PADMANABH MAFATLAL GROUP
Creating value. Sharing Value.

Responsible Care®

January 25, 2021

BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Fort, Mumbai 400 001
Scrip Code: 532504

National Stock Exchange of India Ltd.,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai 400 051
Scrip Code: NAVINFLUOR EQ

Dear Sir/Madam,

Sub.: Code of Fair Disclosure under SEBI (Prohibition of Insider Trading) Regulations, 2015

The Board of Directors of the Company, at its meeting held today, has approved an amended Code of Fair Disclosure under Regulation 8 read with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015. The said Code, which is enclosed herewith, is effective from today.

Request you to take the same on record.

Thanking You,
Yours faithfully,
For **NAVIN FLUORINE INTERNATIONAL LIMITED**

NIRAJ MANKAD
Digitally signed by NIRAJ MANKAD
Date: 2021.01.25 18:48:28 +05'30'

Niraj B. Mankad
President (Legal) & Company Secretary

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

1. APPLICABILITY

The Company shall follow the following Code of practices and procedures for fair disclosure of unpublished price sensitive information ('UPSI') in order to adhere to each of the principles set out in Schedule A to SEBI (Prevention of Insider Trading) Regulations, 2015 without diluting the provisions of those Regulations.

2. DEFINITIONS

"Applicable Laws" shall mean SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) (hereinafter referred to as "the Regulations"), or any statutes, laws, listing regulations, ordinances, rules, regulations, judgments, orders, decrees, bye-laws, clearances, directives, guidelines, policies, requirements, notifications and clarifications, circulars or other governmental instructions and/or mandatory standards and/or guidance notes as may be applicable in the matter of trading by an Insider.

"Authorised Persons" are the persons permitted to speak with the media including social media and various members of financial community including investors on behalf of the Company, nominated by the Managing Director or the Chief Financial Officer (CFO) of the Company under this policy.

"Code" means this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and shall include Annexure A.

"Chief Investor Relations Officer" means such senior officer of the Company authorized under this Policy, to deal with dissemination of information and disclosure of UPSI in a fair and unbiased manner.

For the purpose of this Code, the Managing Director and in his absence, the Chief Financial Officer, and in his absence, the Company Secretary, is designated as the Chief Investor Relations Officer to deal with the dissemination of information and disclosure of UPSI.

"Insider" means any person who is:

a) a Connected Person; or
b) in possession of or having access to UPSI, or

Words and expressions used and not defined in this Code shall have the same meaning assigned to them in the Regulations, including Company's Code of Conduct for Regulating, Monitoring and Reporting Trading by Designated Persons, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, to the extent relevant in connection with this Code, as the case may be or in any amendment thereto.

3. PUBLIC DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

a) Once the UPSI has become credible and concrete, disclosure/dissemination of any UPSI shall be done promptly but not later than 24 hours or within such timeline, as is statutorily prescribed, from:

- receipt of approval of Board of Directors or
- on happening of such event which attracts a disclosure statutorily by intimating to the Stock Exchanges and/or posting of the said information on the website of the Company and/ or otherwise making it generally available.

b) The Company shall ensure that uniform and universal dissemination of UPSI is made to avoid selective disclosure. The Company shall ensure prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

c) No UPSI shall be shared with any person except for legitimate purpose unless the information is made generally available i.e. only public information can be shared.

d) Subject to Applicable Law methods of public disclosure of information to ensure uniform distribution shall include either of the following-

i) Distributing through Press Releases in newspapers or media including electronic media;
ii) Filing with the Stock Exchanges;
iii) Any other method that ensures wide distribution of the news such as webcasts and webinars;
iv) Uploading the information on the website of the Company.

4. SHARING OF UPSI FOR LEGITIMATE PURPOSE

a) UPSI is in the nature of 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 including but not restricted to, information relating to the following: –

(i) financial results;
(ii) dividends;
(iii) change in capital structure;
(iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
(v) changes in key managerial personnel.

b) UPSI shall be handled on a "need to know" basis. UPSI shall be disclosed only to those persons where such communication is in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.

For the purposes of this Code, "need to know" basis will mean UPSI should be disclosed only to those within the Company who need the information to discharge their role and perform their duty and discharge of legal obligations.

All Insiders shall adhere to the conditions of strict confidentiality and shall not share any UPSI except for the aforesaid purposes.

c) Notwithstanding anything contained in this Code, UPSI may be shared only for legitimate purpose(s), performance of duties or discharge of legal obligations which shall include the following:

   i) Sharing of UPSI in the ordinary course of business by an Insider, Designated Person or by any Authorised Person with existing or proposed partners, collaborators, lenders, customers, suppliers, consultants, advisors engaged by the Company in relation to the subject matter of the proposed deal/ assignment in relation to UPSI;

   ii) Sharing of relevant UPSI with intermediaries/ fiduciaries viz. legal advisors, auditors, insolvency professionals or other advisors or consultants, investment bankers, accountants etc. in order to avail professional services from them in relation to the subject matter of the UPSI;

   iii) Sharing of relevant UPSI in case mandatory for performance of duties or discharge of legal obligations.

d) Before sharing of UPSI, the concerned person sharing such UPSI shall comply with the requirements in relation to circumstances and procedure for bringing people 'inside' as provided in Code of Conduct for Prohibition of Insider Trading and such notice shall be given to the recipient of UPSI by the person making communication of UPSI in order;

   i) To make recipient aware that the information shared is or would be UPSI;
   ii) To make recipient aware of his duties and responsibilities attached to the receipt of such UPSI and the liability attached to misuse or unwarranted use of UPSI;
   iii) To instruct recipient to maintain confidentiality of such UPSI in compliance with the Code of Conduct for Prevention of Insider Trading and the other applicable laws; and
   iv) To advise recipient to be in compliance with applicable provisions of PIT Regulations.

e) Responsibilities of the recipient of UPSI:

   i) To maintain and keep secret and confidential the information received;
   ii) To use the confidential information only for the legitimate purpose;
   iii) To disclose the confidential information with any other person strictly on a need to know basis;
   iv) To safeguard the UPSI with the same degree of care to avoid unauthorised disclosure as the receiving party uses to protect its own confidential information, but in no case less than reasonable care; and
   v) To ensure compliance with applicable provisions of PIT Regulations.

   The Heads of the departments / functions and / or Designated Persons who share UPSI for legitimate purposes will be responsible for reporting the aforementioned details as per Insider Trading Regulations from time to time, in the Digital Database to the CIRO or in any other manner.

f) Such Heads of the departments / functions and / or Designated Persons shall also by 31st December each year give a confirmation to CIRO that they have complied with the requirements laid down in this Code.

5. PROCEDURE FOR RESPONDING TO ANY QUERIES/REQUESTS FOR VERIFICATION OF MARKET RUMOURS BY STOCK EXCHANGES

The Company, through CIRO/Chief Financial Officer/Compliance Officer, shall give an appropriate, fair and prompt response to the queries, rumours or requests by regulatory authorities.

6. THIRD PARTY DEALINGS

a) The Company shall ensure that information shared with analysts and research personnel is not UPSI.

The CIRO shall ensure that best practices of making 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 are developed by the Company. The best practices shall include uploading the following information on the website of the Company -

i) Any Power Point Presentation or similar material used in such analyst meeting on the website of the Company; and/or
ii) Any earnings guidance or any other similar material distributed during press conference; and/or
iii) Any material information about business plans of the Company provided in response to analyst queries or during discussions in a meeting or any other information which may lead to price discovery has been shared.

b) The Company shall ensure that unanticipated questions may be taken on notice and a considered response is given later. If the answer includes UPSI, the same shall not be furnished till the UPSI is made public.

7. AMENDMENTS TO THIS CODE

The Board of Directors of the Company may review and alter, modify, add, delete or amend any of the provisions of this Code from time to time. Any or all provisions of this Code would be subject to the revision/amendment in accordance with the Rules, Regulations, Notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Code, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

Annexure A
Policy on Determination of Legitimate Purpose

[Under Regulation 3(2A) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

1. Background

This "Policy on Determination of Legitimate Purpose" ('Policy') is framed by the Board of Directors of the Company pursuant to the amendment in the Regulations, and is part of "**Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**" (Regulation 3(2A) and 3(2B)).

2. APPLICABILITY

This Code shall apply in relation to disclosure by the Company of UPSI. The scope, exceptions as given in Applicable Law shall be applicable for the purpose of this Code as well.

3. DEFINITIONS

Words and expressions used and not defined in this Code shall have the same meaning assigned to them in SEBI (Prohibition of Insider Trading) Regulations, 2015 including Company's Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting Trading by Designated Persons, Company's Code of Fair Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, to the extent relevant in connection with this Code, as the case may be or in any amendment thereto.

4. LEGITIMATE PURPOSE

a) "Legitimate Purpose" shall mean sharing of UPSI in the ordinary course of business or on a need-to-know basis. All the employees /directors of the Company who are handling in any way, the UPSI shall handle such information on a need-to-know basis.

b) What shall constitute "Legitimate Purpose" and what shall not constitute "Legitimate Purpose" will be based on the business related needs of the Company. In general, Legitimate Purpose shall, inter-alia, include the following purposes:

   i) Contractual Obligation
   ii) Business Strategy and Corporate Action
   iii) Operational efficiency
   iv) Regulatory Obligation
   v) Need based specific purposes

c) Legitimate Purpose shall inter alia include sharing of UPSI on need to know basis by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers,

legal advisors, auditors, insolvency professionals or other advisors or consultants, publication houses, advertisement agencies. Provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations. (Regulation 3(2A) and 3(2B)).

d) In following cases which are illustrative in nature, sharing of UPSI would be considered as Legitimate Purpose:

   i) For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law; Example: Any call for information or query received from Ministry of Corporate Affairs, Income Tax Authority, Securities and Exchange Board of India ("SEBI"), Stock Exchanges, Reserve Bank of India, Sectoral Regulatory Body, etc.

   ii) Under any proceedings or pursuant to any order of courts or tribunals; Example: National Company Law Tribunal, National Company Law Appellate Tribunal, Quasi-judicial authority, Other Appellate Tribunals, Arbitration Proceedings, etc.

   iii) As part of compliance with applicable laws, regulations, rules and requirements; Example: Company Law, Securities Law, Income Tax Law, Banking Law, etc.

   iv) Arising out of any contractual obligations or arrangement entered by the Company set forth in any contract, agreement, arrangement, settlement, understanding or undertaking. Example: Due-diligence for any kind of restructuring, namely mergers & acquisitions, joint venture agreements, share purchase agreements, franchisee agreement, etc.

   v) Arising out of business requirement including requirement for the purposes of promoting the business and strategies of business, which may require sharing of information with Promoters and their authorised employees ("Promoters"), and Promoters in turn with their Promoters as well as by Promoters with their advisors, consultants, intermediaries, fiduciaries etc.

e) Example: Some of the examples which are illustrative in nature are as mentioned below

   i) Sharing the relevant UPSI by Company or Promoters for advice, consultation, valuation, fund raising or other intermediation and approvals in relation to the subject matter of a proposed deal/assignment/tie-up/venture/fund raising;

   ii) Sharing the relevant UPSI by Company or Promoters with intermediaries, fiduciaries, merchant bankers, advisors, lawyers, bankers, consultants, valuers, auditors, insolvency professionals, business support agents, transaction processing service providers in order to avail professional services from them;

   iii) Sharing the relevant UPSI by Company or Promoters for advice, consultation, transaction support, intermediation and approvals on projects relating to enterprise transformation, strategy, change management, analytics, re-organization, operation improvement, technology and similar domains;

   iv) Sharing the relevant UPSI by Company or Promoters with business partners essential to fulfill the terms and conditions of a business contract with a client, vendor,

collaborator or lender;

v) Sharing the relevant UPSI by Company or Promoters for advice, consultation, transaction support, intermediation and approvals in the process of evaluation of new products, business opportunities and new lines of business;

vi) Sharing the relevant UPSI by Company or Promoters for statutory consolidation requirements or related customary disclosure obligations;

vii) Sharing the relevant UPSI by Company or Promoters with persons engaged or involved in the processes leading to disclosure of events set out in Schedule III to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of the Regulations and shall comply with the Code.

CIRO shall determine the cases of questions as to whether sharing of any UPSI would amount to Legitimate Purpose or not.

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