

Whistle blower Policy for Premier Energy and Infrastructure Limited

1. Purpose and Scope

The purpose of this Whistle blower Policy is to encourage and protect individuals who raise concerns about potential misconduct or unethical behaviour within **Premier Energy and Infrastructure Limited** ("the Company") hereinafter called **PEIL**. This policy aims to ensure that employees, contractors, suppliers, and other stakeholders have a safe, confidential, and effective means to report concerns of wrongdoing or unethical behaviour, while also protecting them from retaliation.

This policy applies to all employees, officers, directors, contractors, consultants, suppliers, and any other stakeholders connected to the Company.

Section 177 read with Rule 7 of The Companies (Meetings of Board and its Powers), Rules 2014 and Regulation 22 read with Regulation 4(2)(d)(iv) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. This will also serve as the whistle blower policy under Regulation 9A(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

This policy will be in effect from 27.01.2025

2. Definitions

“Audit Committee” means the audit committee constituted by the Board of Directors of Premier Energy and Infrastructure Limited in accordance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Board” or “Board of Directors” shall mean the board of directors of the Company, as constituted from time to time

“Director” shall mean a member of the Board of the Company

“Employee” shall mean all persons employed by the Company and shall include persons employed for a temporary purpose or period, or on a temporary basis.

“Generally Available Information” means information that is accessible to the public on a non-discriminatory basis, and “Generally Available” will be construed accordingly.

“Key Managerial Personnel” shall have the meaning assigned to it in Section 2(51) of the Companies Act, 2013, as amended or modified.

“Policy” shall mean this Whistle Blowers Policy of the Company

“Securities” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund.

“Unpublished Price Sensitive Information” or ‘UPSI’ means any information, relating to the Company or its Securities, directly or indirectly, that is not Generally Available, which upon

becoming Generally Available, is likely to materially affect the price of the Securities of the Company and shall, ordinarily include but not be restricted to, information relating to the following:

- i. financial results
- ii. Dividends
- iii. change in capital structure
- iv. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and
- v. Changes in Key Managerial Personnel.

3. What Constitutes a Whistle blower Concern?

A whistle blower concern includes, but is not limited to, the following types of behaviour:

- Fraud or financial misconduct (e.g., embezzlement, financial misreporting)
- Corruption or bribery
- Discrimination, harassment, or bullying
- Unsafe work practices or violations of health and safety regulations
- Environmental violations or misconduct
- Violations of Company policies or applicable laws and regulations
- Misuse of Company resources or assets
- Any other conduct that may harm the reputation or integrity of the Company

4. Reporting Mechanism

Concerns can be reported by the following means:

- a. A Whistle Blower is encouraged to report any Violation to the designated person appointed by the company.
- b. If for any reason the Whistle Blower is not comfortable making a Protected Disclosure in terms of (a) above or in appropriate or exceptional cases a Protected Disclosure may also be addressed to the Chairperson of the Audit Committee.
- c. The Protected Disclosure may be in English, Hindi or in the official language of the place of employment/ business of the Whistle Blower. It should be factual and should contain specific information as much as possible to allow for proper assessment of the nature and extent of the Violation.
- d. To facilitate an effective and expeditious investigation and for availing the protection under this Policy, the Whistle Blower(s) must identify themselves in the Protected Disclosure. The identity of the Whistle Blower will be kept confidential to the extent possible given the legitimate needs of law and the regulation.
- e. A Whistle Blower who provides their communication details will receive an acknowledgment of receipt of the Protected Disclosure.

5. Protection against Retaliation

The Company will not tolerate retaliation against anyone who reports a concern in good faith. Retaliation includes, but is not limited to, harassment, intimidation, discrimination, or any adverse employment action. Any individual found to be engaging in retaliatory behaviour will be subject to disciplinary action, up to and including termination.

If an individual believes they have been subject to retaliation for raising a concern, they should report it immediately through the same reporting channels mentioned above.

6. Investigation Process

Upon receipt of a concern, the Company will take the following steps:

- **Initial Assessment:** The reported concern will be assessed by the Designated Person to determine its seriousness and whether an investigation is required.
- **Investigation:** If necessary, an internal investigation will be initiated by the Designated Person alone, or by a committee nominated by the Designated Person for this purpose (“Committee”). The committee shall consist of persons who meet the criteria of independence and fairness and who do not have a conflict of interest in this investigation. The investigation will be thorough, impartial, and conducted with discretion.
- **Confidentiality:** The investigation will be conducted with respect for the privacy and confidentiality of all parties involved. However, confidentiality cannot always be guaranteed if it conflicts with the need to address the concern appropriately.
- **Investigation Result:** Based on a thorough examination of the findings, the Committee (or Designated Person) would submit the report of finding and recommend an appropriate course of action to the Managing Director or the Audit Committee of PEIL in case of complaints by or against Employees, customers and vendors; to Audit Committee of the Board in case of complaints by or against Directors. All discussions would be documented and the final report will be prepared, setting out the facts, evidence, observations and discussions in relation to the complaint and the investigation
- **Outcome:** After the investigation, the person who raised the concern will be informed of the outcome, where appropriate, and any corrective actions will be taken.

7. False Reporting

The Company encourages all individuals to report concerns in good faith. However, intentionally false reports or allegations made with malicious intent are strictly prohibited. If a person is found to have made a false report with intent to harm, disciplinary action, up to and including termination, may be taken.

8. Secrecy/Confidentiality

The Whistle Blower, the Subject, the Whistle Officer and everyone involved in the process shall:

- a. maintain complete confidentiality/ secrecy of the matter
- b. not discuss the matter in any informal/social gatherings/ meetings

- c. discuss only to the extent or with the persons required for the purpose of completing the process and investigations
- d. not keep the papers unattended anywhere at any time
- e. keep the electronic mails/files under password

If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

9. Record Keeping

All reports and investigations under this policy will be documented and kept confidential in accordance with applicable laws and Company procedures. Documentation will be stored securely and only accessible to authorized personnel.

10. Policy Review and Updates

This policy will be reviewed regularly and updated as necessary to ensure it remains effective and compliant with legal and regulatory requirements.

11. Contact Information

For further information or if you have questions regarding this Whistle blower Policy, please contact:

- Mr. Sriram Aravamudhan
- CFO
- premierinfra@gmail.com

By fostering an open, transparent, and accountable environment, Premier Energy and Infrastructure Limited ensures that ethical concerns can be raised and addressed in a way that protects both the individual and the organization as a whole.