

SARVAMANGAL MERCANTILE CO. LIMITED

VIGIL MECHANISM POLICY

1. PREFACE:

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. Towards this, the Company has lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the principles, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the employees in pointing out such violations cannot be undermined.

2. PURPOSE OF POLICY

Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 mandates the following classes of companies to constitute a vigil mechanism –

- Every listed company;
- Every other company which accepts deposits from the public;
- Every company which has borrowed money from banks and public financial institutions in excess of Rs. 50 crores.

Accordingly, this Vigil Mechanism Policy (“the Policy”) as envisaged in the Companies Act, 2013 and the rules prescribed is implemented through the whistle blower policy to provide a mechanism for directors and employees of the Company to approach the Chairman of the Audit Committee of the Company.

3. DEFINITIONS

“Whistleblower” is defined as any Personnel (defined below) who has or had access to data, events or information about an actual, suspected or anticipated Reportable Matter within the organization, and, whether anonymously or not, makes or attempts to make a deliberate, voluntary and protected disclosure or complaint of organizational malpractice.

“Reportable Matters” means Questionable Accounting or Auditing Matters (defined below), and/or any other Company matters involving abuse of authority, breach of company Code of Conduct, fraud, bribery, corruption, employee misconduct, illegality, health & safety, environmental issues, wastage/misappropriation of company funds/assets and any other unethical conduct.

“Questionable Accounting or Auditing Matters” include, without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud or deliberate error in the recording and maintaining of financial records of the Company;
- deficiencies in or non-compliance with the Company’s internal accounting controls;
- misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- Deviation from full and fair reporting of the Company’s financial condition.

“Personnel” means any employee, director, officer, customer, contractor and/or third-party intermediary engaged to conduct business on behalf of the Company, such as agents and consultants.

“Audit Committee” means the Audit Committee constituted by the Board of Directors of the Company in accordance with section 177 of the Companies Act 2013.

“Investigators” mean that person authorized, appointed, consulted or approached by the Chairman of the Audit Committee and includes the auditors of the Company.

4. REPORTABLE MATTERS

This Policy is not, however, intended to question financial or business decisions taken by the Company that are not Reportable Matters nor should it be used as a means to reconsider any matters which have already been addressed pursuant to disciplinary or other internal procedures of the Company.

Further, this Policy is not intended to cover career related or other personal grievances. The Whistleblower’s role is that of a reporting party. Whistleblowers are not investigators or finders of facts; neither can they determine the appropriate corrective or remedial action that may be warranted.

5. False Complaints

While this Policy is intended to protect genuine Whistleblowers from any unfair treatment as a result of their disclosure, misuse of this protection by making frivolous and bogus complaints with mala fide intentions is strictly prohibited. Personnel who makes complaints with mala fide intentions and which are subsequently found to be false will be subject to strict disciplinary action.

6. Reporting Mechanisms

Personnel should raise Reportable Matters with someone who is in a position to address them appropriately. In most cases, a Personnel's supervisor, manager or point of contact is in the best position to address an area of concern. Supervisors, managers or points of contact to which Reportable Matters are raised are required to report the same immediately to the Chairman of the Audit Committee.

Notwithstanding the aforesaid, Personnel can lodge a complaint in one of the following ways:

A complaint may be made anonymously. If a complaint is made anonymously, however, the complainant must be detailed in their description of the complaint and must provide the basis of making the assertion therein.

- by contacting the Chairman of the Audit Committee, Mr. B K Toshniwal, Email : toshniwal@ocl-india.com, Phone No. 022- 24964656-60, Address : C/o. Sarvamangal Mercantile Co. Limited, 1076 Dr E Moses Road, Worli, Mumbai - 400018
- by sending a complaint letter in a sealed envelope marked "Private and Confidential" to the Chairman of Audit Committee, : C/o. Sarvamangal Mercantile Co. Limited, 1076 Dr E Moses Road, Worli, Mumbai - 400018

Although a Whistleblower is not required to furnish any more information than what he/she wishes to disclose, it is essential for the Company to have all critical information in order to enable the Company to effectively evaluate and investigate the complaint. It is difficult for the Company to proceed with an investigation on a complaint, particularly an anonymous complaint, which does not contain all the critical information such as the specific charge. The complaint or disclosure must therefore provide as much detail and be as specific as possible, including names and dates, in order to facilitate the investigation. To the extent possible, the complaint or disclosure must include the following:

1. The employee, and/or outside party or parties involved;
2. The Area of operation in the Company where it happened (office);
3. When did it happen, a date or a period of time?
4. Type of concern (what happened);
 - a) Financial reporting;
 - b) Legal matter;
 - c) Management action;
 - d) Employee misconduct; and/or
 - e) Health & safety and environmental issues.
5. Submit proof or identify where proof can be found, if possible;
6. Who to contact for more information, if possible; and/or
7. Prior efforts to address the problem, if any.

7. Investigations

Audit Committee shall address all concerns or complaints regarding Reportable Matters which are placed before them, and ensure resolution of the same.

The Audit Committee, either direct the complaint to the organization/department best placed to address it (while maintaining oversight authority for the investigation), or lead the investigation in person to ensure prompt and appropriate investigation and resolution.

All information disclosed during the course of the investigation will remain confidential, except as necessary or appropriate to conduct the investigation and take any remedial action, in accordance with any applicable laws and regulations. The Company reserves the right to refer any concerns or complaints regarding Reportable Matters to appropriate external regulatory

authorities. All Personnel have a duty to cooperate in the investigation of complaints reported as mentioned hereinabove.

Depending on the nature of the complaint, any concerned Personnel, at the outset of formal investigations, may be informed of the allegations against him/her and provided an opportunity to reply to such allegations.

Personnel shall be subject to strict disciplinary action up to and including immediate dismissal, if they fail to cooperate in an investigation, or deliberately provide false information during an investigation.

If, at the conclusion of its investigation, the Company determines that a violation has occurred or the allegations are substantiated, the Company will take effective remedial action commensurate with the severity of the offence. This may include disciplinary action against the concerned Personnel. The Company may also take reasonable and necessary measures to prevent any further violations which may have resulted in a complaint being made.

In some situations, the Company may be under a legal obligation to refer matters to appropriate external regulatory authorities.

8. Non-retaliation

No Personnel who, in good faith, makes a disclosure or lodges a complaint in accordance with this Policy shall suffer reprisal, discrimination or adverse employment consequences. Accordingly, the Company strictly prohibits discrimination, retaliation or harassment of any kind against a Whistleblower who, based on his/her reasonable belief that one or more Reportable Matters has occurred or are occurring, reports that information. Any Personnel who retaliates against a Whistleblower who has raised a Reportable Matter in good faith, will

be subject to strict disciplinary action up to and including immediate termination of employment or termination of his/her relationship with the Company.

If any Personnel who makes a disclosure or complaint in good faith, believes that he/she is being subjected to discrimination, retaliation or harassment for having made a report under this Policy, he/she must immediately report those facts to his/her supervisor, manager or point of contact, or If, for any reason, he/she does not feel comfortable discussing the matter with these persons, he/she should bring the matter to the attention of the Audit Committee. It is imperative that such Personnel brings the matter to the Company's attention promptly so that any concern of reprisal, discrimination or adverse employment consequences can be investigated and addressed promptly and appropriately.

9. Additional enforcement information.

In addition to the Company's internal complaint procedure, Personnel should also be aware that certain central, local and state law enforcement agencies and regulatory authorities are authorized to review questionable accounting or auditing matters, or potentially fraudulent reports of financial information. Nothing in this Policy is intended to prevent any Personnel from reporting information to the appropriate agency when the Personnel have reasonable cause to believe that the violation of a central, local or state statute or regulation has occurred.

10. Conclusion.

The Code of Conduct as well as the Company's policies and practices have been developed as a guide to our legal and ethical responsibilities to achieve and maintain the highest business standards.

Conduct that violates the Company's policies is viewed as unacceptable by the Company. Certain violations of the Company's policies and practices could even subject the Company and any individual employee involved to civil and criminal penalties. Before issues escalate to such level, Personnel are encouraged to report any violations covered herein above, or reprisal, discrimination or adverse employment consequences related to such reports.

11. 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 seven years.

12. Amendment

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

For any queries/concerns regarding the Sarvamangal Mercantile Co. Limited, Vigil Mechanism Policy, contact:

- . Mr. B K Toshniwal, Director, Sarvamangal Mercantile Co. Limited, 1076 Dr E Moses Road, Worli, Mumbai-400018, Phone No.-022-24964656-60, Email: sanjayjain@ocl-india.com

13. FAQs related to the Whistleblower policy:

What is the "Whistleblower Policy"?

This Whistleblower Policy has been put in place to encourage the reporting of concerns on any questionable accounting or auditing matters, any other company matters involving fraud,

bribery, corruption, employee misconduct, illegality or health and safety and environmental issues, including, without limitation, the following:

- fraud or deliberate errors in the preparation, evaluation, review or audit of any financial statement of the Company; fraud or deliberate error in the recording and maintaining of financial records of the Company;
- deficiencies in or non-compliance with the Company's internal accounting controls;
- misrepresentation or false statement to or by a senior officer or accountant, regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- Deviation from full and fair reporting of the Company's financial condition.

How can these concerns be expressed?

An employee or third party engaged by the Company can report any of the issues covered under this Policy to his/her supervisor, manager or point of contact. Complaints can also be directed to the Audit Committee of Sarvamangal Mercantile Co. Limited. in an envelope marked as "Private and Confidential".

Does this Policy protect Complainants?

Yes, the Policy provides protection to employees and third parties engaged by the Company from reprisal, discrimination or any other adverse employment consequences as a result of their reporting any concerns specified under this Policy.

Which concerns are not covered under this Policy?

- frivolous and bogus complaints;
- business and financial decisions taken by the Company that do not involve wrongdoing or illegality;
- any matter already addressed pursuant to disciplinary or other procedures of the Company;
- Career related or other personal grievances.

Can anonymous complaints be sent?

Yes. The Whistleblower has the option of sending anonymous complaints if for any reason he/she wishes to be unidentified.

However, for any action to be initiated on such complaints they have to be detailed in their description and provide the basis of making the assertion therein.

Who investigates these concerns?

While the Audit Committee is ultimately responsible for ensuring that all concerns or complaints falling within the scope of this Policy are addressed is primarily responsible for investigation and/or coordination with relevant investigators of all the complaints.

What are the options available when an employee or third party engaged by the Company feels discriminated as result of disclosure under this Policy?

The employee or third party engaged by the Company should promptly report the facts related to any discrimination, retaliation or harassment for having made a report under this Policy to his/her supervisor, manager or point of contact, or the . If, for any reason, he/she does not feel comfortable discussing the matter with these persons, he/she should bring the matter to the attention of the Audit Committee.