

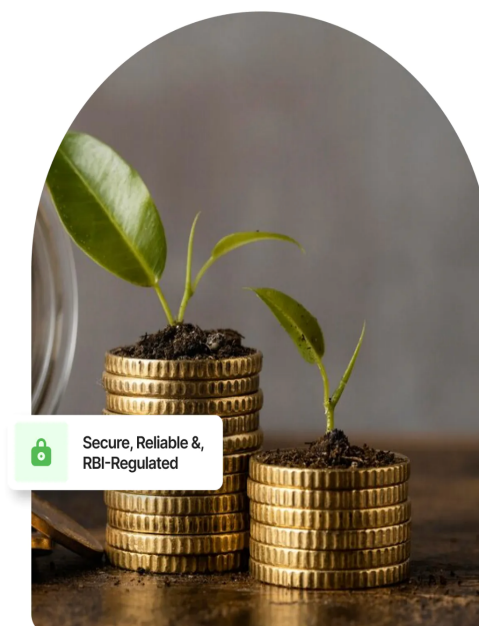
AMBIUM FINSERVE LIMITED
(Formerly known as Ambium Finserve Private Limited)
CIN: U65999CH2017PLC041442
Website: <https://www.wint.capital/>

AMBIUM FINSERVE LIMITED
(FORMERLY AMBIUM FINSERVE PRIVATE LIMITED)



Empowering Businesses with Personalised Financial Solutions

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Secure, Reliable &
RBI-Regulated

Vigil Mechanism/ Whistle Blower Policy

Reg. Address: Cabin No. 101, 1st floor, SCO NO. 148-149, Sector 34
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Document Versioning

Name of the Document	Vigil Mechanism/ Whistle Blower Policy
Issuing Authority	Board of Directors
Effective date of the policy	October 09, 2024
Policy owner	Compliance Officer
Last reviewed on	18 June 2026
Next Review date	June 15, 2027, if required

Version History

Version	Revision Summary	Approving Authority	Effective date
1	Original	Board of Directors	October 09, 2024
2	Version 2	Board of Directors	May 29, 2025
3	Version 3	Board of Directors	June 18, 2026

1. Overview and background

1.1. Ambium Finserve Limited (Formerly known as Ambium Finserve Private Limited) ("**Wint Capital**" / "**Company**") is a Base Layer Non-Banking Finance Company (NBFCs-BL) registered with the Reserve Bank of India.

1.2. This Policy is Made pursuant to Section 177 of the Companies Act, 2013 ("**Act**") and Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 which mandates:

- Every listed company;
- Companies which accepts deposits from the public;
- Companies that have borrowed from banks/financial institutions more than INR 50 Cr.

to establish a Whistle Blower Policy / vigil mechanism for the Directors and Employees to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the company's Code of Conduct. The Company has adopted a Code of Conduct ("**the Code**"), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, however insignificant or perceived as such, would be a matter of serious concern for the Company.

2. Applicability

This policy shall apply to all the Employees, Directors and other stakeholders of Wint Capital.

3. Objectives

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its Employees and Directors who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A

vigil (whistleblower) mechanism provides a channel to the Employees and Directors to report to the management about any of the following:

- a) unethical behavior;
- b) actual or suspected fraud;
- c) violation of the Code or legal or regulatory requirements.
- d) incorrect or misrepresentation of any financial statements and reports etc.

4. Scope

4.1. This Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company and malpractices and events which have taken place/suspected to have taken place involving, *inter alia*:

- Breach of business integrity and ethics
- Breach of terms and conditions of employment and rules thereof
- Intentional financial irregularities, including fraud, or suspected fraud
- Violation of any law or regulations, policies including but not limited to corruption, bribery, theft, fraud, coercion and willful omission.
- Gross or willful negligence causing substantial and specific danger to health, safety and environment
- Manipulation of the Company's data/records
- Pilferage of confidential/proprietary information
- Gross wastage/misappropriation of Company funds/assets

4.2. The above list in Clause 4.1 is merely illustrative and should not be considered as exhaustive, with the Company reserving the right to update the same from time to time in any manner it deems fit.

4.3. The policy is, however, not a route for taking up a grievance about a personal situation.

5. Definitions

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- **“Act”** shall mean the Companies Act, 2013 and the rules issued thereunder, as amended from time to time.
- **“Audit Committee” or “Committee”** means the director or directors so authorized to perform the function of such a committee.
- **“Board” or “Board of Directors”** shall mean the board of directors of the Company.
- **“Code”** means Code of Conduct adopted by Wint Capital.
- **“Company”** means “Ambium Finserve Limited”.
- **“Director”** shall mean a member of the Board of the Company.
- **“Employee”** means every employee of the Company, including the Directors in the employment of the Company and contractual staff, which shall mean to include individuals hired on third party payroll.
- **“Listing Regulations”** shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
- **“Managing Director”** shall have the meaning as ascribed to it under section 2(54) of the Act.
- **“Protected Disclosure”** means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative in nature.
- **“Stakeholders”** means and includes vendors, suppliers, lenders, customers, business associates, trainee and others with whom the Company has any financial or commercial dealings.
- **“Subject”** means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during an investigation.

- **“Whistle Blower”** means an Employee or Stakeholder making a Protected Disclosure under this Policy.

5.1. Words or phrases not defined above or anywhere in this Policy shall have the same meaning as prescribed to them under the Act or Listing Regulations.

5.2. Wherever appropriate in this Policy, a singular term shall be construed to mean the plural where necessary, and a plural term the singular. Similarly, any masculine term shall also be construed to mean the feminine or any other gender and vice versa.

6. Eligibility

All the Directors, Employees of the Company and various Stakeholders of the Company are eligible to make Protected Disclosure under the Policy in relation to matters concerning the Company.

7. Receipt and Disposal of Protected Disclosures

7.1. The Audit Committee shall oversee the vigil mechanism and if any of the members of the Committee have a conflict of interest in a given case, they should recuse themselves and the others on the Committee would deal with the matter on hand.

7.2. All Protected Disclosures should be reported in writing by the Whistle Blower as soon as possible after the Whistle Blower becomes aware of the same to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting.

7.3. The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as “Protected disclosure under the Whistle Blower Policy/ Vigil Mechanism”.

7.4. The same may also be sent through email with the subject “Protected disclosure under the Whistle Blower policy/ Vigil Mechanism”.

7.5. If the complaint is not super scribed and closed as mentioned above, it will not be possible for the Compliance Officer/ chairperson of the Audit Committee to protect the Whistle Blower and the Protected Disclosure will be dealt with as if a normal disclosure.

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7.6. To protect the identity of the Whistle Blower, the Compliance Officer will not issue any acknowledgement to the Whistle Blower, and they are advised neither to write their name/ address on the envelope, nor enter into any further correspondence with the Compliance Officer.

7.7. The Compliance Officer shall intimate that in case any further clarification is required he will get in touch with the Whistle Blower.

7.8. The Company shall not entertain anonymous/ pseudonymous disclosures. However, the Committee shall exercise its discretion to take up such cases.

7.9. All Protected Disclosures should be addressed to the Compliance Officer of the Company or to the chairperson of the Audit Committee in exceptional cases. The contact details of the Compliance Officer are as under

Name: Rishav Mahendru, Compliance officer

Contact Details: rishav@wintwealth.com,

Address: Cabin No. 101, 1st floor, SCO no. 148-149, Sector 34A, Chandigarh-160022

7.10. All correspondences to the Compliance Officer shall be auto forwarded to the Audit Committee and the Board.

7.11. Protected Disclosure(s) against the Compliance Officer should be addressed to the CEO of the Company and the Protected Disclosure against a CEO of the Company should be addressed to the Audit Committee.

7.12. Details of the CEO is given below:

Name: Ajinkya Mukund Kulkarni

Designation: CEO

Contact Details: compliance@ambium.in

Address: Cabin No. 101, 1st floor, SCO no. 148-149, Sector 34A, Chandigarh-160022

7.13. On receipt of the Protected Disclosure the Compliance Officer/ CEO/ chairperson of the Audit Committee shall make a record of the Protected Disclosure and will first do a preliminary investigation to check whether the complaint seems to be genuine and falls under the purview of this Whistle Blower Policy. If the complaint is sent with malicious intent, then the Compliance officer/ Audit Committee will take appropriate disciplinary action against the Whistle Blower.

7.14. The record will include:

- Brief facts
- Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof
- Whether the same Protected Disclosure was raised previously on the same subject
- Details of actions taken by Compliance Officer / chairperson of the Audit Committee/ Managing Director for processing the complaint
- Findings of the Audit Committee
- The recommendations of the Audit Committee/ other action(s).

7.15. The Audit Committee/ Compliance Officer, if deemed fit, may call for further information from the Whistle Blower or any other person who may be considered to hold relevant information with respect to the Protected Disclosure.

8. Investigation

8.1. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Compliance Officer of the Company who will investigate/ oversee the investigations under the authorization of the Audit committee. The chairperson of the Audit Committee/ Compliance Officer may, at its discretion, consider involving any external investigators for investigation.

8.2. Any investigation under this Policy would be conducted in a fair manner, as a neutral fact- finding process and without presumption of guilt.

8.3. The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of the investigation.

8.4. Subjects will be given reasonable opportunities for providing their input during the investigation. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.

8.5. Subjects shall have a duty to co-operate with the Compliance Officer/ Audit Committee during investigation to the extent that such cooperation will not compromise self-incrimination protections available under the applicable laws.

8.6. Subjects shall have the right to access any document/ information for their legitimate need to clarify/ defend themselves in the investigation proceedings. However, any document/ information containing the identity of Whistle Blower shall be either redacted or be concealed in any other manner by the Compliance Officer/ Audit Committee.

8.7. Subjects shall have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.

8.8. Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subjects shall be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company. The final decision shall vest with the Compliance Officer/ Audit Committee.

8.9. Compliance Officer shall normally complete the investigation within 90 days of the receipt of protected disclosure. If the investigation cannot be completed within 90 days, then the Compliance Officer shall document reasons for the same.

8.10. In case allegations against the Subject are substantiated by the Compliance Officer in his report, the Audit Committee shall give an opportunity to Subject to provide an explanation.

9. Protection

9.1. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against a Whistle Blower. Complete protection will, therefore, be given to a Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination/ suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like, including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/ functions, including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience because of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive legal/ professional advice about the procedure, etc.

9.2. A Whistle Blower may report any violation of the above clause to the chairperson of the Audit Committee, who shall investigate the same and recommend suitable action to the management.

9.3. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.

9.4. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

10. Confidentiality

10.1. The Whistle Blower, Compliance Officer, members of Audit Committee, the Subject and everybody involved in the process shall:

- a) Maintain confidentiality of all matters under this Policy
- b) Discuss only to the extent or with those persons as required under this Policy for completing the process of investigations.
- c) Not to keep the papers unattended anywhere at any time
- d) Keep the electronic mails/ files under password;

- e) Adhere to such other practices to ensure confidentiality throughout, including post completion of the investigation process.

11. Decision

11.1. If an investigation leads the Compliance Officer/ chairperson of the Audit Committee to conclude that an improper or unethical act has been committed, the Compliance Officer/ chairperson of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject because of the findings of an investigation, pursuant to this Policy, shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

11.2. If the report of investigation is not to the satisfaction of the Whistle Blower, the Whistle Blower has the right to report the event to the appropriate legal or investigating agency. A Whistle Blower who makes false allegations of unethical and improper practices or about alleged wrongful conduct of the Subject to the Compliance Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

12. Reporting

The Compliance Officer shall submit a report to the chairperson of the Audit Committee on a regular basis about all Protected Disclosures referred to him since the last report together with the results of investigations, if any.

13. Access to Audit Committee

The Whistle Blower shall have the right to access the chairperson of the Audit Committee directly in exceptional cases and the chairperson of the Audit Committee is authorized to prescribe suitable directions in this regard.

Details of the Chairperson of Audit Committee (for exceptional cases):

Name: Mrs. Manjushri Makarand Maslekar

Designation: Independent Director

Contact details: manjushrimaslekar@gmail.com

14. Communication

A Whistle Blower Policy cannot be effective unless it is properly communicated to Employees. The Policy should be published on the website of the Company and details of establishment of Vigil Mechanism shall be disclosed in the Board's report of the Company. The Company also makes necessary disclosures in the annual report with respect to the Vigil Mechanism as prescribed under the Listing Regulations.

15. Retention of Documents

15.1. All Protected Disclosures in writing or documented along with the results of investigation relating thereto, shall be retained by the Company for a period of not less than 8 (eight) years or such other period as specified by any other law in force, whichever is more.

15.2. A quarterly report about the functioning of the vigil mechanism shall be placed before the Audit Committee. A quarterly status report on the total number of complaints received if any, during the period with summary of the findings of and corrective steps taken should be sent to the chairperson of the Audit Committee of the Company and thereon to the Board of Directors. The Audit Committee of the Company shall be responsible for the administration, interpretation, application and review of this Policy.

16. Limitation

In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over this Policy.

17. Amendments and modifications

17.1. The Board of the Company reserves the right to modify and/or amend this Policy at any time.

17.2. Any or all provisions of this Policy are subject to such alterations/ amendment/ revisions as may be notified under the Act and the Listing Regulations and/or issued by any relevant statutory authorities. In case any amendment/ clarification/ notification/

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circular prescribed by any relevant statutory authority are inconsistent with any of the clauses of this Policy, then such amendment/ clarification/ notification/ circular shall prevail over clauses of this Policy and the Policy shall be deemed to be altered/ amended/ revised to that extent, which alteration/ amendment/ revision shall be effective from the date as laid down under the amendment/ clarification/ notification/ circular issued by any relevant statutory authority.

17.3. The amendments shall also be published on the official website of the Company.

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