

**National Bank for Financing Infrastructure and Development
(NaBFID)**

Whistle Blower Policy

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1. Introduction

NaBFID has always emphasised the need to maintain highest standard of ethics by all its employees and Directors in their professional and personal affairs. It is expected that employees and Directors of NaBFID act responsibly to uphold the reputation of the Institution and its subsidiaries and conduct banking business/ operations in the most fair and transparent manner. The Institution encourages its employees and Directors not to remain silent spectators to any act of wrongdoing but to report the same to the Designated Authority. This is intended to ensure that a few of the employees/ Directors of the Institution cannot vitiate the overall atmosphere of the Institution and put the Institution's interest in jeopardy.

Employees, many a time, hesitate to come forward and report to the higher authorities about the wrongdoings, mishaps, etc. around them fearing retribution. The Institution has therefore formulated "Whistle Blower policy" for its employees and Directors to promote corporate governance, instil faith and empower its employees and Directors to blow the **Whistle** against acts of wrongdoing to the Designated Authority without any fear of reprisal. This is to encourage employees to report matters without the risk of victimization, discrimination or disadvantage. The Policy applies to all employees and Directors of the Institution. The Policy aims to provide a mechanism to ensure that concerns are properly raised, appropriately investigated, and addressed.

The Policy set forth herein is to be read in conjunction with applicable laws and provisions of Central Vigilance Commission (CVC), Companies Act, SEBI (Listing Obligations and Disclosure Requirements) guidelines, RBI directives and other applicable provisions issued from time to time.

2. Definitions:

- I. **Audit Committee:** The Audit Committee of the Board is the committee constituted under sub section (1) of section 15 of National Bank for Financing Infrastructure and Development (NaBFID) Act, 2021.
- II. **Designated Authority (DA)** - The Authority identified to receive complaints/ disclosures under the 'Whistle Blower Policy'. Presently the Head Risk Management (Executive Vice President) of the Institution shall be the Designated Authority.
- III. **Designated Officer (DO)** — The Officer authorised by the Designated Authority not below the rank of Vice President from the Risk Management Department for assisting in handling of the Whistle Blower complaints/ disclosures received in the Institution under this Policy.
- IV. **Disciplinary Action** — Any action that can be taken on the completion of/ during the investigation, including but not limited to a warning, recovery of financial losses incurred by the Institution, suspension from official duties or any other disciplinary action in terms of applicable disciplinary procedure for officers and employees considering the gravity of the matter as deemed fit.
- V. **Disclosure** — A concern raised in good faith by a Whistle Blower that discloses or demonstrates information that may evidence unethical or improper practice/ activity/ behavior with respect to the Institution.

- VI. **Employee:** Employee means every employee/officer/staff member of NaBFID taken on-regular employment/contract /deputation.
- VII. **Director:** Director means an appointed or elected or nominated member of the board of director of NaBFID.
- VIII. **NaBFID/ Institution/ Bank:** The National Bank for Financing Infrastructure and Development constituted under the NaBFID Act, 2021.
- IX. **Subject-** A person against or in relation to whom a complaint disclosure is made or evidence gathered during the course of an investigation.
- X. **Whistle Blower** — An employee or Director of the Institution lodging a complaint or making a disclosure under the Policy.

3. Scope of the Policy:

The policy shall cover complaint / disclosures made by the institution's employee and directors only. Board and all the employees of the Institution whether regular or on deputation or on contract.

Whistle Blowing `Concern' or `Complaint'.

Employees/ Directors can raise concerns/ issues, if any, which they have on the following or possibilities/ apprehensions of:

- Breach of any law, statute, or regulation by the Institution
- Bribery or corruption
- Issues related to accounting policies and procedures adopted for any area or item
- Acts resulting in financial loss or loss of reputation
- Misuse of office, suspected or actual fraud and criminal offences
- The list as mentioned above is indicative and not exhaustive.

To be considered under the Policy, the complainant (whistle blower) should provide the following information in his/her complaint

- ◆ Name
- ◆ Contact Details
- ◆ Employee Number
- ◆ Department
- ◆ Email Id

The Institution shall not entertain any complaint where all such information is not provided, including anonymous/ pseudonymous complaints.

4. Procedure for raising a Complaint/ Disclosure

The "Whistle Blower Policy" is intended to be used for raising complaints/ disclosures by the employees and the Directors. The complaint/ disclosures shall be raised/ reported through the following methods:

i. Offline Mode through Post/ Courier

ii. Online Mode through email

i. Offline Mode through Post/ Courier

The complaint/ disclosures relating to those stated in the Scope of the Policy shall be sent through post courier directly to the Designated Authority (Head Risk Management) in a sealed envelope/ cover at the address mentioned below:

The Executive Vice President - Head Risk Management
National Bank for Financing Infrastructure and
Development (NaBFID)
1503, 15th Floor, A-Wing
The Capital, G-Block, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400051

Complaints/ disclosures under Whistle Blower Policy against Board Level Executive and the Designated Authority (Head Risk Management) shall be sent by post/ courier to the Chairperson, the Audit Committee of the Board at the following address:

The Chairperson, Audit Committee
National Bank for Financing Infrastructure and
Development (NaBFID)
1503, 15th Floor, A-Wing
The Capital, G-Block, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400051

Flow chart for Offline Complaints received is given in Annexure 2

ii) Online Mode through email

Complaint/ disclosure as mentioned above can also be alternatively sent through e-mail at the following email ID:

Whistleblower@nabfid.org

Only the Designated Authority will have the right to view e-mail and the details of complaints received to protect the confidentiality of the information / complaint & complainant. User ID and password to access the mail will be with the Designated Authority only.

5) Handling of Complaints/ Disclosures

- i. The Head Risk Management of the Institution shall be the Designated Authority to receive complaints/ disclosures under 'Whistle Blower Policy'. The Designated Authority may be changed with the approval of the Audit Committee of the Board.
- ii. The Designated Authority may authorize an Officer, who shall be referred hereinafter as Designated Officer, not below the rank of Vice President from Risk Management Department for assisting in handling of the Whistle Blower complaints/ disclosures received in the Institution under this Policy. All envelopes superscribed with "Complaint under Whistle Blower Policy" shall be opened by the Designated Authority only.
- iii. The Designated Authority shall ensure resolution of complaints within -90- days from the date of receipt of the complaint at his/ her Office.
- iv. For complaints/ disclosures received by post/ courier, the Designated Authority shall scrutinize the Whistle Blower Complaints/ disclosures and ascertain the identity of the Whistle Blower. If the identity of the Whistle Blower cannot be ascertained/ complaint received is anonymous/ pseudonymous, the Designated Authority will not take any action in the matter.
- v. In case the Designated Authority is of the opinion that the allegations made in the complaint are specific and verifiable, then in such cases, the Designated Authority shall refer the matter to the Head, Audit Function for getting the matter investigated by them. The investigation report should be submitted to the Designated Authority within 15 days of referring the matter to the Head Audit. In case the complaint/ disclosure made does not have any specific and verifiable information, no action will be taken and the matter will be treated as closed and suitably recorded and placed before the Audit Committee of the Board on Quarterly basis (for Quarter ending June, September. and December) and on Annual basis (in March) to the Audit Committee of the Board and also to the Board of Directors.
- vi. Once the identity of Whistle Blower is confirmed, and on being satisfied that the complaint/ disclosure has verifiable information, the Designated Authority shall ensure that the identity of the Whistle Blower is removed/ masked from the body of the complaint so as to make it appears like a dummy complaint. Complete confidentiality of the Whistle Blower shall be maintained. The dummy complaint shall be given a reference number with which the original complaint shall be traced back. In case of complaints/ disclosures receive by post/ courier, Designated Authority will retain the first page (Part A of Annexure 1) containing details of the Whistle Blower (Name, Employee number, Contact/ Mobile Number, department & email id) along with the envelope in his safe custody and hand over the subsequent pages containing the details of the Whistle Blower case (Part B of Annexure 1) to the Designated Officer. At no point of time will the documents kept in the safe custody be accessed without proper authority from the Designated Authority.
- vii. The Designated Authority may, if he/ she deems fit, call for further information or particulars from the employee making the complaint.

- viii. All precautions shall be taken by the Designated Authority/ Designated Officer to ensure that the identity of the Whistle Blower is not revealed unless the Whistle Blower himself/ herself has made either the details of the complaint public or disclosed his/ her identity to any other Office or Authority. In order to protect the identity of the Whistle Blower, acknowledgement shall not be issued, and the Whistle Blowers are advised not to enter into any further correspondence in their own interest.
- x. While calling for reports/ investigation, the Designated Authority/ Designated Officer shall not disclose the identity of the Whistle Blower and shall also request the Authority concerned to keep the identity of the Whistle Blower a secret, if by any reason, the Authority comes to know of the identity.
- xi. The inquiry/ investigation shall be conducted in a fair manner and provide adequate opportunity for hearing to the affected party and a written report of the findings should be prepared for submission to the Designated Authority.
- xii. If the investigation establishes either misuse of Office or substantiates allegations of corruption, fraud, potential fraud, acts of misuse of Office and gross violations of system, procedures, guidelines leading to serious threat of financial/ reputational loss to the Bank etc., the Designated Authority shall recommend to the Competent/ Appropriate Authority for initiating appropriate action which shall inter- alia include following:
- Disciplinary Proceedings against employee concerned.
 - Recommend appropriate Law Enforcement Agency for initiation of criminal proceedings in cases where facts/ circumstances warrant so.
 - Recommend to take corrective measures to prevent recurrence of such events in the future.

The Designated Authority at any time after the receipt of complaint/ disclosure from the Whistle Blower is of the opinion that any corrupt practice is required to be stopped during the continuation of any inquiry for the said purpose, may pass such interim instructions/ recommendations as he/ she may deem fit, to prevent the immediate stoppage of such practice.

- xiii. The Disciplinary Authority to whom a recommendation is made by the Designated Authority, for disciplinary action against the employee who has been found party to the particular Whistle Blower complaint for either wilful misuse of Office, discretion or power or substantiates allegation of corruption, shall initiate disciplinary action immediately as per applicable Disciplinary procedure and conclude the Disciplinary action logically in strict adherence of timelines prescribed by the Institution.

In case the Disciplinary Authority does not agree with the recommendation of the Designated Authority to initiate Disciplinary procedure against the employee, it shall record the reason for disagreement and also communicate the same to the Designated Authority.

The Disciplinary Authority will on a Quarterly basis apprise the designated Authority of the Disciplinary action taken till its logical conclusion.

- xiv. If the Designated Authority, after conducting an inquiry in any complaint, is of the opinion that there are no sufficient grounds for proceeding with further investigation/ inquiry, he/ she shall close such complaint.
- xv. The Designated Officer shall maintain a list/ record for the complaints/ disclosures received under the Whistle Blower Policy in a register or computer and shall monitor the progress periodically and put up the same to the Designated Authority every fortnight.
- xvi. The Designated Authority shall report all complaints/ disclosures received under the 'Whistle Blower Policy', together with results of investigations and an update on the actions taken thereof on Quarterly basis (for Quarter ending June, September and December) to the Audit Committee of the Board and on Annual basis in March to the Audit Committee of the Board and also to the Board of Directors.
- xvii. All Whistle Blower complaints/ disclosures, enclosed documents/ annexures, and the investigation reports shall be retained by the Institution as per the Policy on preservation and destruction of records and Document handling.

6) Addressed to the Chairperson, the ACB/ Escalation

- I. The complaint addressed to the Chairperson, the Audit Committee of the Board, shall be directly accessed by the Chairperson, the Audit Committee of the Board, who will direct the complaint to the Designated Authority or any other person of his/ her choice to investigate and report the outcome to him/ her within a stipulated timeframe in line with the Policy document. The investigation report shall be tabled at the next meeting of the Audit Committee of the Board and appropriate action/ redressal shall be recommended in consultation with the Audit Committee of the Board.
- II. The Whistle Blowers can escalate the complaint/ disclosure raised under 'Whistle Blower Policy' to the Chairperson, Audit Committee of the Board, if he/ she is not satisfied with the proceedings or findings of investigation. The Whistle Blower may reach out to the Chairperson, the Audit Committee of the Board, through a closed/ sealed cover, clearly superscribing on the top of the cover/ envelope "Complaint under " Whistle Blower Policy " at the address mentioned above.
- III. The Chairperson will submit the data of the complaints/ disclosures received to the Designated Authority on a Quarterly basis (for Quarter ending June, September and December) and on Annual basis in March to enable him to submit the consolidated report to the Audit Committee of the Board and to the Board of Directors.

Flow chart for Offline Complaints received by the Chairperson, ACB is given in Annexure 3

7) Protection to Whistle Blowers

- I. The Designated Authority and the Chairperson, Audit Committee of the Board shall ensure that no punitive action is taken by any Administrative Authority against any employee/ Director on perceived reasons/ suspicion of being “Whistle Blower”.
- II. The Chairperson, Audit Committee of the Board may also give any suitable recommendations/ instructions to the appropriate Authority/ concerned person to protect the Official from victimization or avoid victimization. Further, every recommendation/ instruction given by the Chairperson, Audit Committee of the Board to the appropriate Authority/ concerned person shall be binding on them.
- III. In the event of the identity of the Whistle Blower being disclosed in contradiction to the Policy guidelines, the Audit Committee of the Board shall recommend appropriate action against the person making such disclosures.
- IV. If any Official is aggrieved by any action on the ground that he/ she is being victimized due to the fact that he had filed a complaint or disclosure, he/ she may file an application before the Chairperson, the Audit Committee of the Board, seeking redressal in the matter.

8) Concealment or Destruction of Disclosures

Attempts to conceal the evidence of the complaints/ disclosures made under ‘ Whistle Blower Policy’ shall not be tolerated and appropriate Disciplinary action, as deemed fit, shall be taken by the Institution against those found indulging in concealment or destruction of such complaints.

9.False / Malicious/ Frivolous Complaints/ Disclosures

To inhibit misuse of the Whistle Blower mechanism by the Whistle Blowers, any false/ malicious or frivolous/ vexatious complaints/ disclosures raised with malafide intention or complaints/ disclosures found to be motivated shall be viewed seriously by the Institution and the Designated Authority may recommend to the Competent Authority to take appropriate Disciplinary action against such Whistle Blower

10. Review of the Whistle Blower Mechanism

The Audit Committee of the Board and Board shall review and oversee the functioning of the Whistle Blowing Mechanism. A Quarterly note will be put up by the Designated Authority before the Audit Committee of the Board within one month from the end of the concerned Quarter (for Quarter ending June, September and December) and on Annual basis in March to the Audit Committee of the Board and also to the Board of Directors.

The Note will contain amongst other details:

Report on all complaints/ disclosures received under the Policy by the Designated Authority as well as the Chairperson, the Audit Committee of the Board, together with results of investigations and an update on the actions taken thereof. Details on cases where the complaints/ disclosures made did not have any specific and verifiable information and hence no action was taken.

11. Recognition:

In case a complaint results in detection of unethical practices/ abuse of authority / fraud/ other wrongdoing and thereby averts or minimizes the financial/ reputational loss to the Bank, the moral courage shown by the whistle blower will be recognized by way of appropriate indirect incentive/ benefits.

Towards this end, Designated Authority / Audit Committee of the Board will ensure along that such genuine informants are given due weightage in career growth and placement as deemed fit. A dossier will be personally maintained by the Designated Authority in strict confidence for the purpose. The Designated Authority will ensure full protection against the disclosure of identity of whistle blower.

12. Validity of the Policy

The policy shall be reviewed annually.

Annexure 1- Whistle Blower Complaint Form

Part A

This Table is for Office use only.

Date of Filing Complaint		Dummy Reference Number		Initial of the Designated Authority	
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The Head Risk Management

Personal Information of the Whistle Blower

(To be filled by the Whistle Blower)

Name	
Employee Number	
Department	
Contact Number	
Email id	

Declaration

I declare that the above information is furnished by me under ' Whistle Blower Policy' which is true and correct to the best of my knowledge, information, and belief.

Signature and Date

Whistle Blower Complaint -- Part B

This Table is for Office use only.

Date of Filing Complaint		Dummy Reference Number		Initial of the Designated Authority	
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To be filled in by the Whistle Blower- (Extra pages may be used if necessary)

Statement of facts:
Statement detailing acts of omission/ commission of the person/ persons against whom the complaint/ disclosure is being made
Has the disclosure been made to anyone in the past? If yes, to whom and when.

Annexure 2- Flow Chart for Offline Complaint

Flow Chart for Offline Complaint Received

The whistle blower can make a complaint in offline mode by sending his/her complaint in writing (in the format attached as annexure 1) in closed envelope/cover superscribed "Complaint under whistle blower policy". The envelope should be posted / couriered to "The Executive Vice President - Head Risk Management NaBFID, 1503, 15th Floor, A-Wing The Capital, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400051"

All envelopes/covers superscribed with "Complaint under whistle blower policy" will be opened by the designated authority only. The designated authority will ascertain the identity of the whistle blower

OR

If the identity of the Whistle Blower is confirmed and on being satisfied that the complaint/disclosure has verifiable information,

If the identity of the Whistle Blower cannot be ascertained/ complaint received is anonymous/ pseudonymous, the Designated Authority may not take any action.

The Designated Authority/ Designated Officer shall refer the matter to the head audit for getting it investigated. Investigation report should be submitted to the Designated Authority within 15 days of referring the matter to the Head audit

Designated Authority will retain the first page containing details of the Whistle Blower along with the envelope in his safe custody and hand over the subsequent pages containing the details of the Whistle Blower case to the Designated Officer. The custody of the original complaint along with the documents will remain with the Designated Authority and at no time the complaint kept in safe custody shall be accessed without

If the investigation establishes either misuse of Office or substantiates allegations of corruption, fraud, potential fraud, acts of misuse of Office and gross violations of system, procedures, guidelines leading to serious threat of financial/ reputational loss to the institution, the Designated Authority shall recommend to the Competent/ appropriate Authority for initiating appropriate action.

If the Designated Authority, after conducting an inquiry, is of the opinion that there are no sufficient grounds for proceeding with the inquiry, he/ she shall close the complaint.

Put up a Quarterly note before the Audit Committee of the Board within one month from the end of the concerned Quarter (for Quarter ending June, September and December) and on Annual basis in March to the Audit Committee of the Board and also to the Board of Directors.

The Note will contain amongst other details:

- Report on all complaints/ disclosures received under the Policy by the Designated Authority as well as the Chairperson, the Audit Committee of the Board, together with results of investigations and an update on the actions taken thereof.
- Details on cases where the complaints/ disclosures made did not have any specific and verifiable information and hence no action was taken.

Annexure 3- Flow Chart for Offline Complaint received by the Chairperson, ACB

