



NAMDEV FINVEST

Har Pal Aap Ke Saath.. Hum Badenge Aapki Duniya

Whistle Blower Policy

Version 4.0

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



Policy Name	Whistleblower Policy
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Version	4.0
Effective Date	9 th October 2024
Last Review	7 th July 2026
Next Review	By or before 1 th June 2027
Approver 1	Jitendra Tanwar MD & CEO
Approver 2	Latika Tanwar Director
Approver 3	Sanjay Chaturvedi Chief Treasury Officer
Approver 4	Sakshi Sharma Chief Compliance Officer
Update in Ver 2 on 10 May 24	Redefined channels of Reporting, under “Procedure” Added Complaint Form Added Workflow
Update on 18-Apr- 25	None
Update in Ver 3 as on 27-Nov-25	Change in the address of protected disclosure to Chairman of Audit Committee
Update on 25-Apr- 26	Employee Relations Officer is designated for submitting case related documentation to the Audit Committee
Update on 7-Jul-26	- Addition of confidentiality and secrecy complying scenarios - Protection of whistleblower interest and any other person assisting in investigation and disciplinary action in case of abuse. - Ethics officer is changed to Ms. Sakshi Sharma (Compliance Head) from Gagan Sharma (CHRO) - Retention of documents/evidences will be for 8 years from disposal of disclosure.

[INDEX](#)

S. No	Particular	Page No.
1	Introduction	4
2	Regulatory Requirement	4
3	About the Policy	4
4	Definitions	5
5	Applicability	5
6	Confidentiality and Secrecy	5
7	Procedure	6
8	Investigation	6
9	Protection of Whistleblower's Interest	7
10	Minimum Reporting Criteria	7
11	Competent Authority	8
12	Procedure For Protected Disclosures	8
13	Procedure for Retention of Documents	8
14	Amendment	8



1. Introduction

Namdev Finvest Limited (NFL or The Company) (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 (Non-Banking Financial Companies – Registration, Exemptions and Framework for Scale Based Regulation) Directions, 2025.

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. Regulatory Requirement

As per the provisions of Section 177(9) of the Companies Act, 2013 read with rule of the Companies (Meetings of Board and its Powers) Rules, 2014 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time), Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions dated November 28, 2025, The Company shall establish a Whistle Blower Policy / vigil mechanism for the Directors and Stakeholders including employees and their representative bodies, to report concerns about unethical behaviours, actual or suspected fraud or violation of the company's code of conduct, or report instances of leak of unpublished price sensitive information (“UPSI”). This policy, hereinafter referred to as the “Whistle Blower Policy and Vigil Mechanism” shall be implemented based on applicable law from time to time.

3. About the Policy

The Whistleblower Policy has been developed to transparency within our organization, providing employees and stakeholders with a platform to report any Protected Disclosures that may not be adequately addressed through the regular protocols of Supervisory intervention or Grievance redressal. This policy encourages individuals to come forward with concerns related to corruption, misuse of office, criminal offenses, suspected or actual fraud, non-compliance with rules and regulations, and actions that may result in financial loss, operational risk, or damage to our reputation, covering violations of Law, Financial irregularities including insider trading, Matters of misconduct, negligence integrity, conflict of interest, authority, Sabotage, inflicting reputational or financial loss to organization or any such matters that involve a wrong doing at the cost of the Organization. Such matters can be detrimental to the interests of our customers and the public.

The primary objective of this policy is to establish a clear channel for employees and stakeholders to report instances of unethical behaviour, suspected or confirmed fraud, violations of Codes of Conduct, legal or regulatory requirements, and misrepresentation of financial statements and reports. By implementing this policy, we aim to create an environment that encourages the reporting of such issues, ensuring they are appropriately addressed.

We place great importance on integrity, accountability, and adherence to ethical standards throughout our organization. By empowering individuals to speak up about potential violations, we can effectively address and rectify any issues, safeguarding the interests of all stakeholders and upholding our commitment to responsible and compliant operations.



It is crucial for all employees and stakeholders to familiarize themselves with this policy and understand the significance of reporting any concerns they may have. We assure all individuals who make Protected Disclosures that they will be protected from any form of retaliation, and their identities will be treated with the utmost confidentiality, in accordance with legal requirements and company protocols. This policy underscores our commitment to maintaining a culture of transparency, trust, and ethical conduct within our organization.

4. Definitions:

"Employee" means every employee of the company including the Directors in the employment of NFL.

"Investigators" means those persons authorised, appointed, consulted or approached by Audit Committee and include the auditors of NFL and the police.

"Subject" means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

"Whistle Blower" means an individual making a Protected Disclosure under this Policy.

5. Applicability:

The Policy is applicable to all the Stakeholders including directors, employees, of the Company, including those working at the corporate office, operating centers, and branches across India. Furthermore, the Policy extends its coverage to encompass Protected Disclosures made by various stakeholders associated with the NFL. These stakeholders can be broadly classified into the following categories:

- Employees of the company: This includes all individuals employed by the company in various capacities.
- Employees of other agencies deployed for the company's activities: This includes individuals employed by external agencies that provide services to the Organization, whether working from any of the company's offices or any other location.
- Contractors, vendors, suppliers, or agencies: This category encompasses individuals working for contractors, vendors, suppliers, or agencies that provide materials or services to the company.
- Shareholders of the company: Shareholders holding ownership in the company fall under this category.
- Directors of the company: This category comprises individuals serving as Directors on the company's Board.
- Any other person associated with the company: This includes individuals who have an association or affiliation with the Bank but do not fall into the previous categories.

Any person belonging to the aforementioned categories can utilize the channel provided by this Policy to raise an issue covered under its purview. This ensures that individuals associated with the Bank, regardless of their role or affiliation, have access to the designated reporting mechanism established by this Policy.

6. Confidentiality and Secrecy:

Every possible measure will be taken to safeguard the confidentiality and identity of the Whistleblower, taking into account legal obligations and constraints. However, it is important to note that if a Whistleblower is found to have made vexatious or frivolous allegations, resulting in the need for action to be taken against them, their identity may be revealed for disciplinary action.

Disciplinary Action may be initiated against anyone found not complying with the below:

- Maintain complete confidentiality and secrecy of the matter.
- The matter should not be discussed in informal/social gatherings/meetings or with individuals who are not involved in the review or investigation of the matter.



- The matter should only be discussed only to the extent or with the persons required for the purpose of completing the investigation.
- Ensure confidentiality of documents reviewed during the investigation should be maintained. Do not keep the documents unattended anywhere.
- Keep the electronic mails/files under the password.
- Ensure secrecy of the whistleblower, subject, protected disclosure, investigation team and witnesses assisting in the investigation should be maintained.
- A complete record of complaints, conclusions, and actions, if any, shall be maintained by the Company.

In cases where the identity of the Whistleblower is disclosed, the company reserves the right to initiate appropriate action against the individual responsible for the disclosure. This ensures that the Whistleblower protection mechanism is maintained, while also allowing the company to address any misuse or abuse of the whistleblowing process.

7. Procedure:

Protected Disclosures should be submitted via email to whistleblower@namfin.in , with the subject line "Protected Disclosure under the Whistleblower Policy"

The company may consider anonymous Protected Disclosures, although it is required for the Whistleblower to disclose their name when submitting the Protected Disclosure. The Whistleblower should lodge a Protected Disclosure if it adheres to the following criteria:

- The disclosure of information is in the best interest of the company.
- The facts presented in the Protected Disclosure must be substantially true.
- The Protected Disclosure should not be made with any malicious intent or for personal gain, nor should it consist of false allegations.

8. Investigation

- i) All Protected Disclosures reported under this Policy will be thoroughly investigated by the Internal Audit appointed by the Audit Committee who may at its discretion, consider involving any Investigators for the purpose of investigation. The decision to conduct an investigation taken by the Internal Audit is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.
- ii) The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- iii) Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- iv) Subjects shall have a duty to co-operate with the Internal Audit or any of the Investigators during investigation to the extent that such co-operation sought does not merely require them to admit guilt.
- v) Subjects have a right to consult with a person or persons of their choice, other than the Investigators and/ or members of the Internal Audit and/ or the Whistle Blower.
- vi) Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings but 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. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.

- vii) The investigation shall be completed normally within 45 working days of the receipt of the Protected Disclosure and in any case not to exceed 90 working days. In case it could not be completed within the normal time progress report may be shared to the Audit Committee.

By ensuring these norms are met, the company can maintain the integrity and purpose of the Whistleblower process, promoting genuine concerns and safeguarding against any misuse or misinformation.

9. Protection of Whistleblower's Interest:

Confidentiality: The whistleblower's identity will be kept confidential to the extent permitted by law.

No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this Policy. NFL, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to 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 protection is available provided that:

- The communication/disclosure is made in good faith;
- He/She reasonably believes that information, and any allegations contained in it, are substantially true; and
- He/She is not acting for personal gain

Anyone who abuses the procedure (for example by maliciously raising a concern knowing it to be untrue) will be subject to Disciplinary Action, and if considered appropriate or necessary, suitable legal actions may also be taken against such individuals. However, no action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.

Support and assistance is available to the whistleblower during and after the reporting process including garden leaves in case necessary.

Any other employee/business associates assisting in the said investigation shall also be protected to the same extent as the Whistleblower. If a complainant believes that he or she has been treated adversely as a consequence of their use of the vigil mechanism can approach the Chairman of the Audit Committee of Namdev. The contact information for the Chairman of the Audit Committee is provided in the Policy.

10. Minimum Reporting Criteria:

Reports should include specific details of the alleged misconduct, including dates, times, locations, and individuals involved. The reporting employee must try to include as much information as known to him.

Reports should be made in good faith, with a sincere belief that the information is accurate and truthful.



The reported matter should be within the scope of the whistleblower policy and pertain to serious misconduct, unethical behavior, or violations of company policies or the law, financial irregularities including insider trading.

11. Competent Authority:

- i. Audit Committee will be responsible for evaluating and investigating whistleblower reports.
- ii. Designated Officer: Mrs. Sakshi Sharma (CCO) is designated as "Ethics Officer" will be responsible for receiving and managing all such disclosures. He is reachable at cs@namfin.in
- iii. However, all whistleblower reports shall be dropped at whistleblower@namfin.in

12. Procedure For Protected Disclosures :

All Protected Disclosures should be addressed to Chairman of the Audit Committee

The contact details of the Chairman of the Audit Committee are as under:

The Chairman Audit Committee
Namdev House, Plot No-21, Neer Sagar -A BHANKROTA,
JAIPUR, RAJASTHAN-302026INDIA

If an investigation leads the Audit Committee to conclude that an improper or unethical act has been committed, the Audit Committee shall direct the management of NFL to take such disciplinary or corrective action as the Audit. Management Committee deems fit. It is clarified that any disciplinary or corrective action initiated against the Subject 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. The decision of the audit committee shall be final in respect of the disclosure. Power Of Audit Committee To Frame Procedures And Guidelines Subject to the provisions of this policy, the Audit Committee may put in place appropriate procedures and guidelines for implementing all or any of the matters covered in the policy.

13. Procedure for Retention of Documents:

All the documents pertaining to the reported matter shall be retained with the Internal Audit for a period of 8 (Eight) years from the date of closure/disposal of the Disclosure.

Protected Disclosures should preferably be reported in writing to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistle Blower.

All such documentation, or evidences shall be kept in digital/physical form with Employee Relations officer under digital/physical lock and key or password with the Internal Audit Head.

14. Amendment

NFL reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the employees unless the same is notified to the employees in an appropriate manner. The above shall form part of the present employment and other personnel policies of NFL