

SAYYAM INVESTMENTS PRIVATE LIMITED

Whistle Blower Policy

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1. PURPOSE:

The purpose of this Policy is to establish a framework that encourages responsible and secure whistleblowing. It aims to protect employees and third parties who wish to raise concerns within Sayyam Investments Private Limited (**"the Company"**). While this Policy is designed to safeguard genuine whistleblowers from unfair treatment resulting from their disclosures, any misuse of this protection through the submission of frivolous or malicious complaints is strictly prohibited. Employee(s) who file complaints with malicious intent that are subsequently determined to be false will face stringent action.

All the Employees are expected to uphold the highest standards of integrity in their conduct, demonstrating honesty and professionalism in their business dealings. However, there may be instances where the behavior of a colleague, including their professional dealings, does not align with the best interests of the organization. Such instances may include malpractices, intentional violations or disregard for organizational policies, inappropriate use or embezzlement of funds, biased conduct towards vendors, suppliers, or service providers, compromises in client suitability and assessment, and other activities that could adversely affect the rights of employees or the reputation and image of the Company, its products, and services.

2. COVERAGE:

Any individual employed by the Company, whether on a regular, temporary, ad-hoc, or daily wage basis, whether differently abled, HIV positives and transgenders, are included within the definition of **"Employee"** for the purposes of this Policy. This encompasses all individuals, including interns, who may be engaged directly by the Company or through an intermediary, such as a contractor or agent, regardless of whether this engagement is conducted with the Company's explicit knowledge. Furthermore, this definition extends to those associated with the Company for remuneration, as well as those participating on a voluntary basis, irrespective of the existence of a formal employment contract.

The applicability of this Policy is not contingent upon the explicit terms of employment; it is relevant in both expressed and implied scenarios of association with the Company. Collectively, for the sake of convenience, all associations described herein are referred to as **"Employees"** in this Policy. This approach ensures that all individuals engaged with the Company, in any capacity, are afforded the protections and responsibilities outlined within this Policy.



3. REGULATORY REQUIREMENTS:

This Whistleblower Policy is established in compliance with Section 177(9) of the Companies Act, 2013, to provide a vigilant mechanism for directors and employees to report genuine concerns regarding misconduct or unethical behavior. This Policy applies to the Employees. The Company shall establish a vigil mechanism to enable directors and employees to report genuine concerns in a prescribed manner. Adequate safeguards shall be implemented to protect individuals who utilize this mechanism from victimization. In appropriate or exceptional cases, individuals may have direct access to the Chairperson of the Audit Committee or the Board. The details regarding the establishment of this vigilant mechanism will be disclosed on the Company's website and included in the Board's report, as required. This Policy will be reviewed periodically and may be amended as necessary to ensure compliance with applicable laws and regulations.

4. DEFINITIONS:

- a. **Protected Disclosure** refers to the act of reporting a "Reportable Matter" in accordance with this Policy. Such disclosures are safeguarded from retaliation, allowing personnel including Employees to voice their concerns freely and safely, thus reinforcing the organization's commitment to ethical practices.
- b. **Reportable Matter:** encompasses genuine concerns regarding actual or suspected fraudulent activities or unethical activities. This may include, but is not limited to, tampering with the Company's books and records or theft of Company property, abuse of authority, etc. The identification of these matters as "Reportable" is crucial, as it helps establish a clear framework for what constitutes unacceptable behavior and provides guidance for personnel on the types of concerns that should be reported through the vigil mechanism.
- c. **Whistleblower** is any one or more of the Employees, vendors, borrowers or any third-parties, who, motivated by a commitment to the organization's integrity, discloses information regarding observed malpractices or wrongdoing or discriminating practices. The Whistleblower Policy encourages all the above-mentioned to raise their concerns, provided they can present verifiable factual details. Whistleblowers should feel safe in reporting their concerns, if they have reasonable grounds to believe that the observed malpractice could harm the organization's interests. This protection aims to foster an environment where the Employees can act in the best interest of the organization without fear of retribution or retaliation.



- d. **Vigil Mechanism** is a system established within the Company to facilitate the reporting of unethical behavior, misconduct, malpractice or discrimination. It provides a secure and confidential means for the Employees to disclose concerns, ensuring that those who report such matters can do so without fear of retaliation. This mechanism serves to promote transparency and accountability within the company.

5. OBLIGATION TO REPORT:

All the Employees are required to report any Reportable Matters of which they are aware or become aware to the Company. This Policy enables all the Employees to proactively disclose such instances without fear of reprisal, discrimination, or negative employment consequences. However, it is important to note that this Policy does not absolve the Employees of their duty to maintain confidentiality in the course of their work, nor is it intended to address personal grievances. Additionally, this Policy does not serve as a mechanism to challenge financial or business decisions made by the Company that do not qualify as Reportable Matters, nor should it be utilized to revisit issues already resolved through disciplinary or internal procedures.

The role of Whistleblower is strictly that of a reporting party. Whistleblowers are not responsible for investigating or determining the facts of a situation, nor do they have the authority to decide on appropriate corrective or remedial actions. They should refrain from conducting any investigative activities independently and may only participate in such activities as requested by the designated investigator, the chairman of the Audit Committee, or other authorized personnel. Complaints must be based on factual information rather than speculation or conclusions and should include as many specific details as possible to facilitate an accurate assessment of the nature and urgency of the concern.

6. REPORTING UNFAIR PRACTICES OR MALPRACTICES:

Any of the Whistleblowers who identify any unfair practice, malpractice or discrimination practices, or any suspected or potential fraud, may submit a written disclosure to HR Head and in case there is no revert from the HR Head, to the Chairman of the Audit Committee or the Board, as appropriate. This can be done as soon as possible by sending an anonymous email or by mailing a letter outlining the issues, along with the relevant documents establishing accusations made. Disclosures can be sent to rishabh.raja@sayyaminvestments.in or hr@sayyaminvestments.in.



7. CONFIDENTIALITY AND REPORTING GUIDELINES:

- a) **Significant Matters Only** Please focus on reporting matters of significant importance to the Company, rather than individual complaints.
- b) **Supporting Documentation:** When reporting an issue, ensure that you attach any relevant documents or evidence. Where possible, your report should include a description of the suspected violation, the identities of individuals involved, supporting evidence, and the timeframe of the reported incident.
- c) **Whistleblower identity:** The identity of the Whistle Blower shall at all times be kept confidential and even after resolution of the Reported matters, to safeguard the whistleblower from any discrimination, biased behaviour against such whistleblower.

8. INQUIRY PROCESS:

The Chairman of the Audit Committee shall promptly and appropriately inquire all Whistleblower reports received, utilizing the assistance of the HR function or external experts/ consultants, as needed.

- a) Upon receipt, the Head of HR Department shall acknowledge and record the complaint/ disclosure. A preliminary review by the Sub committee comprising of HR Head, Risk Officer & CEO will determine whether the disclosure merits further examination. In case no further examination is deemed necessary, the same shall be communicated to the Chairman of the Audit Committee for his/ her consideration.
- b) **Appointment of inquiry officer:** If deemed necessary, the Chairman of the Audit Committee may appoint a senior officer or a committee of managerial personnel as Inquiry Officer to conduct the inquiry. All inquiries shall be conducted fairly, confidentially, and within a reasonable time frame, not exceeding 30 days.
- c) **Inquiry procedure:** The Chairman has the authority to outline a detailed procedure for the inquiry, if deemed appropriate.
- d) **Information gathering:** The Inquiry Officer shall have the right to request any information or documentation and to examine any of the Employees of the Company or other individuals as deemed appropriate for the purpose of inquiry.



- e) **Completion of inquiry:** Upon completing the inquiry, or upon completion of any material stage, as deemed appropriate by the Inquiry Officer, a report shall be prepared by the Inquiry Officer and submitted to the Chairman of the Audit Committee.
- f) **Determination of action:** After considering the report, the Chairman shall determine the appropriate course of action and may order remedies as deemed fit.

9. NO RETALIATION:

No adverse action shall be taken against any Whistleblower for reporting, complaining about, or participating in the inquiry of a reasonably suspected violation of any law, this Policy. The Company takes allegations of retaliation seriously. Any incidents of retaliation against individuals reporting a violation or participating in an inquiry will be met with appropriate action against those responsible, which may include termination of employment or contractual agreements.

10. GUIDELINES:

This Policy aims to provide all the Employees with a safe and confidential mechanism for expressing concerns regarding issues that:

- May adversely impact their daily work environment and their rights mentioned under applicable laws.
- May result in, or have resulted in, violations of any applicable laws.
- May affect the image and reputation of the Company.

All concerns will be treated as strictly confidential, and every effort will be made to protect the identity of the Whistleblower. In line with this objective, the Employees are encouraged to report actions, occurrences, events, and observations that demonstrate the following characteristics:

- Activities and practices within their immediate work environment that are inconsistent with the Company's culture, values, or business practices.
- Actions taken by supervisors, peers, or leaders that do not align with the Company's culture and ethical standards.
- Incidents adversely affecting an individual Employee's performance.
- Any physical assault that endangers an employee or installs a fear for their safety while at work.
- Targeted verbal communication that psychologically intimidates an employee, undermining their self-respect and social image.
- Violations of the Company's Policies.



- Issues or grievances experienced by the employee due to actions that they believe cannot be addressed with anyone other than a third party who can independently assess and resolve the matters.
- Escalations concerning disrespect or isolation of an employee due to behaviours such as insubordination, non-cooperation, workplace revolts, or collective bullying in the work environment.
- Verifiable malpractices by employees that jeopardize the corporate brand image, ethics, and products of the organization in the market.

11. AMENDMENTS:

This Policy is subject to periodic review and may be modified on the recommendation by the HR Function as needed, with the approval of the Audit Committee and ratification thereof by the Board.

