

VIGIL MECHANISM / WHISTLE BLOWER POLICY OF SUMEDHA FISCAL SERVICES LTD.

This **“Vigil Mechanism / Whistle Blower Policy”** of Sumedha Fiscal Services Limited has been established / adopted / approved by the Audit Committee of the Board of Directors of Sumedha Fiscal Services Ltd. in terms of the provisions of Section 177 of the Companies Act, 2013 and Rule 7 of the Companies (Meetings of the Board & its Powers) Rules, 2014 **read with Regulation 4(2)(d)(iv) and Regulation 22 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended from time to time, which requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for its Directors and Employees, to report genuine concerns, and to freely communicate their concerns about illegal or unethical practices. The Vigil Mechanism shall provide for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the chairperson of the audit committee in appropriate or exceptional cases.**

The purpose of Vigil Mechanism / Whistle Blower Policy is to allow the Directors and employees to raise concerns about unacceptable improper practices and/or any unethical practices and/or other genuine concerns being followed in the organization without the employees being necessarily required to inform their superiors **and to create awareness amongst employees to report instances of leak of unpublished price sensitive information.**

This Policy is intended to check that whenever any unacceptable/improper practice and/or any unethical practice and/or any **instances of leak of unpublished price sensitive information and/ or any other genuine concern is reported by a Director or an employee,** proper action is taken to check such practice/wrongdoing and the concerned Director or employee is protected / safeguarded against any adverse action and/or any discrimination and/or victimization for such reporting.

All the Directors and employees shall be protected / safeguarded from any adverse action for reporting any unacceptable/ improper practice and/or any unethical practice or frauds or violation of any law, rule or regulation and/or any other genuine concern, so long as the Director employee :-

1. Reports in good faith his/her belief that there is waste of the company's funds;
2. Reports in good faith the violation or suspected violation of a law, rule or regulation;
3. Participates in or gives information in an investigation, hearing, court proceeding, legislative or other inquiry, or other administrative review;

4. Objects or refuses to carry out a directive that the Director or employee believes in good faith may violate a law, rule or regulation.

The Company is forbidden from taking any adverse action against a Director or an employee for exercising the rights as listed above. Examples of adverse action are given below:-

1. Removal of a Director ;
2. Discharging the employee ;
3. Threatening the Director or employee ;
4. Discriminating against the Director's directorship or employee's employment.

However, protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistleblower knowing it to be false or bogus or with a mala fide intention.

Any Director who has a genuine complaint or concern about any fraud or violation of any law, rule or regulation or unacceptable/improper practice and/or any unethical practice may complain about this to the designated person to attend to whistle-blowers as mentioned hereinbelow or to the Audit Committee or its Chairperson.

Any employee who has a genuine complaint or concern about any fraud or violation of any law, rule or regulation or unacceptable/improper practice and/or any unethical practice may complain about this to his superior or to the designated person to attend to whistle-blowers as mentioned hereinbelow or to the Audit Committee or its Chairperson.

Mr. Bhawani Shankar Rathi, Wholetime Director of the Company has been appointed as the "Whistle Blowing Officer / Vigilance Officer", can be contacted in writing at Sumedha Fiscal Services Ltd., 8B, Middleton Street, 6A Geetanjali, Kolkata - 700 071 or Email ID - or on telephone at 022 4033 2400 or on email at bs_rathi@sumedhafiscal.com. He shall be responsible for the following functions:

1. To receive and record any complaints under this policy.
2. To ensure confidentiality of any "Whistle Blowing" complainant who requests that his/her complaint be treated in confidence.
3. To prepare a report of any whistle blowing complaint and send the report promptly to the Audit Committee Members. A copy of the report shall be simultaneously sent to Mr. Bijay Murmuria, Director, for investigation. After investigation, the report shall be placed to the Audit Committee for discussion and decision. The Audit Committee Members shall then discuss the same and take necessary action.

4. The Whistle Blowing Officer shall communicate the Audit Committee's decision to the complainant for his/her information. Employees / Directors are also free to communicate their complaints directly to the Audit Committee Members or Chairperson thereof without involving the Whistle Blowing Officer. They can communicate their complaints to the following Audit Committee Members (*):

1. Mr. Santanu Mukherjee (Chairman, Audit Committee)

Email ID : santanu96@gmail.com

2. Mr. Bijay Murmuria (Member, Audit Committee)

E-mail ID: bijay_murmuria@sumedhafiscal.com

3. Mr. S. A. Ramesh Rangan (Member, Audit Committee)

E-mail: ranganramesh@gmail.com

(*) The names of the Audit Committee Members mentioned in this Policy shall undergo change based on change in the composition of the Audit Committee.

The Whistle Blower/s, Whistle Blowing Officer / Vigilance Officer, Members of Audit Committee and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

All disclosures in writing or documented along with the results of investigation relating thereto, shall be retained by the Company for a period of 5 (five) years or such other period as specified by any other law in force, whichever is more.

The Audit Committee shall review the functioning of the Whistleblower mechanism on a periodic basis.

The Whistleblower Policy & Vigil Mechanism will be displayed on the website of the Company and a web link thereto shall be provided in the Annual Report.

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Directors and employees unless the same is not communicated in the manner described as above.