

## WHISTLEBLOWER POLICY

### THE PURPOSE OF THIS POLICY

Navi Technologies Limited (“**Navi**”) and its subsidiaries (collectively the “**Company**”) are committed to complying with the foreign and domestic laws that apply to them, satisfying the Company’s Code of Conduct and Ethics, and particularly to assuring that business is conducted with integrity and that the Company’s financial information is accurate. If potential violations of Company policies or applicable laws are not recognized and addressed promptly, the Company and those working for or with the Company could face governmental investigation, prosecution, fines, and other penalties. This can have adverse consequences financially as well as from a compliance perspective. Consequentially, and to promote the highest ethical standards, the Company will maintain a workplace that facilitates the reporting of potential violations of Company policies and applicable laws. Employees must be able to raise concerns regarding such potential violations easily and free of any fear of retaliation. That is the purpose of this policy (the “**Policy**” or the “**Whistleblower Policy**”). This Policy of the Company has been approved by the Board of Directors (“**Board**”) of the Company as per the terms of the provisions of Section 177 of the Companies Act, 2013, Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and Regulation 4(2)(d)(iv) and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”). You are required to read this Policy and submit the attached certification that you will comply with it.

### YOUR DUTY TO REPORT

Everyone is required to report to the Company any suspected violation of any law that applies to the Company and any suspected violation of the Company’s Code of Conduct and Ethics. It is important that you report all suspected violations. This includes possible accounting or financial reporting violations, insider trading, leakage of unpublished price sensitive information, bribery, or violations of the anti-retaliation aspects of this Policy. Consult the Company’s Code of Conduct and Ethics for a more detailed description of potential violations and other areas of particular concern. Retaliation includes adverse actions, harassment, or discrimination in your employment relating to your reporting of a suspected violation.

It is the policy of the Company that you must, when you reasonably suspect that a violation of any applicable law or the Company’s Code of Conduct and Ethics has occurred or is occurring, report that potential violation. Reporting is crucial for early detection, proper investigation and remediation, and deterrence of violations of Company policies or applicable laws. You should not fear any negative consequences for reporting reasonably suspected violations because retaliation for reporting suspected violations is strictly prohibited by Company policy. Failure to report any reasonable belief that a violation has occurred or is occurring is itself a violation of this Policy and such failure will be addressed with appropriate disciplinary action, including possible termination of employment.

The Policy covers malpractices and events which have taken place/suspected to take place involving:

1. Abuse of authority
2. Breach of contract
3. Negligence causing substantial and specific danger to public health and safety
4. Negligence causing substantial financial or reputational cost
5. Manipulation of company data/records

6. Financial irregularities, including fraud or suspected fraud or Deficiencies in Internal Control and check or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports
7. Any unlawful act whether Criminal/ Civil
8. Pilferage of confidential/propriety information
9. Deliberate violation of law/regulation
10. Wastage / misappropriation of company funds/assets
11. Bribery or corruption
12. Retaliation
13. Breach of IT Security and data privacy
14. Social Media Misuse
15. Breach of Company Policy or failure to implement or comply with any approved Company Policy

The following nature of complaints shall **not** be covered by this Policy:

1. Complaints that are frivolous in nature;
2. Issues relating to personal grievance (increment, promotion, etc.); and
3. Sexual harassment as it is covered by Anti Sexual Harassment Policy. If the Compliance Officer, Ethics Committee or Audit Committee receives a sexual harassment complaint, it should be forwarded to Sexual Harassment Committee set up for this purpose on the basis of the “Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

If such complaints are received, they shall be forwarded to respective stakeholders for action on the same.

The Policy should not be used for raising malicious or unfounded allegations against colleagues or superiors. The above should be supported by proper evidence and reliable information. Care should be taken not to indulge in baseless allegation and should not be used in place of the Company’s grievance procedures.

If a complaint, after an investigation proves to be frivolous, malicious or made with an ulterior intent, the Audit Committee shall take appropriate disciplinary against the concerned individual who has made the complaint.

Any employee and / or director, knowingly hiding information in any form regarding any unethical practice/activities/behaviour in one’s workplace will also constitute unethical practice on the employee’s part.

## HOW TO REPORT

Report your concerns to your manager, Human Resources manager, or the Helpline. The helpline number and email is:

Toll free Number India: 1800-102-6969

E-mail: [navi@integritymatters.in](mailto:navi@integritymatters.in)

You can also report at <https://navi.integritymatters.in>

You can also write to the Compliance Officer at [cs@navi.com](mailto:cs@navi.com). You can also write to the Ethics Committee at [ethics@navi.com](mailto:ethics@navi.com). If you have concerns about reaching out to the Compliance Officer or the Ethics Committee, your report may be made to the Audit Committee of the Company’s Board of Directors (the

“Audit Committee”) at: [auditcommittee@navi.com](mailto:auditcommittee@navi.com).

Because you have several means of reporting, you need never report to someone you believe may be involved in the suspected violation or from whom you would fear retaliation.

Your report should include as much information about the suspected violation as you can provide. Where possible, it should describe the nature of the suspected violation; the identities of persons involved in the suspected violation; a description of documents that relate to the suspected violation; and the time frame during which the suspected violation occurred. Where you have not reported anonymously, you may be contacted for further information. However, your identity shall not be disclosed to any person against whom such complaint has been made or who are believed to be involved in the suspected violation.

## **INVESTIGATIONS AFTER YOU REPORT**

All reports under this Policy will be promptly and appropriately investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law. Everyone working for or with the Company has a duty to cooperate in the investigation of reports of violations. Failure to cooperate in an investigation, or deliberately providing false information during an investigation, can be the basis for disciplinary action, including termination of employment. If, at the conclusion of its investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of the offense. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of Company policy.

## **RETALIATION IS NOT TOLERATED**

No one may take any adverse action against any employee for complaining about, reporting, or participating or assisting in the investigation of, a reasonably suspected violation of any law, this Policy, or the Company’s Code of Conduct and Ethics. The Company takes reports of such retaliation seriously. Incidents of retaliation against any employee reporting a violation or participating in the investigation of a reasonably suspected violation will result in appropriate disciplinary action against anyone responsible, including possible termination of employment. Those working for or with the Company who engage in retaliation against reporting employees may also be subject to civil, criminal and administrative penalties.

## **DOCUMENT RETENTION**

All documents related to reporting, investigation and enforcement pursuant to this Policy shall be kept in accordance with the Company’s record retention policy and applicable law.

## **ADOPTION AND MODIFICATION**

The Audit Committee or the Board of Directors of the Company can modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with regulations and / or accommodate organizational changes within the Company. This policy is effective from March 06, 2022.

Please sign the acknowledgment form below and return it to Human Resources. This will let the Company know that you have received the Whistleblower Policy and are aware of the Company’s commitment to a

work environment free of retaliation for reporting violations of any Company policies or any applicable laws.

#### **MANDATORY DISPLAY OF THE POLICY**

A copy of the Policy shall be displayed by all Offices of the Company at a prominent place inside the Company's premises and on the Company's website i.e. [www.navi.com](http://www.navi.com).

## ACKNOWLEDGMENT AND AGREEMENT REGARDING THE WHISTLEBLOWER POLICY

This is to acknowledge that I have received a copy of the Company's Whistleblower Policy. I understand that compliance with applicable laws and the Company's Code of Conduct and Ethics is important and, as a public company, the integrity of the financial information of the Company is paramount. I further understand that the Company is committed to a work environment free of retaliation for employees who have raised concerns regarding violations of this Policy, the Company's Code of Conduct and Ethics or any applicable laws and that the Company specifically prohibits retaliation whenever an employee makes a good faith report regarding such concerns. Accordingly, I specifically agree that to the extent that I reasonably suspect there has been a violation of applicable laws or the Company's Code of Conduct and Ethics, including any retaliation related to the reporting of such concerns, I will immediately report such conduct in accordance with the Company's Whistleblower Policy. I further agree that I will not retaliate against any employee for reporting a reasonably suspected violation in good faith.

I understand and agree that to the extent I do not use the procedures outlined in the Whistleblower Policy, the Company and its officers and directors shall have the right to presume and rely on the fact that I have no knowledge or concern of any such information or conduct.

\_\_\_\_\_  
[Name of the Employee]

Date: