

SAYYAM INVESTMENTS PRIVATE LIMITED

Ethics Policy

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1. INTRODUCTION

SAYYAM INVESTMENTS PRIVATE LIMITED ("**the Company**" or "**Sayyam**") is a Non-Banking Finance Company ("**NBFC**") registered with Reserve Bank of India ("**RBI**"). The Company is presently engaged in the business of providing term loans and advances.

The Company has put in place an Ethics Policy ("**Policy**") in conformity with the Guidance Note on Operational Risk Management and Operational Resilience dated November 28, 2025. The Policy establishes the minimum standards of ethical c

Conduct expected from all individuals associated with the Company and provides a framework for identifying, managing, and mitigating conduct risk. Compliance with this Policy is mandatory for all the employees and members of the Board of Directors of the Company.

2. OBJECTIVE

The primary objective of this Policy is to:

- promote integrity, professionalism, and ethical behaviour across all levels of the Company.
- define acceptable standards of conduct for employees and members of the Board of Directors.
- ensure that conduct risk is appropriately governed, monitored, and controlled.
- safeguard the interests of the Company, customers, shareholders, regulators, and other stakeholders.

3. APPLICABILITY

This Policy applies to ("**Officers**"):

- All Senior Management employees, and all staff of the Company, whether permanent, temporary, contractual, or outsourced.
- All members of the Board of Directors, including executive, non-executive, and independent Directors.
- Every individual covered under this Policy confirms compliance and participate in periodic training and certifications, as required.

4. PRINCIPLES OF ETHICAL CONDUCT

4.1 Integrity and Professionalism

All Officers shall perform their duties with honesty, integrity, diligence, and professionalism, and no conduct of any Officer shall bring any discredit upon Sayyam or any of its affiliates.

Actions, decisions, and communications must reflect the highest ethical standards and rationale behind them.



4.2 Compliance with Laws and Internal Policies

All Officers shall comply with applicable laws, rules, regulations, circulars, directions issued by the Reserve Bank of India, and internal policies and procedures of the Company.

4.3 Avoidance and Disclosure of Conflicts of Interest

All Officers shall avoid situations that may give rise to actual or perceived conflicts of interest. Any such conflict shall be disclosed promptly before execution of such arrangements.

4.4 Confidentiality and Data Protection

Confidential information, including customer data, proprietary information, and sensitive business information, shall be used solely for authorized purposes and protected from unauthorized access or disclosure.

4.5 Fair Dealing and Customer Protection

All dealings with customers, counterparties, and stakeholders shall be conducted fairly, transparently, and without discrimination. Misrepresentation, coercive practices, or any action that may compromise customer's interest is strictly prohibited. No Officer shall make improper use of their powers or positions for personal gains.

5. RESPONSIBILITIES**5.1 Responsibilities of the Risk Management Committee**

The Risk Management Committee shall:

- Oversee, and periodically review this Policy.
- Set the ethical tone at the top and foster a culture of integrity.
- Ensure that appropriate systems are in place for identification and management of conduct risk.

5.2 Responsibilities of Senior Management

Senior Management shall:

- Implement and enforce this Policy across all functions.
- Establish appropriate controls, monitoring mechanisms, and reporting structures.
- Promote ethical behaviour and lead by example.

5.3 Responsibilities of Employees and Staff

Employees and staff shall:

- Adhere to the standards set out in this Policy.
- Participate in all mandated trainings and compliance activities.
- Report any suspected violations or ethical concerns without delay.



6. Reporting, Escalation, and Whistleblowing

The Company has a Whistle Blower Policy in place which mandates the Company to maintain a secure and confidential mechanism for reporting unethical conduct, policy violations, or concerns relating to conduct risk. Retaliation or discrimination against individuals who report concerns in good faith is strictly prohibited. All reports shall be investigated in a fair, impartial, and timely manner.

7. Training and Awareness

The Company shall provide periodic training, guidance, and awareness programmes to ensure that all Covered Persons understand the requirements of this Policy and the importance of ethical conduct in mitigating conduct risk.

8. Disciplinary Action

Non-compliance with this Policy may result in disciplinary action, including but not limited to warnings, suspension, termination of employment/appointment, and any other action deemed appropriate under applicable laws and internal procedures.

9. Monitoring and Review

Compliance with this Policy shall be monitored on a continuing basis. The Policy shall be reviewed at least annually or as and when required due to regulatory changes, business needs, or governance developments. This Policy shall be read in conjunction with other policies and does not supersede any policy.

10. Vision Statement of the Company

To lead in ethical financing, including embedded finance solutions, with the aim of removing financial barriers and supporting individuals' journeys toward success through innovation, transparency, and integrity.

11. Mission Statement

Our mission is to build a responsible and accessible personal financing ecosystem, including embedded finance solutions, that removes financial barriers and empowers individuals to achieve their goals. Through innovation, transparency, and customer-centric solutions, we aim to provide reliable financial support that enables individuals to pursue education, opportunities, and long-term success.

12. Business Values/ethics

Sayyam's business values are embedded in eight core Leadership Qualities that guide the conduct and decision-making of the organization. These values define the ethical standards and principles that every member of the Company is expected to uphold in their professional responsibilities. The behavioural standards outlined below reflect the Company's commitment to integrity, accountability,



transparency, and responsible business practices, and are expected to be demonstrated by all employees in their interactions with customers, colleagues, partners, and other stakeholders.

Business Values/Ethics	Leadership Standards	Terms
I am Honest	Honesty	- Act with integrity in all situations - Treat customers and colleagues as you would like to be treated - Speak honestly, even when it's difficult - Listen sincerely to others' perspectives - Be recognized for Candor, authenticity, and transparency - Remain goal-oriented, avoiding personal agendas and office politics - Base decisions on merit and information factually available.
	People-First Approach	- Lead effectively and collaborate as a strong team member - Empower and leverage the strengths of team members, fostering co-leadership and active participation - Maintain a strong focus on the development of team members through meaningful development plans and learning opportunities - Actively seek and provide feedback - Serve as a coach and support to peers and junior members in an informal and genuine manner - Foster an inclusive environment that embraces diversity - Set ambitious personal goals and commit to continuous learning
I am Inventive	Customer Focus	- Put external and internal customers in the centre of all our activities - Display deep understanding of our customers, their habits, their needs, their preferences - Try to understand future customer needs, trends and the impact of digital transformation - Aim to exceed expectations of our external and internal customers every day - Be driven by customer feedback
	Digital Savviness	- Rapidly and eagerly learn about new technological trends that can enhance our business model - Understand the technological aspects of the Company's operations - Pursue more effective digital and, ideally, self-service processes - Foster critical thinking by exploring the interplay between digital practices, power, and sociocultural contexts - Utilize available digital tools to boost efficiency and improve overall effectiveness
I am Target Driven	Operational Brilliance	- Achieve excellence in all facets of agile delivery - Motivate others by consistently demonstrating a commitment to execution excellence - Challenge existing assumptions and propose innovative and improved approaches - Maintain agility by simplifying processes and reducing complexity - Stay goal-oriented and ensure completion of all tasks - Actively engage in cross-functional collaboration to facilitate effective problem-solving
	Risk-Conscious	- Proactively identify potential risks and pitfalls - Make informed decisions by understanding relevant risks and their probabilities - Implement appropriate measures well in advance to manage risks effectively - Share pertinent information to support effective risk management at both individual and team/company levels - Weigh risks against opportunities when making decisions
I am visionary in approach	Forward-Thinking	- Aim to create significant and sustainable opportunities for the Company - Make decisions based on long-term impacts rather than just short-term gains - Identify patterns and connections in ambiguous situations, and approach problems creatively and conceptually - Understand both the detailed and broad competitive landscape, and assess its implications for the Company's strategy and organization - Consider the broader regulatory and societal issues affecting the Company's business - Balance risks with opportunities when making decisions.



Business Values/Ethics	Leadership Standards	Terms
	Business Acumen	• Articulate the Company's strategy and purpose clearly, inspiring and leading others effectively • Prioritize what is best for both the Company's customers e • Proactively suggest new initiatives in response to opportunities or challenges • Positively influence others and build consensus around necessary initiatives • Develop and maintain a broad network of relationships both internally and externally • Focus on achieving results that align with the Company's strategy and values.

13. Staff Accountability

13.1 Accountability

It is the responsibility of every employee for actions taken, decisions made, and duties performed within the scope of the authority delegated to them. Every delegation of authority carries a corresponding obligation to act responsibly, ethically, and in the best interests of the Company. Actions taken in good faith and in compliance with applicable laws, regulations, internal policies, procedures, and delegated authority shall not ordinarily attract staff accountability. Every employee shall:

- comply with applicable laws, regulations, internal policies, procedures, and guidelines;
- act within the authority delegated or obtain prior approval from the competent authority where required;
- exercise due care, skill, diligence, and professional judgment while discharging assigned responsibilities; and
- maintain the highest standards of integrity, transparency, and ethical conduct.

Employees shall be held accountable for acts of fraud, misconduct, negligence, mala fide actions, non-compliance, or unauthorized exercise of delegated authority. Accountability may arise irrespective of whether any financial loss has occurred, where there is a failure to exercise due diligence or comply with applicable requirements.

Staff accountability extends to all operational, administrative, compliance, and regulatory responsibilities. Any material breach of internal policies, delegated authority, or applicable regulatory requirements may result in appropriate accountability and disciplinary action.

13.2 Accountability Detection Mechanism:

Accountability can be identified from the following sources:

- Report of Internal Auditors/Concurrent Auditors/Statutory Auditors/RBI Inspectors;
- Branch Visits, Review of NPAs, Periodical returns etc.;
- Complaints;



- Whistle-blowing;
- Any other source.
- Case-specific Accountability Study Reports

13.3 Areas Of Accountability

- Staff accountability shall extend to all business and support functions of the Company, including:
 - ✓ Credit appraisal, underwriting, sanction, documentation, disbursement, monitoring, collections, recoveries, settlements, and write-offs.
 - ✓ Finance, accounting, treasury, payments, and financial reporting.
 - ✓ Compliance with applicable laws, RBI directions, internal policies, and delegated authority.
 - ✓ Risk management, internal controls, and operational processes.
 - ✓ Fraud, misconduct, unauthorized transactions, and ethical violations.
 - ✓ Audit, regulatory observations, and implementation of corrective actions.
 - ✓ Information security, data privacy, and IT governance.
 - ✓ Vendor management, outsourcing, and contractual obligations.
 - ✓ Any act or omission resulting in financial, operational, legal, regulatory, or reputational risk to the Company.

13.4 Scope of Staff Accountability

- Staff accountability shall ordinarily be initiated for material lapses identified through audits, inspections, regulatory observations, investigations, or management review within the timelines prescribed by the Company.
- Investigations shall be conducted by an Senior officer, committee, or external expert, as determined by the WTD/CEO or the Board, ensuring there is no conflict of interest.
- Based on the investigation findings, any authority designated by the Board shall recommend appropriate disciplinary or corrective action.
- Notwithstanding the above, the Board may direct a staff accountability review at any time where it considers such examination necessary in the interest of the Company.

13.5 Other Provisions

- Staff accountability investigations shall be completed in a timely manner, ordinarily within the timelines prescribed by the Company.
- Any extension of timelines shall require approval from the competent authority, with reasons recorded in writing.
- Investigations shall be conducted fairly, independently, and in accordance with the principles of natural justice and the Company's disciplinary framework.
- Delays in investigation shall not invalidate the proceedings where justified by the complexity or nature of the matter.



13.6 Classification of Lapses: Staff lapses may broadly be classified into the following categories:

- **Minor Lapses:** Procedural deviations or inadvertent errors without material financial, legal, regulatory, or reputational impact.
- **Gross Negligence:** Serious negligence, breach of duty, or non-compliance resulting in actual or potential loss or regulatory concern.
- **Willful Misconduct:** Fraud, mala fide actions, abuse of authority, intentional violations, or any act detrimental to the interests of the Company.

The nature of disciplinary action shall be proportionate to the severity of the lapse and shall be determined based on the principles of fairness, natural justice, transparency, and due process.

14. Review & Amendments

The Policy shall be reviewed at least annually, subject to revision / amendment in accordance with the regulatory guidelines, Act, notifications, etc. on the subject as may be issued by relevant statutory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

