Oriental Aromatics

POLICY ON VIGIL MECHANISM (WHISTLE BLOWER POLICY)

Policy revised on 20th May, 2026

VIGIL MECHANISM
ORIENTAL AROMATICS LIMITED (OAL)

1. PREFACE

Oriental Aromatics Limited (hereinafter referred as "OAL" or "Company") believes in conducting its affairs in a fair and transparent manner by committing to lawful and ethical conduct and adhering to highest standards of professionalism, integrity and honesty. The Company is committed to developing a culture where it is safe for all directors and employees to raise their concerns about any unacceptable and unethical practices, including misconduct.

Pursuant to the provisions of Section 177 of the Companies Act, 2013, Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 9A of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 ("PIT Amendment Regulations"), every listed company and such class or classes of companies, as may be prescribed shall establish a vigil mechanism called "Whistle Blower Policy" for the directors and employees to report genuine concerns in such manner as may be prescribed. The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees wishing to raise a concern about serious irregularities, unethical behaviour, actual or suspected fraud, or violation of the Company's code of conduct within the Company and to create awareness amongst employees to report instances of leak of unpublished price sensitive information.

The Company has adopted a Code of Conduct for Directors and Senior Management Personnel ("the Code"), which lays down the principles and standards that should govern the actions of the Company and its employees. Further the Company has adopted a code of fair disclosure and conduct ("Insider Trading Code") as required under Insider Trading Regulations, which lays down the practices and procedures that should govern the fair disclosure of UPSI by the Company and regulate and monitor the conduct of designated persons (as defined in the Insider Trading Code) while dealing in the securities of the Company. Any actual or potential violation of the Codes, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.

Such a vigil mechanism shall provide for adequate safeguards against victimization of directors and employees who avail of such mechanism and also make provisions for direct access to the Chairperson of Audit Committee in exceptional cases.

2. POLICY OBJECTIVES

To maintain highest standards of professionalism, integrity, honesty and ethical behaviour, the Company encourages its employees who have concerns about suspected misconduct AND/ or who have witnessed or have knowledge of instances of leak of UPSI or have concerns about suspected leakage of UPSI, to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or instances of leakage of UPSI or suspected leakage of UPSI or violation of the Code of conduct and/ or the Insider Trading Code adopted by the Company. 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. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman/ CEO/ Chairman of the Audit Committee in exceptional cases.

3. SCOPE OF THE POLICY:

i. This Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company and malpractices and events which have taken place / suspected to have taken place and includes the following:

- Misuse or abuse of authority;
- Fraud or suspected fraud, instances of leakage of UPSI or suspected leakage of UPSI;
- Violation of company rules;
- Manipulation of Company data/records;
- Negligence causing danger to public health and safety;
- Misappropriation of Company funds/assets;
- Breach of employee Code of Conduct or rules;
- Criminal Offence;
- Breach of Contract;
- Deliberate violation of law/regulation and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

ii. The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

4. DEFINITIONS:

i. "**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 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time.

ii. "**Code**" mean Conduct for Directors and Senior Management Personnel adopted by OAL

iii. "**Company**" means Oriental Aromatics Limited (Formerly Camphor and Allied Products Limited)

iv. "**Employee**" means every employee of the Company, including the Directors in the employment of the Company.

v. "**Insider Trading Code**" means Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons and Code of practices and procedures for fair disclosure of unpublished price sensitive information adopted by the Company.

vi. "**Protected Disclosure**" means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative in nature.

vii. "**Subject**" means a person or group of person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

viii. "**Unpublished Price Sensitive Information**" means any information, relating to the company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following-

ix. Financial results;

x. Dividends;

xi. Change in capital structure;

xii. Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;

xiii. Changes in key managerial personnel;

xiv. "**Whistle Blower**" means an Employee or group of employee or Director making a Protected Disclosure under this Policy.

xv. "**Whistle and Ethics Officer**" means an officer of the company, appointed by Audit Committee to conduct detailed investigation under this policy and to receive protected disclosure from Whistle blowers, maintain record thereof, placing the same before the

xvi. Audit Committee for its disposal and informing the Whistle blower the results thereof.

Mr. Girish Khandelwal, Chief Financial Officer of the Company has been designated as the Whistle and Ethics Officer for the purpose of this policy.

5. ELIGIBILITY

All Employees of the Company and Directors of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

6. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES:

i. All Protected Disclosures should be reported in writing by the complainant to the Chairman of Audit Committee or to the Whistle & Ethics Officer as soon as possible not later than 30 days after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English.

ii. The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as **"Protected disclosure under the Whistle Blower policy"**. The Protected Disclosure should be forwarded under a covering letter signed by the complainant to the Chairman of the Audit Committee or the Whistle and ethics Officer as the case may be. The Chairman of the Audit Committee or the Whistle and ethics Officer shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

iii. Alternatively, the same can also be sent through email with the subject **"Protected disclosure under the Whistle Blower policy".** If the complaint is not super scribed and closed as mentioned above, it will not be possible for the Audit Committee to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure. In order to protect identity of the complainant, the Chairman of Audit Committee/ Whistle & Ethics Officer will not issue any acknowledgement to the complainants and they are advised neither to write their name/address on the envelop nor enter into any further correspondence with the Chairman of Audit Committee/ Whistle & Ethics Officer. The Chairman of Audit Committee / Whistle & Ethics Officer shall assure that in case any further clarification is required he will get in touch with the complainant.

iv. The Company shall not entertain anonymous/ pseudonymous disclosures.

v. All Protected Disclosures should be addressed to the Whistle and Ethics Officer of the Company or to the Chairman of the Audit Committee as the case may be in

exceptional cases.

vi. Protected Disclosure against the Whistle & Ethics Officer or Chairman of Audit Committee should be addressed to the Chairman/Chairperson of the Company and the Protected Disclosure against the Chairman/Chairperson of the Company should be addressed to the Chairman of the Audit Committee.

The Contact details are as under:

Mr. Cyrus J. Mody (DIN: 07380723), (Chairman of the Audit Committee) Address: 133, Jehangir Building, 2nd Floor, M.G. Road, Fort, Mumbai-400001 Email: Cyrus cyrus.mody@viceroyproperties.in

vii. On receipt of the protected disclosure the Whistle and Ethics Officer / Chairman/Chairman of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he/she was the person who made the protected disclosure or not. The record will include, brief facts;

- Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- Whether the same Protected Disclosure was raised previously on the same subject;
- Details of actions taken by Whistle & Ethics Officer/ Chairman of Audit Committee for processing the complaint
- Findings of the Audit Committee
- The recommendations of the Audit Committee/ other action(s).

viii. The Audit Committee, if deems fit, may call for further information or particulars from the complainant.

7. INVESTIGATION

i. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Whistle & Ethics Officer of the Company /Chairman of Audit Committee who will investigate / oversee the investigations under the authorization of the Audit committee. The Chairman of Audit Committee/ Whistle & Ethics Officer may at its discretion consider involving any investigators for the purpose of Investigation.

ii. The decision to conduct an investigation by itself is not an acceptance of the accusation by the Audit Committee and is to be treated as a neutral fact-finding process because the outcome of the investigation may or may not support accusation.

iii. The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of the investigation.

iv. Unless there are compelling reasons not to do so, Subjects will be given reasonable opportunity for hearing their side during the investigation. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.

v. Subjects shall have a duty to co-operate with the Whistle & Ethics Officer / Audit Committee Chairman during investigation to the extent that such co-operation sought does not merely require them to admit guilt.

vi. Subjects shall have right to access any document/ information for their legitimate need to clarify/ defend themselves in the investigation proceedings.

vii. Subjects shall 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.

viii. Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subjects shall be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.

ix. Whistle & Ethics Officer /Audit Committee Chairman shall normally complete the investigation within 90 days of the receipt of protected disclosure.

x. In case of allegations against subject are substantiated by the Whistle & Ethics Officer /Chairman of Audit Committee in his report, the Audit Committee shall give an opportunity to Subject to explain his side.

8. PROTECTION

i. No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. The company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

ii. A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

iii. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.

iv. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

9. SECRECY / CONFIDENTIALITY

The complainant, Vigilance and Ethics Officer, Chairman, Members of Audit Committee, the Subject 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.
- Not keep the papers unattended anywhere at any time
- Keep the electronic mails / files under password.

10. DECISION

i. If an investigation leads the Whistle and Ethics Officer / Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Whistle & Ethics Officer / Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he 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.

ii. If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Whistle & Ethics Officer or the Chairman of Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

11. REPORTING

The Whistle & Ethics officer shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

12. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

13. COMMUNICATION

A whistle Blower policy cannot be effective unless it is properly communicated to employees. The policy should be published on the website of the company.

14. 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 period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

15. ADMINISTRATION AND REVIEW OF THE POLICY

A quarterly report about the functioning of the Whistle Blower Mechanism shall be placed before the Audit Committee. A quarterly status report on the total number of complaints received if any during the period with summary of the findings of Whistle & Ethics Officer / Audit Committee Chairman and corrective steps taken should be send to the Chairman of the company.

16. 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. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.

Sd/-
Dharmil A. Bodani
Chairman and Managing Director
DIN: 00618333