

# **VIGIL MECHANISM AND WHISTLE BLOWER POLICY**

Approved on 15<sup>th</sup> Day of September 2014  
Modified on 17<sup>th</sup> Day of September, 2025



**Laser Power & Infra Limited**

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**Table of Content**

1.	Preface .....	2
2.	Legal Framework .....	2
3.	Definitions .....	3
4.	Objective .....	3
5.	Scope and Purpose .....	4
6.	Eligibility .....	4
7.	Disqualification .....	4
8.	Reporting Mechanism .....	5
9.	Investigation of Protected Disclosure .....	6
10.	Protection to Whistle Blowers .....	7
11.	Retention of Documents .....	7
12.	Amendment to this Policy .....	7
13.	Disclosure of this Policy .....	7



## 1. Preface

**Laser Power & Infra Limited** a Company incorporated under the Companies Act, 1956 (hereinafter referred to as the “**Company**”) believes in the conduct of the affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.

The objective of this policy is to encourage employees to bring ethical and legal violations they are aware of to an internal authority so that action can be taken immediately to resolve the problem and to minimize the organization’s exposure to the damage that can occur when employees circumvent internal mechanisms.

This policy provides a framework to promote responsible and secure whistle blowing. It enables Employees and Directors about their duty to report any suspected violation of any law that applies to the Company and any suspected violation of the Group Values or the Company’s Code of Conduct or insider trading norms.

## 2. Legal Framework

- a) Section 177(9) of the Companies Act, 2013 (“the Act”) requires that the Company shall establish a vigil mechanism for directors and employees to report genuine concerns in prescribed manner.
- b) Every listed company is required by Regulation 9A (6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the "SEBI PIT Regulations") to have a whistle-blower policy and to keep its directors and employees aware of the same to encourage them to report instances of unpublished price-sensitive information being leaked.
- c) Regulation 22 read with Regulation 4(2)(d) of the Security and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (“the Listing Regulations”) also provides for all listed companies to establish Vigil Mechanism called “Whistle Blower Policy”.
- d) The vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.
- e) The Company shall operate the vigil mechanism through the Audit Committee and if any of the members of the audit committee are conflicted in a given case, they should recuse themselves and the others on the committee would deal with the matter on hand. In case of repeated frivolous complaints being filed by a Director or an employee, the Audit Committee may take suitable action against the concerned director or employee including reprimand.

- f) The Audit Committee shall review the functioning of the Whistle Blower Mechanism, atleast once in a financial year.
- g) The details of establishment of such mechanism shall also be disclosed by the Company on its website and in the Board's Report.

### 3. Definition

**"Audit Committee"** means a committee constituted by the Board of Directors of the Company in accordance with regulations of SEBI LODR and Companies Act, 2013.

**"Company"** means "Laser Power & Infra Limited.

**"Director"** means a director appointed by the Board of the Company;

**"Employee"** means every employee of the Company (whether working in India or abroad), including the directors in the employment of the Company.

**"Investigator"** means those persons authorized, appointed, consulted or approached by the Audit Committee including Auditors of the Company.

**"Improper Act"** means Unethical behaviour, actual or suspected fraud or violation of the Company Policy.

**"Protected Disclosure"** means any communications made by a Whistle Blower in good faith that expresses concerns of Improper Acts.

**"Subject"** means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

**"Vigil Mechanism"** means Mechanism established under Section 177 sub-section (9) of the Companies Act, 2013, and Regulation 22 of the SEBI LODR which shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

**"Whistle Blower"** means an employee or director, of the Company making a Protected Disclosure under this Policy.

### 4. Objective

- a) To provide all Employees and Directors a mechanism to report Improper Acts.
- b) To provide adequate safeguards against victimization for making Protected Disclosures.

## 5. Scope and Purpose

- a) Violation of any law or regulations, including but not limited to corruption, bribery, theft, fraud, coercion and wilful omission.
- b) Conflict of interest.
- c) Cases of Harassment – Victimization, Bullying, Discrimination etc.
- d) Inappropriate sharing of confidential information.
- e) Cases of frauds/ suspected Fraud.
- f) Misappropriation of Company Assets or Resources.
- g) Inaccurate financial reporting.
- h) Misuse /Abuse of Authority.
- i) Pilferage of Confidential/ Propriety Information.
- j) Insider trading including instances of leak or suspected leak of Unpublished Price Sensitive Information (UPSI) Any such action which tantamount to unethical Behaviour.

The above list is only illustrative and should not be considered as exhaustive.

## 6. Eligibility

All Employees and Directors of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company.

Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues. This neither releases employees from their duty of confidentiality in the course of their work.

## 7. Disqualification

- a) Any abuse of the protection given under this Policy to the Whistle Blower will warrant disciplinary action.
- b) In case any person is found misusing this Whistle Blower Policy, or making disclosures which are found to be mala fide, malicious, baseless, frivolous or reported otherwise than in good faith, such person will be disqualified from reporting any further Protected Disclosures under this Policy.

## 8. Reporting Mechanism

- a) All Protected Disclosures should be addressed to the Chairperson of the Audit Committee.
- b) The Contact details for reporting of Protected Disclosures in writing as under:  
Chairman of the Audit Committee  
Laser Power & Infra Limited  
Adventz Infinity @5, North Wing  
19<sup>th</sup> Floor, BN Block, Sector-5,  
Saltlake, Kolkata- 700091.  
Email: [chairman.auditcommittee@laserpowerinfra.com](mailto:chairman.auditcommittee@laserpowerinfra.com)
- c) Protected Disclosures shall be reported in writing in the prescribed format (Annexure-I) within 30 days of the cognizance of the concern/ event be submitted to the concerned authority by hand delivery or Speed/ Regd. post and should be typed or handwritten in legible handwriting in English, Hindi or regional language of place of employment of the Whistle Blower.
- d) Protected Disclosure should be made in writing in the prescribed format (Annexure-I) within 30 days of the occurrence of the concern/ event or before occurrence. Protected Disclosure can be submitted to the concerned authority by hand delivery or Speed/ Regd. post or Fax. Protected Disclosure should be factual and not speculative or conclusive in nature. It should contain specific information as much as possible for proper assessment of nature and extent of the concern.
- e) To make more effective and controlled mechanism, employees can lodge a Protected Disclosure to the Chairperson of Audit Committee by sending an email with the subject “Protected Disclosure under the Whistle Blower Policy” to the following mail id as [chairman.auditcommittee@laserpowerinfra.com](mailto:chairman.auditcommittee@laserpowerinfra.com).
- f) The Whistle Blower must provide factually corroborating evidence, as is available and to the extent possible, to enable commencement of an investigation at the earliest, preferably within 30 days of the irregularity or breach of the code noticed by him/her.
- g) All Protected Disclosures concerning financial / accounting matters should be addressed to the Chairperson of the Audit Committee of the Company and Vigil Mechanism for investigation.
- h) When the Whistleblower feels it necessary it may also be submitted directly to the Chairman of the Board of Directors via email at the email id. [deepak@laserpowerinfra.com](mailto:deepak@laserpowerinfra.com)
- i) Anonymous disclosures shall not be entertained under this Policy.

## 9. Investigation of Protected Disclosure

- a) All Protected Disclosures received will be recorded and looked into by the Chairman of the Audit Committee. If initial enquiries indicate that the Protected Disclosure has no basis, or it is not a matter to be pursued under this Policy, it may be dismissed at this stage, and the decision shall be documented with the justification for arriving at such decision. In such cases, the Chairman of the Audit Committee will also give proper feedback to the Whistle Blower, explaining the reasons of such dismissal.
- b) If initial enquiries made by the Chairman of the Audit Committee indicate that further investigation is necessary, it will be investigated by the investigator as appointed by the Audit Committee.
- c) In case, any member of the Audit Committee has conflict of interest in any complaint, the remaining members of the Audit Committee shall deal with the matter.
- d) The Whistle blower(s) shall cooperate with the investigating authority(ies) maintaining full confidentiality.
- e) The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. To the extent feasible, the Chairman of the Audit Committee or Investigator, as the case may be, shall conclude the Investigation within a period of 30 working days from the commencement of the Investigation, and shall make a written report of the findings on the conclusion of such Investigation.
- f) However, in case the complainant is unable to provide the following specific and adequate information that covers at least some of the following points, the Chairman of the Audit Committee reserves the right to not investigate the reported matter with the permission of Audit Committee:
  - i. Location of incident
  - ii. Timing of incident
  - iii. Personnel involved
  - iv. Specific evidence
  - v. Frequency of issues

## **10. Protection to Whistle Blowers**

- a) The identity of the Whistle Blower shall be kept confidential and shall not be revealed.
- b) No unfair treatment shall be meted out to Whistle Blower on account of his / her having reported a Protected Disclosure under this Policy. The Company, as a Policy, condemns any kind of discrimination, harassment or victimization or unfair employment practices being adopted against any Whistle Blower.
- c) Protection under this mechanism would not mean Protection against disciplinary Action arising out of any False, motivated or vexatious complaint.

## **11. Retention of Documents**

All Protected Disclosures, documentation in relation to the Investigation, and the results of the Investigation shall be retained by the Company for a minimum period of 3 years.

## **12. Amendment to this Policy**

The Board of Directors may as per the recommendations of Audit Committee amend this Policy, as and when deemed fit.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant Statutory authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

## **13. Disclosure to this Policy**

The Policy will be uploaded on the website of the Company and the Board's Report.