Vigil Mechanism (Whistle Blower) Policy

Pragati Infra Solutions Private Limited | CIN: U70101DL2009PTC194947 | Registered Office: B335, GF New Friends Colony, East of Kailash, South Delhi, New Delhi, Delhi 110065

Version 2.0 | Approved by the Board of Directors 27-06-2025

1. Purpose and legal basis

Pragati Infra Solutions Private Limited (the "Company") is committed to honest, transparent and lawful conduct. This Policy gives Directors and employees a safe way to report genuine concerns about wrongdoing.

The Policy is framed under Section 177(9) and (10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014. These provisions require a vigil mechanism for companies that borrow from banks or public financial institutions in excess of ₹50 crore, among others. The Company has adopted this Policy as it falls in this category.

2. Definitions

- **Board** means the Board of Directors of the Company.
- **Director** means a director of the Company.
- **Employee** means every person employed by the Company, whether permanent, on contract or on probation, including trainees.
- **Nominated Director** means the Director nominated by the Board to receive and oversee reports under this Policy, in the role of an Audit Committee. The Company is not required to constitute an Audit Committee, so the Board makes this nomination as Rule 7 permits.
- **Whistle Blower** means a Director or Employee who makes a Protected Disclosure under this Policy.
- **Protected Disclosure** means a good-faith written report of a genuine concern about a Reportable Matter.
- **Subject** means the person against whom a Protected Disclosure is made or about whom it gives information.

3. Who can use this Policy

All Directors and Employees of the Company.

4. What can be reported (Reportable Matters)

A Whistle Blower may report any genuine concern about actual or suspected:

- violation of any law, rule or regulation applicable to the Company;
- fraud, misappropriation of funds or assets, or forgery;
- bribery, corruption or acceptance of improper benefits;
- manipulation of accounts, records or financial statements;
- breach of the Company's code of conduct or policies;
- conflict of interest or abuse of authority or position;
- leak of confidential or price-sensitive business information;
- danger to health, safety or the environment; or
- any attempt to conceal any of the above.

This Policy is not meant for personal grievances such as pay, appraisal, promotion or transfer. These should go to the HR department. Complaints of sexual harassment are handled by the Internal Complaints Committee under the POSH Act, 2013.

5. How to make a Protected Disclosure

1. The disclosure should be in writing (letter or e-mail) in English or Hindi. The envelope or e-mail subject line should read **"Protected Disclosure under Vigil Mechanism"**.
2. It should be addressed to the Nominated Director at the contact details in Annexure A.
3. It should state the facts clearly: what happened, when, where, who was involved, and any documents or evidence available. A suggested format is in Annexure B.
4. It should be made as soon as possible after the Whistle Blower becomes aware of the concern, and ideally within 30 days.
5. The Whistle Blower should give their name and contact details. Anonymous complaints may be considered at the Nominated Director's discretion, considering how serious the issue is, how credible it looks, and whether it can be verified.

6. Direct access to the Nominated Director

The Whistle Blower has direct access to the Nominated Director. In exceptional cases, such as a concern about the conduct of a senior person, the Whistle Blower may approach the Nominated Director directly and need not follow any reporting line.

If the concern relates to the Nominated Director, the disclosure may be addressed to another Director designated by the Board for this purpose, who will then act in place of the Nominated Director.

7. Handling and investigation

1. **Acknowledgement.** The Nominated Director will acknowledge receipt within 7 working days where the Whistle Blower's contact details are available.

2. **Initial review.** The Nominated Director will check whether the disclosure falls under this Policy and has enough detail. If not, it may be closed with reasons recorded or referred to the right authority.
3. **Investigation.** The Nominated Director may investigate personally or appoint an internal officer, committee or external expert. An investigator must not have a conflict of interest.
4. **Fair hearing.** The Subject will be given a fair opportunity to explain their position. The investigation will be impartial and based on facts and evidence.
5. **Cooperation.** All Directors and Employees must cooperate with the investigation and must not destroy, hide or alter records.
6. **Time.** The investigation should ordinarily be completed within 90 days of receipt. The Nominated Director may extend this where needed, with reasons recorded.
7. **Outcome.** The Nominated Director will report findings and recommendations to the Board. If wrongdoing is established, the Board will decide appropriate action. This may include disciplinary action, recovery of loss, referral to authorities, or process improvements. The Whistle Blower will be informed, as far as possible, that the matter has been dealt with.

8. Protection against victimization

- The Company will not allow dismissal, demotion, suspension, threats, harassment, discrimination, transfer, or any other unfair treatment because a person made a Protected Disclosure in good faith or helped in an investigation.
- A Whistle Blower who believes they are being victimised may complain to the Nominated Director, who will look into it and recommend protective steps to the Board.
- The identity of the Whistle Blower will be kept confidential, except where disclosure is required by law or in a legal proceeding, or where the Whistle Blower has consented.
- A person who retaliates against a Whistle Blower will face disciplinary action.
- Protection does not cover a Whistle Blower who is themselves involved in the wrongdoing, but their cooperation will be taken into account.

9. Frivolous or malicious complaints

Protection applies only to disclosures made in good faith. If a Director or Employee repeatedly files frivolous, false or malicious complaints, the Nominated Director may take suitable action against them, including a reprimand and other disciplinary action as per Company rules.

10. Confidentiality and records

- All Protected Disclosures, investigation papers and decisions will be kept confidential and shared only with those who need them for the process.

- A written record of every Protected Disclosure and the action taken will be maintained by the Nominated Director, in a secure place, for at least 8 years.

11. Reporting to the Board

The Nominated Director will place before the Board, at least once a year or earlier if needed, a summary of the Protected Disclosures received, their status, and action taken, without revealing identities unless necessary.

12. Disclosure

The Company will put this Policy on its website and will disclose the establishment of the vigil mechanism in the Board's Report, as required under Rule 7. The Company will also make the Policy known to all Directors and Employees, for example through induction and an annual reminder.

13. Amendment and interpretation

- The Board may amend this Policy from time to time, in line with applicable law, and will communicate any changes.
- If this Policy conflicts with any law in force, the law will prevail.
- Any doubt about interpreting this Policy will be decided by the Board.

Annexure A: Contact details

Item	Details
Nominated Director	Ramdhan Yadav DIN: 06366150
E-mail (confidential)	ramdhan@pislinfra.com
Postal address	Ramdhan Yadav, Pragati Infra Solutions Private Limited, B335, GF New Friends Colony, East of Kailash, South Delhi, New Delhi, Delhi 110065
Alternate Director (if concern is against the Nominated Director)	Shubhendra Mittal, Director, DIN; 01016267

Annexure B: Format of Protected Disclosure

Item	Details
Date of disclosure	
Name and designation of Whistle Blower (optional)	
Contact number / e-mail (optional)	
Name and designation of the person(s) concerned	
Date, time and place of the incident	
Nature of the concern (see Section 4)	
Brief description of facts	
Evidence or documents attached	
Any other relevant information	
Signature of Whistle Blower (if not by e-mail)	