

SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

WHISTLE BLOWER POLICY / VIGIL MECHANISM

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SHRIRAM ASSET MANAGEMENT COMPANY LIMITED

WHISTLE BLOWER POLICY / VIGIL MECHANISM

1. Preface

Shriram Asset Management Company Limited ('the Company') believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior to ensure that a robust vigil mechanism is in place. Towards this end, the Company has formulated a code of conduct for employees through various policies. The Company has also formulated a separate code of conduct for directors and senior management personnel.

The Whistle Blower Policy / Vigil mechanism providing a mechanism to stakeholders including directors, employees of the Company to report violation of personnel policies of the Company, unethical behavior, suspected or actual fraud, violation of code of conduct was already in place.

Pursuant to Section 177(9) of Companies Act, 2013, every listed Company shall establish a vigil mechanism for stakeholders including directors, employees to report genuine concern or grievances. Regulation 4 (2) (d) (iv) and 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (hereinafter referred as "Listing Regulations") provides for establishment of vigil mechanism for stakeholders including directors and employees for above mentioned matters.

Further, in terms of Regulation 9A (6) and 5H (5) of SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended) (hereinafter referred as SEBI PIT Regulations) the listed company / an asset management company (AMC) shall with the approval of the trustees (in case of AMC) have a whistle-blower policy that is brought to the notice of their employees to enable them to report instances of leak of such unpublished price sensitive information.

The Company's Whistle Blower Policy/ Vigil mechanism has been reviewed and amended in the light of the requirement of the Companies Act, 2013, Listing Regulations and SEBI PIT Regulations to ensure highest standards of professionalism, honesty, integrity and ethical behavior through robust vigil mechanism.

2. Coverage of Whistle Blower Policy / Vigil Mechanism Policy

1. Accepting bribes/showing undue favours
2. Financial misappropriation and fraud
3. Conflict of interest
4. Misuse of company assets & resources

5. Insider trading including Leak / Suspected Leak of Unpublished Price Sensitive Information
6. Sharing of confidential information
7. Violation of statutory requirements
8. Violation of Code of Conduct

All matters not covered under this mechanism can be reported directly to respective Department Head or Head of Human Resource Department.

3. Definitions

The definitions of some of the key terms used in this Policy are given below:

"Audit Committee" means the Audit Committee of the Company constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations.

"Director" means director of the Company.

"Employee" means every employee of the Company

"Investigators" mean those persons authorised, appointed, consulted or approached by Vigil Committee / Audit Committee and includes the auditors of the Company.

"Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

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

"Vigil Committee" means a committee of three persons consisting of the Managing Director, Compliance Officer and Company Secretary.

"Whistle Blower" means stakeholders including Director or Employee making a Protected Disclosure under this Policy.

4. Scope

The Whistle Blower's role is that of a reporting party with reliable information. He / She is not required or expected to act as investigator or finder of facts, nor would he / she determine the appropriate corrective or remedial action that may be warranted in a given case. Whistle Blower should not act

on his / her own in conducting any investigative activities, nor does he / she has a right to participate in any investigative activities other than as requested by the Vigil Committee / Audit Committee or the Investigators.

5. Eligibility

All stakeholders including Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures will be in relation to matters concerning the Company as listed in para 2 above (Coverage of Vigil Mechanism).

6. Disqualifications

While it will be ensured that genuine Whistle Blower is accorded complete protection from any kind of unfair treatment, any abuse of this protection will warrant disciplinary action.

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

Whistle Blowers, who make three or more Protected Disclosures, which have been subsequently found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistle Blowers, the Vigil Committee/Audit Committee would reserve its right to recommend/take appropriate disciplinary action.

7. Vigil Committee

To receive, review and investigate complaints received under this policy, a Vigil Committee is being constituted as below:

Composition of the Vigil Committee:

Member	Current Incumbent	Email id
MD & CEO	Kartik Jain	kartikjain@shriramamc.in
Compliance Officer	Ajay Bhanushali	ajay@shriramamc.in
Company Secretary	Vinita Kapoor	vinita.kapoor@shriramamc.in

8. Procedure

All Protected Disclosures should be addressed to any of the members of Vigil Committee at the following address:

Vigil Committee

Shriram Asset Management Company Ltd
Unit No 511-512 Meadows Sahar Plaza,
Andheri Kurla Road Andheri East, J.B. Nagar,
Mumbai, Maharashtra, India, 400059.

Protected Disclosure against the Vigil Committee should be addressed to the Chairman of the Audit Committee. The director in all cases & employee in appropriate or exceptional cases will have direct access to the Chairman of the Audit Committee. The contact details of the Chairman of the Audit Committee are as under:

The Chairman
Audit Committee
Shriram Asset Management Company Ltd
Unit No 511-512 Meadows Sahar Plaza,
Andheri Kurla Road Andheri East, J.B. Nagar,
Mumbai, Maharashtra, India, 400059
Email id: whistleblower@shriramamc.in

Protected 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. Before reporting such events, the director/employee has to ascertain that a violation has actually occurred and that the act or the omission is not based on what can be termed as a normal business decision. Protected 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 and the urgency of a preliminary investigative procedure.

The Whistle Blower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures will not be entertained by the Vigil Committee / Audit Committee as it would not be possible for it to interview the Whistle Blowers.

9. Investigation

On receipt of Protected Disclosure by any of Vigil Committee Member, he / she shall expeditiously forward a copy of the same to other Vigil Committee Members. In this regard, the Committee may perform all such acts as it may deem fit at its sole discretion.

The Vigil Committee / Chairman of Audit Committee (in exceptional cases) may at his / her discretion, consider involving any Investigators for the purpose of investigation.

The decision to conduct an investigation taken by the Vigil Committee / Chairman of Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The

outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.

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

Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

Subjects shall have a duty to co-operate with the Vigil Committee / Audit Committee or any of the Investigators during investigation to the extent that such co-operation sought does not merely require them to admit guilt.

Subjects have a right to consult with a person or persons of their choice, other than the Investigators and/or members of the Vigil Committee / 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, couched, threatened or intimidated by the Subjects.

Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is evidence in support of the allegation. Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Company.

The committee of officials / investigators shall complete the investigation within 45 (forty-five) days or within such extended period as may be granted by the Vigil Committee / Audit Committee, of the receipt of the Reported Disclosure and submit the report to the Vigil Committee / Chairman of the Audit Committee, as the case may be.

10. Protection

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 Blower. Complete protection will, therefore, be given to Whistle Blower 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.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Whistle Blower is cautioned that his / her identity may become known for reasons outside the control of the Vigil Committee / Audit Committee (e.g. during investigations carried out by Investigators).

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

11. Investigators

Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Vigil Committee / Audit Committee as the case may be when acting within the course and scope of their investigation.

Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.

Investigations will be launched only after a preliminary review which establishes that the alleged act constitutes an improper or unethical activity or conduct, and either the allegation is supported by information specific enough to be investigated.

12. Decision

If an investigation leads the Vigil Committee / Audit Committee to conclude that an improper or unethical act has been committed, the Vigil Committee / Audit Committee shall recommend the management of the Company to take such disciplinary or corrective action as the Vigil Committee / Audit Committee deems 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.

13. Reporting

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

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 seven years.

15. 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.

The above shall form part of the present employment and other personnel policies of the Company.