



POWER MECH®

WHISTLE BLOWER POLICY & VIGIL MECHANISM

[Pursuant to Section 177(9) & (10) of the Companies Act, 2013, Regulation 4(2)(d)(iv) and 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

POWER MECH PROJECTS LIMITED

AN ISO 14001:2015, ISO 9001:2015 & ISO 45001:2018 CERTIFIED COMPANY



JAS-ANZ



M4570910IN

Regd. & Corporate Office :
Plot No. 77, Jubilee Enclave, Opp. Hitex,
Madhapur, Hyderabad-500081
Telangana, India
CIN : L74140TG1999PLC032156

Phone : 040-30444444
Fax : 040-30444400
E-mail : info@powermech.net
Website : www.powermechprojects.com



1. Introduction and Legal Framework:

Good governance is an integral part of the existence of a company. It inspires and strengthens investors' confidence by ensuring the company's commitment to higher goals and profits. This objective is achieved by adopting transparent procedures and practices, having in place effective machinery to address the concerns of all stakeholders, keeping shareholders informed about developments in the company and ensuring effective control over the affairs of the company.

Power Mech Projects Limited ("the Company") is committed to fostering a culture of transparency, accountability, and ethical conduct in all its business activities. In line with this commitment, and in compliance with Section 177(9) & (10) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Whistle Blower Policy ("Policy") is established to provide a framework for employees, directors, and stakeholders to report unethical practices, fraud, or violations of the Company's Code of Conduct.

2. Objective: The objective of this Policy is to:

- Enable individuals to raise concerns about unethical behavior, suspected fraud, or violations of applicable laws or regulations in a secure and confidential manner.
- Protect whistleblowers from retaliation or unfair treatment.
- Ensure prompt investigation of reported concerns and appropriate action.

3. Definitions:

- Audit Committee:** means the Audit Committee constituted by the Board of directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with. Reg. 18 of the Regulations.
- Authorized officer:** means the Officer appointed by the Audit Committee/ Board to discharge the designated functions under this Policy including assisting the Committee or Board in receipt, investigation etc., of the disclosures.
- Disciplinary Action:** means any action that can be taken on the completion of or during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- Investigators:** means those persons authorized, appointed, consulted or approached by the Audit Committee and includes the auditors of the Company.
- Protected Disclosure:** means any communication made in good faith regarding suspected unethical or improper activities.

- f) **Unpublished Price Sensitive Information:** means as defined in SEBI (Prohibition of Insider Trading) Regulations, 2015 and amendments thereto.
- g) **Whistle Blower:** means an individual making a Protected Disclosure under this Policy.

Any other term not defined herein shall have the same meaning as defined in the Act and/or the Regulations or any other applicable laws or regulations as amended from time to time.

4. Scope: This Policy applies to all employees, directors, contractors, and stakeholders of the Company. It covers, but is not limited to, the following instances:

- Financial fraud or mismanagement.
- Violation of laws, regulations, or the Company's Code of Conduct.
- Abuse of authority or misuse of Company assets.
- Unethical behavior, corruption, or bribery.
- Manipulation of Company data/ records.
- Perforation of confidential/proprietary information.
- Harassment, discrimination, or workplace misconduct.
- Leakage of Unpublished Price Sensitive Information (UPSI) as per the SEBI (PIT) Regulations, 2015.

Concerns related to workplace grievances or interpersonal conflicts should be addressed through HR grievance mechanisms unless they involve unethical practices.

5. Eligibility:

Any employee, director, vendor, Contractors, supplier, or stakeholder associated with the Company can report concerns under this Policy. The Protected Disclosures may be in relation to matters concerning the Company or its Subsidiaries.

6. Disqualifications:

- a. While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- b. 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.
- c. Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be *mala fide* or malicious or will be disqualified.



7. Procedure:

- **Reporting a Concern**

- a) All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- b) In respect of all other Protected Disclosures, those concerning the employees at the levels of Vice Presidents and above should be addressed to the Chairman of the Audit Committee of the Company and those concerning all other employees should be addressed to the authorised officer appointed in this regard, i.e., the Compliance officer at the Registered Office of the Company or through email to cs@powermech.net

- **Investigation**

- a) The Audit Committee will oversee the investigation process.
- b) Investigations will be conducted within thirty (30) days unless an extension is warranted.

- **Findings and Action:** Upon conclusion, appropriate action will be taken, which may include corrective measures, disciplinary action, or legal recourse.

8. Secrecy/Confidentiality:

The Whistle Blower and / or any 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

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

All disclosures made under this Policy will be treated in strict confidence. The identity of the whistleblower and details of the investigation will only be shared on a need-to-know basis.

9. Decision:

If an investigation leads the Audit Committee to conclude that an improper or unethical act has been committed, the Authorised Officer/ Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as it may deem fit.

10. Protection to Whistleblowers:

- Whistleblowers will be protected from retaliation, harassment, or discrimination for making disclosures in good faith.
- Any form of retaliation against whistleblowers will result in strict disciplinary action.
- The identity of the whistleblower will remain confidential unless disclosure is required by law.

11. False Complaints:

While this policy is intended to protect genuine Whistle-blowers from any unfair treatment as a result of their disclosure, misuse of this protection by making frivolous and bogus complaints with mala fide intentions is strictly prohibited. Personnel who make complaints with mala fide intentions and which are subsequently found to be false will be subjected to strict disciplinary action.

12. 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 minimum period of eight years.

13. Communication:

This Policy will be published on the Company's website and communicated to all employees and stakeholders to ensure awareness and compliance.

14. Amendment:

The Board may review the policy from time to time and amend appropriately to ensure conformity with the applicable Acts/Rules/Regulations including amendments thereof.
