



P.M. Electro-Auto Private Limited (PMEA)

CIN: U29219MH2006PTC161285

Registered Office: 406, Western Edge-II, A Wing, Western Express Highway,

CCI Compound, Borivali East, Mumbai-400066.

**VIGIL MECHANISM/WHISTLE BLOWER
POLICY**

1. PREAMBLE AND OBJECTIVE:

P.M. Electro-Auto Private Limited (the Company) considering the interest of all its well-wishers, who want to report genuine concerns within the organization, implements the Vigil Mechanism/Whistle Blower Policy (the Policy).

Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Vigil Mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the Designated Officer. Further sub-section (9) of section 177 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 provides that the following classes of Companies are required to establish a vigil mechanism.

- a. Every listed companies;
- b. Every other company which accepts deposits from the public;
- c. Every company which has borrowed money from banks and public financial institutions in excess of Rs. 50.00 (Fifty) Crores.

Under these circumstances, P.M. Electro-Auto Private Limited proposes to establish a Vigil Mechanism/Whistle Blower Policy with a view to provide a mechanism for Directors/ Employees of the Company to approach the Designated Officer.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of its business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of any nature whatsoever, or fear of any unfair treatment. A vigil mechanism provides a channel to employees and Directors to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or any Policy of the Company.

2. DEFINITIONS:

- a. The Company means "P.M. ELECTRO-AUTO PRIVATE LIMITED."
- b. "Designated Officer" means the Director of the Company, appointed by Board of Directors to look into the complaints received under this policy.
- c. "Board" means the Board of Directors of the Company.
- d. Policy or This Policy means, "Vigil Mechanism Policy."
- e. "Employee" means all the present employees and Directors of the Company (whether working in India or abroad).
- f. "Whistle Blower" is an employee or group of employees who makes a Protected Disclosure under the Policy.
- g. "Protected Disclosure" means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity under the title "SCOPE OF THE POLICY" with respect to the Company. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- h. "Stakeholder" for the purpose of this policy shall include any consultant, auditor, legal advisors, collaborators, lenders, customers, suppliers, merchant bankers or any other individual or entity connected with the Company in such a way, that it may be privy to the instances of violation of the Codes. Notwithstanding the generality of the term, the authority to determine whether or not a person or entity may be termed as a stakeholder, shall remain with the reporting authority.

3. SCOPE OF THE POLICY:

All Employees and Directors of the Company who are associated with the company can raise concerns regarding malpractices and events which may negatively impact the company such as:

- a. Inaccuracy in maintaining the Company's books of account and financial records.
 - b. Financial misappropriation and fraud.
 - c. Procurement fraud.
 - d. Conflict of interest.
 - e. False expense reimbursements.
 - f. Misuse of company assets & resources.
 - g. Inappropriate sharing of company sensitive information.
 - h. Corruption & bribery.
 - i. Insider trading.
 - j. Unfair trade practices & anti-competitive behaviour.
 - k. Non-adherence to safety guidelines.
 - l. Sexual harassment.
 - m. Child Labour.
 - n. Discrimination in any form.
 - o. Violation of human rights.
- and any other matters or activities on account of which the interest of the Company is affected.

4. ELIGIBILITY:

All Directors, Employees or any other stakeholders of the Company are eligible to make Protected Disclosures under this Policy.

5. GUIDELINES:

a. Protection under Policy

The vigil mechanism shall provide for adequate safeguards against victimization of employees and directors or such whistle blower who avail of the vigil mechanism and report their genuine concerns or grievances.

b. Disclosure & Maintenance of Confidentiality

Employees and directors shall report the compliant through post/courier to Mr. Vishal Sanghvi, Designated Officer on the address of the Company. Confidentiality shall be maintained to the greatest extent possible.

c. Frivolous complaints

In case of repeated frivolous/ mala fide complaints being filed by a director or an employee, the audit committee may take suitable action against the concerned director or employee including reprimand.

6. PROCEDURE:

Any employee or director shall submit a report of the genuine concerns or grievances to the Designated Officer. The Designated Officer shall oversee and in case required may discuss the matter with the other Directors of the Company.

The Designated Officer shall have right to outline detailed procedure for an investigation.

The Designated Officer shall have right to call for any information/ document and examination of any employee or director of the Company or other person(s), as they may deem appropriate for the purpose of conducting investigation under this policy.

A report shall be prepared after completion of investigation and the Board of Directors shall consider the same.

The decision or direction of Designated Officer or Board of Directors shall be final and binding.

The Contact details for addressing and sending the Complaints is as follows:

Name	:	Vishal Sanghvi
Designation	:	Director
Name of the Company	:	P.M. Electro-Auto Private Limited
Address of the Company	:	406, Western Edge II, A Wing, Western Exp Highway, CCI Compound, Borivali East Mumbai 400066.

7. INVESTIGATION:

- a. The investigation would be carried out to determine the authenticity of the allegations and for fact-finding process.
- b. The investigation team should not consist of any member with possible involvement in the said allegation.
- c. During the course of the investigation:
 - Designated Officer will have authority to take decisions related to the investigation.
 - Any required information related to the scope of the allegation would be made available to the investigators.

8. PROTECTION:

- a. No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. 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. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
- b. A Whistle Blower may report any violation of the above clause to the Reporting Authority, who shall investigate into the same and recommend suitable action to the management.
- c. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.
- d. Any Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

9. MAINTAINING SECRECY AND CONFIDENTIALITY:

P.M. Electro-Auto Private Limited expects individuals involved in the review or investigation to maintain complete confidentiality. Disciplinary action may be initiated against anyone found not complying with the below:

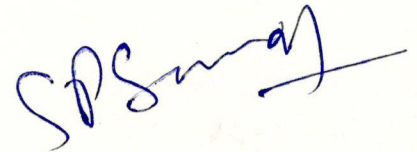
- a. Maintain complete confidentiality and secrecy of the matter.
- b. The matter should not be discussed in social gatherings or with individuals who are not involved in the review or investigation of the matter.
- c. The matter should only be discussed only to the extent or with the persons required for the purpose of completing the investigation.
- d. Ensure confidentiality of documents reviewed during the investigation should be maintained.
- e. Ensure secrecy of the whistle blower, subject, protected disclosure, investigation team and witnesses assisting in the investigation should be maintained.

10. 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 or such other period as specified by any other law in force, whichever is more.

11. AMENDMENT:

Any change in the policy shall be approved by the Chairman on behalf of the Board of Directors of the Company. The Chairman on behalf of Board of Directors shall have the right to withdraw and/or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.



Chairman
On behalf of Board of Directors

TEMPLATE FOR REPORTING VIOLATION

To
Designated Officer
[Name of the Company]

Violation details:

1. What is the act of violation?
2. Who is /are the individual/ people/ functions involved?

List supporting information/ data that you would have, that the Committee can seek from you while investigating.

Date:

Location:

Name of the Person reporting:

Contact Information (including email):