

N.B.I. Industrial Finance Company Limited

VIGIL MECHANISM AND WHISTLE-BLOWER POLICY

1. Introduction

- 1.1 N.B.I. Industrial Finance Company Limited (NBI in brief) is committed to conducting business with integrity, including in accordance with all applicable laws and regulations. NBI's expectations with respect to business ethics are contained in the Code of Business Conduct and Ethics (the "**Code of Conduct**").
- 1.2 Employees are required to report actual or suspected violations of applicable laws and regulations and the Code of Conduct, and NBI has an obligation to ensure that there is a procedure in place to enable the reporting of such violations.

2 Scope and Exclusion

- 2.1 This Vigil Mechanism and Whistle-blower Policy (the "Policy") sets out the procedure to be followed when making a disclosure.
- 2.2 This Policy applies to all Employees, regardless of their location. Violations will result in appropriate disciplinary action. Please familiarise yourself with this Policy, and seek advice from the Compliance Officer of the Company if any question arise.

3 Terms and References

In this Policy, the following terms shall have the following meanings:

- 3.1 "**Audit Committee**" means the Committee constituted by NBI in accordance with Section 177 of the Companies Act, 2013, which has responsibility for supervising the development and implementation of this Policy.
- 3.2 "**Code of Conduct**" means the Code of Business Conduct and Ethics.
- 3.3 "**Employee**" means any employee or director of NBI.
- 3.4 "**Protected Disclosure**" means the disclosure of a Reportable Matter in accordance with this Policy.
- 3.5 "**NBI Group**" means N.B.I. Industrial Finance Co. Ltd. and its subsidiaries.
- 3.6 "**Reportable Matter**" means a genuine concern concerning actual or suspected:
 - a. fraudulent practices, such as improperly tampering with NBI books and records, or theft of company property;
 - b. corruption, including bribery and money laundering;
 - c. breaches of the Code of Conduct.

Please note that complaints concerning personal grievances, such as professional development issues or employee compensation are not Reportable Matters for purposes of this Policy.

3.7 “Whistle-blower” means any Employee who makes a Protected Disclosure under this Policy.

4 Policy

4.1 Responsibility to Report

Protected Disclosures are to be made whenever an employee becomes aware of a Reportable Matter. The Protected Disclosure should be made promptly upon the Employee becoming aware of the Reportable Matter. Reportable Matters should be made pursuant to the reporting mechanism described in Section 4.2 below.

The role of a Whistle-blower is limited to making a Protected Disclosure. A Whistle-blower should not engage in investigations concerning a Reportable Matter that is the subject of a Protected Disclosure. Neither should a Whistle-blower become involved in determining the appropriate corrective action that might follow from the submission of a Protected Disclosure.

4.2 Reporting Mechanism

4.2.1 NBI has established an Audit Committee to process and investigate Protected Disclosures. Protected Disclosures are to be made to the Audit Committee in the prescribed format as follows:

- a. by telephone to the Chairman of the Audit Committee
- b. by letter addressed to the Audit Committee, marked “Private and Confidential”, and delivered to the Chairman of the Audit Committee, 21, Strand Road, Kolkata – 700 001.

4.2.2 Employees have a right to make Protected Disclosures directly to the Chairman of the Audit Committee by letter addressed to the Audit Committee, marked “Private and Confidential”, and delivered to the Chairman of the Audit Committee, 21, Strand Road, Kolkata – 700 001.

4.2.3 To enable the proper investigation of any Reportable Matter, a Protected Disclosure should include as much information as possible concerning the Reportable Matter. To the extent possible, the following information should be provided:

- a) the nature of the Reportable Matter (for example, if the Reportable Matter concerns an alleged violation of the Code of Conduct, please refer to the provision of the Code of Conduct that is alleged to have been violated);
- b) the names of the Employees to which the Reportable Matter relates;
- c) the relevant factual background concerning the Reportable Matter (for example, if the Reportable Matter concerns a violation of the Code of Conduct, please include information about the circumstances and timing of the violation); and
- d) the basis for the Protected Disclosure (for example, where knowledge of the alleged violation is based upon documents in the Whistle-blower’s possession or control, please provide a copy of the pertinent documents).

4.2.4 To enable further investigation of Reportable Matters, Whistle-blowers are strongly encouraged to provide their name and contact details whenever they make a Protected Disclosure under this Policy. If a Whistle-blower does not provide his or her name and

contact details when making a Protected Disclosure, NBI's ability to investigate the subject matter of the Protected Disclosure may be limited by its inability to contact the Whistle-blower to obtain further information.

4.2.5 All Protected Disclosures are taken seriously and will be promptly investigated by NBI in accordance with the Guidance on Responding to Protected Disclosure.

4.3 **Protection of Whistle-blowers**

4.3.1 If a Whistle-blower does not provide his or her name when making a Protected Disclosure, NBI will treat as confidential the identity of the Whistle-blower and the fact that a Protected Disclosure has been made, except as otherwise required by law and to the extent possible while allowing an investigation to proceed.

4.3.2 A Whistle-blower may make a Protected Disclosure without fear of retaliation or intimidation. NBI prohibits its Employees from engaging in retaliation or intimidation that is directed against a Whistle-blower. Employees who engage in retaliation or intimidation in violation of this Policy will be subject to disciplinary action, which may include dismissal.

4.3.3 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.

4.4 **Role of the Audit Committee**

4.4.1 The Audit Committee is responsible for supervising the development and implementation of this Policy. The Audit Committee shall periodically review the Policy to consider whether amendments are necessary, and, if so, it shall communicate any such amendments to all Employees as soon as possible.

4.4.2 The Audit Committee shall have responsibility for coordinating the investigation of any serious Protected Disclosures concerning the alleged violation of laws or regulations that apply to NBI Group.

4.5 **Conflicts of Interest**

Where a Protected Disclosure concerns any members of the Audit Committee, that member of the Audit Committee shall be prevented from acting in relation to that Protected Disclosure. In case of doubt, Shri Ashok Bhandari, a Director shall be responsible for determining whether a member of the Audit Committee must recuse himself or herself from acting in relation to a Protected Disclosure.

4.6 **Questions**

If you have any questions concerning this Policy or the Code of Conduct, please contact:

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