

# Vigil Mechanism/ Whistle Blower Policy

## 1. Our Preamble: Integrity in Every Beat

- 1.1. At Satyam Finlease Private Limited (the "Company"), we believe business should be fair, transparent, and built on the highest standards of ethics and professionalism. This policy is our commitment to employee integrity, ensuring that any unacceptable behavior is met with a clear and effective redressal mechanism.
  
- 1.2. We don't just follow the rules; we encourage our people to speak up if they suspect unethical practices at work. This policy follows Section 177 (9) of the Companies Act, 2013, giving our Directors and Employees a safe channel to report concerns about fraud or violations of our code of conduct. You can always find this policy hosted on our digital home at [www.quincecapital.in](http://www.quincecapital.in)

## 2. Our Objectives

- 2.1. We are committed to moral and legal conduct in every operation. To maintain this, we encourage you to express concerns about suspected misconduct without fear of punishment or unfair treatment. This policy provides a direct line to management and guarantees safeguards against victimization.

## 3. The Scope

- 3.1. This policy covers serious matters that could impact our operations, including:
  - 3.1.1. Misuse of authority or negligence affecting public safety.
  - 3.1.2. Fraud, misappropriation of money, or manipulation.
  - 3.1.3. Leaks of unpublished price sensitive information (UPSI) as defined by SEBI.
  - 3.1.4. Any activity affecting the Company's interest formally reported by a Whistle Blower.
  
- 3.2. Note: This doesn't release employees from their duty of confidentiality, nor is it for personal grievances. We have a separate procedure for UPSI leaks within our Securities Trading Code of Conduct.

## 4. Who This Applies To

- 4.1. This policy is for every Director and Employee of the Company, no matter where you are located. We review this periodically to ensure the rhythm stays right.

## 5. Defining the Key Terms

- 5.1. **Alleged Wrongful Conduct:** Violations of law, rules, or fraud that negatively affect the Company
- 5.2. **Ethics Officer:** The person appointed by the Audit Committee to receive disclosures, investigate, and report results
- 5.3. **Whistle Blower:** Anyone making a Protected Disclosure in Good Faith, meaning you truly believe the concern is true and without malice
- 5.4. **Protected Disclosure:** A written communication documenting evidence of unethical activity. It should be factual, not speculative

- 5.5. **Subject:** The person the disclosure is about
- 5.6. **Disciplinary Action:** Actions ranging from warnings to recovery of losses or dismissal

## 6. Our Guiding Principles

- 6.1. **Early Detection:** Reporting is critical for remediation and deterrence
- 6.2. **Zero Victimization:** We guarantee complete protection from unfair treatment or retaliation for those who speak up in good faith.
- 6.3. **Serious Disciplinary Action:** Retaliation against a Whistle Blower will be taken very seriously
- 6.4. **Good Faith Only:** This policy isn't a shield against legitimate action; false allegations or frivolous complaints will result in disciplinary measures
- 6.5. **No Conflicts:** Audit Committee members with a conflict of interest will not participate in related discussions

## 7. How to Report (The Process)

- 7.1. Protected Disclosures must be in writing. You can send them via email or letter to the Ethics Officer
  - 7.1.1. **Email:** info@quincecapital.in
  - 7.1.2. **Address:** Ethics Officer, Satyam Finlease Private Limited, 7th Floor, Unique Aspire, Jaipur – 302 021
- 7.2. If the disclosure involves the CFO, CEO, Directors, or the Ethics Officer, address it directly to the Chairperson of the Audit Committee
  - 7.2.1. **Email:** info@quincecapital.in
  - 7.2.2. **Address:** Chairperson of Audit Committee, Satyam Finlease Private Limited, Mumbai - 400 093

## 8. The Investigation

- 8.1. **Initial Review:** The Ethics Officer or Chairperson will record the disclosure and carry out an initial investigation
- 8.2. **Neutral Fact-Finding:** An investigation is not an accusation; it is a neutral process
- 8.3. **Duty to Co-operate:** The "Subject" must co-operate and must not interfere, withhold evidence, or intimidate witnesses
- 8.4. **Right to be Heard:** The Subject will be informed and given an opportunity to be heard during the process
- 8.5. **Timelines:** We aim to complete investigations within a reasonable timeframe
- 8.6. **Binding Decisions:** A report will be prepared and submitted to the Audit Committee quarterly; their decision is final

## 9. Confidentiality and Retention

9.1. We keep it quiet and secure. Everyone involved must maintain strict secrecy, discuss only on a need-to-know basis, and keep files password-protected. All records of disclosures and investigations will be retained for at least **7 years**

## 10. Disqualifications

10.1. Protection is for the genuine. Abuse of this policy attracts disciplinary action. If a Whistle Blower makes three or more baseless or malicious complaints, they will be disqualified from reporting further.

## 11. Administration and Amendments

11.1. The Board of Directors interprets, applies, and reviews this policy with the Audit Committee's concurrence. We reserve the right to modify this at any time, and any changes will be posted on our website.

11.2. We will also provide an Annual Affirmation in our Board's Report, confirming that no one has been denied access to this mechanism

## Approval

Department	Approval Authority	Last Review Date	Version
Compliance	Board	Dec 2025	1.0

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