

Standard Chartered Capital Limited Whistle Blower Mechanism

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VIGIL MECHANISM AT STANDARD CHARTERED CAPITAL LIMITED

Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, mandates the following classes of companies to constitute a vigil mechanism for their directors and employees to report their genuine concerns or grievances:

- Every listed company;
- Companies which accept deposits from the public;
- Companies which have borrowed money from banks and public financial institutions more than INR 50 crores.

APPLICABILITY OF THE POLICY AND ITS EFFECTIVE DATE

This Policy as amended from time to time, applies to all employees and directors of the Company including those who are on probation from immediate effect.

SCOPE OF THE POLICY

Any employee or director or any other person that the Company through the Audit Committee of the Board may wish to extend this policy including suppliers, vendors, service provider or by whatever name called (hereinafter referred to as “Whistle blower”), who in good faith raises genuine concern or reports evidence of activity by the company or its employee or director that may constitute:

1. instances of corporate fraud;
2. unethical business conduct;
3. a violation of Central or State laws, rules, regulations and/or any other regulatory or judicial directives;
4. any unlawful act, whether criminal or civil;
5. malpractice;
6. serious irregularities;
7. impropriety, abuse or wrong doing;
8. deliberate breaches and non-compliance with the company’s policies;
9. questionable accounting / audit matters / financial malpractice;
10. Instances of leakages of unpublished price sensitive information

Colleagues may raise concerns which relate to their employment with their People Leader or HR in accordance with the Group’s Grievance Standard/ Speak up Standard. If a concern relates to wrongdoing in the organisation or about another colleague, the concerned colleague may speak with their People Leader or raise the matter via one of the Group’s Speaking Up channels. People Leaders are expected to practice and role model fair and inclusive behaviour, communicate openly and transparently with their teams and ensure colleagues are treated fairly, equally and with dignity and respect.

Speaking Up

The Group offers various routes to report a concern. Employees can reach out to People Leaders or other senior management in the Group or they can use the Speaking Up Programme.

Based on the Group Code of Conduct, there is a “Speaking Up Programme” which is also applicable to SC Capital.

The Speaking Up Programme provides a safe, secure, independent and confidential way to report known or suspected concerns. Employees are encouraged to report known or suspected misconduct or breaches in the following areas:

- Breaches of law, including the commission of fraud or other criminal acts.
- Breaches of regulatory requirements.
- Breaches of the Bank’s Code of Conduct, policies or standards.
- The concealment, or deliberate failure to report, a misconduct or breach.
- Issues that may damage the Group’s reputation or financial well-being.
- Concerns other than the above where a person has raised the concern through other channels but those channels have been exhausted in relation to their efficiency or effectiveness.

Any grievance can be communicated to the following address:

The Audit Committee
Standard Chartered Capital Limited
12th Floor, Parinee Crescenzo,
Opp. MCA Club,
Bandra Kurla Complex, Mumbai - 400051

REPORTING REQUIREMENTS

The vigil mechanism shall provide for adequate safeguards against victimisation of employees and directors who avail of the vigil mechanism and provide for direct access to the Chairperson of the Audit Committee.

In case any Unpublished Price Sensitive Information is shared or leaked by any person in contravention of the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (Insider Trading Regulations) such instances may be reported by sending an e-mail to the CFO/ Company Secretary. Upon receipt of complaint relating to such leakage/suspected leakage of Unpublished Price Sensitive Information, the same would be investigated in accordance with the procedure as detailed in the Insider Trading Regulations.