

**CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING, AND TO MONITOR, REGULATE AND REPORT
TRADING BY DESIGNATED PERSONS AND THEIR IMMEDIATE RELATIVES**

AND

CODE OF CONDUCT FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

OF

NAVI FINSERV LIMITED



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Policy owner	Compliance Officer
Approved by	Board of Directors

<u>Date of Review / Amendment</u>	<u>Particulars</u>	<u>Next date of review</u>
June 30, 2025	Periodic review, and to align the Code with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations (Amendment), 2025.	No later than June 30, 2026

1. **BACKGROUND & APPLICABILITY**

- 1.1. Navi Finserv Limited (the **"Company"**) is a 'high value debt listed entity' (**"HVDLE"**) in terms of Regulation 15 and Regulation 62C of the SEBI Listing Regulations (*as defined hereinafter*).
- 1.2. The Board (*as defined below*) of the Company has adopted this Code of Conduct for Prevention of Insider Trading, and to Monitor, Regulate and Report Trading by Designated Persons and their Immediate Relatives, and Code of Conduct for Fair Disclosure of UPSI (the **"Code"**) to comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) (**"SEBI Regulations"**). Part A of this Code deals with the Prohibition on Insider Trading, and regulation, monitoring and reporting of trades by Designated Persons and their Immediate Relatives, and Part B of this Code relates to Fair Disclosure and Conduct.

2. **DEFINITIONS**

In this Code, including Part A and Part B, the following capitalized terms shall have the meanings set forth below:

- 2.1. **"Applicable Laws"** mean any applicable law, statute, bye-law, rule, regulation, guideline, circular, order, notification, regulatory policy (including any requirement or notice of any regulatory body), compulsory guidance, rule, order or decree of any court or any arbitral authority, or directive, delegated or subordinate legislation in any applicable jurisdiction, inside or outside India, including any applicable securities law in any relevant jurisdiction, including the SEBI Act, 1992, the Companies Act, 2013, the SEBI Regulations, and the guidelines, instructions, rules, communications, circulars and regulations issued by any regulatory or governmental authority.
- 2.2. **"Chinese Walls"** refer to means policies, procedures and physical arrangements designed to manage and safeguard UPSI (*defined hereinafter*) and prevent inadvertent transmission or communication thereof.
- 2.3. **"Compliance Officer"** means the Company Secretary of the Company, who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring of trades, and the implementation of this Code, under the overall supervision of the Board.
- 2.4. **"Connected Person"** means any person who is or has been, during the six (6) months prior to the concerned act, associated with the Company, in any capacity, directly or indirectly, including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship, whether temporary or permanent, with the Company, that allow such a person, directly or indirectly, access to UPSI or is reasonably expected to allow such access.

Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be Connected Persons in relation to the Company, unless the contrary is established - (a) Relative of Connected Persons specified above; or (b) Holding company or associate company or subsidiary company; or (c) Intermediary as specified in SEBI Act, 1992 or an employee or a director thereof; or (d) a banker of the Company; or (e) A concern, firm, trust, HUF, company or association of persons wherein a director of the Company or his Relative or banker of the Company has more than ten percent (10%) of the holding or interest, (f) a firm or its partner or its employee in which a Connected Person specified in the foregoing paragraph is also a partner; (g) a person sharing household or residence with a Connected Person specified in the foregoing

paragraph.

- 2.5. “Designated Persons” means: (a) Promoters and members of the Promoter Group of the Company; (b) All members of the Board of Directors and Key Managerial Personnel of the Company and its material subsidiaries; (c) Employees in the Chief Executive Officer’s office, Personal Loans and Home Loans Business, Borrowings, Treasury, Legal, Compliance & Secretarial, Borrowings, Finance, CEO’s Office, Human Resources, Internal Audit, and any other departments of Navi Group, on the basis of their functional role or that have access to UPSI, designated from time to time, (d) Chief Executive Officer (**“CEO”**) and employees up to two levels below CEO of the Company and its material subsidiaries; (e) Any other person designated by the Chief Compliance Officer, in consultation with the Managing Director, on the basis of their functional role and such function would provide access to UPSI.
- 2.6. “Generally Available Information” means information that is accessible to the public on a non- discriminatory basis and shall not include an unverified event or information reported in print or electronic media.
- 2.7. “Immediate Relative” shall mean a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to Trading in Securities.
- 2.8. “Insider” shall mean any person who is: (a) a Connected Person; or (b) in possession of or having access to UPSI, including any person who has received UPSI in connection with a Legitimate Purpose.
- 2.9. “Key Managerial Personnel” means person as defined in Section 2(51) of the Companies Act, 2013.
- 2.10. “Legitimate Purpose” shall have the meaning set forth in Part B of this Code.
- 2.11. “Material Financial Relationship” means a relationship in which one person is a recipient of any kind of payment, such as by way of a loan or gift from a Designated Person or any of his /her Immediate Relatives, during the immediately preceding twelve months, equivalent to at least twenty five percent (25%) of the annual income of such Designated Person but excludes relationships in which the payment is based on arm’s length transactions.
- 2.12. “Navi Group” means Navi Technologies Limited and its subsidiaries and associate companies.
- 2.13. “Relative” shall mean the following: (a) spouse of the person; (b) parent of the person and parent of its spouse; (c) sibling of the person and sibling of its spouse; (d) child of the person and child of its spouse; (e) spouse of the person listed at sub-clause (c); and (d) spouse of the person listed at sub-clause (d).
- 2.14. “SEBI Listing Regulations” means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
- 2.15. “SEBI” means the Securities and Exchange Board of India.
- 2.16. “SEBI Regulations” means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

- 2.17. **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (as amended from time to time), but shall not include units of mutual funds.
- 2.18. **"Stock Exchanges"** means the stock exchange(s) on which the Securities of the Company are listed or proposed to be listed.
- 2.19. **"Structured Digital Database (SDD)"** means a digital database created, updated and maintained by the Company as per the provisions of the SEBI Regulations containing the nature of UPSI, and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this Code along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.
- 2.20. **"Trading"** shall mean and include subscribing, redeeming, switching, buying, selling, dealing or agreeing to subscribe, redeem, switch, buy, sell or deal in any Securities and Trade shall be constructed accordingly.
- 2.21. **"Trading Plan"** is a plan submitted to the Compliance Officer by an Insider who has knowledge or is in possession of UPSI, his or her intention to trade in the Company's Securities over a given period of time.
- 2.22. **"Trading Window"** means the period in which the Company permits Designated Persons, and their Immediate Relatives to trade in the Company's Securities.
- 2.23. **"Unpublished Price Sensitive Information" / "UPSI"** shall mean any information, relating to the Company or its Securities, directly or indirectly, that is not Generally Available which upon becoming Generally Available is likely to materially affect the price of the Securities and shall ordinarily, include but not be restricted to, information relating to: (a) financial results; (b) dividends; (c) changes in capital structure; (d) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business, award or termination of order/contracts not in normal course of business and such other transactions (e) changes in Key Managerial Personnel other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor; (f) change in rating(s), other than ESG rating(s); (g) fund raising proposed to be undertaken; (h) agreements, by whatever name called, which may impact the management or control of the Company; (i) Fraud or defaults by the Company, its promoter, director, Key Managerial Personnel, or subsidiary or arrest of Key Managerial Personnel, promoter or director of the Company, whether occurred within India or abroad; (j) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions; (k) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the Company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016; (l) initiation of forensic audit, by whatever name called, by the Company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report; (m) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, Key Managerial Personnel, promoter or subsidiary, in relation to the Company; (n) outcome of any litigation(s) or dispute(s) which may have an impact on the Company; (o) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the Company not in the normal course of business; (p) granting, withdrawal, surrender, cancellation or suspension of key licenses

or regulatory approvals, (q) material events in accordance with the listing agreement, or any other applicable laws.

2.24. "Working Day" means the working day when the regular Trading is permitted on the concerned Stock Exchange.

In case of any inconsistency between the definitions set out above and those provided under the Applicable Laws, the definitions provided under the Applicable Laws shall prevail.

3. REVIEW OR AMENDMENT OF THE POLICY

- 3.1. The Code shall be amended or modified with the approval of the Board. The Code shall be reviewed by the Board annually. Any amendment to this Code shall be considered by the Board on the basis of the recommendation of the Audit Committee.
- 3.2. Without prejudice to the foregoing, in the event the Code requires to be amended to take into account any changes (whether on account of repeal of any existing law, or otherwise) in any existing regulation, law or policy (or any clarification with respect to any existing regulation, law or policy), the Managing Director of the Company may approve such changes to the Code as may be required to comply with such changes, or clarifications. Any such changes approved by the Managing Director shall be placed before the Audit Committee and Board, in its immediately succeeding meeting, for ratification by the Audit Committee and Board.
- 3.3. Notwithstanding anything contained in this Code, in case of any contradiction between any provision of this Code, and any existing legislations, rules, regulations, laws or modification thereof or enactment of a new applicable law, the provisions under such law, legislation, rules, regulation or enactment shall prevail over this Code.

4. DISCLOSURES

- 4.1. The Code shall be disclosed on the website of the Company.

5. APPLICABILITY

- 5.1. The Code is the internal policy of the Company to prevent Company's employees, Designated Persons and Connected Persons who are considered by the Company to be Insiders of the Company for the purposes of the SEBI Regulations, from Trading in its Securities. It is, however, the responsibility of each such person to ensure compliance with the provisions of the SEBI Regulations and other related laws. The Company shall not be responsible or liable for any violation or contravention of the SEBI Regulations or other related laws by such persons.
- 5.2. Where the Company engages a service provider who is a Connected Person, the Head of the Department at the Company which engages such Connected Person is responsible for communicating the requirements of this Code to such Connected Person and verify whether such Connected Person has a similar code of conduct applicable to its employees to prevent such persons from misusing UPSI of the Company, as well as the efficacy of implementation of such code by those Connected Persons.

PART A
CODE FOR PREVENTION OF INSIDER TRADING AND TO REGULATE, MONITOR, AND REPORT TRADES BY
DESIGNATED PERSONS AND THEIR IMMEDIATE RELATIVES

1. APPLICABILITY

- 1.1. This Part A shall be applicable to all Insiders of the Company including Designated Persons and Immediate Relatives of Designated Persons as defined in this Code.

2. PROHIBITION ON COMMUNICATING OR PROCURING UPSI

- 2.1. An Insider, including Designated Persons shall maintain strict confidentiality of all UPSI and shall not communicate including discuss UPSI in public places where others might overhear; provide, or allow access to any UPSI, relating to the Company or its Securities, to any person including other Insiders, except where such communication is in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations, *provided that* nothing contained above shall be applicable when an UPSI is communicated, provided, allowed access to or procured within a group of persons if such persons have been identified and secluded within a "Chinese Wall" or information barrier by the Compliance Officer from the rest of the Company for a particular purpose or for a specified period of time in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations, and are subjected to, among other conditions, additional confidentiality obligations, information barriers designed to prevent exchanges of UPSI outside the "Chinese Wall", and the execution of an undertaking by such persons to abstain and/ or forego Trading during such seclusion or till the UPSI no longer constitutes UPSI.
- 2.2. No person shall procure from or cause the communication by an Insider of UPSI, relating to the Company or its Securities except in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations, *provided that* nothing contained above shall be applicable when an UPSI is communicated, provided, allowed access to or procured within a group of persons if such persons have been identified and secluded within a "Chinese Wall" or information barrier by the Compliance Officer from the rest of the Company for a particular purpose or for a specified period of time in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations, and are subjected to, among other conditions, additional confidentiality obligations, information barriers designed to prevent exchanges of UPSI outside the "Chinese Wall", and the execution of an undertaking by such persons to abstain and/ or forego Trading during such seclusion or till the UPSI no longer constitutes UPSI.
- 2.3. Notwithstanding anything contained in Section 2.1, or Section 2.2, UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would otherwise not attract the obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 but where the Board of the Company is of informed opinion is in the best interests of the Company and the information that constitute UPSI is disseminated to be made Generally Available at least two (2) trading days prior to the proposed transaction being effected in such form as the Board may determine to be adequate and fair to cover all relevant and material facts.
- 2.4. For purposes of Section 2.3, parties receiving UPSI shall be required to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of this Section, and shall not otherwise Trade in

Securities of the Company when in possession of UPSI.

- 2.5. A Structured Digital Database shall be maintained containing the nature of UPSI and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this Code along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database; *provided* that entry of information, not emanating from within the organization, in Structured Digital Database may be done not later than two (2) calendar days from the receipt of such information.
- 2.6. The Structured Digital Database shall be preserved for a period of not less than eight (8) years after completion of the relevant transactions and in the event of receipt of any information from SEBI regarding any investigation or enforcement proceedings, the relevant information in the Structured Digital Database shall be preserved till the completion of such proceedings.

3. TRADING WHEN IN POSSESSION OF UPSI

- 3.1. No Insider shall trade in Securities of the Company when in possession of UPSI. Designated Persons and/or their Immediate Relatives shall, directly or indirectly, Trade in Securities of the Company only:
- (i) pursuant to an approved Trading Plan, or
 - (ii) when the Trading Window is open;

and in each case, the Designated Person and/or their Immediate Relative is not in possession of UPSI.

- 3.2. When a person who has Traded in Securities has been in possession of UPSI, his Trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession *provided* that such person may prove his innocence by demonstrating the circumstances including the following: –

- (i) the transaction is an off-market *inter-se* transfer between Insiders/ Designated Persons who were in possession of the same UPSI without being in breach of this Section 3 and both parties had made a conscious and informed trade decision, *provided* that such UPSI was not obtained under Section 2.3, and that such off-market Trades shall be reported by such persons to the Company within two (2) Working Days. The Company shall notify the particulars of such Trades to the Stock Exchange within two (2) trading days from receipt of the disclosure or from becoming aware of such information;
- (ii) the transaction was carried out through the block deal window mechanism between persons who were in possession of the UPSI without being in breach of Section 3 and both parties had made a conscious and informed trade decision; *provided* that such UPSI was not obtained by either person under Section 2.3;
- (iii) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a *bona fide* transaction;
- (iv) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations;

(v) in the case of non-individual Insiders: –

- (a) the individuals who were in possession of such UPSI were different from the individuals taking Trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to Trade; and
- (b) appropriate and adequate arrangements were in place to ensure that the Code and SEBI Regulations are not violated and no UPSI was communicated by the individuals possessing the information to the individuals taking Trading decisions and there is no evidence of such arrangements having been breached;

(vi) the Trades were pursuant to a Trading Plan set up in accordance with this Code.

- 3.3. In the case of Connected Persons, the onus of establishing that they were not in possession of UPSI, shall be on such Connected Persons.

4. TRADING WINDOW

- 4.1. All Designated Persons and/or their Immediate Relatives shall execute Trades in the Securities of the Company only in a valid Trading Window and shall not execute any Trade in the Company's Securities during the period when the Trading Window is closed.
- 4.2. The Trading Window shall be closed when the Compliance Officer determines that Designated Persons or any class of Designated Persons and/ or their Immediate Relatives can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such Securities to which such UPSI relates. Designated Persons and/or their Immediate Relatives shall not Trade in Securities when the Trading Window is closed. In any case, Trading restrictions shall commence from the end of every quarter till forty eight (48) hours after the declaration of financial results. Further, care should be taken that the gap between clearance of the accounts by the Audit Committee and the Board of Directors should be as narrow as possible and preferably on the same day to avoid leakage of material information.
- 4.3. The Trading Window may not be closed for UPSI not emanating from within the Company.
- 4.4. The Compliance Officer after taking into account various factors including the UPSI in question becoming Generally Available information and being capable of assimilation into the market, shall decide the timing for re-opening of the trading window, which however shall not in any event be earlier than forty eight (48) hours after the information becoming Generally Available.
- 4.5. The aforesaid restrictions on Trading Window shall not be applicable in respect of:
- (i) transactions specified in clauses (i) to (iv) and (v) of the proviso to Section 3.2 of this Part A and in respect of pledge of shares for *bona fide* purposes such as the raising of funds (subject to pre-clearance by the Compliance Officer and compliance with regulations prescribed by SEBI); and
 - (ii) transactions which are undertaken in accordance with regulations prescribed by SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buyback offer, open offer or delisting offer or transactions which are undertaken through such other mechanism as may be specified by SEBI, from time to time.

(iii) transactions conducted in accordance with approved Trading Plans.

5. **TRADING PLANS**

5.1. An Insider, including Designated Persons shall be entitled to formulate a Trading Plan and present it to the Compliance Officer for approval and public disclosure pursuant to which Trades may be carried out on his behalf in accordance with such plan

5.2. Such Trading Plan shall:

(i) not entail commencement of Trading on behalf of the Insider/Designated Person earlier than one hundred and twenty (120) days from the public disclosure of the plan;

(ii) not entail overlap of any period for which another Trading Plan is already in existence;

(iii) set out following parameters for each Trade to be executed:

- (a) either the value of Trade to be effected or the number of Securities to be Traded;
- (b) nature of the Trade;
- (c) either specific date or time period not exceeding five (5) consecutive trading days;
- (d) price limit, that is an upper price limit for a buy Trade and a lower price limit for a sell Trade, subject to the range as specified below:
 - 1. for a buy Trade: the upper price limit shall be between the closing price on the day before submission of the Trading Plan and upto twenty percent (20%) higher than such closing price
 - 2. for a sell Trade: the lower price limit shall be between the closing price on the day before submission of the Trading Plan and upto twenty percent (20%) lower than such closing price.

Explanation: (i) While the parameters in sub-clauses (a), (b) and (c) shall be mandatorily mentioned for each Trade, the parameter in sub-clause (d) shall be optional.

(iv) The price limit in sub-clause (d) shall be rounded off to the nearest numeral.

(v) Insider/ Designated Person may make adjustments, with the approval of the Compliance Officer, in the number of Securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of Trading Plan and the same shall be notified on the Stock Exchanges.

(vi) not entail Trading in Securities for market abuse.

5.3. The Compliance Officer shall review the Trading Plan to assess whether the plan would have any potential for violation of this Code and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan. *Provided* that pre-clearance of Trades shall not be required for a Trade executed as per an approved Trading Plan. *Provided further* that Trading Window norms in Section 4 shall not be applicable for Trades carried out in accordance with an approved Trading Plan.

5.4. The Trading Plan once approved shall be irrevocable and the Insider/ Designated Person shall mandatorily have to implement the plan, without being entitled to either execute any Trade in the Securities outside the scope of the Trading Plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law, *Provided* that the implementation of the Trading Plan shall not be commenced if any UPSI in possession of the

Insider/ Designated Person at the time of formulation of the plan has not become Generally Available at the time of the commencement of implementation; *Provided further* that if the Insider/ Designated Person has set a price limit for a Trade under Section 5.2(iii)(d), the Insider/ Designated Person shall execute the Trade only if the execution price of the Security is within such limit. If the price of the Security is outside the price limit set by the Insider/ Designated Person, the Trade shall not be executed.

- 5.5. In case of non-implementation (full/partial) of Trading Plan due to either reasons enumerated in Section 5.4 or failure of execution of Trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:
- (i) The Insider/ Designated Person shall intimate non-implementation (full/partial) of Trading Plan to the Compliance Officer within two (2) trading days of end of tenure of the Trading Plan with reasons thereof and supporting documents, if any.
 - (ii) Upon receipt of information from the Insider/ Designated Person, the Compliance Officer, shall place such information along with his recommendation to accept or reject the submissions of the Insider/ Designated Person, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was *bona fide* or not.
 - (iii) The decision of the Audit Committee shall be notified by the Compliance Officer on the same day to the Stock Exchanges on which the Securities are listed.
 - (iv) In case the Audit Committee does not accept the submissions made by the Insider/ Designated Person, then the Compliance Officer shall take action as per this Code.
- 5.6. The Compliance Officer shall approve or reject the Trading Plan within two (2) trading days of receipt of the Trading Plan and notify the approved plan to the Stock Exchanges on which the Securities are listed, on the day of approval.

6. PRE-CLEARANCE OF TRADING

- 6.1. Designated Persons and/or their Immediate Relatives may Trade in the Securities of the Company when the Trading Window is open and they are not in possession of UPSI, after obtaining approval of the Compliance Officer by submitting an application as per **Form-A** of this Code and an undertaking as per **Form-B** of this Code.
- 6.2. The Compliance Officer shall not approve any proposed Trade by Designated Person and/or their Immediate Relatives if the Compliance Officer determines that such Designated Person and/or their Immediate Relatives is in possession of UPSI even though the Trading Window is open.
- 6.3. The Compliance Officer may, after being satisfied that the application and undertaking are true and accurate, approve, in the format specified in **Form-C** Trading by Designated Person and/or their Immediate Relatives, on the condition that the Trade so approved shall be executed within seven (7) trading days following the approval.
- 6.4. The Designated Person and/or their Immediate Relatives shall, within two (2) trading days of the execution of the Trade, submit the details of such Trade to the Compliance Officer. In case the transaction is not undertaken, a report to that effect shall be filed in **Form-D** of this Code.
- 6.5. If the pre-cleared Trade is not executed within seven (7) Trading Days after the approval is given, the Designated Person and/or their Immediate Relatives must secure pre-clearance of the transaction again.

- 6.6. A Designated Person and/or their Immediate Relatives who Trades in Securities of the Company without complying with the pre-clearance procedure as envisaged in this Code or gives false undertakings and/ or makes misrepresentations in the undertakings executed by him/ her while complying with the pre-clearance procedure shall be subjected to the penalties as envisaged in this Code.
- 6.7. The Compliance Officer and/or his/her Immediate Relatives may Trade in the Securities of the Company when the Trading Window is open and they are not in possession of UPSI, after obtaining approval of the Managing Director by submitting an application as per **Form-A** of this Code and an undertaking as per **Form-C** of this Code. In case sale of Securities before the expiry of six months is necessitated by personal emergency, the Compliance Officer may at his/ her discretion waive the requirement for the minimum holding period, as per **Form-E** as annexed in this Code.
- 6.8. Nothing in this Clause shall apply to any Transaction if the value of the Securities Traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a Traded value less than Rupees Ten lakh (a "*de minimis Trade*") *provided* the Designated Person and/or their Immediate Relatives is not in possession of UPSI while executing the *de minimis Trade*.
- 6.9. Additional Trading restrictions on Designated Persons
All Designated Persons and/or their Immediate Relatives who Trade in the Securities of the Company shall not enter into an opposite transaction (contra trade) during the next six (6) months following the prior transaction. In case any contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such Trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by SEBI.

7. DISCLOSURES

- 7.1. The disclosures under this Section 7 shall include those relating to Trading by such Person's Immediate Relatives, and by any other person for whom such person takes Trading decisions.
- 7.2. The disclosures of Trading in Securities shall be maintained by the Company for a minimum period of five (5) years.
- 7.3. Initial Disclosure
(i) Every Designated Person shall disclose in the prescribed format at **Annexure-1**, the number of Securities held by him/ her, his/ her Immediate Relatives and any other person for whom he takes Trading decisions, to the Company within seven (7) days of the Company adopting the Code and/ or as on the date of joining the Company.

(ii) Every person on appointment as a Designated Person shall disclose in the prescribed format at **Annexure-1**, the number of Securities held (as on the date of his/ her appointment) by him/ her, his/ her Immediate Relatives and any other person for whom he takes Trading decisions, to the Company within seven (7) days of such appointment.
- 7.4. Continual Disclosures

(i) All Designated Persons shall, within thirty (30) days from the end of each calendar year, disclose to the Company the details of Securities transacted by him/ her, and his/ her Immediate Relatives and by any other person for whom he/ she takes Trading decisions, in the prescribed format set out at **Annexure- 2**.

(ii) The Compliance Officer may require any Connected Person to make disclosure of its holdings and Trading in Securities in such form and frequency as may be determined.

7.5. Designated Persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on an annual basis and as and when the information changes:

(i) Immediate Relatives;

(ii) persons with whom such Designated Person(s) shares a Material Financial Relationship;

(iii) Phone, mobile and cell numbers which are used by them.

In addition, the names of educational institutions from which Designated Persons have graduated and names of their past employers shall also be disclosed on a one time basis.

8. CODE OF FAIR DISCLOSURE

8.1. The Board of the Company shall formulate and publish on its official website, the Code of Practices and Procedure for Fair Disclosure of UPSI, as set forth in Part B of this Policy (the "**Code of Fair Disclosure**").

8.2. The Secretarial Department of the Company shall intimate the Code of Fair Disclosure, and any amendment thereto to the Stock Exchanges.

9. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING

9.1. The Managing Director and CEO and the Company Secretary of the Company shall put in place an adequate and effective system of internal controls to ensure compliance with the requirements given in the SEBI Regulations to prevent insider trading.

9.2. The internal controls shall include the following:

(i) all employees who have access to UPSI are identified as Designated Person;

(ii) all the UPSI shall be identified and its confidentiality shall be maintained as per the requirements of this Code;

(iii) adequate restrictions shall be placed on communication or procurement of UPSI as required by this Code;

(iv) maintenance of list of all employees and other persons with whom UPSI is shared along with other details such as time stamp, name, PAN etc., in the Structured Digital Database (SDD) pursuant to the requirements of this Code, and appropriate confidentiality agreements shall be signed or notice shall be served on such persons;

(v) all other relevant requirements specified under this Code shall be complied with; and

(vi) process review to evaluate effectiveness of such internal controls, as outlined in Section 9.3

9.3. The Audit Committee shall review compliance with the SEBI Regulations and this Code at least once in a

financial year and shall verify that the systems for internal control are adequate and are operating effectively.

- 9.4. The Company, in an event of leak or suspected leak of UPSI, may consider all measures including but not limited to collating the evidence to substantiate the leakage of UPSI, disseminating the UPSI to the public at large (through Stock Exchange intimations and independent press release) to control the likely damage which may be the result of undue access of UPSI by select miscreants and subsequently initiate thorough investigation and inquiry about the source of such real or suspected leakage, recipients of such UPSI and measures to control any such leakage in future.
- 9.5. In case of any suspected leak of UPSI , the record will include: (i) Facts of the matter; (ii) Findings of the investigation; (iii) Disciplinary/other action(s) to be taken against any person; (iv) Any corrective actions required to be taken. The details of inquiries made in these cases and results of such inquiries shall be informed to the Audit Committee and Board of Directors of the Company. Further, the Company shall inform SEBI and Stock Exchange promptly of such leaks, inquiries and results of such inquiries.
- 9.6. The Company shall also include a clause in its Whistle Blower Policy and make employees aware of this Code to enable employees to report instances of leak of UPSI.
- 9.7. In case of any inquiry to be initiated by the Company in case of leak or suspected leak of UPSI, all the relevant intermediaries and fiduciaries associated with the Company shall co-operate with the Company in connection with any such inquiry conducted by the Company.

10. ROLE OF CHIEF COMPLIANCE OFFICER

- 10.1. The Board has appointed the Company Secretary as the Compliance Officer of the Company to administer this Code and other requirements under the SEBI Regulations.
- 10.2. The Compliance Officer shall provide reports on compliance with the SEBI Regulations and this Code to the Chairman of the Audit Committee, atleast once in a financial year.
- 10.3. The Compliance Officer shall assist Designated Persons in addressing any clarifications regarding the SEBI Regulations and this Code.
- 10.4. The Compliance Officer shall maintain and preserve all the disclosures/ undertakings and applications made under this Code for a minimum period of five (5) years.
- 10.5. The Compliance Officer shall monitor, review and approve all Trading Plans.
- 10.6. The Compliance Officer shall, based on his/her discretion and occurrence of specific events detailed in this Code, regulate and monitor the trading window of the Securities of the Company.
- 10.7. The Compliance Officer in consultation with the Managing Director and CFO of the Company shall design a process for how and when people are brought 'inside' on any proposed or on-going sensitive transaction(s). A person shall be brought inside on any proposed or on-going sensitive transaction(s) of the Company for a Legitimate Purpose. Any person(s) who has/have been brought inside on any proposed and/or ongoing sensitive transaction(s) and in receipt of UPSI shall be considered as an "Insider" for the purpose of this Code

and due notice shall be given to such persons, in prescribed format, by the Compliance Officer from time to time in consultation with the Managing Director and CFO of the Company: (i) To make such person aware that the information shared is or would be confidential; (ii) To instruct such person to maintain confidentiality of such UPSI in compliance with the SEBI Regulations; and (iii) To make aware such person the duties and responsibilities attached to the receipt of such information and the liability attached to misuse or unwarranted use of such information.

- 10.8. The Compliance Officer shall oversee the maintenance of a Structured Digital Database.
- 10.9. The Compliance Officer shall provide the Audit Committee of the Board on a quarterly basis all the details of Trading in Securities by Designated Persons and/or their Immediate Relatives.
- 10.10. The Compliance Officer shall assist the Audit Committee to review compliance with the provisions of SEBI Regulations at least once in a financial year and to verify that the systems for internal control are adequate and are operating effectively.
- 10.11. The Compliance Officer shall promptly inform the stock exchanges in case it is observed that there has been a violation of the SEBI Regulations.

11. PROTECTION AGAINST RETALIATION AND VICTIMIZATION

- 11.1. Any employee who voluntarily submits information to the SEBI under Regulation 7B or acts in the manner as specified under Regulation 7I of the SEBI Regulations that has occurred, is occurring or has a reasonable belief that it is about to occur, shall be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination by the Company.
- 11.2. For the above purpose, "employee" means any individual who during employment with the Company may become privy to information relating to violation of SEBI Regulations, and files a Voluntary Information Disclosure Form under the SEBI Regulations, and is a director, regular or contractual employee, and any other persons as stated in Regulation 7I of the SEBI Regulations.

12. DISCIPLINARY ACTION

- 12.1. Every Insider, employee and Designated Person shall be individually responsible for complying with the applicable provisions of this Code (including to the extent the provisions hereof are applicable to their Immediate Relatives and the persons for whom such employee or Designated Person takes Trading decision).
- 12.2. Any person who contravenes this Code is liable to be penalised and appropriate disciplinary action shall be taken by the Company after giving the person a reasonable opportunity to them to explain his/ her stand in the matter. The disciplinary action may include warnings, wage freeze, dismissal, suspension, ineligibility for future participation in ESOP, forfeiture of benefits, monetary fines, etc.
- 12.3. Action taken by the Company for violation of the Code against any person will not preclude SEBI from taking any action for violation of the SEBI Regulations or any other Applicable Laws.
- 12.4. For cases where a person has violated this Code unknowingly, a penalty may be imposed at the discretion of

the Compliance Officer. For a transaction involving any Director of the Company, the Chairman of the Audit Committee shall decide the penalty and whether the violation was intentional or unintentional.

- 12.5. Any amount collected under this chapter shall be remitted to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI.

PART B: CODE OF CONDUCT FOR FAIR DISCLOSURE OF UPSI

1. The Company shall make prompt public disclosure of UPSI that would impact price discovery, no sooner than credible and concrete information comes into being in order to make such information generally available.
2. The Company shall ensure uniform and universal dissemination of UPSI to avoid selective disclosure.
3. The Company Secretary and Compliance Officer shall act as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.
4. The Company shall make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information Generally Available.
5. The Company shall make appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. The Company shall ensure that information shared with analysts and research personnel is not UPSI.
7. The Company shall make best efforts to ensure that transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. The Company shall ensure all UPSI is handled, on a need-to-know basis.

Policy for determination of “legitimate purposes”:

1. As required under Regulation 3(2A) of SEBI Regulations, the Company needs to make a policy for determination of “legitimate purposes” as a part of this “Code of Fair Disclosure and Conduct”. “Legitimate Purpose” shall include sharing of UPSI in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, *provided* that such sharing has not been carried out to evade or circumvent the prohibitions of this Code.
2. Any person in receipt of UPSI pursuant to a “Legitimate Purpose” shall be considered an “Insider” for purposes of this Code, and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with the Code.

FORM A

Application for Pre-clearance for dealing in Securities above threshold limit

From:

Name : _____

Designation: _____

To:

Compliance Officer

Navi Finserv Limited

With reference to the Code for Prevention of Insider Trading (the "**Code**") of the Company, I seek your approval to trade/subscribe to / agree to subscribe to / purchase* / sell* / deal as an agent / principal in _____ (nos) of _____ (description of security).

My Undertaking in the prescribed format is enclosed for your perusal in this connection.

*I declare that I have not entered into an opposite transaction of sale / purchase in respect of the security for which pre – clearance is sought, during the 6 months preceding this application.

Signature: _____

FORM B

UNDERTAKING TO BE SUBMITTED ALONGWITH APPLICATION FOR PRE-CLEARANCE

To:

Compliance Officer

Navi Finserv Limited

I, _____ (name and designation), am desirous of dealing in _____ (nos.) of _____ (description of security) as mentioned my application dated _____ for pre-clearance of the transaction.

As required by the Code of Navi Finserv Limited for Prevention of Insider Trading (the "**Code**"), I hereby state as follows:

- (a) I do not have any access to, nor have I received any information that could be construed as "Unpublished Price Sensitive Information" as defined in the Code or the SEBI Regulations, in connection with the securities proposed to be traded, up to the time of signing this undertaking;
- (b) In the event that I have access to or receive any information that could be construed as "Unpublished Price Sensitive Information" as defined in the Code or the SEBI Regulations, after the signing of this Undertaking, but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the change in position in writing and shall completely refrain from dealing in the securities until such information becomes public;
- (c) I have not placed a contra-trade of the same security in the last six months;
- (d) I have not contravened the provisions of the Code and the SEBI Regulations in force as of date;
- (e) I shall make requisite disclosures of trading in securities to the extent required under the SEBI Regulations and the Code.
- (f) I have made full and true disclosure in the above matter.

Date: _____

Signature: _____

FORM C
PRE-CLEARANCE ORDER ISSUED BY COMPLIANCE OFFICER

Date : _____

This is to inform you that your request for trading in _____ (nos) of _____
(description of security) as mentioned in your above mentioned application is approved. Please note that the said transaction must be completed within 7 days from today. Further, please ensure that disclosures as are required to be made by you under this Code, are duly made.

To:
Compliance Officer
Navi Finserv Limited

CONFIRMATION OF DEAL

Date : ____

From:

Name : _____ **Designation :** _____

To:
Compliance Officer
Navi Finserv Limited

I confirm that the Security dealing for which approval was granted on _____ was completed on _____ by purchasing / selling _____ (no's) of _____ (description of security).

Signature : _____

FORM D
SUBMISSION OF DECISION FOR NOT AFFECTING TRANSACTION AFTER OBTAINING PRE-CLEARANCE

To:
Compliance Officer
Navi Finserv Limited

DATE

Dear Sir,

This is to inform you that I had sought pre-clearance for trading in _____ (nos) of _____ (description of security) by way of application dated _____. The pre-clearance was granted to be by way of order dated _____.

However, subsequent to obtaining the pre-clearance I have not effected this transaction. The reasons for not effecting the transaction are given below:

[mention reasons here]

Thanking you,
Yours faithfully,

(Name)
(Designation)
(Department)

FORM E
APPLICATION FOR WAIVER

To,
Compliance Officer
Navi Finserv Limited

Dear Sir,

I request you to grant me waiver from: (a) the restriction of undertaking an 'opposite transaction' of sale / purchase of securities; (b) the minimum holding period of 6 months; as required under the Code with respect to the following securities held by me:

Name	Relation	Folio No./DP ID/ Client ID No	Type of Security	No. of Securities.	Date of acquisition

The reasons for seeking this waiver are given below:
[mention reasons here]

I hereby state that I do not have any information that could be construed as "Unpublished Price Sensitive Information" as defined in the Code or the SEBI Regulations up to the time of signing this form on the basis of which, the proposed transaction is to be executed.

Thanking you,
Yours faithfully,

(Name)
(Designation)
(Department)

Annexure I

To:
Compliance Officer
Navi Finserv Limited

With reference to above subject, I hereby declare that the following constitutes full and true disclosure of all Securities held by me and my Immediate Relatives as on date of implementation of the Code/ joining the Company:

(a) Holdings of Employee (held singly or jointly):

Sr. No	Type of Security	Name of the Company	Number of Securities

(b) Holding(s) of Spouse – Mr./Ms._____:

Sr. No.	Type of Security	Name of the Company	Number of Securities

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(c) Holding(s) of other Immediate Relatives:

Sr. No.	Name of Immediate Relatives	Type of Security	Name of the Company	Number of Securities

I hereby confirm that:

1. I have read the Code for Prevention of Insider Trading and have understood the provisions thereto. I agree to comply with the Code and I acknowledge that my Immediate Relatives and I shall be bound by the Code to the extent applicable to us.
2. I declare that except the above accounts, the details of which are mentioned above, my Immediate Relatives and I do not hold any other account.
3. I hereby state that the above details are correct, true and complete in all respect. Further, I confirm that I will inform you immediately on change of any information.

Name & Signature of the Employee: Designation:

Place:

ANNEXURE – 2

Continual Disclosure

DISCLOSURE OF DEALINGS & HOLDINGS IN SECURITIES

To:
Compliance Officer
Navi Finserv Limited

Name of Person	Designation	Securities held prior to acquisition/ disposal		Securities acquired/ disposed				Securities held post acquisition/ disposal		Date of allotment / acquisition of shares	Date of intimation to Company	Mode of acquisition/ disposal
		Type of Security	No. and % of shareholding	Type	No.	Value	Transaction Type	Type	No. and % of shareholding			

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

I declare that I have complied with the requirement of pre-clearance of Trades, wherever applicable, and the minimum holding period in respect of the Securities sold or purchased made or disposed off.

I declare that I have not violated the provisions of the SEBI Regulations and/or the Code. I declare that above details

are true, correct and complete in all respect.

Name & Signature of the Employee:

Designation:

Place:

ANNEXURE - 3

Continual Disclosure ANNUAL DISCLOSURE
OF DEALINGS & HOLDINGS IN SECURITIES

Date: _____

To,
Compliance Officer
Navi Finserv Limited

DEALINGS & HOLDINGS BY EMPLOYEE IN HIS/HER OWN NAME (WHETHER SINGLY OR JOINTLY)

Name of the entity	No. & Description of Securities Transacted			Date of Transaction	Date of Approval (where applicable)	Securities held as on the date of this form
	Purchase	Sale	Others (specify)			

DEALINGS & HOLDINGS BY SPOUSE (WHETHER SINGLY OR JOINTLY)

Name of Person	Relation	Name of the entity	No. & Description of Securities Transacted	Date of Transaction	Date of Approval (where applicable)	Securities held as on the date of this form

			Purchase	Sale	Others (specify)			

DEALINGS & HOLDINGS BY OTHER IMMEDIATE RELATIVES (WHETHER SINGLY OR JOINTLY)

Name of Person	Relation	Name of the entity	No. & Description of Securities Transacted			Date of Transaction	Date of Approval (where applicable)	Securities held as on the date of this form
			Purchase	Sale	Others (specify)			

I declare that I have complied with the requirement of pre-clearance of Trades, wherever applicable, and the minimum holding period in respect of the Securities sold or purchased made or disposed off.

I declare that I have not violated the provisions of the SEBI Regulations and/or the Code. I declare that above details are true, correct and complete in all respect.

Name & Signature of the Employee: Designation:

Place:

Date: