



Nestavia Home Finance Private Limited

("Nestavia" or "Company")



Whistle-blower Policy

Name of the Policy: Whistle-blower Policy

Policy Number: WB-03/2026

PREAMBLE

Nestavia Home Finance Private Limited (hereinafter referred to as "Nestavia" or "the Company") recognizes that the success of the organization is built on a foundation of trust, integrity, and ethical behaviour. Nestavia is committed to maintaining the highest standards of integrity, transparency, and accountability in all its operations. To ensure this, the Company encourages employees to raise concerns regarding any unethical practices, violations of laws, regulations, or company policies, and any other form of misconduct.

The **Whistle-blower Policy** is designed to provide employees with a secure and confidential channel for reporting violations without fear of retaliation. The Company strongly believes that individuals should not be penalized for reporting genuine concerns related to ethical misconduct.

This policy is in line with the provisions of **Companies Act, 2013** on Vigil Mechanism read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014, Reserve Bank of India (Non-Banking Financial Companies-Governance) Directions, 2025 and other applicable laws and regulations governing corporate governance and transparency in India.

This Policy has been developed in alignment with the Company’s Code of Conduct for employees, Fair Practice Code, Anti-Bribery & Anti-Corruption Policy and various other policies, rules and regulations adopted by the company.

Prepared and Proposed By	Compliance Officer
Reviewed and Recommended By	Managing Director & CEO
Approved By	Board of Directors
Date of Approval	30-Apr-2026

RESPONSIBILITY ASSIGNMENT MATRIX

Responsibility for Implementation	Compliance Officer with support from HR Department
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VERSION CONTROL

Version No.	Date of Approval by Board of Directors	Key Highlights/Changes
1.0	24-Nov-2024	Roll-out of policy
2.0	23-Apr-2025	Updated and enhanced as part of annual review
3.0	30-Apr-2026	Updated upon annual review

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1. OBJECTIVES

The objectives of this Whistle-blower Policy are to:

- Provide employees with a safe and confidential channel to report unethical practices, misconduct, or violations.
- Ensure that whistle-blowers are protected from retaliation, harassment, or victimization.
- Establish a transparent process for the investigation of reported concerns.
- Promote a culture of accountability and integrity within the Company.
- Encourage employees to report issues related to fraud, corruption, illegal activities, or violations of company policies without fear of retribution.

2. SCOPE OF THE POLICY

This policy applies to:

- All employees, directors, and officers of **Nestavia Home Finance Private Limited**.
- Any third parties associated with the Company, such as contractors, suppliers, or business partners, who may have information about unethical practices or misconduct.

The policy covers a wide range of concerns, including but not limited to:

- Financial fraud, embezzlement, or misappropriation of funds.
- Violation of the Company's Fair Practice Code, Policies and Code of Conduct.
- Corruption, bribery, or kickbacks.
- Non-compliance with legal or regulatory requirements.
- Workplace harassment, discrimination, or unethical behaviour.
- Conflicts of interest or abuse of power.
- Health and safety violations.
- Breach of contract.
- Misuse of Company's assets & resources.
- Manipulation of Company's data/records.
- Any other unethical or illegal activities within the organization.

3. DEFINITIONS

A. Whistleblowing refers to the act of reporting concerns or allegations related to unethical conduct, misconduct, or illegal activities within the organization. Whistleblowing is typically done by employees who have knowledge of such practices and believe that reporting them is necessary for the greater good of the organization.

Whistleblowing includes, but is not limited to, the reporting of:

- Financial mismanagement or fraud.
- Violations of company policies or legal obligations.
- Safety violations that may harm employees, customers, or the environment.
- Corrupt or illegal activities.
- Any activity that could damage the Company's reputation or operations.

B. Whistle-blower means any employee or Director, or any third party associated with the Company who discloses or expresses a genuine concern/ grievance/ allegation on any unethical activity or any conduct as mentioned in Clause 2 and Clause 3A above. The term 'Whistle-blower' also includes any other employee of the Company who assisted in investigating a genuine concern/grievance raised by the Whistle-blower.

4. REPORTING PROCEDURE

The procedure for reporting of complaints is as follows:

a) **How to Report a Concern:**

- a. Employees should raise concerns as soon as they become aware of any unethical or illegal activity. This can be done through:
 - i. **In-person:** Report to the HR-Head or Compliance Officer of the Company.
 - ii. **Email:** A designated email address provided for reporting concerns.
 - iii. **Letter:** Written reports can be submitted in a sealed envelope addressed to the **Whistle-blower Committee**.
 - iv. **Telephone:** A dedicated helpline number provided to report concerns confidentially.

- v. **Chairperson of Audit Committee:** In exceptional circumstances, the Whistle-blower may also communicate their genuine concerns directly to the Chairperson of the Audit Committee through his/her email address.

b) **Anonymous Reporting:**

- a. Employees may choose to report concerns anonymously if they feel uncomfortable revealing their identity. However, providing contact details can help in addressing the concern more effectively.

c) **Details to Include in the Report:**

- a. The report should contain sufficient details, including:
 - i. A clear description of the issue or concern.
 - ii. Any supporting documents or evidence, if available.
 - iii. The date, time, and location of the incident(s).
 - iv. The individuals involved or affected by the misconduct.

d) **Duties of the Whistle-blower:**

- i. The Whistle-blower will merely report a concern of nature mentioned above in Clause 2 and 3(a), as stated earlier, without acting as an investigator and will not, therefore, act on his own in conducting an investigative activity, other than as prescribed under this policy.
- ii. The Whistle-blower shall not discuss with other employees or officers of the Company about the concerns raised by him or others or status of any investigation process conducted by the Whistle-blower Committee.
- iii. The Whistle-blower shall only discuss the matter to the extent or with the persons required for the purpose of completing the investigation.

5. CONFIDENTIALITY

The Company ensures that all whistle-blower reports are treated with the utmost confidentiality. Details of the whistle-blower's identity and the reported concern will be kept confidential, subject to the need for disclosure during the investigation process or as required by law.

The whistle-blower's identity will not be disclosed without their consent, unless necessary for the investigation or legal process.

6. PROTECTION AGAINST RETALIATION

The Company is committed to ensuring that whistle-blowers are protected from any form of retaliation or victimization. This includes:

- **Protection from retaliation** in the form of discrimination, harassment, or any adverse action taken against the whistle-blower in their employment.
- **Confidentiality** of the whistle-blower's identity to the maximum extent possible.
- **Freedom from intimidation or harassment** by colleagues or superiors for reporting concerns.

Employees who believe they have been retaliated against for reporting a concern are encouraged to report such retaliation immediately, and the Company will take appropriate action.

7. INVESTIGATION OF COMPLAINTS

a) Investigation Process:

- i. Upon receiving a whistle-blower complaint, the Whistle-blower will receive an acknowledgement within 2 working days through a separate e-mail to maintain the confidentiality of the identity of the Whistle-blower.
- ii. The **Whistle-blower Committee** will assess the validity of the concern raised, accuracy of facts, acceptability of the evidence/supporting documents/witnesses provided, history or previous concerns in the same subject matter and the intense of the subject matter. If necessary, an internal investigation will be conducted by the appropriate department (e.g., Internal Audit, Compliance, HR).
- iii. The investigation will be carried out in a timely manner, within 30 days of the receipt of complaint, unless a formal extension is required in any specific case, the reasons for which will be recorded by the committee in its report.
- iv. The Committee will ensure fairness and transparency in its investigation process and adhere within the timeless ensuring no evidence is concealed or destroyed.
- v. The whistle-blower and the person against whom the complaint is made will both be given an opportunity to present their views.
- vi. When a concern is raised to the Chairperson of the Audit Committee under exceptional circumstances, the Chairperson may choose to discuss the issue directly with the whistle-blower or forward it to the Whistle-blower committee based on the severity of the issue/concern raised.

b) Resolution:

- i. After the investigation, the findings will be reported to the management, the Audit Committee or the Board of Directors, depending on the severity of the issue.
 - ii. If the allegation is substantiated, appropriate corrective action will be taken, which may include disciplinary action or legal proceedings.
 - iii. The Whistleblower shall be informed of the outcome of the investigation, in case of denial of the concern raised, the outcome shall be informed along with the rationale for the decision.
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8. WHISTLE-BLOWER COMMITTEE

The Company has constituted a **Whistle-blower Committee** consisting of senior executives and a representative from the legal and compliance department. The role of the Committee is to:

- Review all whistle-blower complaints and determine the course of action.
- Ensure that investigations are conducted in an impartial and timely manner.
- Recommend appropriate disciplinary or corrective action, if necessary.
- Maintain records of all complaints and investigations to ensure compliance and transparency.

The Whistle-blower Committee will report its findings to the Board or Audit Committee, if required.

The Committee will also disclose the details of concerns / issues raised that were not acted upon disclosing the reasons for the same.

9. ROLES AND RESPONSIBILITIES

The roles and responsibilities for various stakeholders are as follows:

- **Employees:**

Employees are expected to report any concerns or unethical behaviour they observe or are made aware of and bring to early attention of the Committee to avoid financial loss to the company or loss of evidence. They are also expected to cooperate with investigations and maintain confidentiality during the process.

- **Management and Supervisors:**

Managers and supervisors are responsible for fostering an ethical culture and ensuring that employees are aware of their rights and responsibilities under this policy. They must also act promptly to address any issues raised.

- **Whistle-blower Committee:**

The Whistle-blower Committee is responsible for investigating complaints, ensuring confidentiality, and protecting whistle-blowers from retaliation. The Committee must also recommend corrective actions when necessary.

10. FALSE OR MALICIOUS COMPLAINTS

The Company takes false or malicious whistle-blower reports seriously. If it is found that a report has been made with the intent to harm or damage the reputation of others or with malicious intent, disciplinary action will be taken against the whistle-blower. This action could include suspension or termination of employment.

11. DISCIPLINARY ACTION

In the event that the investigation substantiates the reported misconduct, the following disciplinary actions may be taken, depending on the severity of the offense:

- **Verbal or Written Warning**
 - **Demotion or Refusal of promotion**
 - **Suspension or Probation**
 - **Termination of Employment**
 - **Legal Action**, where necessary
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12. REVIEW AND AMENDMENTS

This policy will be reviewed periodically and amended, as necessary, to ensure that it remains compliant with applicable laws, regulations, and organizational needs. Any updates or changes to this policy will be communicated to all employees. The copy of this policy will be displayed on the website of the Company updated with changes, if any, from time to time.

13. AWARENESS AND TRAINING PROGRAMS

- The Company will conduct regular **training sessions** on the importance of Whistle-Blower mechanism and raise awareness among employees regarding their obligations, and responsibilities towards voicing against the unethical and illegal activities.
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14. CONTACT DETAILS

For any queries or to file a whistle-blower complaint, employees may contact:

- **Whistle-blower Committee (Email):** whistleblower@nestaviahomefin.com
 - **Telephone:** +914446065151
 - **Postal Address:**
Whistle-blower Committee
Nestavia Home Finance Private Limited
Unit 005 – Cowrks, 2nd Floor, 2nd Wing,
Sterling Technopolis, No.4/293, OMR,
Perungudi – Chennai 600096.
 - **Email ID of Audit Committee Chairperson:** chairperson.ac@nestaviahomefin.com
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This Whistle-blower Policy ensures that Nestavia Home Finance Private Limited maintains the highest ethical standards and integrity in its operations and provides employees a platform to raise concerns about unethical or illegal practices without fear of retaliation.

By adhering to this Whistle-blower Policy, Nestavia Home Finance Private Limited seeks to establish lasting relationships based on trust, fairness, and transparency with all its stakeholders.
