

MANGALORE CHEMICALS & FERTILIZERS LIMITED

VIGIL MECHANISM/WHISTLEBLOWER POLICY

PREFACE

Mangalore Chemicals & Fertilizers Limited ('The Company') is committed to complying with the relevant laws that applies to it, satisfying the Company's Code of Business Conduct and Ethics and particularly to assuring that business is conducted with highest standards of integrity, professionalism and ethical behavior. The potential violations of Company policies or applicable laws need to be recognized and addressed promptly. As a result of this, the Company will maintain a workplace that facilitates the reporting of potential violations of Company policies and applicable laws. Employees must be able to raise concerns regarding such violations and free of any fear of retaliation.

DUTY TO REPORT

Everyone is required to report to the Company any suspected violation of any law that applies to the Company and any suspected violation of the Company's Code of Business Conduct and Ethics. Violation shall include possible accounting and financial reporting violations, Insider Trading, Competition and Fair Dealing, Discrimination and Harassment, bribery, or violations of the anti-retaliation aspects of this Policy. Retaliation includes adverse actions, harassment or discrimination in your employment relating to your reporting of a suspected violation.

This Policy is an extension of the Company's Code of Business Conduct and Ethics. Reporting of potential violation is crucial for early detection, proper investigation, remediation and deterrence of violations of Company's policies or applicable laws. You should not fear any negative consequences of reporting violation because retaliation for reporting suspected violations is strictly prohibited by Company policy. Failure to report any reasonable belief that a violation has occurred or is occurring is itself a violation of this Policy and such failure will be addressed with appropriate disciplinary actions, including possible termination of employment.

PROCEDURE:

All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.

In other cases, suspected violations must be reported to your immediate supervisor/Head of the Department.

If you have reason to believe that your immediate supervisor/Head of the Department are involved in the suspected violation or from whom you would fear retaliation, your report may be made to the Chairman of the Audit Committee by sending an e-mail to whistleblower@mangalorechemicals.com

Reporting of suspected violations can be done in person or through any electronic means by disclosing your name or anonymously.

Your report should include as much information about the suspected violation as you can provide. Where possible, it should describe the nature of violation, names of persons involved, description of documents related to violations and time frame during which the suspected violation occurred. Where you have disclosed your identity, you may be contacted for further information.

INVESTIGATION

All reports under this Policy will be promptly investigated, and all information disclosed during the course of investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law. It is the duty of all employees to cooperate with the investigation and any failure of the same or providing false information can be the basis for disciplinary action. If, at the end of the conclusion of the investigation, the Company determines that a violation has occurred, the Company will take effective remedial action against the accused party, up to and including termination.

Use of confidential information for personal gain is strictly prohibited.

RETALIATION

Report on adverse action against any employee for complaining about, reporting or participating and assisting in the investigation, of reasonable violation of any law, this Policy, Code of Business Conduct and Ethics will be taken seriously by the Company. Strict disciplinary actions will be taken against such employees and they may also be subject to civil, criminal and administrative penalties.

DISCLOSURE

As per the requirement of Clause 49 (F) (3) of the Listing Agreement, the details of establishment of such mechanism shall be disclosed by the company on its website and in the Board's report.

REVIEW OF FUNCTIONING BY AUDIT COMMITTEE

The Audit Committee of the Company shall be responsible to review periodically the efficient and effective functioning of the vigil mechanism.

RETENTION OF DOCUMENTS

All documents related to reporting, investigation and enforcement pursuant to this Policy shall be kept in accordance with the applicable law or as decided by the Audit Committee.

AMENDMENT

The Audit Committee or the Board of Directors 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 Employees unless the same is notified to the Employees.

COMPLIANCE

All Directors and employees shall understand that compliance with applicable laws and the Company's Code of Business Conduct and Ethics is important and as a Public Company, the integrity of the financial information of the Company is paramount. Further, you will report any suspected violations of the Company's Code of Business Conduct and Ethics and any other applicable laws in accordance with this Policy. The Company is committed to a work environment free of retaliation for employees who have raised concerns regarding violations and it is your duty to abide by this.