

Mercury Trade Links Limited
Whistle-blowing Policy
(Also known as “Policy on Vigil Mechanism”)

1 Introduction

Mercury Trade Links Limited (hereinafter referred to as “The Company”) promotes ethical behaviour in all its business activities. The Company has fostered practices of conducting its affairs in compliance with the applicable laws & regulations and expects each of its employees to perform his or her duties in such a manner so as to preserve its good name and reputation.

The role of every employee in pointing out violations of ethical behaviour cannot be undermined. The Company is committed to develop a framework where it is safe for all employees to report genuine concerns about any incident of violation of its policies / potential violation of law.

2 Objective of the Policy

This policy encourages all employees to bring to the Company’s attention any concern or complaint having an impact on the company without fear of adverse managerial action being taken against such employees. Such concerns will always be treated fairly and the concerned employee will be suitably protected. Any actual or potential violation of the ethical behaviour, howsoever insignificant or perceived as such, would be a matter of serious concern for the company.

To achieve this, the Company has formed this Whistle-blowing Policy (also known as “Policy on Vigil Mechanism”), laying down the overall framework and guidelines for reporting genuine concerns.

3 Whistle-blowing Mechanism and its Applicability

Section 177 of Indian Companies Act, 2013 says that every listed company or such class or classes of companies, as may be prescribed shall establish a vigil mechanism for the directors and employees to report their genuine concerns in such manner as may be prescribed. It further says that such a 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.

Accordingly, this Whistle-blowing Policy (“Policy on Vigil Mechanism”) has been formulated with a view to provide a mechanism for employees of the Company to report the instances of malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected.

The Whistle-Blowing mechanism provides a platform for complaint handling including providing information back to the person reporting the wrong doing. Employees of an organization may have critical information about fraud, misconduct, violation of policies, etc. Whistle-blowing facilitates them to convey the same to the appropriate level of authority in the organization.

4 Scope

The policy covers reporting of following incidents which have, or are suspected to have, taken place:

- Abuse of authority.
- Financial irregularities, including fraud, or suspected fraud.
- Leakage of information including pilfering of confidential/propriety information.
- Commission / kickbacks.
- Manipulation of documents / data / records.
- Conflict of interest.
- Misuse / misappropriation / wastage of Company assets / funds.
- Discrimination at workplace.
- Workplace harassment.
- Sexual harassment.
- Bribery & corruption.
- Violation of Company's policies, practices and rules, including the Code of Conduct
- Breach of contracts.
- Negligence causing substantial and specific danger to public health and safety.
- Criminal offence.
- Deliberate violation of applicable laws / regulations.
- Any other unethical, biased, favoured, imprudent event.

It is advisable to read the code of conduct / employment contract / appointment letter to understand roles and responsibilities of all employees.

5 Scope Exclusions

This whistle-blowing mechanism should not be used in place of accepted escalation procedures or be a route for raising malicious, baseless, allegations against colleagues.

The whistle-blowing mechanism should not be used for reporting of routine or operational matters like:

- Issues related to compensation / reimbursement (e.g. reimbursement not credited on time).
- Issues related to career progression, transfer or deputation, etc.
- IT assets not working properly (e.g. printers not working).
- Questioning the financial or other business decisions taken by the management.
- Taxation related queries
- Recruitment / job openings (e.g. to know the job openings in the Company).
- Inappropriate administration facilities (e.g. tea / coffee machine in cafeteria).

The above list is only indicative and not exhaustive.

6 Definitions

- **“Whistle-blower”** means any employee including the directors/senior management personnel who reports a complaint or makes a protected disclosure under this Policy.
- **“Employee”** means every employee of the Company including the directors and senior management in the employment of the Company.
- **“Disciplinary Action”** means any action that can be taken on completion of / during the investigation process including but not limited to a warning, imposition of a fine, suspension from official duties or any other appropriate action considering the gravity of the situation.
- **“Protected Disclosure”** means any information provided by the whistle blower using the whistle-blowing channels.
- **“Subject”** means a person against whom a complaint is made or evidence is gathered during the course of an investigation under the whistle-blowing mechanism.
- **“Investigators”** means persons authorised, appointed, consulted or approached by the Audit Committee and includes the auditors of the Company and the police.

7 Reporting Channels

Any employee, who wishes to report a complaint or make a protected disclosure under this Policy, may use any of the following channels:-

- **Website - www.mercurytradelinks.com**
 - This is a web page link where you can report your complaint.
 - The web page will be in English.
- **E-mail address - share@sardagroup.com / company_secretary@sardagroup.com**
 - You can send an e-mail to these addresses providing the complaint details.

8 Procedure

- All Privileged Disclosures should be addressed to Audit Committee of the Company and a sealed envelope marked "For Audit Committee – Whistle Blower Policy" should be handed over to Compliance Officer, who will then forward these sealed envelopes to the Audit Committee.
- Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Audit Committee or the Investigators.
- Privileged Disclosures should be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistle Blower.
- The employee raising the concern is expected to give the background and history of his concern and the reason why he/she is particularly concerned about the circumstances.
- Privileged Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- The identity of the employee will be kept confidential if asked to do so and will be disclosed only if it becomes necessary for investigation purposes or in certain circumstances where it is legally required to be so disclosed.

9 Investigation

- All Privileged Disclosures reported under this Policy will be investigated by the Audit Committee of the Company which will either directly investigate or oversee the investigations.
- In cases where a detailed investigation needs to be conducted, the Audit Committee may direct such investigation to be conducted, if necessary, by an independent external agency. In some cases, there may be an overriding legal obligation to investigate certain types of issues, especially those related to environment and safety and corporate financial fraud/irregularities. The Investigating Authority will give every chance to the concerned subject to present his/her case.
- The decision to conduct an investigation taken by the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process.
- The identity of a Subject and the Whistle Blower will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- Subjects shall have a duty to co-operate with the Audit Committee or any of the Investigators during investigation
- Subjects have a right to consult with a person or persons of their choice, other than Investigators and/or members of the Audit Committee and/or the Whistle Blower.
- Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- The investigation shall be completed normally within 60 days of the receipt of the privileged Disclosure.

10 Decision

If an investigation leads the Audit Committee to conclude that an improper or unethical act has been committed, the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Audit Committee may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

11 Escalation Protocol

- If a whistle-blower is not satisfied with the action taken on his/her complaint can write to Chairman of the Audit Committee (email id - share@sardagroup.com)
- When escalating the matter, whistle-blower should provide complete details of the complaint and the reason for dissatisfaction.

12 Responsibility of Employee being investigated

The employee under investigation:

- May or may not be informed of the allegations or investigation being carried out, depending on the sensitivity and seriousness of the complaint.
- Shall not withhold, destroy, delete or tamper evidence, in any form.
- Shall not threaten or intimidate the witnesses or interfere in the investigation.
- Shall be given an opportunity to respond to material findings contained in the investigation report. The employee under suspicion of committing irregularity/illegality/impropriety can be placed under suspension until the investigation/review of charges against him/her is completed.

13 Confidentiality

- All complaints reported will be kept confidential and will be shared strictly on a 'need to know' basis.
- The whistle-blower, the subject /defendant, the investigator and everyone involved in the process shall:
 - Maintain complete confidentiality of the matter.
 - Discuss only to the extent or with the persons required for the purpose of completing the process and investigations.
 - Not keep the documents/evidences pertaining to the investigation unattended anywhere at any time.
 - Keep electronic mails/files under password protection.
- Whistle-blower's identity will be disclosed only in following circumstances:
 - The person agrees to be identified.
 - Identification is necessary to allow the Company or law enforcement officials to investigate or respond effectively.
 - Identification is required by law.

14 Safeguards

The Audit Committee will ensure that no action will be taken against an employee who makes allegation/raises a concern in good faith, reasonably believing it to be true. The Audit Committee will also ensure that there is no harassment or victimization against the employee who has raised a concern in good faith. In case retaliation by a fellow employee including his immediate superior is brought to the attention of the Audit Committee, it will direct an investigation against such employee or superior and ensure that appropriate disciplinary action, as necessary is taken.

15 Frivolous Complaints

Making frivolous or bogus complaints through whistle-blowing channels is strictly prohibited and may also lead to suspension or termination of services or employment contract.

16 Accountability

This Policy has been approved by the Board of Directors of the Company. Any modifications to it will be subject to their approval.

17 Document Retention

Company will maintain appropriate documents for all the complaints received through whistle-blowing mechanism and the action taken against them. Reports will be prepared for all complaints received noting the type of complaint, channel used, action taken, etc. Records for the matters under litigation in courts of law/legal forums or under pending with law enforcement agencies shall be retained until the matter is decided.

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. Such amendment shall be notified to the employees in such appropriate manner as audit committee deemed fit.

18 Additional Enforcement

Nothing in this policy prevents a person from reporting information to an appropriate agency when there is a reasonable cause to believe that a violation of local, state or central law has occurred.