

Whistle Blower Policy/ Vigil Mechanism

Version 1.2

November 2023

1. PREAMBLE

The vigil mechanism/whistle blower policy for Satya MicroCapital Limited (herein after referred to as “Company”) finds its origin under Section 177(9) of Companies Act, 2013 read with rule 7 of Companies (Meeting of Board and its Powers) Rules, 2014 which makes it mandatory for every listed company and the Companies belonging to the following class or classes to establish a vigil mechanism for directors, management and employees or such other person as required under laws applicable to the Company, to report their genuine concern or grievance.

- a) The Companies which accept deposits from the public;
- b) The Companies which have borrowed money from banks and public financial institutions in excess of fifty Crore rupees.

In compliance with the applicable provisions of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements), 2015 the Company hereby formulated this Vigil Mechanism/Whistle Blower Policy.

2. POLICY OBJECTIVES

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and individual employees and other persons to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conductor policy. The mechanism provides for adequate safeguards against victimization of Directors and employees or any other person who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

3. SCOPE

The scope of Vigil Mechanism/Whistle Blower Policy extends to the Code of Business Conduct and Ethics for Directors, Senior Management Personnel and other employees or such other person as required under laws applicable to the Company. It involves in its ambit the disclosure of any unethical and improper events which have taken place/ suspected to take place involving:

- ✓ Breach of the Company’s Code of Conduct
- ✓ Deliberate violation of laws/regulations
- ✓ Breach of Business Integrity and Ethics
- ✓ Breach of terms and conditions of employment
- ✓ Gross wastage/misappropriation of Company’s funds/assets
- ✓ Gross or willful negligence causing substantial and specific danger to health, safety and environment
- ✓ Manipulation of company data/records
- ✓ Pilferation of confidential/propriety information
- ✓ Criminal offence;

4. DEFINITIONS

“**Alleged wrongful conduct**” shall mean violation of applicable laws to the Company, infringement of Company’s rules, misappropriation of monies, property and facilities, substantial and specific danger to public health, non-adherence to the Code or abuse of authority or any wrongful act which results to unethical/immoral conduct.

“**Audit Committee**” means Audit Committee of the Board.

“**Board**” means the Board of Directors of the Company.

“**Company**” means Satya MicroCapital Limited (hereinafter referred to as “Company”) and all its branches/operation offices.

“**Employee**” means all the present employees (whether working in India or abroad).

“**Protected Disclosure**” means a concern raised by an employee/director or group of employees/directors of the Company or any other person as per this policy, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity or alleged wrongful conduct with respect to the Company.

“**Whistle Blower**” is an employee/director or group of employees/director(s) who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

5. UNDERLYING PRINCIPLES

The principles upon which the entire Vigil mechanism revolves are as under:

- a) Ensure complete confidentiality
- b) Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;
- c) Treat victimization as a serious matter including initiating disciplinary action on such person/(s);
- d) Ensure complete confidentiality;
- e) Provide an opportunity of being heard to the persons involved especially to the subject.

6. WHISTLE BLOWER’S ROLE, RIGHTS AND RESPONSIBILITIES

- a) The Whistle Blower’s role is that of a reporting party with reliable information.
- b) The Whistle Blower is not required or expected to conduct any investigation on his own.
- c) The Whistle Blower may also be associated with the investigations, however s/he shall not have a right to participate
- d) Whistle Blower will not file a complaint for personal gain.
- e) Whistle-Blowers will not try to obtain any evidence for which they do not have a right of access. Indulging in such activity shall be liable for appropriate action.

The complainant should ensure that the issue raised by him involves malpractices detrimental to the interest of the Company and the public at large. Whistle Blower should study all the relevant facts and understand the significance of the matter and thereafter having satisfied of the misdeed or wrongful act should make the complaint.

It must be ensured that justifiable Whistle Blowers are provided with complete protection from any kind of unfair treatment, any abuse of this protection will warrant disciplinary action.

The identity of the whistle-blower will not be disclosed except where required under the law or for the purpose of the investigation or the complainant himself has made the details of the complaint either public or disclosed his identity to any other authority.

However, a Whistle Blower would be punished with disciplinary actions, which includes prosecutions also for making false, bogus, mala fide, frivolous or malicious allegations (made knowingly).

7 (a). PROCEDURE FOR LODGING/RECEIVING COMPLAINTS UNDER THE POLICY

- a) Company Secretary of the Company shall be the Competent Authority to receive complaints under the policy.
- b) The complaint should be in writing or via Email or by post.
- c) The complaint should be sent in a closed / sealed envelope.
- d) The text of the complaint should be carefully drafted.
- e) The envelope should be addressed to the

Company Secretary (Nodal Officer)
Satya MicroCapital Ltd.
Regd. & Corporate Office
519, 5th Floor, DLF Prime Towers,
Okhla Industrial Area, Phase -I, Delhi-110020
Email: CS@satyamicrocapital.com

The envelope should be super scribed “Complaint under Whistle Blower policy of Company”.

Upon receiving a complaint Internal Auditor shall convene Whistle Blower Committee (WBC) on best efforts basis. The WBC shall be comprised of the following:

- i. Internal Auditor, Chairperson – General Risk report lead
- ii. Head HR, Member
- iii. Such other person(s) as may be nominated by the Audit Committee of the Company.

The quorum for the WBC shall be at least 2 members or 1/3 of total strength, whichever is more.

Role of WBC

- A. Receive Whistleblower cases.
- B. Investigate/inquire into the case
- C. Prepare/finalize the report to be submitted to the Audit Committee/Chairperson of the Audit Committee.

WBC will maintain a register of such complaints noting the serial number of the complaint, date of receipt, date of complaint, brief contents/allegations made in the complaint. In order to keep the confidentiality of the identity of the complainant no acknowledgement will be issued to the Complainant.

Complaints received under the policy shall be discreetly enquired into immediately.

The complainants need not enter into any further correspondence with the Company in their own interest. It is necessary to verify the contents of the complaint. Company will get in touch with the complainant at the address / Phone number / e-mail ID given in the complaint.

If any complaint received with the allegation coming in the ambit of POSH (Prevention of Sexual Harassment) Policy, the same will be referred to the Internal Committee constituted under POSH Policy in the Company.

WBC shall submit its report to the Audit Committee as follows:

- A) Where the Complaint is against the Company Management/an individual at the helm of affairs of the Company- within 2 weeks of receipt of the Compliant at the email address of the Chairperson of the Audit Committee or the Whistleblowing committee email address at vigil@satyamicrocapital.com.
- B) Where the Complaint is against any employee of the Company other than as stipulated in point (A)- at the quarter end Audit Committee meeting.

ROLE OF CHAIRPERSON OF AUDIT COMMITTEE

The Chairperson of the Audit Committee upon receiving a complaint as per point (A) above may direct the Company Secretary to call the Meeting of Audit Committee as deemed fit and may direct WBC to submit its report to the Audit Committee in such manner as may be deemed necessary.

ROLE OF AUDIT COMMITTEE

The Audit Committee shall upon receipt of complaint from WBC shall:

- A) Enquire necessary Information/documents
- B) Direct Investigation either internally or through external agency, as deemed fit.
- C) Take necessary action.

7(b). RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES

Protected Disclosure(s) can be disclosed to the Nodal Officer of the Company by the Whistle Blowers not later than 20 consecutive days after becoming aware of the same in a closed and secured envelope and should be super scribed as “Protected disclosure under the Vigil Mechanism/Whistle Blower policy”. The Protected Disclosure should be factual and neither speculative nor 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.

Whistle Blower must put his/her name and signature to Protected Disclosure.

In order to protect the identity of the complainant, the Internal Auditor/WBC will not issue any acknowledgement to the complainants and they are not advised neither to write their name / address on the envelope nor enter into any further correspondence with the any other person.

The WBC shall further place the protected disclosures to Audit Committee. The Audit Committee if after initiation and completion of preliminary enquiries satisfies itself that the concern has no basis, or it is not a matter to be further investigated or pursued under this Policy, it may be dismissed at this stage and the said decision will be recorded thereafter.

Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Audit Committee/WBC or by such other person as may be authorised or appointed by the Audit Committee/WBC. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings will be made.

The Audit Committee/WBC, if deems fit, may call for further information or particulars from the Whistle Blower and at its discretion, consider involving any other/additional officer of the Company and/or Committee and/ or an outside agency for the purpose of investigation.

The investigation shall be completed normally within 60 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

Any member of the Audit Committee/WBC or other officer having any conflict of interest with the matter shall disclose his/her concern /interest forthwith and shall not deal with the matter.

The Audit Committee shall make a detailed written record of the Protected Disclosure. The record will, inter alia, include:

- (a) Facts of the matter;
- (b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- (c) The financial/otherwise loss which has been incurred/would have been incurred by the Company;
- (d) Whether any Protected Disclosure was raised previously against the same person or group of persons;
- (e) Findings of the Audit Committee; and
- (f) The recommendations of the Audit Committee on disciplinary/other action(s), if required.

8. DECISION AND REPORTING

The General Risk Report Lead is expected to report immediately any cases received to Satya’s Audit Committee. If an investigation leads to a conclusion that an improper or unethical act has been committed, the Audit Committee/WBC of the Company to take such disciplinary or corrective action as it may deem fit. Any disciplinary

or corrective action initiated against the person or group of persons 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. A quarterly report with a number of complaints, if any, received under the Policy and their outcome shall be placed before the Audit Committee.

A complainant/Whistle Blower who makes false allegations of unethical & improper practices or about alleged wrongful conduct of any of the director or any employee to the Audit Committee, shall be subject to appropriate disciplinary action for making false allegation and wasting Company's time.

If the Company finds that the complaint is motivated or vexatious, it shall be at liberty to take appropriate steps.

9. PROTECTION

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower. The Company shall take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

However, if a Whistle Blower has been found to have made a deliberately false Protected Disclosure, that Whistle Blower may be subject to disciplinary action, which may include dismissal.

10. SECRECY/CONFIDENTIALITY

The Whistle Blower/Vigil Mechanism, the Audit Committee and WBC and everyone involved in the process shall:

- a) Maintain complete and strict confidentiality/secretcy of the matter;
- b) Not discuss the matter with any other person other than one required for enquiry/investigation into the matter;
- c) Not keep the papers unattended anywhere at any time; and

If anyone is found not complying with the above, he/she shall be held liable for such disciplinary and punitive action as is considered fit.

11. IMPLEMENTATION OF THE POLICY

- a) The policy will be applicable to all the Branches/ State Offices / Corporate office of the Company with immediate effect.
- b) The "Whistle Blower Policy" will be displayed in the Company website as well as on Satya Connect and details of establishment of such mechanism shall be disclosed in the Board's report to Shareholders.
- c) A copy of "Whistle Blower Policy" will also be displayed at prominent place inside the Branch's premises for general information and notice of all members of staff, clients and general public.

12. AMENDMENT

The Board reserves the right to amend or modify this Policy, upon recommendation from the Audit Committee in whole or in part, at any time without assigning any reason, whatsoever.

13. DISCLOSURE

The details of establishment of such mechanism shall be disclosed by the company on its website and in the Board's report.