

WHISTLE BLOWER POLICY

1. INTRODUCTION:

Varvee Global Limited is committed to maintaining a culture of transparency, accountability, and integrity. This Whistle Blower Policy ("Policy") aims to provide a framework for employees, directors, and stakeholders to report concerns about unethical behaviour, fraud, or other irregularities without fear so to promoter the environment of protection and thereby good corporate governance.

2. SCOPE:

This Policy applies to all employees, directors, and stakeholders of **Varvee Global Limited**, and others including but not limited to contractors, vendors, and customers, whosoever wishes to raise their genuine concerns about what may be going wrong at various levels within the Company.

3. DEFINITIONS-

- A. "Whistle Blower" means an individual who makes a Protected Disclosure under this Policy.
- B. "Protected Disclosure" means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or illegal or improper activity breach of the Company's Code of Conduct or other irregularities. It also covers genuine concerns or grievances raised by employees. Protected Disclosures should be factual and not speculative or in the nature of an interpretations/conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
- C. "Subject" means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- D. "Disciplinary Committee" means the Internal Committee formed by the Company for redressal of grievances under POSH Act or any other Committee as may be formed by the Board of Directors from time to time.
- E. "Whistle Officer" means Chairman or Managing Director or Chairman and Managing Director of the Company or Chairman of Audit Committee to whom the protected disclosure is addressed.
- F. "Investigating Officers" mean those persons authorised, appointed, consulted or approached by the Whistle Officer in connection with conducting investigation into a protected disclosure and includes the Auditors of the Company.

4. THE GUIDING PRINCIPLES:

Whistle Blower, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower. To ensure that this Policy is adhered to, and to assure that the concerns raised under this Policy will be acted upon seriously, Whistle Officer will:

- i). Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is/are not victimized for doing so;
- ii). Treat victimization of Whistle Blower as a serious matter including initiating Disciplinary Action against person(s) causing or allowing victimization of Whistle Blower;
- iii). Ensure complete confidentiality of identity of Whistle Blower;
- iv). Not to attempt to conceal evidence of the Protected Disclosure;
- v). Take Disciplinary Action for event covered under this Policy or upon victimizing Whistle Blower or any person processing the Protected Disclosure or if any one destroys or conceals evidence of the Protected Disclosure made/to be made;
- vi). Provide an opportunity of being heard to the persons involved especially to the Subject.

5. COVERAGE OF POLICY:

The Policy covers malpractices and events which have taken place/suspected to take place involving:

- 1 Abuse of authority
2. Breach of Code of Conduct or employment contract .
3. Manipulation of organisation's data/records
4. Financial or compliance irregularities, including fraud, or suspected fraud
5. Criminal offence having repercussions on the organisation or its reputation.
6. Pilferation of confidential/proprietary information
7. Deliberate violation of law/regulation
8. Misappropriation or misuse of funds/assets
9. Breach of employee Code of Conduct or Rules
10. Any other unethical, imprudent, illegal deed/behavior

Policy should not be used as a route for raising malicious or unfounded allegations against colleagues

6. REPORTING MECHANISM:

1. The Whistle Blower can report the Protected Disclosure / Complaint in writing attached to a letter bearing the identity of the whistle blower / complainant i.e. his/her Name, Employee Number and Location, and should be in a closed / secured / sealed envelope which should be superscribed "Protected Disclosure" addressed to the **Whistle Officer at the Registered Office of the Company**.

2. By sending an email to kandarp.trivedi@gmail.com with the subject "**Protected Disclosure under the Whistle Blower Policy**".

7. PROTECTION TO WHISTLE BLOWERS:

1. The Whistle Blower shall not be subjected to any harassment, retaliation, or victimization or any other unfair treatment by virtue of his/her having reported a Protected Disclosure under this Policy. The Committee would be authorised to take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

2. The identity of the Whistle Blower shall be kept confidential. except during the course of any legal proceedings, where a Disclosure/ Statement is required to be filed and the same shall be disclosed only upon prior intimation to the Whistle Blower.

3. The Whistle Blower shall be protected against Direct or indirect abuse of authority to obstruct the Whistle Blowers' right to continue performance of his/her duties or functions during routine daily operations, including making further Disclosures under this policy

4. Any other Employee or person assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

5. A whistleblower may choose to keep his/her identity anonymous. In such cases, the complaint should be accompanied with strong evidence and data.

8. INVESTIGATION PROCEDURE:

1. The Whistle Blower shall make a Protected Disclosure to Whistle Officer in writing, providing as much detail and evidence as possible.

2. If a protected disclosure is received by Chairman of Audit Committee or any executive of the Company or any person other than Whistle Officer, the same should be forwarded to Chairman and/or Managing Director for further appropriate action provided there is no conflict of interest between Whistle Blower and Chairman and/or Managing Director.

3. If there is conflict of Interest between the between the Whistle blower and Chairman and Managing Director of the Company, the matter may be referred to appropriate Disciplinary Committee by the Chairman of Audit Committee.

4. The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact-finding process.

5. The Whistle Officer shall maintain confidentiality and anonymity of the Whistle Blower.

6. The decision to conduct Investigation is to be made by Whistle Officer, to whom the Protected Disclosure is addressed. The concerned Whistle Officer will take the decision to appoint the Investigating Officer (IO) and to delegate him all necessary powers to enable him to investigate the matter in a fair and impartial manner.

7. Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation. Unless there are compelling reasons not to do so, Subjects or any other person involved will be given the opportunity to respond to material findings contained in an investigation report.

8. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation. He shall have a duty to co-operate with the Whistle Officer or IO appointed in this regard

9. The Whistle Officer or IO, as the case may be, shall appropriately and expeditiously investigate all whistleblower disclosures received.

10. The Whistle Officer or IO, as the case may be, shall have the right to call for any information or document and examination of any employee or other person(s) as they may deem appropriate for the purpose of conducting investigation under This Policy.

11. Further, the Whistle Officer or IO may perform all such acts as it may deem fit at its sole discretion, including, the following functions:

- a) to obtain legal or expert view in relation to Protected Disclosure;
- b) appoint external agency to assist in investigation;

- c) seek assistance of external Auditor;
- d) request any officer(s) of the organisation to provide adequate financial or other resources for carrying out investigation
- e) seek explanation or solicit Subject's submission on Protected Disclosure or give reasonable opportunity to respond to Subject on material findings contained in investigation report.
- f) to call for any information /document and explanation from any employee of the organisation or other person(s) as they may deem appropriate for the purpose of conducting investigation

12.The investigation shall be completed normally within 30 days of the receipt of the Protected Disclosure.

13.A report shall be prepared after completion of investigation by the IO, which shall be submitted to the Whistle Officer or the Disciplinary Committee, as the case may be, for appropriate measures.

9. MEASURES

If the Whistle Officer or Disciplinary Committee as the case may be, is of the opinion that the investigation discloses the involvement in malpractices and events which have taken place/suspected to take place which warrants disciplinary action against the subject employee(s), appropriate disciplinary action may be taken against the subject as under:

- a. Counseling and issue of a warning letter;
- b. Withholding of promotion / increments;
- c. Bar from participating in bonus review cycle;
- d. Termination or suspension from employment;
- e. Cancellation of orders placed as per purchase/work order;
- f. Recovery of monetary loss suffered by the Company; and
- g. Legal action or any such action as deemed fit considering the gravity of the matter

If under the course of investigation, it is found that the Protected Disclosure is made with malafide intention and/or is a false report of wrongdoing, the whistleblower will be subject to disciplinary action in accordance with the rules, procedures and policies of the Company.

If the Whistle Officer or Disciplinary Committee is of opinion that the investigation discloses that no further action on the protected disclosure is warranted, he shall so record in writing

The Whistle Officer or Disciplinary Committee shall determine the cause of action and may order for remedies which may inter alia include:

- Revision of the policies and procedures of the Company to reduce the risk of recurrence.
- Suggest action against concerned person(s).

9. REPORTING AND DISCLOSURE:

The Whistle Officer shall submit a report to the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any. b. The details of the establishment of vigil mechanism, Whistleblower policy and affirmation that no personnel has been denied access to the Audit Committee will be stated in the section on Corporate Governance of the Annual Report of the Company.

The Audit Committee shall report to the Board of Directors on the Protected Disclosures and investigations.

10. AMENDMENT:

This policy has been adopted by the Board of Directors on 12th November,2025 and shall be effective immediately.

This Policy may be amended by the Board of Directors.

11. Acknowledgment:

All employees, directors, and stakeholders shall acknowledge and comply with this Policy.