
Vigil Mechanism and Whistle-Blower Policy

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Vigil Mechanism and Whistle-Blower Policy

1. INTRODUCTION

- 1.1 Bavarian Machineing Workz Pvt. Ltd. ("the Company") is committed to conducting its business with honesty, integrity, transparency, and ethical standards. The purpose of this Vigil Mechanism & Whistle-Blower Policy is to provide employees and other stakeholders with a safe, confidential, and secure channel to report any unethical behavior, fraud, misconduct, violation of Company policies, or any suspected illegal activity without fear of retaliation.
- 1.2 Employees are required to report actual or suspected violations of applicable laws and regulations and the Code of Conduct, and the Company has an obligation to ensure that there is a procedure in place to enable the reporting of such violations.
- 1.3 This Policy has been adopted by Bavarian Machineing Workz Pvt. Ltd. to promote ethical business practices, transparency, accountability, and to provide a mechanism for reporting genuine concerns regarding unethical behaviour, fraud, misconduct, or violations of applicable laws and Company policies.

2. SCOPE AND EXCLUSION

- 2.1 This Vigil Mechanism and Whistle-blower Policy (the "**Policy**") sets out the procedure to be followed when making a disclosure.
- 2.2 This Policy applies to all Employees, regardless of their location. Violations will result in appropriate disciplinary action. Please familiarize yourself with this Policy, and seek advice from the HR Department or the Compliance Officer if any questions arise.

3. TERMS AND REFERENCES

In this Policy, the following terms shall have the following meanings:

- 3.1 Competent Authority" means the Managing Director or any person/committee authorized by the Board of Directors to receive, review and investigate complaints under this Policy.
- 3.2 "**Code of Conduct**" means the Code of Business Conduct and Ethics.
- 3.3 **Employee**" means any permanent, temporary, probationary, contractual employee, trainee or director of the Company

- 3.4 **"Investigation Committee"** means a committee constituted by the Managing Director or the Board of Directors, consisting of such officers as may be required to investigate complaints received under this Policy.
- 3.5 **"Protected Disclosure"** means the disclosure of a Reportable Matter in accordance with this Policy.
- 3.6 **"Reportable Matter"** means a genuine concern concerning actual or suspected:
1. Fraud
 2. Corruption/Bribery
 3. Theft or Misappropriation of Company Assets
 4. Financial Irregularities
 5. Violation of Company Policies
 6. Conflict of Interest.
 7. Data Privacy or Cybersecurity Violations
 8. Breach of Applicable Laws
 9. Harassment or Discrimination (excluding matters covered under POSH Policy)
 10. Environmental, Health & Safety Violations
- Please note that complaints concerning personal grievances, such as professional development issues or Employee compensation, are not Reportable Matters for purposes of this Policy. Such matters shall be addressed through the Company's HR Grievance Redressal Procedure.
- 3.7 **"Whistle-blower"** means any Employee who makes a Protected Disclosure under this Policy.

4. **POLICY**

4.1 **RESPONSIBILITY TO REPORT**

Employees are encouraged and expected to report any Reportable Matter as soon as they become aware of it. A Protected Disclosure should be made promptly and in good faith through the reporting mechanism specified in Section 4.2 of this Policy.

The role of a Whistle-blower is limited to making a Protected Disclosure. A Whistle-blower shall not conduct any investigation into the alleged misconduct or attempt to determine the appropriate corrective or disciplinary action. The responsibility for investigating the matter and taking suitable action rests with the designated authority under this Policy.

4.2 REPORTING MECHANISM

4.2.1 The Company has established a Vigil Mechanism to receive, process, and investigate all Protected Disclosures. Employees may report any Reportable Matter through any of the following channels:

- a. By email to the designated Whistle Blower email address: inquiry@bavarianworks.com
- b. by submitting a written complaint in a sealed envelope marked "Private & Confidential – Whistle Blower Disclosure", addressed to:

The Chairman, Audit Committee.
Bavarian Machineing Workz Pvt. Ltd.,
Plot no. 2818, GIDC Umbergaon - 396171,
Dist. : Valsad, Gujarat India.
E-mail : - info@bavarianwrks.com,
Website : <https://bavarianworks.com/>

4.2.2 In exceptional circumstances, where the Whistle-blower believes that the matter cannot be reported through the normal reporting channel, the Protected Disclosure may be submitted directly to the Chairman of the Audit Committee through the above email address or by a sealed written communication.

4.2.3 To facilitate a fair and effective investigation, the Protected Disclosure should contain, to the extent possible, the following information:

- a. The date, time, and place of the occurrence.

- b. The nature of the Reportable Matter, including details of the alleged misconduct or violation.
 - c. The names of the person(s) involved, if known.
 - d. Details of any witnesses, if applicable.
 - e. Supporting documents or evidence, if available.
 - f. Any other relevant information that may assist in the investigation.
- 4.2.4 To facilitate a fair and effective investigation, Whistle-blowers are encouraged to provide their name and contact details while making a Protected Disclosure. If the Whistle-blower chooses to remain anonymous, the Company will make reasonable efforts to investigate the matter; however, the scope and effectiveness of the investigation may be limited due to the inability to seek additional information or clarification.
- 4.2.5 All Protected Disclosures received under this Policy shall be treated seriously and shall be reviewed and investigated promptly, fairly, and impartially in accordance with the Company's established investigation procedures.

4.3 PROTECTION OF WHISTLE-BLOWERS

- 4.3.1 The identity of the Whistle-blower and all information relating to the Protected Disclosure shall be kept confidential to the fullest extent possible, except where disclosure is required by applicable law or is necessary for the purpose of conducting a fair investigation.
- 4.3.2 No Whistle-blower shall suffer retaliation, discrimination, harassment, victimization, or any adverse employment action for making a Protected Disclosure in good faith. Any employee found engaging in such retaliation or intimidation shall be subject to appropriate disciplinary action in accordance with the Company's disciplinary procedures.
- 4.3.3 Any person who knowingly makes a false, malicious, or frivolous Protected Disclosure with the intent to mislead or harm another person may be subject to disciplinary action in accordance with the Company's disciplinary policy. However, a disclosure made in good faith shall not attract disciplinary action merely because the allegation is not substantiated after investigation.

4.4 ROLE OF THE AUDIT COMMITTEE

4.4.1 The Audit Committee shall oversee the implementation and effective operation of this Policy. The Committee shall periodically review the Policy and recommend amendments, if required, to ensure compliance with applicable laws and best corporate governance practices.

4.4.2 The Audit Committee shall receive periodic reports on Protected Disclosures received, investigations conducted, and actions taken under this Policy. The Committee shall also oversee investigations involving significant or sensitive matters and ensure that appropriate corrective actions are taken wherever necessary.

4.5 CONFLICT OF INTEREST

Where a Protected Disclosure involves any member of the Audit Committee or any person responsible for handling the complaint, such person shall not participate in the investigation or decision-making process relating to that matter. The remaining members of the Audit Committee or the Board of Directors, as applicable, shall ensure that the matter is handled fairly, independently, and without bias.

4.6 QUERIES

If you have any questions concerning this Policy, please contact:

Address:	The Chairman, Audit Committee. Bavarian Machineing Workz Pvt. Ltd., Plot no. 2818, GIDC Umbergaon - 396171, Dist. : Valsad, Gujarat India. E-mail : - info@bavarianwrks.com, Website : https://bavarianworks.com/
Email:	info@bavarianworks.com
Telephone:	+91 9029666703

(This Policy was approved by the Board of Directors at its Meeting held on 30th July, 2023)