

NAVACHETANA

Code of
Conduct for
Board
Members

SHAISHAVI PROJECT
CONSULTANTS

TABLE OF CONTENT

1.	PURPOSE	2
2.	GUIDELINES	2
3.	INTEGRITY	2
4.	CONFLICT OF INTEREST	2
5.	CONFIDENTIAL INFORMATION.....	3
6.	FAIR DEALING	3
7.	EQUAL OPPORTUNITIES	3
8.	COMPLIANCE WITH LAWS AND REGUALTIONS	3
9.	INSIDER TRADING	4
10.	DUTIES OF DIRECTORS	4
11.	NON-COMPLIANCE.....	4
12.	DISCLOSURE	4
	ANNEXURES	5

CODE OF CONDUCT FOR BOARD MEMBERS & KEY MANAGERIAL PERSONNEL (KMP)

1. PURPOSE

The purpose of this Code is to enhance integrity, ethics & transparency in governance of the Company and thereby reinforce the trust and confidence reposed in the Management of the Company by the shareholders and other stakeholders. The Directors and KMP are expected to familiarize themselves with this Code and to understand, adhere to, comply with and uphold the provisions of this Code and the standards laid down hereunder in their day-to-day functioning.

2. GUIDELINES

The Directors and KMP must act in good faith and in such manner as they reasonably believe to be in the best interests of the Company. The Directors, KMP and SMP are also expected to:

- comply with all applicable laws, regulations, confidentiality obligations and other corporate policies, of the Company.
- follow all policies, procedures and internal control systems of the Company.
- Act honestly, in good faith and in best interest of the Company

3. INTEGRITY

All Directors and KMP of the Company shall conduct their activities on behalf of the Company and on their own behalf, with honesty, integrity and fairness. The Directors of the Company will act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgement to be subordinated. The Directors and KMP of the Company will act in the best interest of and fulfil their fiduciary obligations to the Company and its shareholders.

4. CONFLICT OF INTEREST

The Directors and KMP of the Company should not enter into any transaction or engage in any practice, directly or indirectly, that would tend to influence him/her to act in any manner other than in the best interests of the Company. Every Director, KMP and SMP should make a full disclosure to the Board of any transaction that they reasonably expect, could give rise to actual conflict of interest with the Company and seek Board authorization to pursue such transaction.

5. CONFIDENTIAL INFORMATION

The Directors and KMP shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits which are intended to or perceived to obtain business or uncompetitive favours for the conduct of its business. However, the Directors and KMP may accept and offer nominal gifts, which are customarily given and are of a commemorative nature, for special events.

6. FAIR DEALING

The Directors, KMP should endeavour to deal fairly and not seek to take unfair advantage of the Company through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or other unfair dealing.

7. EQUAL OPPORTUNITIES

The Directors, KMP shall endeavor to provide equal opportunities to all employees and aspirants for employment in the Company irrespective of gender, caste, religion, race or colour, merit being the sole differentiating factor. The Directors, KMP and SMP shall prevent and redress sexual harassment at work place and institute good employment practices.

8. COMPLIANCE WITH LAWS AND REGULATIONS

In carrying out their duties and responsibilities, Directors, KMP comply and endeavour to ensure that the management is causing the Company to comply with applicable laws, rules and regulations.

The Directors, KMP should comply with all applicable laws, rules and regulations for the time being in force. In addition, if any Director becomes aware of any information that he believes constitutes evidence of a material violation of any laws, rules or regulations applicable to the Company or operation of its business, by the Company, any employee or another Director, then such Director should bring such information to the attention of the Chairman of the Audit Committee.

9. DUTIES OF DIRECTORS

Every Director of the Company shall endeavour to comply with the provisions of Section 166 of the Companies Act, relating to the duties of directors. In addition, Independent Directors shall also perform the duties as prescribed in Schedule IV of the Companies Act, 2013, as amended from time to time.

10. NON-COMPLIANCE

Suspected violations of this Code may be reported to the Chairman of the Board or the Chairman of the Audit Committee. All reported violations shall be appropriately investigated. Any waiver of this Code must be approved by the Board of Directors and publicly disclosed if required by any applicable law.

11. DISCLOSURE

All Director, KMP shall acknowledge receipt of this Code or any modification thereto, in the acknowledgement form as at Annexure – I(a) and forward the same to the Company Secretary indicating that they have received, read, understood and agreed to comply with the Code. Further, the Board Member, KMP and SMP shall also affirm the compliance with the Code on annual basis in the form as at Annexure –I(b).

ANNEXURES

Annexure 1A

DECLARATION

To,
The Company Secretary
Navachetana Microfinance Services Private Limited \\
Bangalore

Dear Sir/ madam
I, Mr./Mrs./Ms., _____ (designation) have received and read
the Company's Code of Conduct for Directors, Key Managerial Personnel and Senior Management
Personnel ("this Code"). I have understood the provisions and policies contained in this Code and I agree
to comply with this Code.

Signature:

Name:

Designation:

Place:

Date:

Annexure 1B

DECLARATION

To,
The Company Secretary
Navachetana Microfinance Services Private Limited
Bangalore

Dear Sir/ madam

I, Mr./Mrs./Ms., _____ (designation) do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the Code of Conduct for Directors, Key Managerial Personnel during the financial year ending 31st March_____.

Signature:

Name:

Designation:

Place:

Date: