

**WHISTLE BLOWER POLICY**  
**OF**  
**PRISTINE LOGISTICS & INFRAPROJECTS LIMITED**

## DEFINITIONS AND INTERPRETATION

### 1 Definitions

**“Board”** shall mean the board of directors of the Company;

**“Committee”** or **“Audit Committee”** shall mean the audit committee of the Board, in accordance with Section 177 of the Companies Act (*defined below*) and read with Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;

**“Companies Act”** shall mean Companies Act, 2013 and rules made thereunder, as amended from time to time;

**“Company”** shall mean Pristine Logistics & Infraprojects Limited;

**“Compliance Officer”** shall mean the company secretary of the Company;

**“Employee”** shall mean all the present employees of the Company and the Board (whether working in India or abroad);

**“Disciplinary Action”** shall mean any action that can be taken on the completion of/during the investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties or any such action as is deemed by the Company, to be fit, considering the gravity of the matter;

**“Investigators”** shall mean those persons authorised, appointed, consulted or approached by the Company for carrying out the due diligence on or investigation of a complaint and includes the auditors of the Company and the police;

**“Policy”** shall mean this Whistle Blower Policy;

**“Protected Disclosure”** shall mean a concern raised by a written communication made in good faith that may be treated as evidence of an unethical or improper activity such as improperly tampering with the Company books and records, theft of Company property, and/or breach of internal policies/codes of the Company. Disclosures should be factual and not be speculative in nature;

**“Subject”** shall mean a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation under this Policy;

**“Vigilance Officer”** shall mean an officer appointed by the Board/Audit Committee to receive Protected Disclosures from Whistleblower, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistleblower the result thereof;

**“Whistle-blower”** shall mean any individual who makes a Protected Disclosure under this Policy including but not limited to an Employee, whether currently or previously employed, whether on probation/notice period, contract employees, director and trainee, supplier/vendor of the Company, consultants, intermediaries, joint venture partners, lenders, customers, business associates, and others with whom the Company has any financial or commercial dealings and their dependents or spouses and may also be referred to in this Policy as the **“Complainant”**.

## 2 Interpretation

All other words and expressions used but not defined in this Policy, but defined in the Securities and Exchange Board of India Act, 1992, the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be. In any circumstance where the terms of this Policy are inconsistent with any existing or newly enacted law, rule, regulation or standard governing the Company, the said law, rule, regulation or standard will take precedence over this Policy.

## INTRODUCTION

### 3 Background

The Company is committed to being open and transparent with its involved stakeholders and believes in disseminating information in a fair and timely manner.

Any actual or potential violations of Company’s policies or applicable laws, unethical behaviour, actual or suspected fraud howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Accordingly, this Policy has been approved by the Committee of the Board as per the terms of the provisions of Section 177(9) of the Companies Act, 2013, Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and Regulation 4(2)(d)(iv) and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**).

#### Scope

The Policy covers disclosures of any unethical or improper behaviour or malpractices and events, which have taken place or suspected to have taken place *inter-alia* involving breach of guidelines governing disclosure of unpublished price sensitive information and insider trading, etc., financial irregularities, including fraud or suspected fraud, forgery, falsification or alteration of documents, manipulation of Company’s data and records, or any other deliberate violation of applicable laws/regulations, gross wastage/ misappropriation of Company’s funds and/or assets and/or resources, negligence causing substantial and specific danger to public health

and safety, any incidence of harassment of any employee of the Company based on caste, colour, creed, religion, faith, disability, sexual orientation, national origin, age, marital status, sex, veteran or citizenship or other characteristics protected by law, any other illegal, unethical or improper conduct, of any nature whatsoever that may harm the company, its employees, stakeholders, public safety or environment or reputation..

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. Any person who makes a complaint with mala fide intention and which is subsequently found to be false will be subject to appropriate disciplinary action as may be deemed fit by Audit Committee.

#### **4 Objectives**

The main purpose of this Policy is to articulate the Company's point of view on whistle blowing, the process, and the procedure to strengthen the whistle blowing mechanism in the Company. The objectives of this Policy are:

- a. to provide a platform and mechanism for the Whistle-blowers to voice genuine concerns or grievances about unethical conduct without fear of retaliation;
- b. to provide an environment that promotes responsible and protected whistle blowing;
- c. to remind Whistle-blowers about their duty to report any suspected violation of Company's policies or applicable laws;
- d. to encourage timely, safe and open reporting of any suspected impropriety;
- e. to ensure consistent and timely institutional response;
- f. to ensure appropriate reporting of whistle-blower investigations;
- g. to encourage ethical and lawful conduct; and
- h. to provide adequate safeguards against victimisation of persons.

This policy provides for adequate safeguards against victimization of directors and employees to avail the mechanism and also provides for direct access to the Chairperson of the Audit Committee in appropriate cases. All the directors and employees of the Company are eligible to make Protected Disclosure under this Policy in relation to the matters concerning the Company.

All complaints in connection with sexual harassment of women at workplace will be

handled by Internal complaints committee constituted as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and any rules made thereunder, each as amended.

## **PROCEDURE UNDER THE WHISTLE BLOWER POLICY**

### **5 Protected Disclosure**

- 5.1 A Protected Disclosure can include any concern about the Company, customers' or suppliers' work, values, people, process or policies and can be made by any Whistle-blower who wishes to do so. A Protected Disclosure may be made anonymously. If a Protected Disclosure is made anonymously, the same must provide as much detail as possible to facilitate the investigation.
- 5.2 Protected Disclosure is anything that a Whistle-blower may have reasonable grounds to suspect, in relation to the Company and amounts to:
- a. misconduct, or an improper state of affairs or circumstances;
  - b. conduct that constitutes a contravention of laws and is punishable by imprisonment; or
  - c. conduct that represents a danger to the public or the financial system.
  - d. Unethical or illegal practices
- 5.3 Examples of Protected Disclosure include, but are not limited to:
- a. illegal conduct, such as theft, violence or threatened violence, and criminal damage against property;
  - b. fraud, money laundering or misappropriation of funds;
  - c. offering or accepting a bribe;
  - d. financial irregularities;
  - e. instances of leak of unpublished price sensitive information;
  - f. pilferage of confidential/proprietary information;
  - g. misuse of assets and resources;
  - h. abuse of authority;
  - i. breach of IT security and data privacy; or

- j. breach of Company policy or failure to implement or comply with any approved Company policy.

## 6 Mechanism for Making Protected Disclosures

6.1 A Protected Disclosure should be made in writing. Letters can be submitted by hand-delivery, email, courier or by post addressed to the Vigilance Officer in first instance as soon as reasonably possible after becoming aware of the same.

6.2 All the Disclosures shall be addressed to the Vigilance Officer. The contact details of the Vigilance Officer are as under:

Name	:	Mr. Durgesh Govil
Address	:	3 <sup>rd</sup> Floor, Wing-B, Commercial Plaza, Radisson Hotel, NH-8, Mahipalpur, New Delhi-110 037
Email id	:	<a href="mailto:eng@pristinelogistics.com">eng@pristinelogistics.com</a>

6.3 In case of non-availability of the said officer or where the concern involves or is against him/her or where the Whistleblower is not comfortable reporting to such officer, the Whistleblower may report the matter to the Company Secretary & Compliance Officer of the Company.

6.4 A Protected Disclosure can also be made using post at the above mentioned address

6.5 The Disclosure should be submitted under a cover letter signed by the Complainant in a closed and secured envelope and should be super scribed as **"Disclosure under the Vigil Mechanism"** or sent through email with the subject **"Disclosure under the Vigil Mechanism."**

6.6 The Complainant shall have the right to access the chairperson of the Committee directly, via their (e-mail id: [satish.reddy@pristinelogistics.com](mailto:satish.reddy@pristinelogistics.com)) or in a sealed envelope addressed to the Chairperson of the Audit Committee, care of the Company Secretary at the registered office of the Company in appropriate or exceptional cases, The Company Secretary shall ensure that such communications are forwarded unopened and without delay to the Chairperson of the Audit Committee.

6.7 In responding to an anonymous Protected Disclosure, the Company will pay due regard to:

- a. the fairness to any individual named in the anonymous Protected Disclosure;
- b. the seriousness of the issue raised;
- c. the credibility of the information or allegation in the Protected Disclosure;

- d. the ability to ascertain the validity of the Protected Disclosure and to appropriately resolve it, without the assistance and cooperation of the Whistle-blower;
- e. the ability to ensure complete fact-finding; and
- f. the ability to recommend an appropriate course of action.

Please note that complaints concerning professional development issues of employees or employees' compensation or other personal grievances are not Protected Disclosures for purposes of this Policy.

6.8 The Protected Disclosure should contain as much detailed information as possible so that the report can be investigated. Some useful details include:

- a. date, time and location;
- b. names of person(s) involved, roles and their business group;
- c. relationship of the Whistle-blower with the person(s) involved;
- d. the general nature of the Whistle-blower's concern;
- e. how the Whistle-blower became aware of the issue;
- f. possible witnesses;
- g. prior efforts to address the problem, if any; and
- h. other information that the Whistle-blower must have to support their report.

Without all the facts and complete information (except identification details in case of anonymous Whistleblower), it may be difficult for the Company to get to the bottom of the concerns or questions raised and thereby, hamper the Company's ability to conduct a thorough and objective investigation.

A personal or work-related grievance includes interpersonal conflict between employees or any disagreement relating to terms of employment or engagement, such as decisions regarding transfer, appraisal, leave, disciplinary action, or any other employment-related matter and shall be preliminary reported to respective Department Heads

## **7 Investigation**

7.1 All Protected Disclosures reported under this Policy will be preliminary reviewed by the Vigilance Officer or Company Secretary & Compliance Officer, as the case may be along with such internal team, if so formed by the concerned officer which

is best suited to conduct the review. If any member of such team formed has a conflict of interest in any given case, then they will recuse themselves and the other members should deal with the matter at hand.

- 7.2 The Vigilance Officer or Company Secretary and Compliance Officer as the case may be may at its discretion consider involving any Investigators for the purpose of investigation.
- 7.3 All Protected Disclosures shall be placed before the Chairperson of the Audit Committee, who shall oversee the matter for further investigation and review.
- 7.4 The Chairperson of the Audit Committee may, at his/her discretion, cause an investigation to be conducted through the Internal Audit function of the Company or such other Investigators as may be deemed appropriate.
- 7.5 The role of the Audit Committee shall be to provide oversight, guidance, and review of the investigation process and its outcome, and not to conduct the investigation directly, unless otherwise considered necessary.
- 7.6 In the event of a conflict of interest involving any member of the Audit Committee, including the Chairperson, such member shall recuse himself/herself, and the remaining members shall designate an appropriate member to oversee the matter.
- 7.7 The decision to investigate taken by the Audit Committee is by itself not an accusation and will be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle-blower that an improper or unethical act was committed.
- 7.8 All information disclosed during the investigation shall remain confidential, except as necessary for the purpose of conducting the investigation. All employees and other associated persons shall have a duty to cooperate fully, and failure to cooperate or providing false information may result in disciplinary action. The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- 7.9 All Employees shall have a duty to co-operate with the Vigilance Officer/ Company Secretary & Compliance Officer/ Audit Committee as the case may be or any of the Investigators during investigation. Whistle-blowers shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- 7.10 All Employees have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by any Employee.
- 7.11 Unless there are compelling reasons not to do so, a Subject will be given the

opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation. A Subject shall have the right to be informed of the outcome of the investigation and shall be so informed in writing by the Company after the completion of the investigation process.

- 7.12 Everyone involved in the investigation process shall maintain complete confidentiality of the case, during and after the completion of the same. The identity of the Subject shall be kept confidential to the extent possible, given the legitimate needs of the investigation.
- 7.13 Depending on the prevailing circumstances, availability of data and other factors relevant to the Protected Disclosure made, the Company shall provide the Whistle-blower with feedback, as appropriate, on the progress and expected timeframes of the investigation.
- 7.14 The investigation shall normally be completed within 90 days of the receipt of the Protected Disclosure, unless otherwise approved by the Chairperson of Audit Committee for reasons to be recorded in writing and placed before the next meeting of Audit Committee.

## **8 Decision and Reporting**

- 8.1 If an investigation leads to a conclusion that an improper or unethical act has been committed, the chairperson of the Audit Committee shall recommend to the Board to take such disciplinary or corrective action as it may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.
- 8.2 The investigation shall be deemed as closed upon conclusion of the inquiry and implementation of recommended disciplinary Action, if any, which may include recovery proceedings, initiation of legal proceedings, or reporting as required by the Company's policies.
- 8.3 The Company shall, based on the findings of the investigation, initiate appropriate disciplinary, legal or regulatory action against the Subject, as may be warranted under applicable laws. The conduct of an internal investigation under this Policy shall not preclude, limit, or delay the Company from initiating such action.
- 8.4 A quarterly report of total complaints received, summary of the findings and the corrective actions taken under the Policy and their outcome shall be placed before the Committee.

## **9 Conflict of interest**

Where a Protected Disclosure concerns Vigilance Officer or any member of the Committee, that Vigilance Officer/Company Secretary & Compliance Officer or member of the Committee shall be prevented from acting in relation to that Protected Disclosure. In case of doubt, the Chairman of Audit Committee or Chairman of the Board of Directors (in case the concerned member of the Committee is Chairperson of the Committee) shall be responsible for determining whether Vigilance Officer or member of the Audit Committee must recuse himself or herself from acting in relation to a Protected Disclosure.

## **10 Confidentiality**

- 10.1 The Complainant, Vigilance Officer/ Company Secretary & Compliance Officer members of the Committee, every officer of the Company tasked with investigation shall maintain confidentiality of all matters under this Policy; discuss the same only to the extent or with those persons as required under this Policy for completing the process of investigations or as required for the purposes of complying with applicable laws; and keep all related documents/papers in safe custody.
- 10.2 All reports and records associated with Protected Disclosures are considered confidential information and access to the same will be restricted. Protected Disclosures and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at that time.

While managing Protected Disclosures and conducting an enquiry/investigation relevant data protection law shall be complied with.

## **11 Protection**

- 11.1 No unfair treatment will be meted out to/tolerated against a Whistle-blower on account of them having reported a Protected Disclosure under this Policy. The Company has a zero-tolerance policy for any kind of discrimination, harassment, victimisation, retaliation or any other unfair employment practice being adopted against Whistle-blowers, and any such act shall be met with strict Disciplinary Action. Complete protection will, therefore, be given to Whistle-blowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle-blower's right to continue to perform his duties/functions including making further Protected Disclosure(s).
- 11.2 If the Whistle-blower or any Employee assisting with the investigation faces any retaliatory action or threats of retaliatory action as a result of making a Protected Disclosure, the Vigilance Officer/ Company Secretary & Compliance Officer should be informed in writing immediately.

- 11.3 The identity of the anonymous 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.
- 11.4 While it will be ensured that genuine Whistle-blowers are accorded complete protection from any kind of unfair treatment, any abuse of the mechanism and/or *mala fide* complaint under this Policy will warrant strict Disciplinary Action. Protection under this Policy would not mean protection from disciplinary action in accordance with the rules, procedures and policies of the Company arising out of false or bogus allegations made by any person knowing it to be false or bogus or with a *mala fide* intention. This will also apply to any Employees who make false statements or give false evidence during the investigations.
- 11.5 Notwithstanding the above, the Whistleblower is cautioned that their identity may become known for reasons beyond the control of the Company (e.g., during the course of investigation). In such cases, the Company shall take all reasonable steps to protect the Whistleblower from any adverse consequences.

## **12 Role of Audit Committee**

The Audit Committee is responsible for supervising the development and implementation of this Policy, The Audit Committee shall periodically review the Policy to consider whether amendments are necessary, and, if so, it shall communicate any such amendments to all Employees as soon as possible.

The Whistleblower shall have right to access Chairperson of the Audit Committee directly in exceptional cases and the Chairperson of the Audit Committee is authorized to prescribe suitable directions in this regard.

## **13 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 8 (eight) years.

## **14 Communication**

This Policy shall be published on the website of the Company and disclose details of the establishment of such Vigil Mechanism in the Board's report

## **15 Amendment and Review**

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and directors unless the same is

notified to the Employees and directors in writing.

Any amendment or modification in applicable laws or regulations, to the extent mandatorily applicable, shall automatically apply to this Policy and shall be deemed to be incorporated herein.

In the event of any conflict between the provisions of this Policy and any applicable law, such applicable law in force, shall prevail over this Policy.

## 16 EFFECTIVE DATE

The Policy shall become effective from the date of its approval by the Board except for the requirements applicable pursuant to SEBI Listing Regulations.

### Version Control:

Sr. No.	Version No.	Date of approval
1	V 1	March 22, 2022
2	V 2	May 23, 2026

For PRISTINE LOGISTICS & INFRAPROJECTS LIMITED  
  
Company Secretary