

October 22, 2026

National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400051

Sub: Intimation under Regulations 8 (2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('PIT Regulations')

Dear Sir/ Madam,

Pursuant to Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('PIT Regulations'), as amended from time to time, please find enclosed herewith the amended Code of Practices and procedures for fair disclosure of Unpublished Price Sensitive Information ('Fair Disclosure Code') as approved by the Board of Directors of the Company in its meeting held on October 22, 2026.

Please take the above information on record.

Thanking you,

Yours faithfully,

For **Hero FinCorp Limited**

SHIVENDR Digitally
signed by
A KUMAR SHIVENDRA
SUMAN KUMAR
SUMAN

Shivendra Kumar Suman
Company Secretary & Compliance Officer
Membership No. – A18339



HERO FINCORP LIMITED

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Vihar, New Delhi-110057 CIN: 74899DL1991PLC046774,
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Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)

Version Control

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22.10.2026	Annual	22.10.2026
Recommended by:	Reviewed by:	Approved by:
Company Secretary & Compliance Officer	Chief Compliance Officer	Board of Directors

1. **INTRODUCTION**

Pursuant to Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (**“Regulations”**), the Hero FinCorp Limited (**“Company”**) has formulated a code of practices and procedures for fair disclosure of unpublished price sensitive information (**“Code”**) which has been duly approved and adopted by the Board of Directors of the Company.

The Code aims to ensure timely, adequate and fair disclosure of Unpublished Price Sensitive Information (**“UPSI”**) which is intended to be made public or require public disclosure under any law or would impact the price of its securities in line with the regulations and principles of fair disclosure resulting in maintaining uniformity, transparency and fairness in dealing with all its stakeholders.

2. **TERMS AND DEFINITIONS**

2.1. **“Chief Investor Relation Officer”** shall mean Company Secretary and Compliance Officer of the Company.

2.2. **“Unpublished Price Sensitive Information” or “UPSI”** shall have the same meaning as assigned under SEBI PIT Regulations, 2015 read with Code of Conduct to regulate, monitor and report trading by designated persons adopted by the Company.

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015, 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, as the case may be or in any amendment thereto.

3. **RESPONSIBILITY OF CHIEF INVESTOR RELATION OFFICER (CIRO)**

CIRO shall be responsible for dissemination of information and disclosure of Unpublished Price Sensitive Information (**“UPSI”**).

In the temporary absence of the CIRO for any reason whatsoever, the Managing Director shall nominate any other official of the NBFC to be responsible for dissemination of information and disclosure of UPSI.

4. **PRINCIPLES OF FAIR DISCLOSURE**

Under this code, the Company will ensure the following principles, in disclosing the UPSI:

- a) Prompt public disclosure of all UPSI (intended to be made public, or are required to be made public as per law) that may impact price discovery, as soon as credible and concrete information comes into being, so that such information is generally available.
- b) Uniform and universal dissemination of UPSI, to avoid selective disclosure.
- c) Prompt dissemination of UPSI that gets disclosed selectively, whether inadvertently or otherwise, in the manner stated above. Rumors and media speculation (including quotes by unnamed persons) will not be considered as selective disclosure.
- d) Appropriate and fair response to queries on news reports and requests for verification of market rumors, by regulatory authorities.
- e) Ensure that information shared with analysts and research personnel is not UPSI.
- f) Prompt dissemination of transcriptions or recordings of proceedings of earnings calls, or similar events hosted by the Company, on its website.
- g) Handling of all UPSI on need-to-know basis and shall not be communicated by any insider to any person except for 'legitimate purposes'.

5. **DETERMINATION OF LEGITIMATE PURPOSE**

The legitimate purpose shall be determined in accordance with the 'Policy for Determination of Legitimate Purpose', attached as **Annexure A** to the Code.

6. **RESPONDING TO MARKET RUMOURS**

All queries or requests for verification of market rumours by exchanges shall be directed to the Company Secretary and Compliance Officer and be sent at the following address:

Hero FinCorp Ltd.
34, Community Centre, Basant Lok,
Vasant Vihar, New Delhi-110057

The Company Secretary and Compliance Officer on receipt of such requests shall respond appropriately and fairly to the queries on news reports and requests for verification of market rumours by regulatory authorities within a reasonable time.

7. **DISCLOSURES**

The Company shall ensure that:

- a) This code shall be published on the official website of the Company.
- b) Further, this code and every subsequent amendment made thereto, shall be promptly intimated to the Stock Exchanges where the securities of the Company are listed.

8. **REVIEW AND AMENDMENTS**

The Board of Directors of the Company will review the Code and amend the same as and when required or at least once in a year.

Any subsequent amendment/ modification in the SEBI Regulations or any other applicable law, rules or regulations impacting the provisions of this Fair Disclosure Code shall automatically apply and the relevant provision(s) of this Fair Disclosure Code shall stand modified and / or amended to that extent, even if not incorporated herein.

ANNEXURE A

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

1. INTRODUCTION

The Policy for determination of legitimate purposes forms part of the “Code of Practices and Procedures of Fair Disclosure of Unpublished Price Sensitive Information” (**“Code”**) and has been formulated pursuant to Regulation 3(2A) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (**“Regulations”**) and will be termed as the “Policy for determination of Legitimate Purposes” (**“Policy”**).

The objective of the Policy is to identify the legitimate purposes for sharing Unpublished Price Sensitive Information of the Company, if any, during the course of performance of duties or discharging legally bona-fide obligations.

2. DEFINITIONS

“Ordinary Course of Business” means the usual transactions, customs and practices undertaken by the Company to conduct its business operations and activities and includes all such activities which the Company can undertake as per Memorandum & Articles of Association. The Board including its Committees thereof may lay down principles for determining ordinary course of business in accordance with statutory requirements and other industry practices and guidelines.

“Unpublished Price Sensitive Information” or “UPSI” shall have the same meaning as assigned under SEBI PIT Regulations, 2015 read with Code of Conduct to regulate, monitor and report trading by designated persons adopted by the Company.

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015, 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, as the case may be or in any amendment thereto.

3. DETERMINATION OF LEGITIMATE PURPOSE

For the purpose of this Code, the expression ‘legitimate purpose’ shall include (but not limited to) the sharing of information by an insider in following manner:

- a) in 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 (**“Relevant Persons”**), provided that such sharing of UPSI has not been carried out to evade or circumvent the provisions of the Regulations.

- b) during the course of performance of official duties.
- c) pursuant to a legal or regulatory obligation owed to a third party; and
- d) in compliance with the provisions of Regulations or any other law for the time being in force applicable on sharing of information by an insider to any third person.

In addition to above, the Compliance Officer may, on case to case basis, allow the sharing of information after considering the following:

- a) reasons for sharing of such information;
- b) person sharing the information does not have any 'illegitimate' purpose behind sharing of such information; and
- c) on such terms and conditions as the Compliance Officer deems fit.

Any Person sharing the information for 'legitimate purposes' pursuant of the provisions of this Code shall also observe the provisions of the Insider Trade Code with respect to the sharing of such information for 'legitimate purposes'.

Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an "insider" for purposes of the SEBI (Prohibition of Insider Trading) Regulations, 2015.