Can Fin Homes Ltd
(Sponsor: CANARA BANK)
HOME LOANS • DEPOSITS
Translating Dreams into Reality

REGISTERED OFFICE
No. 29/1, 1st Floor, Sir M N Krishna Rao Road
Near Lalbagh West Gate, Basavanagudi
BANGALORE – 560 004
Tel: 080 26564259; Fax: 26565746
e-mail: compsec@canfinhomes.com
Web: www.canfinhomes.com
CIN – L85110KA1987PLC008699

CFHRO SE CS LODR 042/2021
21/03/2021

ONLINE SUBMISSION

✓ **National Stock Exchange of India Ltd.,** Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 NSE Scrip Code: CANFINHOME	**BSE Limited** Corporate Relationship Department 25th Floor, P J Towers Dalal Street, Fort, Mumbai – 400 001 BSE Scrip Code: 511196

Dear Sirs,

Sub: Amended `Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information' of the Company

---

We wish to submit the "Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information" of the Company, as amended and in compliance to the latest requirements of the SEBI (Prohibition of Insider Trading) Regulations.

This intimation is submitted pursuant to Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended.

The amended Code of the Company is also available on the Company's website www.canfinhomes.com

This is for your information and records.

Thanking you,

Yours faithfully,
For Can Fin Homes Limited

Veena G Kamath
AGM & Company Secretary

Encl: As above

CAN FIN HOMES LTD. R.O. BASAVANAGUDI BENGALURU-04

Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information

(Chapter – VII of Corporate Governance Policy)

BS & T Department
Registered Office,
#29/1, Sir M N Krishna Rao Road
Basavanagudi
Bangalore - 560004

INDEX

Clause No.	Particulars	Page No.
1	Introduction	3
2	Purpose and Applicability	3
3	Important Definitions	3-7
4	Restrictions on Communication and Trading by Insiders	7-8
5	Dealing in securities by Designated Persons and their immediate relatives	8-10
6	Prevention of misuse of "Unpublished Price Sensitive Information"	10-13
7	Disclosure	13-14
7A	Investor Protection and Education Fund (IPEF)	14-17
8	Maintenance of Structured Digital Database	17
9	Mechanism for prevention of Insider Trading	18
10	Dealing in case of suspected leak or leak of Unpublished Price Sensitive Information (UPSI)	18-19
11	Principles of Fair Disclosure with respect to Unpublished Price Sensitive Information	19
12	Minimum Standards for Code Of Conduct to regulate, monitor and report trading by insiders By Designated Persons	20-22
13	Consequences of Default / Penalties for contravention	22

Forms

Form - A	Form for initial disclosure of securities held by promoter, key managerial personnel, director, designated persons and immediate relatives
Form - B	Form for disclosure of securities held on being appointed as key managerial personnel or director or designated person or upon becoming a promoter of a listed company.
Form - C	Form for disclosure by promoter, key managerial personnel, director, designated persons for transactions of securities in excess of certain limits
Form - D	Form for disclosure of trading in securities by other connected persons as identified by the company
Form - E	Form for application for pre-clearance of dealings of securities
Form - F	Form for undertaking to be accompanied with the application for pre - clearance
Form - G1	Form for pre- clearance order
Form - G2	Form for disclosure of pre-clearance transactions
Form - H	Form for Annual disclosure of securities held by promoter, key managerial personnel, director and designated person

1. INTRODUCTION

Securities and Exchange Board of India (SEBI), for protection of investors and to regulate the securities market, has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations) under the powers conferred on it under the SEBI Act, 1992 and amended the same by SEBI from time to time. The PIT Regulations came into force w.e.f. May 15, 2015 and are applicable to all companies whose securities are listed on an Indian Stock Exchange. The PIT Regulations replaced the erstwhile, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992. The PIT Regulations requires every listed company to formulate a code of conduct to regulate, monitor and report trading by its employees and other `connected persons' (as defined under the Regulations) towards achieving compliance with these Regulations and enforce a code of internal conduct and procedures based on the model code provided therein.

In compliance with the Regulations, Can Fin Homes Limited (the Company) has introduced a Code for Prohibition of Insider Trading (this Code) and has been amending the code from time to time as per the modifications in the PIT Regulations from time to time. Further, SEBI (Prohibition of Insider Trading) (Amendment) Regulation 2018 notified on December 31, 2018 and subsequent amendment to PIT Regulations notified on January 21, 2019 requires every listed Company, inter alia, to formulate a policy for determination of 'Legitimate purpose' as a part of this code formulated under regulation 8 of SEBI PIT Regulations. Accordingly, the Board of Directors in their meeting held on March 12, 2019 adopted this new Code covering a policy for determination of 'Legitimate purpose'. This revised Code will be applicable from April 1, 2019.

2. PURPOSE AND APPLICABILITY

The Company endeavours to preserve the confidentiality and prevent the misuse of un-published price sensitive information (UPSI). The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all the applicable laws and regulations. Every director, officer, Designated Person of the Company has a duty to safeguard the confidentiality of all such information which he/ she obtains in the course of performance of official duties. Directors, officers and Designated Person of the Company should not use their position to gain personal benefit.

The Code is applicable to the following persons:

1) Promoters including member(s) of Promoter group
2) Directors
3) Designated Persons
4) Concerned Advisers/Consultants/Retainers/professionals/Agency of the Company
5) Connected Persons as defined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and as per clause 3.7 of this Code of Conduct.

3. IMPORTANT DEFINITIONS

In this Code the following definitions have been adopted:

3.1 "**Act**" means the Securities and Exchange Board of India Act, 1992 (15 of 1992), as amended.

3.2 "**Board**" means the Securities and Exchange Board of India.

3.3 **"Code"** means the Code of Conduct for prevention of Insider Trading, as notified h hereunder, including any amendments/ modifications made from time to time.

3.4 "**Company**" means Can Fin Homes Limited

3.5 **"Compliance Officer"** means Company Secretary of the Company or in absence of Company Secretary, any senior officer, designated so or in absence of both, the Executive Director or such other senior officer, who is financially literate and is capable of appreciating

requirements of legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring and adherence to the rules for preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in this Code of Conduct and Compliance officer shall function and carry out his responsibilities under the overall supervision of the Board of Directors of the Company.

Explanation – for the purpose of this regulation "financial literate" shall mean a person, who has the ability to read and understand basic financial statement i.e. Balance Sheet, Statement of Profit and Loss, Cash Flow statement etc.

3.6 **"Concerned Adviser / Consultants / Retainers/ Agency"** of the Company means such Advisers or Consultants or Retainers or Professionals or any other Agency who in the opinion of the Company may have access to unpublished price sensitive information.

3.7 **"Connected Person"** means: -

(i) Any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity 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 between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,

a. an immediate relative of connected persons specified in (i) above; or
b. a holding company or associate company or subsidiary company; or
c. an intermediary as specified in section 12 of the Act or an employee or director thereof; or
d. an investment company, trustee company, asset management company or an employee or director thereof; or
e. an official of a stock exchange or of clearing house or corporation; or
f. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
g. a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
h. an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
i. a banker of the company; or
j. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest;
k. Advisers or Consultants or Retainers or Professionals or any other Agency who in the opinion of the Company may have access to unpublished price sensitive information.

NOTE: *It is intended that a connected person is one who has a connection with the company that is expected to put him in possession of unpublished price sensitive information. Immediate relatives and other categories of persons specified above are also presumed to be connected persons but such a presumption is a deeming legal fiction and is rebuttable. This definition is also intended to bring into its ambit persons who may not seemingly occupy any position in a company but are in regular touch with the company and its officers and are involved in the know of the company's operations. It is intended to bring within its ambit those who would have access to or could access unpublished price sensitive information about any company*

or class of companies by virtue of any connection that would put them in possession of unpublished price sensitive information.

3.8 "**Designated Person(s)**" shall have the meaning ascribed to such term in Clause 5 of this code.

3.9 "**Dealing in securities**" means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or as an agent.

3.10 "**Director**" means Director appointed on the Board of the Company.

3.11 "**Generally Available Information**" means information that is accessible to the public on a non-discriminatory basis.

NOTE: *Information published on the website of a stock exchanges, would ordinarily be considered generally available.*

3.13 "**Immediate Relative**" means 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;

NOTE: *It is intended that the immediate relatives of a "connected person" to become connected persons for purposes of the PIT Regulations.*

3.14 "**Insider**" means any person who is:
(i) a connected person; or
(ii) In possession of or having access to unpublished price sensitive information; or
(iii) Any person who is in receipt of unpublished price sensitive information for legitimate purpose

It is clarified that any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for the purpose of this code.

NOTE: *Since "generally available information" is defined, it is intended that anyone in possession of or having access to unpublished price sensitive information should be considered an "insider" regardless of how one came in possession of or had access to such information. Various circumstances are provided for such a person to demonstrate that he has not indulged in insider trading. Therefore, this definition is intended to bring within its reach any person who is in receipt of or has access to unpublished price sensitive information. The onus of showing that a certain person was in possession of or had access to unpublished price sensitive information at the time of trading would, therefore, be on the person levelling the charge after which the person who has traded when in possession of or having access to unpublished price sensitive information may demonstrate that he was not in such possession or that he has not traded or he could not access or that his trading when in possession of such information was squarely covered by the exonerating circumstances.*

3.15 **"KMP"** means Key Managerial Person, and includes—

(i) the Chief Executive Officer or the managing director or whole time director or the Manager;
(ii) the Company Secretary;
(iii) the Chief Financial Officer; and
(iv) Such other officer as may be appointed by the Board of Directors of the Company as Key Managerial Person.

3.16 "**Legitimate purpose**" shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partner(s), collaborator(s), lender(s), customer(s), supplier(s), merchant banker(s), legal adviser(s), auditors, insolvency professional(s) or other

adviser(s) or consultant(s) or service provider(s), provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

3.17 "**Material Facts**" - The materiality of a fact depends upon the circumstances. A fact is considered "material", if it is likely to affect the market price of the securities, upon coming into public domain. Material information can be positive or negative and can relate to virtually any aspect of the business of a company or its affiliates or to any type of security, debt or equity.

Examples of material information include (but are not limited to) facts concerning:

i) Dividends;
ii) Corporate earnings or earnings forecasts;
iii) Business performance developments, such as number of customers; mergers or acquisitions; major litigation; significant borrowings or financing; defaults on borrowings; and bankruptcies,
iv) Issues of securities or buyback of securities;
v) Any major expansion plans or execution of new projects;
vi) Amalgamation, mergers or takeovers;
vii) Disposal of whole or substantial part of the undertaking; and
viii) Any significant changes in policies, plans or operations of the Company.

3.18 "**Need to Know**" basis means that unpublished price sensitive information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to any conflict of interest or appearance of misuse of information.

3.19 "**Non-public Information**" means information which is not available to the general public. In order for information to be considered public, it must be widely disseminated in a manner making it generally available to investors by distribution to stock exchanges, where Company's shares are listed or through such media as press and television, journals or similar broad distribution channels in India and abroad. The circulation of rumours, even if accurate and reported in the media, does not constitute effective public dissemination.

3.20 "**Promoter" and "Promoter Group**" shall have same meaning assigned to it under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any amendment thereof.

3.21 "**Securities**" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof, except units of mutual funds

3.22 "**Stock Exchanges**" shall mean any recognized stock exchange on which Company's securities are listed.

3.23 "**Trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities and "Trade" shall be construed accordingly.

NOTE: Under the parliamentary mandate, since the Section 12A (e) and Section 15G of the Act employs the term 'dealing in securities', it is intended to widely define the term "trading" to include dealing. Such a construction is intended to curb the activities based on unpublished price sensitive information which are strictly not buying, selling or subscribing, such as pledging etc. when in possession of unpublished price sensitive information.

3.24 "**Trading Day**" means a day on which the recognized stock exchanges are open for trading.

3.25 **"Trading Window"** Trading window shall refer to specified period during which the trading in securities of the Company is permitted. During the closure of Trading Window, trading in Company's securities is prohibited for designated persons and is restricted for other employees.

3.26 "**Unpublished Price Sensitive Information**" means any information, relating to a 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, delisting, disposals and expansion of business and such other transactions;
v. changes in key managerial personnel;

NOTE: It is intended that information relating to a company or securities, that is not generally available would be unpublished price sensitive information if it is likely to materially affect the price upon coming into the public domain. The types of matters that would ordinarily give rise to unpublished price sensitive information have been listed above to give illustrative guidance of unpublished price sensitive information.

For any clarifications on definitions or terminology or procedural aspects mentioned in this Policy, the SEBI PIT Regulations shall be looked into.

4. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

Communication or procurement of unpublished price sensitive information

(1) No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

NOTE: This provision is intended to cast an obligation on all insiders who are essentially persons in possession of unpublished price sensitive information to handle such information with care and to deal with the information with them when transacting their business strictly on a need-to-know basis. It is also intended to lead to organisations developing practices based on need-to-know principles for treatment of information in their possession.

(2) No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

NOTE: This provision is intended to impose a prohibition on unlawfully procuring possession of unpublished price sensitive information. Inducement and procurement of unpublished price sensitive information not in furtherance of one's legitimate duties and discharge of obligations would be illegal under this provision.

(3) Notwithstanding anything contained in this regulation, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would: –

(i) entail an obligation to make an open offer under the takeover regulations where the board of directors of the listed Company is of informed opinion that sharing of such information is in the best interests of the Company;

(ii) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the listed Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being

effected in such form as the board of directors may determine to be adequate and fair to cover all relevant and material facts.

NOTE: It is intended to permit communicating, providing, allowing access to or procuring UPSI also in transactions that do not entail an open offer obligation under the takeover regulations 14[when authorised by the board of directors if sharing of such information] is in the best interests of the company. The board of directors, however, would cause public disclosures of such unpublished price sensitive information well before the proposed transaction to rule out any information asymmetry in the market.

(4) For purposes of sub-regulation (3), the board of directors shall require the parties 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 sub-regulation (3), and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

(5) The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information 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 regulation 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.

(6) The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight 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.

5. DEALING IN SECURITIES BY DESIGNATED PERSONS AND THEIR IMMEDIATE RELATIVES

5.1 In addition to the prohibitions on insider described in Clause 4 above, this Code imposes certain additional responsibilities and restrictions on Designated Persons.

A **"Designated Person"** would include the following categories of employees, for the purpose of this Code:

i. Directors of the Company;
ii. Chief Executive officer/Chief Financial officer/Company Secretary & other KMPs
iii. Permanent invitees/invitees to the board meeting and committee meetings
iv. Members of executive committee of the Company not being directors
v. Employees in the cadre of Chief Manager and above;
vi. Personal assistant/secretary to all the above persons;
vii. All other employees of the Company and its material subsidiaries and associate companies irrespective of their cadre working in accounts, finance, information technology, treasury, taxation departments, secretarial, legal and compliance departments, internal audit department, business /investor's relations and corporate communications department, and chief executive officer / managing director's office and chairman's office.
viii. Persons employed on contract basis and performing similar roles or having similar responsibilities as persons mentioned in (iii), (iv), (v) and (viii) above;
ix. And such other persons as may be notified by the Compliance Officer as per direction of the Board.

5.2 Designated persons shall disclose names and PAN or other identifier authorized by law, of the following persons in the format annexed as "Form No. H" on annual basis and as and when the information changes;

a) Designated person himself/herself
b) Immediate relatives of designated person
c) Persons with whom such designated person(s) has a material financial relationship
d) Phone/cell numbers which are used by them

Explanation: The term "material financial relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

5.3 Special Responsibilities and Restrictions on Designated Persons

The special responsibilities and restrictions imposed on Designated Persons are:

a. Furnish Initial Disclosure about the number of securities of the Company held by him/her and his / her immediate relatives, within 2 working days of implementation of this code or within 2 working days of joining the Company or becoming designated person.
b. Obtain prior clearances of the Compliance Officer before dealing in securities exceeding such threshold limit as may be notified from time to time (refer to Clause 6.5 of this Code).
c. Not to deal in securities, during certain closed periods as may be notified generally or from time to time. (refer to Clause 6.6 of this Code)
d. Preserve Unpublished Price Sensitive Information. (refer to Clause 6.1 of this Code)
e. Designated persons shall not communicate, provide or allow access to any unpublished price sensitive information, relating to the Company or Securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligation.
f. Not to pass on any Price Sensitive Information to any person (including but not limited to his or her family members, friends, business associates etc.) directly or indirectly by way of making recommendation for trading in Company's securities.
g. Not to communicate Price Sensitive Information in situation in which there would be an uncertainty as regards conflict of interest or the possibility of misuse of the information.
h. Not to discuss or disclose Price Sensitive Information in public places.
i. Not to disclose Price Sensitive Information to any Employee who does not need to know the information for discharging his or her duties or responsibilities.
j. Not to apply for pre-clearance and trade plan when in possession of Unpublished Price Sensitive Information even though the closed period is not notified till such time the Unpublished Price Sensitive Information becomes generally available.
k. Not to execute contra trade within a period of 6 months from the date of last transaction either by self or through immediate relatives. Provided that this restriction shall not be applicable for trades pursuant to exercise of stock options. If the opposite transactions are executed in violation of this provision, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI.

Such persons may however apply to the Compliance Officer in for waiver of the restriction on contra trade, if there is a need to sell the said securities due to personal emergency. Every Designated Person is required to maintain strict confidentiality of all Unpublished Price Sensitive Information and prohibited from passing on such information to any person directly or indirectly. Attention is specifically drawn to Regulation 3(i) of the PIT Regulations, which prohibits an insider to communicate, provide, or allow access to any Unpublished Price Sensitive Information relating to the Company or its securities listed or proposed to be listed. All data, documents, information, forms, records, files (physical as well as soft files) are required to

be kept secure and confidential by all the Designated persons. All information within the organization shall be handled on need to know basis.

When a person who has traded in securities has been in possession of unpublished price sensitive information, his/her trade would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

6. PREVENTION OF MISUSE OF "UNPUBLISHED PRICE SENSITIVE INFORMATION"

6.1 Preservation of "Price Sensitive Information"
The Directors, Designated Employees, Connected Person and concerned Advisers or Consultants or Retainers or agents of the Company shall maintain the confidentiality of all price sensitive information and shall not communicate any Unpublished Price Sensitive Information to any person except on 'need to know basis' – i.e. that Unpublished price Sensitive Information should be disclosed only to those persons within the Company or persons connected with the Company who need the Information to discharge their duty or legal obligations and whose possession of such information will not give rise to a conflict of interest or misuse of the information. The Directors, Designated Employees, Connected Person and concerned Advisers or Consultants or Retainers or agents of the Company shall not pass on any Price Sensitive Information to any person directly or indirectly by way of making a recommendation for the purchase or sale of Securities of the Company.

6.2 Limited access to confidential information
The Directors, Designated Persons, Connected Persons and concerned Advisers or Consultants or Retainers or agents of the Company shall keep the files containing confidential Price Sensitive Information duly secured and computer files must be kept with adequate security of login and password, etc.

6.3 Receipt of UPSI for legitimate purpose
Receipt of Unpublished Price Sensitive Information for legitimate purpose shall be considered as insider for the purpose of this code. Accordingly, the person who shares UPSI shall give proper notice to the recipient of UPSI to maintain confidentiality of such UPSI in compliance with SEBI (PIT) Regulations, 2015.

6.4 Trading when in possession of UPSI
(1) No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information:

NOTE: *When a person who has traded in securities has been in possession of Unpublished Price Sensitive Information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.*

Provided that the insider may prove his innocence by demonstrating the circumstances including the following: –

(i) the transaction is an off-market inter-se transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision. Provided that such UPSI was not obtained as per Para 4(3) above. Provided further that such off-market trades shall be reported by the insiders to the company within two working days. Every company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two 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 unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision; Provided that such unpublished price sensitive information was not obtained by either person under Para 4(3) above.

(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 unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and

(b) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information 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 regulation 5 (Para 6.5 below).

NOTE: *When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession. The reasons for which he trades or the purposes to which he applies the proceeds of the transactions are not intended to be relevant for determining whether a person has violated the regulation. He traded when in possession of unpublished price sensitive information is what would need to be demonstrated at the outset to bring a charge. Once this is established, it would be open to the insider to prove his innocence by demonstrating the circumstances mentioned in the proviso, failing which he would have violated the prohibition.*

(2) In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the SEBI.

(3) The SEBI may specify such standards and requirements, from time to time, as it may deem necessary for the purpose of these regulations.

6.5 Trading Plans

6.5.1 SEBI Regulation entitles the Insider to formulate a trading plan. If any insider / Designated persons wish to formulate trading plan for trading in securities of the Company, he may do so and present it to the Compliance officer. Trading Plan is optional, however, if any insider opts for Trading Plan, the same need to be as per strict provisions of the Regulation 5 of SEBI PIT Regulation. Trading Plan need to be approved by the Compliance Officer and disclosed to the Stock Exchange. Once Trading Plan is approved, it becomes irrevocable.

The Insiders -

(a) Shall commence trading under such trading plan only after a period of 6 months has elapsed from the date of public disclosure.

(b) Shall not trade for a period between the 20th trading day prior to the last day of any financial period, for which results are required to be announced by the Company and upto closure of 2nd trading day after such financial results made public.

(c) Shall not be entitled to trade under the trading plan for a period of less than 12 months.

(d) Shall not form a trading plan when another trading plan is already in use.

(e) Shall either set out the value of trade to be effected or the number of securities to be traded along with the nature of the trade and the intervals at or dates on which such trades shall be affected.

(f) Shall not use trading plans for trading in securities for market abuse.

(g) Shall mandatorily implement the plan without being entitled to either deviate from it or execute any trade outside the scope of the Trading Plan. Thus, the Trading Plan, once published, shall be irrevocable.

6.5.2 However, the insider shall not commence trading under trading plan if any Unpublished Price Sensitive Information in his possession at the time of formulation of the plan, has not become generally available information at the time of commencement of the plan. In such an event, the Compliance Officer will confirm its commencement ought to be deferred.

6.5.3 The Compliance Officer shall review the trading plan to assess whether the plan has the potential for violation of the PIT Regulations 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.

6.5.4 It is clarified that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan. It is further clarified that trading window norms and restrictions on a contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

6.5.5 Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the Securities are listed.

6.6 Pre Clearance of Dealing

6.6.1 Every Designated Person is required to obtain pre-clearance from the Compliance Officer by making an application in *Form*–E before he/she and/or any of his/her immediate relatives, deals in securities (either buy/acquire or sell/dispose), if the market value of securities involved in the deal, in aggregate, exceeds Rs. 10 Lakhs. It is hereby clarified that the value of securities traded will include the aggregate of purchases as well as sale of securities.

6.6.2 The application shall be made together with an undertaking to the Company in Form- F. The undertakings shall state that the Designated Person is not in possession of Unpublished Price Sensitive Information relating to securities at the time of signing of the undertaking and that should he/she receive any such Unpublished Price Sensitive Information after signing but before execution of the applied for transaction, he will refrain from executing transaction. The Company shall give order for approval of pre-clearance in Form-G1.

6.6.3 Designated Person and/or any of his/her immediate relatives shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. The Designated Person and/or any of his immediate relatives shall file within 2 days of the execution of the deal, the details of such deal with the Compliance Officer in Form-G2 and Form–C (as and when applicable).

6.6.4 The application for pre-clearance if granted shall be valid for 7 days starting from the date of pre-clearance. In other words, the pre cleared transaction is required to be executed within 7 days starting from the date of pre-clearance, failing which pre-clearance would be required to be sought afresh.

Pre-clearance of the trades to be executed by the Compliance Officer will be approved by the Chairperson of the Company and responsibilities with regard to Compliance Officer shall lie on the chairperson mutatis mutandis. Any violation of this declaration and undertaking is liable to attract the serious consequences of default specified in Clause 12 of this Code.

6.7 Trading Window and prohibition on dealing during Window Closure

6.7.1 The Company shall specify a trading period, to be called "Trading Window", for trading in the Company's Securities. When the Trading Window is closed, all Designated Persons (including their immediate relatives) and all promoters including member of promoter group shall not trade in the Company's securities in such period.

6.7.2 The time for re-opening of Trading Window shall be determined by the Compliance Officer taking into account various factors including the Unpublished Price Sensitive

Information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than 48 hours after the information referred to in para (c) above becomes public/ generally available.

6.7.3 The trading/dealings in Company's securities by all Designated Persons (including their immediate relatives) shall be conducted during the period when the trading window is open subject to pre-clearance by Compliance Officer as referred under Clause 6.5 of this Code, or as per approved trading plan and shall not deal in any transaction involving the purchase or sale of the Company's Securities during the periods when Trading Window is closed, or during any other period as may be specified by the Compliance Officer from time to time.

7. DISCLOSURE

The disclosure to be made by any person under this code shall include those relating to trading by immediate relative(s) of such person and by any other person for whom such person takes trading decisions. This disclosure of trading in securities shall also include trading in derivatives and traded value of the derivatives shall be taken into account for the purpose of this code. The disclosure made under Chapter III of the PIT Regulations shall be maintained for a minimum period of five years, in the prescribed form.

7.1 Initial Disclosure

a. Every Promoter including member of promoter group, Designated Person, KMP and Director, is required furnish details of securities and derivative positions in securities held by him in or his immediate relatives in Form-A within 30 days of this code coming in to effect.

b. Every person on appointment as KMP or a director or upon becoming a promoter or member of the promoter group shall disclose his holding of securities as on the date of appointment or becoming promoter to the Company, within 7 days of the appointment or becoming a promoter in Form-B.

The Designated Persons mentioned above also need to ensure that information of any change in immediate relatives is informed to the Company *within 7 days* of such change in Form-B.

7.2 Event based Disclosure/ Continual Disclosure

Every Promoter including member of promoter group, Designated Person, KMP and Director of the Company shall disclose in *Form-C and Form-D to be submitted by Connected Persons* to the Company, the number of securities acquired or disposed of within 2 trading days of such transaction, if the aggregate value of securities traded, whether in one transaction or series of transaction in any calendar quarter, exceeds an aggregate amount of Rs.10 lakhs. It is hereby clarified that the value of securities traded will include the aggregate of purchases as well as sale of securities.

The Company shall notify the particulars of such trading to the stock exchanges on which the securities are listed within 2 trading days of receipt of the disclosure or from becoming aware of such information. The disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified above.

7.3 Disclosures by other connected persons

The Company may require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with these regulations.

Note: As per PIT Regulations, this provision confers discretion on any company to seek such information. For example, a listed company may ask that a management consultant who

would advise it on corporate strategy and would need to review unpublished price sensitive information, should make disclosures of his trades to the company.

7.4 Annual Disclosure

Every Designated Person, Promoter, KMP and Director of the Company shall on annual basis, disclose in Form - H to the Company, the details of all holdings in Securities of the Company held by him including statement of holding of their immediate relatives on or before April 30 (for year ended March 31).

7A. Investor Protection and Education Fund (IPEF)

7A.1 Definitions.
In this Chapter, unless the context otherwise requires:-

(a) 'Investor Protection and Education Fund' means the Investor Protection and Education Fund created by SEBI under section 11 of the Act;

(b) 'Informant' means an individual(s), who voluntarily submits to SEBI a Voluntary Information Disclosure Form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under these regulations, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a reward;

(c) 'insider trading laws' means the following provisions of securities laws,-
i. Section 15G of the Act;
ii. regulation 3 of these regulations;
iii. regulation 4 of these regulations;
iv. regulation 5 of these regulations; and
v. regulation 9 or regulation 9A of these regulations, in so far as they pertain to trading or communication of unpublished price sensitive information.

(d) 'irrelevant, vexatious and frivolous information' includes, reporting of information which in the opinion of SEBI, -
(i) Does not constitute a violation of insider trading laws; or
(ii) Is rendered solely for the purposes of malicious prosecution; or
(iii) Is rendered intentionally in an effort to waste the time and resource of SEBI.

(e) 'Legal Representative' means a duly authorised individual who is admitted to the practice of law in India;

(f) 'Monetary Sanctions' shall mean any non-monetary settlement terms or any direction of SEBI, in the nature of disgorgement under securities laws aggregating to at least Rupees one crore arising from the same operative facts contained in the original information.

(g) 'Original Information' means any relevant information submitted in accordance with these regulations pertaining to any violation of insider trading laws that is:-
(i) derived from the independent knowledge and analysis of the Informant;
(ii) not known to SEBI from any other source, except where the Informant is the original source of the information;
(iii) is sufficiently specific, credible and timely to - (1) commence an examination or inquiry or audit, (2) assist in an ongoing examination or investigation or inquiry or audit, (3) open or re-open an investigation or inquiry, or (4) inquire into a different conduct as part of an ongoing examination or investigation or inquiry or audit directed by SEBI;
(iv) not exclusively derived from an allegation made in a judicial or administrative hearing, in a Governmental report, hearing, audit, or investigation, or from the news media, except where the Informant is the original source of the information; and
(v) not irrelevant or frivolous or vexatious.
Explanation. –Information which does not in the opinion of SEBI add to the information already possessed by SEBI is not original information.

(h) 'own analysis' means the examination and evaluation of the relevant information by the Informant that may be publicly available, but which reveals analysis that is not known to SEBI:
Provided that such analysis is not derived from professional or confidential communication protected under the Indian Evidence Act, 1872 (1 of 1872);

(i) 'own knowledge' means relevant information in the possession of the Informant not derived from publicly available sources:
Provided that such knowledge is not derived from professional or confidential communications protected under the Indian Evidence Act, 1872 (1 of 1872);

(j) 'Reward' means any gratuitous monetary amount for which an Informant is declared eligible as per the provisions of these regulations;

(k) 'securities laws' means the Act, the Securities Contract (Regulations) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996), the relevant provisions of any other law to the extent it is administered by SEBI and the relevant rules and regulations made thereunder;

(l) 'voluntarily providing information' means providing SEBI with information before receiving any request, inquiry, or demand from SEBI, any other Central or State authorities or other statutory authority about a matter, to which the information is relevant;

Words and expressions used but not defined in these regulations but defined in securities laws, shall have the same meanings respectively assigned to them in those laws or any statutory modification or re-enactment thereto.

7A.2 Submission of Original Information to SEBI

7A.2.1 An Informant shall submit Original Information by furnishing the Voluntary Information Disclosure Form to the Office of Informant Protection of SEBI in the format and manner set out in Schedule D. The Voluntary Information Disclosure Form may be submitted through informant's legal representative: Provided that where the Informant does not submit the Voluntary Information Disclosure Form through a legal representative, SEBI may require such Informant to appear in person to ascertain his/her identity and the veracity of the information so provided.

Explanation. – Where any information pertaining to any violation of the Securities Laws is received in a manner not in accordance with the manner provided under these regulations, SEBI may require such information to be filed with it in accordance with these regulations or reject the same.

7A.2.2. The provisions of regulation 7B(2) of SEBI(PIT) Regulations, 2015 are to be followed, in case the Original Information is submitted through legal representative.

7A.2.3. An Informant shall while submitting the Voluntary Information Disclosure Form shall expunge such information from the content of the information which could reasonably be expected to reveal his or her identity and in case where such information cannot be expunged, the Informant may identify such part of information or any document that the Informant believes could reasonably be expected to reveal his or her identity.

7A.3 Receipt of Original Information by SEBI

7A.3.1 Upon receipt of original information by SEBI, it may designate a division to function as the independent Office of Informant Protection. And such Officer shall perform the functions as per Reg.7C of SEBI(PIT) Regulations, 2015.

7A.3.2 Upon collection or substantial recovery of the monetary sanctions amounting to at least twice the Reward, SEBI may at its sole discretion, declare an Informant eligible for Reward and intimate the Informant or his or her legal representative to file an application in the format provided in Schedule-E for claiming such Reward.

Provided that the amount of Reward shall be ten percent of the monetary sanctions collected or recovered and shall not exceed Rupees One crore or such higher amount as SEBI may specify from time to time:

Provided further that SEBI may if deemed fit, out of the total Reward payable, grant an interim reward not exceeding Rupees Ten lacs or such higher amount as SEBI may specify from time to time, on the issue of final order by SEBI against the person directed to disgorge.

7A.3.3 In case of more than one Informant jointly providing the Original Information, the Reward, as specified in the intimation under sub-regulation (1), shall be divided equally amongst the total number of Informants.

7A.3.4 The Reward under these regulations shall be paid from the Investor Protection and Education Fund.

7A.4 Determination of amount of Reward.

7A.4.1 The amount of the Reward, if payable, shall be determined by SEBI.

7A.4.2 While determining the amount of Reward under sub-regulation (1), SEBI may specify the factors that may be taken into consideration by the Informant Incentive Committee.

7A.4.3 An Informant may be eligible for a Reward whether or not he reported the matter to his organization as per its internal legal and compliance procedures and irrespective of such organization's compliance officer subsequently providing the same Information to SEBI.

7A.5 Application for Reward.

7A.5.1 Informants who are considered tentatively eligible for a Reward, shall submit the Informant Reward Claim Form set out in Schedule E of SEBI (PIT) Regulations, 2015 to SEBI within the period specified in the intimation sent by SEBI.

7A.5.2 Prior to the payment of a Reward, an Informant shall directly or through his or her legal representative, disclose his or her identity and provide such other information as SEBI may require.

7A.6 Rejection of claim for Reward.

The application for claim of reward may be rejected by SEBI due to the reasons as mentioned under Reg. 7G of SEBI(PIT) Regulations, 2015.

7A.7 Informant confidentiality.

Sharing of information including Original Information is at the discretion of SEBI and SEBI can share the same as per the provisions of Reg. 7H of SEBI(PIT) Regulation, 2015.

7A.8 Protection against retaliation and victimisation.

7A.8.1. Every person required to have a Code of Conduct under these regulations shall ensure that such a Code of Conduct provides for suitable protection against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination against any employee who files a Voluntary Information Disclosure Form, irrespective of whether the information is considered or rejected by SEBI or he or she is eligible for a Reward under these regulations, by reason of:
(i) filing a Voluntary Information Disclosure Form under these regulations;
(ii) testifying in, participating in, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by SEBI; or
(iii) breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with SEBI in any manner.

Explanation 1. - For the purpose of this Chapter, "employee" means any individual who during employment may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under these regulations and is a director, partner, regular or contractual employee, but does not include an advocate.

Explanation 2. - Nothing in this regulation shall require the employee to establish that,-
(i) SEBI has taken up any enforcement action in furtherance of information provided by such person; or
(ii) the information provided fulfils the criteria of being considered as an Original Information under these regulations.

7A.8.2. Nothing in these regulations shall prohibit any Informant who believes that he or she has been subject to retaliation or victimisation by his or her employer, from approaching the competent court or tribunal for appropriate relief.

7A.8.3. Notwithstanding anything contained in sub-regulation (2), any employer who violates this Chapter may be liable for penalty, debarment, suspension, and/or criminal prosecution by SEBI, as the case may be:

Provided that nothing in these regulations will require SEBI to direct re-instatement or compensation by an employer.

7A.8.4. Nothing in these regulations shall diminish the rights and privileges of or remedies available to any Informant under any other law in force.

7A.9.Void Agreements

7A.9.1. Any term in an agreement (oral or written) or Code of Conduct, is void in so far as it purports to preclude any person, other than an advocate, from submitting to SEBI information relating to the violation of the securities laws that has occurred, is occurring or has a reasonable belief that it would occur.

7A.9.2. No person shall by way of any threat or act impede an individual from communicating with SEBI, including enforcing or threatening to enforce, a confidentiality agreement (other than agreements related to legal representations of a client and communications there under) with respect to such communications.

Explanation. - No employer shall require an employee to notify him of any Voluntary Information Disclosure Form filed with SEBI or to seek its prior permission or consent or guidance of any person engaged by the employer before or after such filing.

7A.10.No Amnesty.

7A.10.1. Nothing in these regulations shall be deemed to provide any amnesty or immunity to an Informant for violation of securities law.

7A.10.2. Where an action against an Informant is deemed appropriate SEBI may take into account the co-operation rendered in the final determination of any penalty, sanction, direction or settlement thereof, as the case may be.

7A.10.3. Where an action against an Informant is deemed appropriate, SEBI while determining the value of monetary sanctions shall not take into account the monetary sanctions that the Informant is ordered to pay or that which any other person is ordered to pay if the liability of such other person is based substantially on the conduct that the Informant directed, planned, or initiated.

7A.10.4. An Informant who may be liable for enforcement action by SEBI based on his or her conduct in connection with securities laws violations reported in the Voluntary Information Disclosure Form filed with SEBI, may simultaneously or at any time thereafter file an application seeking settlement with confidentiality under Chapter IX of the Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018.

7A.10.5.Notwithstanding any action taken by SEBI against an Informant, the Informant may, after payment of any monetary amounts be eligible for a Reward.

8. MAINTENANCE OF STRUCTURED DIGITAL DATABASE

8.1 The Company shall maintain a structured digital database containing the names of such persons or entities as the case may be with whom information is shared under this code read with PIT Regulations, along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.

8.2 The said digital database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

9. MECHANISM FOR PREVENTION OF INSIDER TRADING

The Company has adopted system of internal controls which mainly consist of the following, to prevent dealing in securities by insiders with misuse of unpublished price sensitive information

9.1 All employees who have access to unpublished price sensitive information are identified as designated Person.

9.2 All unpublished price sensitive information shall be identified and its confidentiality shall be maintained by designated employee and others who have knowledge of unpublished price sensitive information.

9.3 Adequate restriction shall be placed on procurement, communication and sharing of unpublished price sensitive information by designated employee and others who have knowledge of unpublished price sensitive information.

9.4 List of employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreement shall be executed or notice shall be served to all such employees and persons.

9.5 Audit Committee shall review once in a financial year, the process to evaluate effectiveness of the above said internal controls and shall verify that the system for internal control are adequate and are operating effectively.

9.6 Audit committee shall review at least once in a financial year, compliance with this code read with PIT Regulations.

9.7 The employees shall report instances of leak of unpublished price sensitive information under Whistle Blower Policy of the Company.

9.8 If an enquiry has been initiated by the Company in case of leak of UPSI or suspected leak of UPSI, the relevant intermediaries and fiduciaries shall co-operate with the listed company in connection with such enquiry conducted by listed entity.

10. DEALING IN CASE OF SUSPECTED LEAK OR LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

10.1 **Inquiry for Leakage of UPSI**
All UPSI shall be handled on a need to know basis only. In case of any UPSI is proposed to be provided, the person proposing to provide the information shall consult General Manager/ Deputy Managing Director/ Managing Director in advance.

In case any UPSI is leaked or is suspected to be leaked by any insider, the Investigating Officer (internal or external investigators) appointed by the Managing Director or in his absence the Deputy Managing Director, for each such instance of leakage, will investigate the matter and collect / gather the evidences and will report to the Managing Director.

10.2 Process for inquiry

All the matters concerning leak of UPSI or suspected leak of UPSI, will be thoroughly investigated by the Investigating Officer.

The Investigating Officer may ask the concerned insider to remain present for investigation, discussion etc. and ask for personal bank account statement or such other details or documents as he/she deems fit.

10.3 Powers of the Investigating Officer

The powers of Investigating Officer for inquiry under this clause are as under:

- To investigate the matter
- To ask concerned insider for personal presence, examination, cross examination etc
- To call for personal information/documents from insider
- To file complaint, if required, before police authority / Designated cell under Information Technology Act, 2000
- To retain the documents gathered during investigation
- To report to Managing Director or Deputy Managing Director

10.4 Report to Audit Committee for appropriate action

The Investigating Officer will report to the Managing Director or Deputy Managing Director and upon receipt of report by the Managing Director or Deputy Managing Director, the disciplinary or corrective action shall be decided by the Managing Director or in his absence the Deputy Managing Director, which as far as possible to be in line with the CFHL Staff Service Regulations and report on the same shall be placed before the Audit Committee for review of disciplinary action. The disciplinary /corrective action may also include in addition to any other penal action that may be taken by the Company pursuant to the law, termination of employment, suspension, wage freeze, non-participation in future employee stock option or any other appropriate action as may be imposed by the Audit Committee or the Board.

11. PRINCIPLES OF FAIR DISCLOSURE WITH RESPECT TO UNPUBLISHED PRICE SENSITIVE INFORMATION

i. The Managing Director & the Chief Executive Officer/ the Deputy Managing Director, the General Manager/ the Chief Financial officer/ the Company Secretary of the Company or any person, designated as the Chief Investor Relations Officer, are entitled to deal with dissemination of information and disclosure of unpublished price sensitive information.

ii. The Company to make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

iii. The Company would ensure uniform and universal dissemination of unpublished price sensitive information like publication of policy(s) related to dividend, if any, inorganic growth pursuits, etc. to avoid selective disclosure, thereby providing equality of access to such price sensitive information to all concerned.

iv. Once the Unpublished Price Sensitive Information made public i.e. post dissemination to the stock Exchange(s), such information may be shared with media, analysts, investors etc.

v. The Company shall promptly disseminate unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

vi. The Managing Director & the Chief Executive Officer, the Deputy Managing Director, the General Manager, the Chief Financial officer, the Company Secretary of the Company or any person, which the Board may deem fit shall jointly and/or severally give appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

vii. The above said personnel of the Company to ensure that information shared with analysts and research personnel is not unpublished price sensitive information.

viii. The above said personnel of the Company to ensure that the best practices are developed to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences and to host such transcripts, etc. on the official website of the Company to ensure official confirmation and documentation of disclosures made, within 15 working days of the event.

ix. The Company to ensure that all Unpublished Price Sensitive Information to be handled and shared only on a need-to-know basis.

x. The Company should publish the code of practices and procedures for fair disclosure of UPSI on its official website.

xi. Every such code of practices and procedures for fair disclosure of UPSI and every amendment thereto shall be promptly intimated to the stock exchanges where the securities are listed.

12. MINIMUM STANDARDS FOR CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS

(a) The compliance officer shall report to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors but not less than once in a year.

(b) All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. The code of conduct shall contain norms for appropriate Chinese Walls procedures, and processes for permitting any designated person to "cross the wall".

(c) Designated persons and immediate relatives of designated persons in the organisation shall be governed by an internal code of conduct governing dealing in securities.

(d) Designated persons may execute trades subject to compliance with these regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the designated persons. The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

Trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results.

The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

(e) The trading window restrictions mentioned in sub-clause (1) shall not apply in respect of:
(a) transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation(1) of regulation 4 and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by SEBI;
(b) transactions which are undertaken in accordance with respective regulations made 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 buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the Board from time to time.

(e) The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

(f) When the trading window is open, trading by designated persons shall be subject to preclearance by the compliance officer, if the value of the proposed trades is above such thresholds as the board of directors may stipulate.

(g) Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

(h) The code of conduct shall specify any reasonable timeframe, which in any event shall not be more than seven trading days, within which trades that have been pre-cleared have to be executed by the designated person, failing which fresh pre-clearance would be needed for the trades to be executed.

(i) The code of conduct shall specify the period, which in any event shall not be less than six months, within which a designated person who is permitted to trade shall not execute a contra trade. The compliance officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. Should a contra trade be 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 the SEBI under the Act. Provided that this shall not be applicable for trades pursuant to exercise of stock options.

(j) The code of conduct shall stipulate such formats as the board of directors deems necessary for making applications for pre-clearance, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance and for reporting level of holdings in securities at such intervals as may be determined as being necessary to monitor compliance with these regulations.

(k) Without prejudice to the power of the Board under the Act, the code of conduct shall stipulate the sanctions and disciplinary actions, including wage freeze, suspension, recovery clawback, etc., that may be imposed, by the listed company required to formulate a code of conduct under regulation 9(1), for the contravention of the code of conduct.

(l) The code of conduct shall specify that in case it is observed by the listed company required to formulate a code of conduct under sub-regulation (1) regulation 9, that there has been a violation of these regulations, it shall promptly inform the stock exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by SEBI from time to time.

(m) 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:

a) immediate relatives
b) persons with whom such designated person(s) shares a material financial relationship
c) 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.

Explanation – *The term "material financial relationship" shall mean 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 during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions.*

(n) Listed entities shall have a process for how and when people are brought 'inside' on sensitive transactions. Individuals should be made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.

Note: *Intermediaries and Fiduciaries should adopt minimum standards for Code of Conduct as provided in the Schedule C of the Regulations, to regulate, monitor and report trading by designated persons.*

13. CONSEQUENCES OF DEFAULT / PENALTIES FOR CONTRAVENTION OF THIS CODE

Consequences of default include the following:

Every Designated Person shall be individually responsible for complying with the provisions of this Code (including to the extent the provisions hereof are applicable to his /her immediate Relatives).

The Designated person, who violates this Code shall, in addition to any other penal action that may be taken by the Company pursuant to the law, also be subject to disciplinary action including termination of employment, suspension, wage freeze, non-participation in future employee stock option or any other appropriate action as may be imposed by the Audit Committee / Board.

If any non-adherence is observed, the Audit Committee shall appoint an Investigating Officer or a Committee for investigation of the matter and such authority shall cause an internal enquiry and if non-compliance is established, the same shall be reported to the Audit Committee and after further inquiry or investigation or direction, the Audit Committee will decide further course of action including reporting to the Board of Directors.

In case of any non-observance of this code by any Director, the further course of action shall be decided by the Board.

In case the Audit Committee or the Board of Directors of the Company observed and determined that there has been violation of this code and Regulations, it is mandatory for the Board to inform the SEBI about such violation, as per the Regulations.

i. As per the Section 15G and 24 of the SEBI Act, Insider, who violate the PIT Regulations, are liable to a penalty that may be imposed by SEBI which shall not be less than Rs. 10 lakhs but which may extend to Rs. 25 crores or 3 times the amount of profit made out of the Insider Trading, whichever is higher and shall also punishable with imprisonment for a term extending to 10 years or a fine up to Rs. 25 crores or with both.
ii. As per Section 11(C) (6) of the SEBI Act, if any person without justifiable reason, refuse to co-operate in any investigation by SEBI with respect to Insider Trading, then he shall be punishable with an imprisonment for a term extending up to one year, or with fine up Rs. 1 Crore or with both, and also with further fine up to Rs. 5 lakhs for every day of such non co-operation.
iii. As per Section 11(4) (b) of the SEBI Act, SEBI is also empowered to pass directions to such insider not to deal in the concerned securities in any particular manner and/or prohibit him from disposing of the concerned securities and/or declaring the concerned transaction(s) of securities as null and void, restraining the insider from communicating or counselling any person to deal in Securities.

FORM A

SECURITIES AND EXCHANGE BOARD OF INDIA (Prohibition of Insider Trading) REGULATIONS, 2015

{Regulation 7(1)(a) read with Regulation 6(2) – Initial Disclosure to the Company}

Name of the Company: **Can Fin Homes Limited** ISIN of the Company: **INE477A01020**

Details of Securities held by Promoter, Key Managerial Personnel, Director, Designated Person and such other person as mentioned in regulation 6(2).

Name, PAN No.,CIN/ DIN & Address with contact nos.	**Category of Person** (Promoter, Key Managerial Personnel, Director, Designated persons/Immediate Relative/Others etc.)	**Date of appointment of Director/ KMP / Designated Person or Date of becoming promoter**	**Securities held as on date of regulation coming into force**		**% of Shareholding**	**Open interest of future contracts held as on date of regulation coming in to effect**		**Open interest of option contracts held as on date of regulation coming in to effect**	
			Type of security (for eg- Shares, Warrants, Convertible Debentures etc)	**Nos.**		**Number of units (Contracts * lot size)**	**Notional value in Rupee terms**	**Number of units (Contracts * lot size)**	**Notional value in Rupee terms**
1	**2**	**3**	**4**	**5**	**6**	**7**		**8**	

Note: “Securities” shall have the meaning as defined under Regulation 2(1) (i) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Signature: Date:

Designation: Place:

FORM B

SECURITIES AND EXCHANGE BOARD OF INDIA (Prohibition of Insider Trading) REGULATIONS, 2015

{Regulation 7(1) (b) read with Regulations 6(2) – Disclosure on becoming a key managerial personnel/ director/ promoter/ member of the promoter group}

Name of the Company: **Can Fin Homes Limited** ISIN of the Company: **INE477A01020**

Details of Securities held on being appointed as Key Managerial Personnel or Director or upon becoming a Promoter or **member of the promoter group** of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2)

]Name, PAN No.,CIN/ DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc..)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	Nos.	
1	2	3	4	5	6

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

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

Name & Signature: Date:

Designation: Place:

FORM C

SECURITIES AND EXCHANGE BOARD OF INDIA (Prohibition of Insider Trading) REGULATIONS, 2015

{Regulation 7(2) read with Regulations 6(2) – Continual disclosure}

Name of the Company: **Can Fin Homes Limited** ISIN of the Company: **INE477A01020**

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoter/member of the promoter group/designated person/ Director s/immediate relative to/others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ disposal of shares, specify		Date of intimation to company	Mode of acquisition /disposal (on market/ public/ rights/ preferential offer/ off market/ Inter-se transfer, ESOPs, etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding.	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	Nos.	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Others-please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	from	to			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	

Signature: Date:

Designation: Place:

FORM D

SECURITIES AND EXCHANGE BOARD OF INDIA (Prohibition of Insider Trading) REGULATIONS, 2015

{Regulation 7(3) – Transactions by Other connected persons as identified by the company}

Details of trading in securities by other connected persons as identified by the company

Name, PAN., CIN/DIN & Address with contact nos. of other connected persons as identified by the company	Connect ion with company	Securities held prior to acquisition/ disposal		Securities acquired/disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ disposal of shares, specify		Date of intimation to company	Mode of acquisition /disposal (on market/ public/ rights/ preferential offer/ off market/ Inter-se transfer, ESOPs, etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding.	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	Nos.	Valu e	Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Others-please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	from	to			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by other connected persons as identified by the Company

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

Name:

Signature:

Place:

Form – E

SPECIMEN OF APPLICATION FOR PRE-CLEARANCE OF TRADING IN SECURITIES

Date:

To,

The Compliance Officer,
Can Fin Homes Limited
No. 29/1, 1st Floor, M N Krishna Rao Road
Near Lalbagh West Gate, Basavanagudi
Bengaluru – 560 004

Subject: Application for Pre-Clearance approval in securities of the Company

Dear Madamr,

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I seek approval to purchase / sale / subscription of ……..equity shares of the Company as per details given below:

Name of the applicant	
Designation	
Number of securities held as on date Folio No. / DP ID / Client ID No.)	
The proposal is for:	1. Purchase of securities 2. Subscription to securities 3. Sale of securities [tick any one]
Proposed date of dealing in securities	
Estimated number of securities proposed to be acquired/subscribed/sold	
Whether the proposed transaction is in the name of Self or in the name Dependent Family Member?	
Name of the Dependent/relationship if the transaction is in the name of the dependent	
Price at which the transaction is proposed	
Current market price (as on date of this application)	
Whether the proposed transaction will be through stock exchange i.e. market or off-market deal	
Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature of Designated person/KMP) Pan No.:_____

Address: CIN/DIN No.: _____

Encl: Form of Undertaking

Form – F
FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

Date:

To,

The Compliance Officer,
Can Fin Homes Limited
No. 29/1, 1st Floor, M N Krishna Rao Road
Near Lalbagh West Gate, Basavanagudi
Bengaluru – 560 004

Dear Sir,

I, _____ (Name) _____ , _____ (Designation)_____of the Company residing at_____ _____ , _____ _____ am desirous of dealing in_____* equity shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public I declare that I have not contravened the provisions of the Code as notified by the Company from time to time or any regulations of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken. If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance again.

I declare that I have made full and true disclosure in this regard to the best of my knowledge and belief.

Name:

(Signature of Designated person/KMP) Pan No.:_____

Address: CIN/DIN No.: _____

* Indicate number of shares

Form-G 1
Pre-Clearance Order
(on letter head of the Company)

To,

Name
Designation
Place

Dear Sir/Madam,

This is to inform you that your application dated _____for dealing in___ equity shares of the Company is approved. Please note that the said transaction must be completed on or before (date)___ that is within 7 days from today.

You are required to submit the details of the transactions executed by you in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken on or before the aforesaid date, submission of a 'Nil' report shall be necessary and in such case you will have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company.

Yours truly,

For Can Fin Homes Limited
Company Secretary & Compliance officer
Encl: Format for submission of details of transaction

Form-G2
FORMAT FOR DISCLOSURE OF TRANSACTIONS
(To be submitted within 2 days of transaction/ dealing in securities of the Company)

To,

The Compliance Officer,
Can Fin Homes Limited
No. 29/1, 1st Floor, M N Krishna Rao Road
Near Lalbagh West Gate, Basavanagudi
Bengaluru – 560 004

I hereby inform that I have bought / sold/ subscribed equity shares of the Company as per under mentioned details.

Name of holder	**Date of transaction**	**No. of securities dealt with**	**Bought / sold / subscribed**	**DP ID / Client ID / Folio No**	**Price per equity share (in Rs.)**

I have NOT DEALT in the equity shares of the Company as per my application dated _____ and as approved by you on _____.

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

Broker's contract note, Proof of payment to/from brokers, Extract of bank passbook/ statement, copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (*applicable in case of purchase / subscription)*.

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/SEBI (Prohibition of Insider Trading) Regulations, 2018 have been contravened for effecting the above said transactions(s)

Name :

Designation :

Signature :

Form H

Annual Disclosure of Securities held by Promoter, Key Managerial Personnel, Director and Designated Persons and Immediate Relatives

CFHL – Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information

Date: _____

To
The Company Secretary,
Can Fin Homes Limited
No. 29/1, 1st Floor, M N Krishna Rao Road
Near Lalbagh West Gate, Basavanagudi
Bengaluru – 560 004

Sub: Disclosure of Trading in Securities of the Company during the year ended _____ and holding of securities of the Company as on that date.

Dear Madam,

Pursuant to Can Fin Homes Ltd. Code of Conduct for Prevention of Insider Trading and Fair Disclosure of unpublished Price Sensitive Information ("Code"), I hereby disclose trading in securities of the Company during the year ended _____ and holding as on that date.

Name	

	Designated Person

	Director

Disclosure of Securities by Director and Designated Employee					
Type of Securities	Number of securities held as on year ended _____	Number of securities **bought** during the year ended _____	Number of securities **sold** during the year ended _____	Number of securities held as on year ended _____	DP. ID & Client ID
Equity					

Details of my immediate relatives are as under. "immediate relative" means 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.

Sr.	Name of Relative	PAN	DP ID & Client ID

Disclosure of Securities by Immediate Relative of Director and Designated Employee						
Name(s) of Immediate Relatives	Type of Securities	Number of securities held as on year ended _____	Number of securities **bought** during the year ended _____	Number of securities **sold** during the year ended _____	Number of securities held as on year ended _____	DP. ID & Client ID
	Equity					

I hereby declare that the above details are complete and correct. I further declare that I have complied with the provisions of Code. I am fully aware about consequences in case of any non-compliance by me and shall be responsible for any action/inaction.

Full Name :_____ Signature : _____
Designation : _____
Mobile No. _____
Department:_____
Emp. Code or DIN : _____