

# WHISTLEBLOWER POLICY / VIGIL MECHANISM POLICY

SAMCO SECURITIES LIMITED

## **PREFACE**

Samco Securities Limited (hereinafter referred to as "the Company") believes in promoting a fair, transparent, and ethical work environment. In accordance with Section 177(9) of the Companies Act, 2013, and Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, this policy provides a mechanism for employees, directors, and stakeholders to report genuine concerns regarding unethical behavior, actual or suspected fraud, or violations of the Company's code of conduct.

## **OBJECTIVES**

This policy is designed to provide a platform for reporting unethical conduct without fear of retaliation. It ensures protection to whistleblowers acting in good faith, establishes a formal mechanism for receiving and investigating complaints, and promotes a culture of accountability and transparency within the organization.

## **DEFINITIONS**

The term "Audit Committee" refers to the Committee constituted by the Board in compliance with the Companies Act, 2013. An "Employee" is any current staff member of the Company, including those employed on a contract basis. A "Protected Disclosure" is any good faith communication that reveals or indicates unethical or improper activity. The "Subject" refers to the individual against whom a Protected Disclosure is made. A "Whistleblower" is the individual making such a disclosure, and the "Vigilance Officer" is the designated person to receive disclosures and oversee investigations.

## **SCOPE OF THE POLICY**

This policy covers concerns including, but not limited to, financial malpractices or fraud, misappropriation of Company funds or assets, bribery, corruption, abuse of authority, violation of Company policies or applicable laws, workplace harassment or misconduct, breach of confidentiality or data security, and other unethical, biased, or illegal practices.

## **ELIGIBILITY**

All directors, employees, vendors, contractors, and stakeholders of Samco Securities are eligible to make a Protected Disclosure under this policy.

## **DISQUALIFICATIONS**

Disclosures made with mala fide intent or containing false allegations are discouraged. Whistleblowers making malicious complaints may be subject to disciplinary action. Anonymous complaints may not be investigated unless they are supported by credible evidence.

## **PROCEDURE FOR REPORTING**

Protected Disclosures should be reported as soon as possible in writing, either by email or letter, to the Vigilance Officer at Samco Securities Limited. Reports should be clearly marked "Private and Confidential" and may also be addressed to the Chairman of the Audit Committee in exceptional cases. Contact details, including email addresses, must be made available within the organization and on the company's website.

## **INVESTIGATION PROCESS**

Upon receipt, all complaints will undergo a preliminary review by the Vigilance Officer. If necessary, an investigation committee will be constituted to examine the matter. The Subject will be informed of the complaint and provided an opportunity to respond. The investigation should typically be completed within 45 days, although extensions may be granted if required.

## **PROTECTION TO WHISTLEBLOWER**

Whistleblowers shall not face any retaliation, harassment, or adverse employment consequences as a result of their disclosure. The identity of the whistleblower will be maintained in strict confidence. Employees assisting in investigations are entitled to the same protection as the whistleblower.

## **DECISION AND REPORTING**

If an investigation concludes that an improper or unethical act has occurred, appropriate disciplinary or corrective action will be recommended and undertaken. A quarterly report outlining the complaints received and the outcomes of investigations will be submitted to the Audit Committee.

## **RETENTION OF DOCUMENTS**

All documentation related to Protected Disclosures and investigations shall be securely retained for a minimum of five (5) years or longer, as required by applicable laws and regulations.

## **COMMUNICATION OF POLICY**

This policy shall be made accessible to all employees and stakeholders. It will be prominently displayed on internal notice boards and published on the Company's official website to ensure widespread awareness.

## **AMENDMENT**

Samco reserves the right to amend this policy as necessary. Any changes made shall be duly communicated to all concerned parties and will take effect upon approval by the Board.

## **CONFIDENTIALITY NOTICE**

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