

## VIGIL MECHANISM/WHISTLE BLOWER POLICY

### PREAMBLE

Praj GenX Ltd. (“the **Company**”) believes in honest, transparent and ethical business practices to achieve its corporate goals. The Company believes in the maxim that means are as important as the objectives.

Further, pursuant to section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company may establish Vigil Mechanism / Whistle Blower Policy enabling directors and employees to report grievances or concerns about unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct.

Accordingly, this Vigil Mechanism / Whistle Blower Policy ("the **Policy**") has been formulated with a view to provide a mechanism for Directors and employees of the Company to approach to the nominated Director of the Company. The Whistleblower Policy plays a significant role in eradication of malpractices in the organization. This policy provides all the stake holders a platform to point out the irregularities or misuse of rules and regulations or wrongful conduct or misbehaviour in the system without fear or favour. The policy is applicable to all the Directors, employees and the other stakeholders.

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

### OBJECTIVE

The Policy aims at following objectives:

- To encourage Directors, employees and stakeholders to report without any fear of retaliation, to the Directors about any suspected unethical behaviour, malpractices, misfeasance, wrongful conduct, fraud, non-adherence to any of the Company's policies, rules and regulations, violation of law, etc.;
- To build and strengthen a culture of transparency, integrity, honesty and trust amongst all stakeholders;

### PROCEDURE

- Any Director, employee or stakeholder (hereinafter referred to as “**Whistle blower**”) can make disclosure to the nominated Director through oral or written communication along with all the possible evidence he/she can muster in respect of any alleged unethical and/or improper practices or wrongful conduct or misbehaviour. The Whistle blower should

honestly believe that some unlawful behaviour has been practised within the organization. All such concerns are to be set forth in writing and forwarded in a sealed envelope to the nominated Director.

- The nominated Director shall appropriately and expeditiously investigate all whistle blower complaints received.
- The nominated Director will approach the accused for his defense. The accused may give his defense in writing. The nominated Director is duty bound to consider the explanation of the accused before reaching to any preliminary conclusion.
- Some of the illustrations of wrongful behaviour are listed below:  
Abuse or misuse of authority; Misappropriation of Company's assets including cash etc.; Leakage of confidential and proprietary information; Kickbacks and bribes from Company's suppliers and service providers; Manipulation of Company's records / data; Unofficial use of the assets of the Company; Violating Company policies/Codes, etc.

Generally anonymous complaints will not be entertained. In exceptional circumstances depending upon the seriousness of the alleged misbehaviour, the nominated Director may, in its absolute and unfettered discretion, take cognizance of such anonymous complaints.

## **METHODOLOGY**

- The nominated Director may conduct preliminary investigations and form an opinion as to the veracity of the complaint.
- If the Whistle blower can provide additional evidences at this stage, the nominated Director may consider the same otherwise the matter will be closed under intimation to him.
- If on the basis of preliminary investigation the nominated Director comes to the conclusion that the complaint has no basis, then the matter will be conveyed to the Whistle blower accordingly.
- If nominated Director comes to the conclusion that detailed investigation is necessary based on preliminary investigation then a full-fledged enquiry committee will be appointed to pursue the matter.
- It may also entrust the matter to outside legal, accounting or other experts, as appropriate, to conduct any investigation of complaints regarding financial statement disclosures, accounting, internal accounting controls, auditing matters or unethical behavior, actual or suspected fraud or violations of the Code of Conduct.

- The findings of the enquiry or as the case may be, outside legal, accounting or other experts shall be given to the nominated Director for his/her observations. If the accused is found guilty of misconduct or misbehaviour, the nominated Director may recommend to the Board, suitable action including but not limited to termination of his services.
- If the Whistle blower is found to have abused this mechanism, the nominated Director may recommend to the Board, suitable action including but not limited to termination of his services.
- In conducting any investigation, the nominated Director shall use reasonable efforts to protect the confidentiality and anonymity of the Whistle blower.

## **CONFIDENTIALITY**

All the disclosure 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. Whistle blower shall not make any disclosures to any person other than the Board unless otherwise instructed by the Board during the continuance of the investigation proceedings.

## **NO VICTIMIZATION**

The Company undertakes that the Whistle blower will be protected at all cost, provided he is under honest belief that the alleged misbehaviour took place.

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

## **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.

**Date: 28.05.2024**

**Place: Pune**

Sd/-  
**Dr. Pramod Chaudhari**  
**Chairman**  
**DIN: 00196415**