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

REGISTERED OFFICE
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CIN: L85110KA1987PLC008699

CFHRO SE 54 CS 2015
15/05/15

ONLINE SUBMISSION

The Secretary
National Stock Exchange of India Ltd
Exchange Plaza, C-1, Block G
Bandra Kurla Complex
Bandra (E)
Mumbai - 400 051

Dear Sir,

Sub: Disclosures under SEBI (Prohibition of Insider Trading) Regulations, 2015

With reference to the subject, we attach herewith a copy of the `Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' of the Company duly approved by the Board of Directors at their meeting held on 04/05/15. As required under the said Regulations, the `Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' has been published on the website of the Company viz., www.canfinhomes.com

We further wish to confirm that the Board of Directors of the Company, at the said meeting, have also approved the adoption of the `Code of Conduct for the Prohibition of Insider Trading' for the Company in accordance with the subject Regulation.

This is for your kind information.

Thanking you,

Yours faithfully,
For Can Fin Homes Ltd.,

Veena G Kamath
Company Secretary

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

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Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in terms of Regulation 8 of SEBI (Prohibition of Insider Trading Regulations, 2015)

1. Purpose

The purpose of this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (the "Code") is to clearly outline the procedures and practical guidelines that would be followed by Can Fin Homes Ltd. for transparent, regular, consistent and timely public disclosure and dissemination of Unpublished Price Sensitive Information. Can Fin Homes Ltd. is committed to accurate, factual and timely disclosure based on applicable legal and regulatory requirements.

2. The Principles and Obligation

The Company endeavours to preserve the confidentiality of Unpublished Price Sensitive Information and to prevent misuse of such information. Every insider (Promoter/Director/Employee-etc.) who deals with Unpublished Price Sensitive Information has a duty to safeguard the confidentiality of all such information obtained in the course of performance of his or her duties in the Company. There shall be no selective disclosure of information and the Company and insider shall endeavour to ensure equal accessibility of Unpublished Price Sensitive Information to all the stakeholders associated with the Company.

3. Scope/Applicability

This Code shall be applicable and binding on all the employees, officers, directors and those persons authorized to speak on behalf of the Company. This Code shall come into force with immediate effect.

4. The definitions of some important terminologies

The definitions of 'Act', 'Board', 'Compliance Officer', 'Connected Person', 'Generally Available Information', 'Immediate Relative', 'Insider', 'Promoter', 'Takeover Regulations', 'Trading', 'Trading day', 'Unpublished price sensitive information', 'Material Information/events' shall be as defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015 and listing agreements, as amended from time to time. Some of the important definitions are given in the Annexure.

5. Policy

(a) The Company shall make prompt public disclosure of Unpublished Price Sensitive Information, such as decision on dividend payment, acquisition, amalgamation, restructuring etc; and such other information that would materially affect the price, as soon as credible and concrete information comes into being and will make the same information generally available by way of making an appropriate disclosure to the Stock Exchange(s) on which the Company's shares are listed as per the SEBI Regulations as amended from time to time.

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(b) The Company shall ensure that Unpublished Price Sensitive Information is disseminated uniformly and universally and shall avoid selective disclosure.

(c) The Company would designate one of its senior officer as the Chief Investor Relations Officer from time to time, who shall be responsible to deal with the dissemination of information and disclosure of any Material Information.

Employees must not respond under any circumstances to inquiries from the stock exchanges, the media or others, unless authorized to do so by the Managing Director & CEO of the Company.

(d) If any Unpublished price sensitive information is disclosed selectively, inadvertently or otherwise, the Chief Investor Relations Officer on having knowledge of such partial dissemination shall upload the information on the website of the Company and if required intimate the Stock Exchange(s) to ensure that the Unpublished Price Sensitive Information is generally available.

(e) The Company shall ensure at all times that appropriate and fair response to queries on news reports are made and requests for verification of market rumors by regulatory authorities are provided promptly. However, the Company shall not be under an obligation to respond to speculative news/press reports.

(f) If the media reports carry such information which is largely accurate and the information underlying the speculation or rumour or news/press report is based on insider information, which has been leaked, the Company shall ensure to respond to the same to make such information generally available.

If the market information or news/press report is false or inaccurate, the Company is not under an obligation to make any announcement / negative disclosures. However, if the Stock Exchange(s) were to make a query to clarify the position, the Company shall make a formal announcement to the Stock Exchange(s) and shall not selectively disclose any information / make a negative disclosure.

(g) The Company communicates with its institutional shareholders through meetings with analysts and discussions between fund managers and management. The Company also participates at investor conferences from time to time. All interactions with institutional shareholders, fund managers and analysts are based on generally available information that is accessible to the public on a non-discriminatory basis. The presentations made to analysts and fund managers are placed on the Company's website. The official news releases are also displayed on the said website.

(h) The main channel of communication to the shareholders is through the annual report. Details relating to quarterly performance and financial results are disseminated to the shareholders through press releases and uploaded on the Company's website.

(i) Briefings are given to update the market after each quarterly results are announced through group meetings or teleconference. Meetings with investors (bilateral and general) are being held to ensure that the investment community receives a balanced and complete view of the Company's performance, while always observing applicable rules concerning selective disclosure, equal treatment of shareholders and insider trading. Individual meetings will also be held with the institutional shareholders, fund managers and analysts to share generally available information.



(j) The Company shall strive to develop best practices to make transcripts or records of proceedings of official meetings with analysts and other investor relations conference(s) on the Company's website to ensure official confirmation and documentation of disclosures made.

(k) The Company shall ensure that the Unpublished Price Sensitive Information is being handled on a "need to know" basis. The Company shall ensure that the Unpublished Price Sensitive Information is being disclosed or communicated needs to have access to such information for furtherance of legitimate purposes, performance/discharge of respective duties or discharge of legal / contractual obligation and such possession of Unpublished Price Sensitive Information will not give rise to any conflict of interest or misuse of such information.

(l) The Company while disclosing the Unpublished Price Sensitive Information on a need to know basis to any person (s) shall appropriately communicate to such person(s), being in possession of Unpublished Price Sensitive Information to ensure that he/she shall:

a. not misuse the unpublished price sensitive information in his/her possession.
b. not communicate any Unpublished Price Sensitive Information as in his/her possession to any other insider or outside entity.
c. report to the Chief Investor Relations Officer/Compliance Officer, misuse of Unpublished Price Sensitive Information as noticed by him/her with appropriate evidence supporting the same.

In case, the Unpublished Price Sensitive Information is being disclosed to person(s) who is not an employee of the Company, apart from complying with point a, b and c above, such person(s) shall also be required to enter into a Confidentiality Agreement with the Company in the format as may be prescribed by the Company.

(m) The Company shall maintain and store records in respect of disclosures made by it through any means under the relevant provisions of the Companies Act, 2013, Rules made thereunder, SEBI Act, 1992, Rules, Regulations and Guidelines issued there under and the Listing Agreements, for audit and future reference.

(n) No designated employee including his/her immediate relatives shall either on his/her own behalf or on behalf of any 'other person, trade or undertake to trade or cause to trade in the Securities of the Company (i) when he/she is in possession of any Unpublished Price Sensitive Information and (ii) during the Restricted Trading Period which will be communicated at periodical intervals.

(o) This Code shall be reviewed from time to time and any amendments or modifications thereto shall be subject to the review and approval of the Board of Directors of the Company.

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Annexure

Unless the context otherwise requires:—

(a) "**Act**" means the Securities and Exchange Board of India Act, 1992 (15 of 1992);

(b) "**Board**" means the Securities and Exchange Board of India;

(c) "**Compliance Officer**" means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be;

(d) "**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) "**Deemed to be connected persons**" shall mean 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 clause (i); 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 Company; 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 recognised 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;

(e) "**Generally Available Information**" means information that is accessible to the public on a non-discriminatory basis;

(f) "**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;

(g) "**Insider**" means any person who is:

i) a connected person; or
ii) in possession of or having access to unpublished price sensitive information;

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(h) "**Promoter**" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;

(k) "**Takeover Regulations**" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

(l) "**Trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly ;

(m) "**Trading day**" means a day on which the recognized stock exchanges are open for trading;

(n) "**Unpublished price sensitive information**" means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

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

(o) "**Material Information/events**" as stipulated under Clause 36 of the listing agreements

Material information means any information relating to the business or affairs of the Company that results in or would reasonably be expected to result in a significant change in the market price or value of the securities of the Company or that would reasonably be expected to have a significant influence on any reasonable investor's investment decisions. Material information includes, without limitation, information regarding:

- Change in the general character or nature of business of the Company.
- Disruption of operations due to natural calamity.
- Un-audited or audited financial results of the Company.
- Proposed issue of bonus/rights shares or issue of securities on a private placement basis.
- Material investments or divestment by the Company in the securities of its subsidiaries.
- Corporate action relating to dividend, split, consolidation of securities.
- Action pursuant to regulatory/statutory amendments that is material to the operations of the Company.
- Material changes in existing JV agreements in respect of subsidiary companies of the Company.
- Proposed issue of depository receipts (ADR/GDR) or FCCB.
- Proposed material acquisitions/divestments of other companies or entering into new joint venture/technical services/ collaboration agreements.
- Material changes in rating of securities issued by the Company.
- Changes in the Board of Directors or Key Managerial Personnel.
- Details of litigation/dispute/regulatory action having a material impact on the present or future operations of the Company.
- Any material acquisition, merger, demerger, amalgamation, restructuring, scheme of arrangement, spin off or selling of any material divisions of the Company.
- Developments with respect to pricing/realisation arising out of change in the regulatory framework.

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