reporter/whistleblower to ensure all details are mentioned.

Date(s) of incident(s)	
Type of incident	
Description of incident(s)/details of concerns	
Where did it happen?	
Who has been involved?	
If possible, explain how you think the matter can be best resolved or start thinking about it in preparation for any meetings you may be required to attend (if you have shared your identity)	
If you feel comfortable sharing your identity then please provide us with your name, your work location and contact details.	

5. The Audit Committee maintains the record that includes:
- Brief of concern raised;
 - Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - Details of actions taken by Vigilance Officer / CEO for processing the complaint;
 - Findings of the Audit Committee; and
 - The recommendations of the Audit Committee / other action(s).

O. INVESTIGATION

- All protected disclosures under this policy will be recorded and thoroughly investigated. The Audit Committee may investigate and may at its discretion consider involving any other Officer of the Company and/ or an outside agency for the purpose of investigation. In case of protected disclosure concerning any leak of unpublished price sensitive information, the procedure to be followed for investigation thereof will be as per the Policy on Procedure and Inquiry in case of Leak of Unpublished Price Sensitive Information of the Company.
- The Audit Committee may at its discretion, consider involving any Investigator(s) for the purpose of investigation. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Investigator(s) appointed by the Audit Committee who will investigate the matter under the authorization of the Audit Committee.
- The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact-finding process.
- The identity of a Subject(s) will be kept confidential to the extent possible keeping in mind the legitimate needs of law and the investigation.
- Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation, after the conclusion of initial review and findings which prima facie establish a need for a formal investigation.
- Subject(s) shall have a duty to co-operate with the Audit Committee or any of the Officers appointed by it in this regard.
- Subject(s) have a right to consult with a person or persons of their choice, other than the Vigilance and Ethics Officer / Investigators and/or members of the Audit Committee and/or the Whistle Blower.





8. Subject(s) shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
9. Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject(s).
10. Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong-doing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
11. Subject(s) have a right to be informed of the outcome of the investigations.
12. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.
13. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
14. The investigation shall be completed normally within 30 days of the receipt of the Protected Disclosure and is extendable by such period as the Audit Committee deems fit.

P. DECISION REPORTING

1. If an investigation leads the Vigilance Officer / CEO / Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Vigilance Officer / CEO / Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.
2. In case of investigation pertaining to leak of unpublished price sensitive information, decision and reporting shall be done in accordance with the procedure prescribed under the Policy on Procedure and Inquiry in case of Leak of Unpublished Price Sensitive Information of the Company.
3. The Vigilance Officer shall submit a report to the Chairman of 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.
4. In case the Subject is the CEO of the Company and the Chairman of the Audit Committee after examining the Protected Disclosure shall forward the protected disclosure to other members of the Audit Committee if deemed fit. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure.
5. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Vigilance Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

Q. CONFIDENTIALITY

1. All whistle blowers/complainant should be aware that there are significant rights and protections available to individuals who identify themselves while submitting a Protected Disclosure. These rights and protections may be lost if a Protected Disclosure is on anonymous basis. Therefore, the Company encourages all Employees to identify themselves when making a Protected Disclosure.
2. In responding to Protected Disclosure, the complainant, Vigilance Officer, Members of Audit Committee, the Subject and everybody involved in the process shall pay due regard to:
 - a) Maintain confidentiality of all matters under this Policy;
 - b) Discuss only to the extent or with those persons as required under this policy; for completing the process of investigations;



- c) Not keep the papers unattended anywhere at any time; and
- d) Keep the electronic mails / files under password.

R. PROTECTION

1. The management of the Company and the staff are unanimously committed to this policy. This Whistleblower Policy is intended to encourage and enable all staff to raise serious issues/concerns within the organization for investigation and appropriate action.
2. With this goal in mind, if/when a genuine issue or concern is raised under this policy, the employee who reports will not be threatened, discriminated against or otherwise face retaliation or, undergo adverse employment consequences such as risk of losing his/her job or suffering any detriment (such as reprisal or victimization).
3. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower
4. 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.
5. 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.
6. The Company will take steps to minimize difficulties which the Whistle Blower may experience as a result of making the Protected Disclosure.
7. Moreover, anyone who retaliates against someone who has reported a concern in good faith has to face discipline-up to violation of code of conduct matrix.
8. 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.
9. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.
10. Whistle Blowers are cautioned that their identity may become known for reasons outside the control of the Audit Committee (e.g. during investigations carried out by Investigator(s)).
11. Provided the reporting is in good faith (effectively this means honestly), it does not matter if the employee who reports is genuinely mistaken or if there is an innocent explanation for his/her concerns. However, this assurance is not extended to those who maliciously raise a matter they know is untrue. Anyone reporting an issue/concern must act in good faith and have reasonable grounds for believing the matter raised is a serious violation of judicial law or company policy or a material accounting or auditing matter. The act of making allegations that prove to be unsubstantiated, and/or have been made maliciously, or with the foreknowledge that the allegations are false, will be viewed as a serious disciplinary offense and will face actions according to violation of code of conduct matrix.

S. INVESTIGATOR(S)

Investigator(s) are required to conduct a process towards fact-finding and analysis. Investigator(s) shall derive their authority and rights from the Audit Committee when acting within the course and scope of their investigation. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased. Investigators will have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards. Investigations will be launched only after a preliminary review which establishes that a) the alleged act constitutes an improper or unethical activity or conduct and b) the allegation is supported by information specific enough to be investigated.

T. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

U. COMMUNICATION

Proof on awareness programs conducted on implementation and sustenance of this framework is always available within the HR department.

V. 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 period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

W. ADMINISTRATION AND REVIEW OF THE POLICY

The CEO and Chairman of Audit Committee of the Company shall be responsible for the administration, interpretation application and review of this policy. The CEO and Chairman of Audit Committee of the Company also shall be empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence of the Audit Committee.

X. REPORTS AND DISCLOSURE IN ANNUAL REPORT

- 1) A quarterly status report on the total number of complaints received during the period, with summary of the findings and the corrective actions taken shall be submitted to the Audit Committee.
- 2) The details of establishment of Vigil Mechanism/Whistle Blower Policy shall be disclosed by the Company in its Annual Report in the Board's report.

Y. ANNUAL AFFIRMATION

The Company shall annually affirm that it has not denied access by any Directors or Employee to the Audit Committee and that it has provided protection to Whistle Blower from adverse personnel action. The affirmation shall form part of corporate governance report as attached to the Annual Report of the Company.

Z. AMENDMENT

The Company reserves it's right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.