



Allcargo Global Limited

Whistle Blower Policy

WHISTLE BLOWER POLICY AND PROCEDURES

Allcargo Global Limited (“AGL” / the “Company”) is committed to establish and demonstrate high standards of corporate governance in the day-to-day management of affairs of the Company. Such high standards will eventually protect the interest of shareholders, creditors – both secured and unsecured, employees and other stake holders in the Company. To improve the overall corporate governance within the Company, it is proposed to set up a Whistle Blower Mechanism. The scope of this policy shall also include regulatory requirements under the Companies Act, 2013, the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time and other provisions on Corporate Governance.

Definitions:

"Whistle-blower" means a director, employee, vendor, supplier, or any other stakeholder of the Company or its subsidiaries, making a complaint under this Policy.

“Whistle Blower Committee” means the Committee comprising of Senior Executives of the Company, as constituted by the Audit Committee from time to time.

1. Objectives and Scope:

AGL does not tolerate any unethical behaviour, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy, malpractice, impropriety, statutory non-compliance or wrongdoing. This policy is expected to ensure that Whistle-blower is empowered to pro-actively bring out such instances without fear of reprisal, discrimination or adverse employment consequences.

This policy will also cover all subsidiary companies of the Company operating in India or abroad. This policy covers the receipt, retention and treatment of complaints covering the areas mentioned at the beginning of this paragraph and the confidential, anonymous submission by Whistle-blower in this regard.

In order to facilitate the reporting of complaints by any Whistle-blower, the Audit Committee may constitute the whistle blower committee to receive, retain, investigate and act on complaints regarding the following:

- (a) Unethical behaviour, actual or suspected fraud or violation of the Company’s mandatory Policies including but not limited to the code of conduct or ethics policy, Anti-bribery, Information Security & Cybersecurity.

- (b) any other malpractice, impropriety or wrongdoing.
- (c) Non-Compliance with legal and regulatory requirements.
- (d) Retaliation against employees and directors who make such reports/information / complaints.
- (e) Instances of leakage of / suspected leakage of Unpublished Price Sensitive Information of the Company.

Any whistle-blower may submit the complaint to the Company as per the scope covered above without fear of dismissal or retaliation or victimization of any kind. Further complaints relating to business and financial decisions taken by the Company and abuse of policy by repeated frivolous complaints with mala fide intentions shall be excluded.

5. How to report complaints

Complaints may be made in following ways:

- i. By post or courier on the following address:
Compliance Officer
Allcargo Global Ltd
4th Floor, Allcargo House,
Kalina, Santacruz (East)- 400098
- ii. By email: whistle.blower@allcargo.global
- iii. By phone (not preferred): +91 22 66798707.

It is recommended that all such communications should be marked '**confidential**'.

If a Complaint is received by any employee of the Company other than Chairman of the Audit Committee or Compliance Officer, the same should be forwarded through any of the above-mentioned modes for further appropriate action.

2. Whistle-blower's duties, rights and responsibilities

In view of the protection given under the policy, it is expected that, whistle-blower will come openly to file complaints as per the scope covered in a confidential manner. It will help to ensure an appropriate interaction to logically conclude the investigation, assurance on non-retaliation etc. However, if the whistle-blower intends to furnish

anonymous complaint, it is expected that all relevant details are furnished which will help to logically conclude the investigation as there is no means to get back to them for any additional information to trace the event or transaction(s).

While the Company encourages whistle-blower to file any information under the purview of the policy, which will be investigated and appropriate corrective measures taken wherever required, the policy does not envisage any communication of findings and details of other investigations to the whistle-blower. However, complaints received other than anonymous shall be acknowledged.

The Whistle-blower may invite attention of the management promptly to the complaint raise, so that any concern on reprisal, discrimination or adverse employment consequence can be investigated and addressed.

6. Considerations for Investigation

The following factors shall be considered while conducting investigations:

1. Any complaint whether made openly, confidentially or anonymously, shall be promptly reported to the Audit Committee Chairman who in turn will give an appropriate direction including nomination of a Whistle Blower Committee for each such complaint.
2. Any complaints under this Policy shall be promptly and appropriately investigated and all information disclosed during the course of investigation shall remain confidential, except as necessary to conduct investigation and take any remedial action in accordance with applicable law.
3. Everyone working in the investigation has a duty to cooperate in the investigation. Failure to cooperate in an investigation or deliberately providing false information during an investigation can be the basis for disciplinary action.
4. Whistle Blower Committee may at their discretion consult with any member of management who is not the subject of the allegation and who may have appropriate expertise to assist the Committee.
5. Whistle Blower Committee shall promptly determine what professional assistance, if any, it needs to order the conduct of the investigation. It shall be free in its discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results. Furthermore, the Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of complaints regarding Reports.

7. Audit Committee

Based on the investigation report received from the Whistle Blower Committee, the Audit Committee shall, if it thinks so, further investigate into the matter under report and take such help of internal and / or external resource to establish the wrong done and direct such disciplinary action against the wrong doer as it may think appropriate considering the circumstances under which such wrong done and its impact on the organization.

If the Audit Committee feels that the wrong done is more severe and a threat to the organization's survival and will impact it materially, it may refer the same to the Board of Directors for further directions or redressal. In case of a Conflict-of-Interest vis a vis a member of the Whistle Blower Committee, the Chairperson of the Audit Committee could exclude the conflicted member and ask the Whistle Blower Committee / any of the above suggested individuals to investigate the matter.

All complaints received against directors and complaints concerning financial/accounting matters would be investigated directly by the Chairman of the Audit Committee.

Audit Committee shall oversee the overall effectiveness of this vigil mechanism. The complaints received under this policy shall be discussed during its periodical meetings and progress of investigations monitored for its logical conclusion.

3. Protection of whistle-blower - non-retaliation

The Management shall not retaliate, and shall not tolerate any retaliation or threat by any other person from the Company or group, directly or indirectly, against anyone who, in good faith, files a report / information covered under the scope of this policy or provides assistance to the management or any other person or group, including any governmental, regulatory or law enforcement body etc. The Management shall not, unless compelled by judicial or other legal process, reveal the identity of any person who filed such report / information. The identity of the whistle-blower will remain confidential and shall not make any effort, or tolerate any effort made by any other person or group, to ascertain the identity of any person who makes a report anonymously.

8. Publication of this Policy on website and intranet:

A copy of this policy shall be published on website and intranet of the Company and reference of it will be made in the Directors report.

9. Retention of records

Records of all steps taken in connection with any investigation of a Report including investigation of Reports that are found to be unsubstantiated will be retained in accordance with the Company's Record Retention Policy and applicable data privacy laws.

10. Applicability of laws

It is possible that, while the internal complaint procedure may take care of corporate governance aspects such as ethics and code of conduct and unacceptable practices as per terms of employment, the subject matter might attract provisions of various laws under various civil and criminal proceedings. It is expected that, such cases will be reviewed on an immediate basis and appropriate action taken.

11. Review of Policy

The Audit Committee and management reserve the right to review the policy from time to time. All such modifications will be communicated to the employees, directors and published on website and intranet.

12. Amendment

In the event of any conflict between the provisions of this Policy and the Listing Regulations, the Regulations or any Act or any other statutory enactments, rules, the provisions of such Listing Regulations, the Regulations or any Act or statutory enactments, rules shall prevail over this Policy.

Any subsequent amendment/modification in the Regulations, the Listing Regulations or the Act or any other applicable laws, direction or clarification by SEBI, provision of this Policy shall be read and implemented in context of such amended/modified or clarified positions.

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Owner of the document	Compliance Officer
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