

PRAJ INDUSTRIES LIMITED

VIGIL MECHANISM AND WHISTLE BLOWER POLICY

Versions of the policy			
Sr. No.	Particulars	Board approval date	Effective date
1.	Initial adoption	29 th January, 2016	29 th January, 2016
2.	1 st amendment	17 th June, 2021	17 th June, 2021
3.	2 nd amendment	30 th May, 2024	30 th May, 2024
4.	3 rd amendment (current version)	26 th June, 2025	26 th June, 2025

Index		
Sr. No.	Particulars	Page No.
1.	Preamble	2
2.	Objective	2
3.	Scope	3
4.	Reporting of Complaint/Grievance	3
5.	Procedure for investigation	4
6.	Disposal	4
7.	Confidentiality and Protection	5
8.	Amendment	5

1. PREAMBLE

Praj Industries Ltd. (herein after referred as “the **Company**”) being listed company requires to establish a Vigil Mechanism for all internal and external stakeholders to report the genuine concerns as per the provisions of the Section 177 of the Companies Act, 2013 (“the **Act**”) and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the **Listing Regulations**”) in such manner as may be prescribed. In terms of Regulation 4(2)(d) of the Listing Regulations, it is mandatory requirement for all listed companies to devise an effective Vigil Mechanism / Whistle Blower Policy enabling stakeholders, including Directors, individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

Explanation: Stakeholders means and includes vendors, suppliers, lenders, customers, business associates, trainees and others with whom the Company has any financial or commercial dealings.

Section 177 of the Act, read with rules framed there under, also requires the Listed Company to establish a Vigil Mechanism for their Directors and employees to report their genuine concerns or grievances.

2. OBJECTIVE

The purpose and objective of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects the employees wishing to raise a concern about serious irregularities within the Company.

To maintain the standards and objectives mentioned above, the Company encourages its Directors, employees or stakeholders who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil Mechanism / Whistle Blower Policy provides a channel to the Directors, employees, or stakeholders to report to the Management / Audit Committee concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or policy. The mechanism provides adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provides for direct access to the Chairperson of the Audit Committee in exceptional cases.

This policy, however, neither releases employees 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 against people in authority and / or colleagues in general.

3. SCOPE

This Policy covers:

- malpractices and events which have taken place, suspected to have taken place;
- misuse or abuse of authority;
- misappropriation of Company's assets including cash etc.;
- unofficial use of the assets of the Company;
- leakage of confidential and proprietary information;
- manipulation of Company's records / data;
- fraud or suspected fraud;
- kickbacks and bribes from Company's suppliers and service providers;
- violation of Company policies/codes/rules;
- manipulations, negligence causing danger to public health and safety;
- any instances of leakage of unpublished price sensitive information and / or other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers.

4. REPORTING OF COMPLAINT / GRIEVANCE

All complaints / grievances should be reported in writing (preferably through an email) by the Whistle Blower as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised.

To make more effective and controlled mechanism, Directors, employees or stakeholders can lodge a complaint / grievance along with all the possible evidence he / she can muster in respect of any alleged unethical and / or improper practices or wrongful conduct or misbehavior or instances of leakages of UPSI to the Managing Director or CFO & Director-Resources (hereinafter referred as "**Executive Director**") by sending an email at vigil.mechanism@praj.net or by sending physical letter at the Registered Office of the Company. The Whistle Blower should honestly believe that some unlawful behavior has been practiced within the organization.

Generally anonymous complaints will not be entertained. Depending upon the seriousness of the alleged misbehavior, any one Executive Director may, in its absolute and unfettered discretion, take cognizance of such anonymous complaints.

5. PROCEDURE FOR INVESTIGATION

- On receipt of such mail, any one Executive Director shall carry out an initial investigation either himself or by involving the Compliance Officer for further appropriate investigation and needful action.
- In exceptional cases, after carrying out an initial investigation, the Executive Director shall refer the matter to the Chairperson of the Audit Committee of the Company.
- If on the basis of preliminary investigation, the Executive Director or Chairperson of the Audit Committee, as the case may be, comes to the conclusion that the complaint has no basis, then the matter will be conveyed to the Whistle Blower accordingly.
- If the Executive Director or Chairperson of the Audit Committee comes to the conclusion that further investigation is necessary based on preliminary investigation, then a full-fledged Enquiry Committee will be appointed to pursue the matter.
- The investigation shall be completed normally within ninety (90) days of receipt of the complaint / grievance and is extendable by such period as the Executive Directors / Chairperson of the Audit Committee deems fit.
- It may also entrust the matter to the Internal Auditors or outside legal, accounting or other experts, as appropriate, to conduct any investigation of complaints regarding financial statement disclosures, accounting controls, auditing matters or unethical behavior, actual or suspected fraud or violations of the Code of Conduct etc.
- The findings of the enquiry committee or as the case may be, the Internal Auditors or outside legal, accounting or other experts shall be placed before the Executive Director or Chairperson of the Audit Committee for their observations.

6. DISPOSAL

- If an investigation leads the Executive Director or the Chairperson of the Audit Committee to conclude that an improper or unethical act has been committed, the Executive Director or the Chairperson of the Audit Committee shall recommend to the Management of the Company to take such disciplinary or corrective action commensurate with the severity of the offence, as it may deem fit.
- A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Executive Director or Chairperson of the Audit Committee, he / she shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

7. CONFIDENTIALITY AND PROTECTION

All the disclosures made under this Whistle Blower Policy will be kept strictly confidential to the extent possible subject to the need for such disclosure in the interest of proper investigation, if legal proceedings arise and / or as required by any statutory / regulatory authority or investigating agency.

Whistleblower shall not make any disclosures to any person other than the Executive Directors or Chairperson of Audit committee unless otherwise instructed by him / her during the continuance of the investigation proceedings.

The Company will take steps to minimize the difficulties which the Whistle Blower may experience as a result of making the complaint. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

No Personnel who, in good faith, makes a disclosure or lodges a complaint in accordance with this Policy shall suffer reprisal, discrimination or adverse employment consequences.

There will be no harassment of any nature whatsoever to the Whistle Blower provided that he / she is under honest belief about the behavior. This protection will not be available to any Whistle blower who misuses this mechanism for personal benefits.

8. AMENDMENT

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

For Praj Industries Ltd.

Sd/-

Dr. Pramod Chaudhari
Chairman

Date: 26th June, 2025