

Code of Conduct and Ethics

Namdev Finvest Limited **(Formerly Known as Namdev Finvest Private Limited)**

Registered Office:

“Namdev House”

Plot No. 21, Neer Sagar-A, Bhankrota,
Jaipur, Rajasthan – 302026, India

CIN: U65921RJ1997PLC047090

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Prepared and proposed by	Ms. Sakshi Sharma	
Approver	Board of Directors	May 2026



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1. Introduction

Namdev Finvest Limited (NFL) formerly known as **Namdev Finvest Private Limited** is a Non-Banking Financial Company having valid Certificate of Registration with Reserve Bank of India vide registration No. B-10.00260 on 20th August 2007 under current RBI classification as NBFC – Non-Deposit taking Investment and credit company (“NBFC-ICC”) under NBFC Middle Layer – RBI (NBFC-Scale Based Regulation) Directions, 2023.

It is focused on offering finance to MSME, Two-wheelers, Solar panel loan, Electric Vehicle (EV) loan, EV charging station loan and all kind of light commercial vehicles segment.

2. Overview

It is the policy of the Company to apply high standards of courtesy, professionalism, and honesty in our interactions with customers, stakeholders, co-workers, and the community. To that end, the Company has established the Code of Conduct and Ethics (“Code”). This Code governs the business-related conduct of all employees, officers, directors and Third Party Service Providers of the Company (“Representative”).

The Company is committed to conduct its business in accordance with applicable laws, rules and regulations.

The Company Representative conducting business nationwide must comply with all applicable laws and regulations and must always adhere to this Code. If local laws and customs are in conflict with this Code, consult with the Company’s Chief Compliance Officer, Human Resources Department, or the Legal Department before taking any action.

This Code cannot possibly address every ethical dilemma Representative may face, but it sets out basic principles to espouse and guide all Representatives. All Representatives must conduct themselves accordingly and seek to avoid even the appearance of improper behaviour.

All Representatives are required to read this Code. Failure to read this Code does not waive any Representative from his/her responsibility to comply with this Code.

3. Definitions

Unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning assigned to them below:

“Board” means the Board of Directors of the Company;

“Company or NFL” shall mean Namdev Finvest Limited (Formerly Known as Namdev Finvest Private Limited)

“Chief Compliance Officer” is a person appointed in accordance with the RBI guidelines;

“Directors” means a director appointed to the Board of a Company;

“**Key Managerial Personnel (KMP)**” shall have the same meaning as assigned to “Key Managerial Personnel” under section 2(51) of Companies Act, 2013, SEBI LODR 2015 and Nomination & Remuneration Policy of the Company.

“**Senior Management/Officer personnel or SMP**” shall have the same meaning as assigned to “Senior Management/Officer personnel or SMP” under Companies Act, 2013, SEBI LODR 2015 and Nomination & Remuneration Policy of the Company.

4. Objective

Specifically, the objectives of this Code are:

- to encourage, among Representatives, a culture of honesty, accountability and mutual respect;
- to provide guidance to help Representatives recognize ethical issues; and
- to provide mechanisms to support the resolution of ethical issues.

a) **Compliance with Laws**

A variety of laws/regulations apply to the Company and its operations. It is Company’s policy to comply with all applicable laws, including, without limitation, against anti-corruption (, employment, discrimination, health, safety, intellectual property, antitrust, securities, banking and environmental laws. No Representative has the authority to violate any law or to direct another Representative or any other person or entity to violate any law on behalf of the Company. Each Representative is expected to comply with all such laws, as well as rules and regulations adopted under such laws.

Violations of laws may subject Representative to individual criminal or civil liability, as well as discipline, including termination, by the Company. Such individual violations may also subject the Company to civil or criminal liability or the loss of reputation or business, which is not acceptable.

The Directors, KMPs and SMPs of the Company shall discharge their duties in good faith and integrity in business judgment and in the best interests of the Company and its stakeholders. They are expected to act ethically, honestly, diligently and in good faith to protect the company’s brand equity and image. They shall act in the best interests of the Company and fulfil their fiduciary obligations.

b) **Conflict of Interest**

The Company’s Representatives are expected to make or participate in business decisions and actions during their relationship with the Company based on the best interests of the Company and not based on personal relationships or benefits. A conflict of interest, which can occur, or appear to occur, in a wide variety of situations, may compromise Representative’s business ethics.

A conflict of interest occurs when the personal interest of a Representative or a person with whom a Representative has a close personal relationship interferes with, or has the potential to interfere with, the interests or business of the Company. For example, a conflict of interest

may occur where a Representative, his or her family member or person with whom he or she has a close personal relationship receives a gift, a unique advantage, or an improper personal benefit as a result of the NFL Representative's position at NFL. A conflict of interest could make it difficult for NFL Representative to perform corporate duties objectively and effectively because he or she is involved in a competing personal interest.

Directors, KMPs and SMPs shall not engage in any business, relationship or activity, which may be in conflict with the interests of the Company.

If any related party transaction is unavoidable, it must be fully disclosed to the Board of Directors (Board) of the Company, if required under the applicable law.

c) Outside Activities / Employment

Any outside activity must not significantly encroach on the time and attention Representatives devote to their duties at the Company and should not adversely affect the quality or quantity of their work. In addition, Representatives must not imply Company's sponsorship or support of any outside activity that is not official business of the Company, and under no circumstances the Representatives are permitted to take for themselves or their family members' business opportunities that are discovered or made available by virtue of their positions at the Company. Moreover, except as permitted by the following paragraph or permitted in writing by Director, no employee may perform services for or have a financial interest in any entity that is, or to such employee's knowledge may become, a vendor, client, or competitor of the Company. Employees are prohibited from taking part in any outside employment or directorships without the prior written approval of the Chief Executive Officer, except for minor and unrelated employment and for directorships on charitable boards that in each case do not interfere with the employee's duties to the Company.

No employee may acquire securities of a customer, supplier, competitor, or other parties if ownership of the securities would be likely to affect adversely either the employee's ability to exercise independent professional judgment on behalf of the Company or the quality of such employee's work.

The Directors must disclose their Directorship, Committee membership on the Board of other companies to the Board on an annual basis.

d) Gifts and Business Courtesies

No Representative of the Company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which influence a decision or are intended to be capable of influencing, such person to act in any manner not in the best interest of the Company.

Gifts include, without limitation, material goods, as well as services, promotional premiums, and discounts. Any facilitation payments must be recorded as such in the accounting records

of the Company. Further, such facilitation payments shall not exceed the fees lawfully required by the public official for the function requested.

Nominal gifts of commemorative nature, for special events may be accepted. Caution should be exercised with respect to these exceptions. If there is any doubt as to the legitimacy of a payment under this Code or under any law, advice and written approval should be sought from the Director.

e) Anti-Corruption and Bribery

Corruption means the misuse or abuse of office or power for personal gain. The Company's reputation for honesty, integrity and fair dealing is an invaluable component of the Company's success.

Bribery is the offer, promise, giving, demanding or acceptance of an advantage (monetary or otherwise) as an inducement for any action.

The Company condemns corruption in any form and is committed to comply with all relevant anti-corruption legislations in force. All Representatives are required to read and understand the full implications of the laws and policies on bribe and abide by it in letter and spirit.

The Company does not espouse the payments or receipt of bribes or improper payments for business or financial gain. All Representatives are also obligated to report any such incident that they may witness to.

The Code prohibits undue monetary or non-monetary facilitation, other advantage to any person or persons, including public officials, customers or employees, any Associated Persons, in violation of laws and the officials' legal duties in order to obtain or retain business.

f) Anti-money laundering and Anti-terrorism

The Company is committed to complying fully with all anti-money laundering and anti-terrorism laws applicable on it.

No Representative of the Company shall indulge directly or indirectly or knowingly assist or knowingly is a party or is actually involved in any process or activity connected with the proceeds of crime or any other activity which give rise to the offence of money laundering.

It is the responsibility of the Company to take effective measures to mitigate its money laundering & terrorist financing risk and shall properly document the risk assessment, if any.

g) Financial Record Keeping & Reporting

The Company is required to comply with applicable accounting principles and regulations. The Company shall prepare and maintain its accounts fairly in accordance with the generally accepted accounting principles, guidelines, financial accounting standards and applicable regulations from time to time. All Representatives must accurately report and record relevant business and must comply with all applicable laws regarding the accuracy and completion of

such business. It is critical to ensure that all transactions are properly identified, analysed and recorded.

All transactions must take place following in accordance with applicable management authorization and must be recorded properly in an appropriate manner. All Representatives must reflect accurate and actual transactions that are in accordance with all applicable accounting and finance principles, policies, and practices.

All reasonable efforts are expected to ensure that all business records and reports are accurate, complete and reliable.

h) Handling of Confidential Information

Company's Representative should observe the confidentiality of the Company that they acquire by virtue of their relationship with the Company, concerning the Company's business, its customers, agents, channel partners and competitors, and other NFL Representatives, unless authorized to do so and when disclosure is required under any law. In addition, Representatives must safeguard proprietary which is not generally known to the public and has commercial value in Company's business. Proprietary of the Company includes, without limitation, business methods, analytical tools, software programs, source and object codes, trade secrets, ideas, techniques, inventions (whether patentable or not) and others relating to economic analysis, designs, algorithms, and research. It also includes, without limitation, relating to marketing, pricing, clients, and terms of compensation for Representatives. The obligation to preserve confidentiality on Company's proprietary continues even after employment ends. In addition to violating this Code and Company's other Policies, unauthorized use or distribution of proprietary could also be illegal and result in civil or even criminal penalties.

i) Use and safeguarding of Company's Assets

The use of Company's assets regardless of whether the same is tangible or intangible, for illegal or non-ethical business purposes shall be strictly prohibited. Protecting the Company's assets is the responsibility of each Representative.

j) Fair Dealing and Equal Opportunities within the Company

Each Representative should deal fairly and in good faith with the Company's other Representatives, customers, regulators, business partners, and competitors. No Representative may take unfair advantage of anyone through manipulation, concealment, misrepresentation, inappropriate threats, fraud, or any other intentional unfair dealing practice. In addition, all Representatives must conduct business in compliance with all applicable laws which generally prohibit activity that restrains free trade and limits competition.

The Directors, KMPs and SMPs shall be committed to provide a work environment free from unlawful discrimination, harassment and intimidations of any nature. Any kind of harassment and discrimination based on gender, religion, age, nationality and other such characteristics shall be strictly prohibited. They shall strive for maintaining a safe workplace by following safety and health rules and practices.

k) Delegation of Authority

Each Representative, and particularly each of the Company's executive officers, must exercise reasonable care to ensure that any permitted delegation of authority is reasonable and appropriate in scope, and includes appropriate and continuous monitoring.

l) Health and Safety

The Company strives to provide each Representative with a safe and healthy work environment. Each Representative has a responsibility for maintaining a safe and healthy workplace for all by following safety and health rules and practices, promptly reporting accidents, injuries, unsafe equipment, practices, or conditions.

Violence and threatening behaviour will not be tolerated. NFL Representatives should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs or the abusive use of alcohol or legally prescribed drugs in the workplace will not be tolerated, however drugs (medicines) prescribed by medical practitioner are allowed.

m) Discrimination and Harassment

The diversity of NFL Representatives is a tremendous asset. The Company is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples of conduct that will not be tolerated include, without limitation, derogatory comments based on special needs, racial, ethnic or religious characteristics, and unwelcome sexual advances.

Namdev Prohibits discrimination against all internationally recognized Protected Categories such as people over 40 years old; Sex; Race/ethnicity/national extraction/social origin /caste; Religion; Health status, including HIV status; Disability; Sexual orientation; Political affiliation/opinion; Civil/marital status; Participation in a trade union.

n) Reporting of Violations

The Company's Representatives, who observe, learn of, or, in good faith, suspect a violation of this Code must immediately report the violation to the management. Representatives who report violations or suspected violations in good faith will not be subject to retaliation of any kind. Reported violations will be investigated and addressed promptly and will be treated confidentially to the extent advisable. A violation of this Code may result in disciplinary action, which may include termination of Representative's relationship with the Company.

o) Protection Against Retaliation

Retaliation in any form against an individual for reporting an alleged violation of this Code, even if the report is mistaken, may itself be a violation of law and is a serious violation of this Code. Any alleged act of retaliation must be reported immediately to the management. If determined to have in fact occurred, any act of retaliation will result in appropriate disciplinary action, which may include termination of the Representative or end of any kind of relationship with the Company.

p) Compliance with Code

All Representatives have a responsibility to understand and follow this Code. In addition, all Representatives are expected to perform their work with honesty and integrity in all areas not specifically addressed in this Code.

- q) Records of all violations of this Code and the disciplinary action taken will be maintained by the Human Resource Department and shall prepare the monthly MIS of all such events and share it to Chief Compliance Officer. All such events shall be placed before Board, from time to time. Reporting shall not be required where there are no complaints (nil/zero complaints) during the reporting period. Annual Affirmation**

The Directors, KMPs and SMPs shall affirm compliance with the Code on annual basis. This affirmation shall be given in the format enclosed as Annexure I.

r) Responsibility of Senior Employees

The Directors, KMPs, SMPs and other managerial employees are expected to promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. They shall act in the best interests of the Company and fulfill their fiduciary obligations. Managerial employees may be disciplined if they condone misconduct, do not report misconduct, do not take reasonable measures to detect misconduct or do not demonstrate the appropriate leadership to ensure compliance.

The Code is intended to focus the Board, KMPs and SMPs on areas of ethical risk; provide guidance to them to help them recognize and deal with ethical issues; provide mechanisms to report unethical conduct; and help foster a culture of honesty and accountability.

s) Related Policies

This Code should be read in conjunction with other related policy documents of the Company. This Code supplements, but does not supersede, any contractual obligation any person may have under the terms of any agreements with the Company. This Code is not intended to create any contract (express or implied) with any person, including, without limitation, any contract, or to constitute any promise that a person's employment or consulting arrangement will not be terminated except for cause.

t) Price Sensitive Information

The Board, KMPs, SMPs and other Representatives shall not divulge or disclose any Price Sensitive information to any person or to any section of the media unless the same is vetted or approved by the Board/Board Committee(s) in its Meeting and shall be bound by the confidentiality clause mentioned elsewhere in this Code.

5. Validity

The Code shall be valid till next review by Committee members and/or Board of Directors, as applicable.

6. Review

The Company's CEO, CCO, CFO and COO have been entrusted with the responsibility of enforcement of this Code. They are hereby given absolute power to jointly or severally, make necessary changes, amendments or additions or removals for the operational aspects of the Code within the overall spirit and guidance from time to time for reasons like technology or process upgradation, regulatory changes, maintaining competitive edge or responding to changes in market or risk environment, etc. This is required to ensure full operational freedom to the senior management and make the management team more adaptive to rapid changing external environment. All changes so made shall be noted to the Code approving authority during the next Code review.

The CEO, CCO, CFO and COO can decide on delegation of authority and can design / redesign MIS systems and reporting as they see fit to improve the responsibility and accountability within the team hierarchy.



ANNEXURE-I

**To,
The Chief Compliance Officer/Board of Directors,
Namdev Finvest Limited
(Formerly Known as Namdev Finvest Private Limited)
“Namdev House” Plot No. 21,
Neer Sagar-A, Bhankrota, Jaipur - 302026
Rajasthan**

Sub.: Code of Conduct for Board Members, KMPs and SMPs.

I,.....hereby acknowledge, confirm and certify that:

I have received, read and understood the Code of Conduct and Ethics (“Code”) of the Company;

I am bound by the said Code to the extent applicable to my functions as a member of the Board of Directors / Management Personnel of the Company;

During the financial year _____, I have complied with the provisions of the said Code;

Signature:

Name:

Designation:

Address:

Date:

Place: