

## **LIC HOUSING FINANCE LIMITED**

CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY INSIDERS PURSUANT TO REGULATION 9 (1) AND SCHEDULE B OF THE SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015 **AS AMENDED BY SEBI (PROHIBITION OF INSIDER TRADING) (AMENDMENT) REGULATIONS, 2018.**

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### **1. Definitions**

- 1.1 “**Act**” means the Securities and Exchange Board of India Act, 1992.
- 1.2 “**Board**” means the Board of Directors of the Company.
- 1.3 “**Code**” or “**Code of Conduct**” shall mean the Code of Internal Procedures and Conduct for regulating, monitoring and reporting trading by employees and other connected persons ***pursuant to Regulation 9(1) and Schedule B of the SEBI (Prohibition of Insider Trading) Regulation 2015 as amended by SEBI (Prohibition of Insider Trading) (Amendment) Regulation, 2018 of LIC HOUSING FINANCE LIMITED as amended from time to time. (This Code of Conduct shall come into effect from 1<sup>st</sup> April, 2019)***
- 1.4 “**Company**” means LICHOUSING FINANCELIMITED
- 1.5 “**Compliance Officer**” means **Company Secretary** and reporting to the Board of Directors through Managing Director & CEO who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the regulations for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board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 Company.  
The Compliance Officer shall report to the Board of Directors through Managing Director & CEO and in particular shall provide reports to the Chairman of the Audit Committee, on such frequency as may be stipulated by the Board of Directors.
- 1.6 “**Connected Person**” means:
- (i) any person who is or has during the six months prior to the concerned act, been associated with the 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himself and the Company whether temporary or permanent, that allows such person, directly or indirectly access to unpublished price sensitive information or is reasonably expected to allow such access.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 clause 1.11 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 clearinghouse 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 where in a director of the Company or his immediate relative or banker of the Company, has more than ten percent ,of the holding or interest, or

1.7 **Designated Persons and/or Employee(s)** shall include:

- (i) **All General Managers and Joint General Managers including all the Head of the Departments (HODs) of the Corporate Office, Regional Managers, Deputy Regional Managers and Manager Operations**
- (ii) *All the employees in the Finance including Treasury, Accounts, Taxation and Secretarial Department;*
- (iii) *All the employees in the IT Department;*
- (iv) *All the employees in Internal Audit Department;*
- (v) *PA to MD&CEO;*
- (vi) *Chief Operating Officers, if any;*
- (vii) *Company Secretary*
- (viii) *Chief Financial Officer*
- (ix) *Any other person(s) or employee(s) who may be covered under this category, if required, from time to time by Managing Director &CEO.*

(Here in after to be referred to as '**Designated Persons and/or Employees**' for 'the purpose of these Regulations.)

1.8 "**Director**" means a member of the Board of Directors of the Company.

1.9 "**Employee**" means every employee of the Company **including those on deputation**

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

1.11 "**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

1.12 "**Insider**" means any person who is:  
 (i) a connected person; or  
 (ii) In possession of or having access to unpublished price sensitive information.

1.13 "**Key Managerial Personnel, "In relation to a company, means–**  
 (i) the Managing Director and CEO;  
 (ii) the company Secretary.  
 (iii) the Chief Financial Officer;  
 (iv) **the Chief Operating Officer, if any** and  
 (v) such other officer as may be prescribed;

1.14 "**Promoter**" and "**Promoters**" **Group**" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)

Regulations, **2018** or any modification thereof:

- 1.15 **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
- 1.16 **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 1.17 **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, dealing any securities, and "trade" shall be construed accordingly
- 1.18 **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;
- 1.19 **"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's, disposals and expansion of business and such other transactions;
  - (v) Changes in key managerial personnel;
- and (
- 1.20 **"Regulations"** shall *mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended by SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.*
- 1.21 **"Specified Persons"** means the Directors, connected persons, the insiders, the Designated Employees and the promoters and immediate relatives are collectively referred to as Specified Persons.

***Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992) SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made there under shall have the meanings respectively assigned to the in those legislation.***

## **2. Role of Compliance Officer**

2.1 The Compliance Officer 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 Code of Conduct under the overall supervision of the Board of Directors. He shall provide reports to the Chairman of the Audit Committee through Managing Director & CEO at such frequency as may be stipulated by the Board of Directors.

2.2 The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as

**amended by SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018** and the Company's Code of Conduct.

### **3. Preservation of "Unpublished Price Sensitive Information"**

3.1 All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or
- not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction 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.

However, 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 limited purpose and shall not otherwise trade in securities of the Company, directly or indirectly, where in possession of unpublished price sensitive information

#### **3.2 Need to Know:**

- (i) "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 a conflict of interest or appearance of misuse of the information.
- (ii) All non-public information directly received by any employee should immediately be reported to the head of the department who in turn should inform the same to the Compliance Officer.

All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or
- not attracting the obligation to make an open offer under the takeover regulations but whether Board of Directors of the Company is of informed opinion that the proposed transaction 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.

However, 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 limited purpose and shall not otherwise trade in securities of the Company, directly or indirectly, when in possession of unpublished price sensitive information

### 3.3 Limited Access to UPSI

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

## 4. Designated Persons

Employees designated on the basis of their functional role ("**designated persons**") in the Company shall be governed by an internal code of conduct governing trading in securities. The Board of Directors, Chairman and Managing Director & CEO shall considering suggestion of the Compliance Officer specify from time to time the designated person(s) to be covered under the Code of Conduct in addition to the Connected Persons. **Such 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) **Names of immediate relatives and their PAN Nos.**
- b) **Names of persons with whom such designated person(s) shares a material financial relationship and their PAN Nos.**
- c) **Mobile number of Immediate Relatives which are used by them. Where mobile number is not available then land line number is required to be given.**
- d) **Mobile number of persons with whom such designated person(s) shares a material financial relationship which are used by them. Where mobile number is not available then land line number is required to be given.**
- e) **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.**

**The above details are to be submitted to the Company as per Annexure-1**

**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. Trading Plans

5.1 An insider shall be entitled to formulate a trading plan for dealing in securities of the Company

and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his/her behalf in accordance with such plan.

**5.2 Trading Plan shall:**

- (i) Not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- (iii) Entail trading for a period of not less than twelve months;
- (iv) Not entail overlap of any period for which another trading plan is already in existence;
- (v) set out either the value of trades 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 effected; and
- (vii) not entail trading in securities for market abuse.

**5.3** The Compliance Officer shall consider the Trading Plan made as above and shall approve it forth with. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

**5.4** The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information to the public. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window

Announced by the Compliance Officer.

**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. Trading Window and Trading Window Closure**

**6.1** The period prior to disclosure of UPSI is particularly sensitive for transactions in the Company's Securities. This sensitivity is due to the fact that the Designated Persons may, during that period, be in possession of UPSI.

During such sensitive time duration, the Designated Persons and their Immediate Relatives must not engage in Trading in the Company's Securities.

The trading window for the Company's Securities shall be closed during the time any UPSI remains unpublished. The timing for re-opening of the trading window shall be Code for Prevention of Insider Trading determined by the Compliance Officer taking into account various factors including the UPSI 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. Trading restriction period shall be made applicable from the end of every quarter till forty-eight 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.

6.2 'Trading Window Closure Period' means the period when trading window is closed for the Company's Securities. The Compliance Officer from time to time shall decide the Trading Window Closure Period.

6.3 'Free Period' means any period other than the Trading Window Closure Period.

6.4 All Designated Persons and their Immediate Relatives shall conduct their Trading in the Securities of the Company only during the Free Period and shall not Trade in the Securities of the Company during the Trading Window Closure Period.

6.5 The prohibition of Trading during the closure of window period shall not apply in respect of the following:

- a) an off-market inter-se transfer between Insiders who were in possession of the same UPSI without being in breach of Regulation 3 of the PIT Regulations and both parties had made a conscious and informed trade decision. Provided that such UPSI was not obtained under sub-regulation (3) of regulation 3 of PIT Regulations. Provided further that such off-market trades shall be reported by the Insiders to the Company within 2 working days. The Company shall notify particulars of such Code for Prevention of Insider Trading Page Trades to the Stock Exchange on which the Securities are listed within 2 trading days from receipt of the disclosure or from becoming aware of such information.
- b) The transaction carried out through the block deal window mechanism between persons who were in possession of the UPSI without being in breach of Regulation 3 of the PIT Regulations and both the parties had made a conscious and informed trade decision. Provided that such UPSI was not obtained by either person under sub-regulation (3) of Regulation 3 of PIT Regulations. c) The transaction carried out pursuant to a statutory or regulatory obligation for carrying out a bona fide transaction.
- c) The transaction was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- d) The Trades are executed as per the trading plan set up in accordance with Regulation 5 of PIT Regulations and this Code.
- e) Pledge of shares of the Company 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.
- g) Transactions undertaken in accordance with the 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 of the Company in a buy-back offer, open offer, delisting offer.

6.6 Designated Persons are prohibited from creating a pledge on the Securities of the Company held by them while in possession of UPSI. Creation is also not allowed during 'Trading Window Closure Period' except in scenario mentioned in Clause 3.5(f). Further, the Designated Persons shall ensure that invocation of the pledged shares also Code for Prevention of Insider Trading does not occur during the Trading Window Closure Period. However, the pledge or pledgee may demonstrate that the creation of pledge or invocation of pledge was bona fide and prove their innocence.

6.7 Exercise of Stock Options shall not be considered to be "Trading" except for the purpose of disclosures of trading by the Insiders and hence the restriction relating to execution of contra trade

for six months shall not apply to the shares arising out of exercise of stock options. However, other provisions of the PIT Regulations and this Code shall apply to the sale of Securities so acquired by way of exercise of Stock Options.

## 7 Pre-clearance of trades

- 7.1 All Connected Persons, who intend to deal in the securities of the Company when the trading window is open and the value of the proposed trades is Rs.6Lakhs and above (market value), should pre-clear the transaction. However, no Connected Person shall be entitled to apply for pre-clearance of any proposed trade if such Connected Person is in possession of unpublished price sensitive information even if the trading window is not closed and hence he shall not be allowed to trade. The pre-clearance procedure shall be hereunder:
- (i) An application may be made in the prescribed Form (**Annexure 2**) to the Compliance officer indicating the estimated number of securities that the Connected Persons intends to trade, the details as to the depository with which he has a security account the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.
  - (ii) An undertaking/declaration (**Annexure 3**) shall be executed in favour of the Company by such connected persons incorporating, *inter alia*, the following clauses, as may be applicable:
    - (a) That the employee/director/officer does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.
    - (b) That in case the Connected Person who has access to or receives "Price Sensitive Information" after the signing of the undertaking/declaration but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she shall completely refrain from trading in the securities of the Company till the time such information becomes generally available information to the public.
    - (c) That he/she has not contravened the code of conduct as notified by the Company from time to time.
    - (d) That he/she has made a full and true disclosure in the matter.
  - (iii) The Compliance Officer may direct the Connected Persons not to trade after recording of reasons for such decision even if the Connected Person has secured pre-clearance.
  - (iv) All Connected Persons and their immediate relatives shall execute their trade in respect of securities of the Company within one week after the approval of pre-clearance is given (**Annexure 4**). The Connected Persons shall file within 2(two) days of the execution of the trade, the details of such trade with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed. (**Annexure 5**).
  - (v) If the trade is not executed within seven days after the approval is given, the employee/director/Officer/Connected Person must pre-clear the transaction again.

### Minimum Holding Period

- (vi) All Connected Persons i.e. employees/directors/officers who trade i.e. buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Connected Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any 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 Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

***The Compliance Officer is empowered to grant relaxation from strict application of the above restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. The relaxation may be granted on***



***account of medical grounds, marriage of children of the Designated Persons.***

**8 Other Restrictions**

8.1 The disclosures to be made by any connected persons/specified persons under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

8.2 The disclosures made under this Code shall be maintained for a period of five years.

All Designated Persons and their Immediate Relatives shall execute their orders in respect of Securities of the Company within three days from the date on which approval of pre-clearance is given. If the order is not executed within three days from the date on Code for Prevention of Insider Trading which approval of pre-clearance is given, they must make fresh application for pre-clearance of the trades again. All Designated Persons and their Immediate Relatives cannot execute a contra trade i.e., an opposite transaction (for e.g. purchase if sold earlier; sell if purchased earlier) in the Securities of the Company during a period of six months following the prior transaction. The Compliance Officer is empowered to grant relaxation from strict application of above restriction for reasons to be recorded in writing provided that such relaxation does not violate the PIT Regulations. An application for this purpose shall be made to the Compliance Officer through the Online Trade Approval System. 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 SEBI for credit to the Investor Protection and Education Fund administered by SEBI. Further, all Designated Persons and their Immediate Relatives are prohibited to enter into derivative contracts, if any, in the Securities of the Company

**9. Reporting Requirements for transactions in securities**

The disclosures to be made by any person under this Clause shall include those relating to trading by such person's Immediate Relatives, and by any other person for whom such person takes trading decisions.

**Initial Disclosure**

9.1 Every Promoter, Key Managerial Personnel, Director and Designated Employee of the Company, within thirty days of these regulations taking effect shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of immediate relatives and by any other person for whom the Promoter/ Key Managerial Personnel/Director/Officer /Designated Employees takes trading decisions in the prescribed Form (Annexure 6).

9.2 Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, including the statement of holdings of immediate relatives and by any other person for whom the Promoter / Key Managerial Personnel/ Director/Officer /Designated Employees takes trading decisions to the Company within seven days of such appointment or becoming a promoter (Annexure 7).

**Continual Disclosure**

9.3 Every promoter, member of Promoters' Group, Designated Person employee and director of the Company shall disclose to the Company the number of such securities acquired or

disposed of including the securities acquired or disposed of

By the immediate relatives and by any other person for whom the Promoter/Key Managerial Personnel/Director/Officer/Designated Employee stakes trading decisions within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs.Ten Lakh(Annexure-8)

The disclosure shall be made within 2 trading days of:

- (a) the receipt of intimation of allotment of shares, or
- (b) the acquisition or sale of shares or voting rights, as the case may be.

- 9.4 Within 2 trading days of the receipt of the disclosure or from becoming aware of such information under Clause 9.3, the Company shall disclose to all Stock Exchanges on which the shares of the Company are listed, the particulars of such trading.
- 9.5 The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors/officers/designated employees for a minimum period of five years.
- 9.6 The Compliance Officer shall place **monthly** Reports before the Chairman of the Audit Committee containing all the details of trading in the Securities by the Promoters, Directors, Officers and the employees, and their immediate relatives along with the documents that such persons had executed in accordance with the pre-clearance procedure prescribed under the Code of Conduct.
- 9.7 All holding in Securities of the Company by the Connected Persons/Directors/Officers/Designated Employees including that of their immediate relatives should be disclosed in Annexure-9 on an annual basis, as at 31<sup>st</sup> March every year, by 15<sup>th</sup> April to the Compliance Officer.

#### 9.8 Annual Disclosures

Every Promoter, a member of Promoters' Group, employee and Director of the Company, the Group Firm Management Person and Group's Senior Management Code for Prevention of Insider Trading Personnel shall be required to forward their Annual Statement of holdings in Securities of the Company and their Immediate Relatives in Form D as on March 31st of each year and before April 30th of that year. 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:

1. Immediate Relatives
2. Persons with whom such Designated Person(s) shares a material financial relationship\*
3. Phone, mobile and cell numbers which are used by them \*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.

#### 9.9 Disclosure by the Company to Stock Exchanges

Within 2 Trading days of the receipt of the disclosure or becoming aware of such information under clause 6.2 above, the Compliance Officer shall disclose the information thus received to all Stock Exchanges on which the Company's Securities are listed.

#### 9.10 Disclosure by other Connected Persons

The Compliance Officer may, at his discretion, require any other connected persons 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 Compliance Officer in order to monitor compliance with this Code and the PIT Regulations.

10. Protection against retaliation and victimization A Designated Person who submits a Voluntary Information Disclosure Form to SEBI in accordance with Chapter IIIA of the PIT Regulations, shall not be discharged, terminated, demoted, suspended, threatened, harassed, directly or indirectly or discriminated irrespective of whether the information is considered or rejected by SEBI or he or she is eligible for a reward under the PIT Regulations, by reason of:
- (i) Filing a Voluntary Information Disclosure Form under the PIT 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 Designated Person from cooperating with SEBI in any manner.

#### Protection against retaliation and victimization

A Designated Person who submits a Voluntary Information Disclosure Form to SEBI in accordance with Chapter IIIA of the PIT Regulations, shall not be discharged, terminated, demoted, suspended, threatened, harassed, directly or indirectly or discriminated irrespective of whether the information is considered or rejected by SEBI or he or she is eligible for a reward under the PIT Regulations, by reason of:

- (i) filing a Voluntary Information Disclosure Form under the PIT 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 Designated Person from cooperating with SEBI in any manner.

## 10. Dissemination of Price Sensitive Information

10.1 No information shall be passed by Specified Persons/Connected Persons by way of making a recommendation for the trading in securities for purchase or sale of securities of the Company.

10.2 Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional Investors

- Only public information i.e. generally available information accessible to the public on a non-discriminatory basis to be provided.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet to the Stock Exchange and on the Company's website.

10.3. Inquiry Procedure

- (i) The complaints regarding leak or suspected leak of UPSI will be reviewed by the Authorised Persons. If an initial review by the Authorised Persons indicates that the said complaints do not have basis or it is not a matter to be investigated under this Code, it may be dismissed at initial stage and the decision thereon shall be recorded. All such

- cases shall be reported to the Audit Committee at its next meeting held thereafter.
- (ii) The Authorised Persons may make further investigation, if necessary and provide an update to the Board of Directors in this regard. The Authorised Persons may appoint one or more persons/entities, including external consultant(s), to investigate or assist in the investigation of any instance of leak or suspected leak of UPSI and such person shall submit the report to the Authorised Persons. The Authorised Persons shall endeavor to complete the investigation within 60 days of the receipt of the complaint of leak or suspected leak of UPSI or such instance coming to the knowledge of Authorised Persons, as the case may be. Where the Authorised Persons require additional time to complete the inquiry, they may, where necessary, provide an interim update to the Audit Committee/Board of Directors.
  - (iii) The Authorised Persons will make a detailed written record of investigation of each instance of leak or suspected leak of UPSI. The record will include facts of the matter, finding of the investigation, Disciplinary or any such actions to be taken against any person and the corrective actions required to be taken in this regard. 10.3.2 The details of inquiries made under this Code along with the results of such inquiries shall be informed to the Audit Committee and Board of Directors of the Company.
  - (iv) 10.3.3 Further, the Company shall promptly inform SEBI of such leaks, inquiries and results thereof.

## 11. Penalty for contravention of the code of conduct

11.1 Every Specified/Connected Person shall be individually responsible for complying with the provisions of the Code of Conduct (including to the extent the provisions hereof are applicable to his/her dependents), the regulation and Securities and Exchange Board of India Act

11.2 Any Specified/Connected Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.

11.3 Specified/Connected Persons who violate the Code of Conduct shall also be subject to disciplinary actions by the Company including wage freeze, suspension etc.

11.4 The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 **as amended by SEBI (prohibition of Insider Trading) (Amendment) regulations, 2018**

Under Section 15G of the SEBI Act, any Insider who indulges in insider trading in contravention of Regulation 3 is liable to a penalty which shall not be less than Rs. 10 lakhs but which may extend to Rs. 25 crore or three times the amount of profits made out of insider trading, whichever is higher. Under Section 24 of the SEBI Act, anyone who contravenes the Regulations is punishable with imprisonment for a maximum period of ten years or with fine which may extend to Rs. 25 crore or with both. Further, in case any person fails to pay the penalty imposed by the adjudicating officer or fails to comply with any of his directions or orders, he shall be punishable with imprisonment for a term which shall not be less than one month but which may extend to ten years, or with fine, which may extend to twenty-five crore rupees or with both. An extract of Sections 15G and 24 is given in Annexure C.

In case it is observed by the Compliance Officer that there has been violation of the Regulations by any person, he/she shall for the with inform the Audit Committee of the Company through Managing Director & CEO about the violation. The penal action will be initiated on obtaining suitable directions from the Audit Committee. The Compliance Officer shall simultaneously inform SEBI about such violation. The person against whom information has been furnished by the Company/Compliance Officer to SEBI for violations of the Regulations/Code, shall provide all information and render necessary co-operation as maybe required by the Company/Compliance Officer or SEBI in this connection.

**FOR THE ATTENTION OF ALL CONCERNED TO TAKE NOTE TO ENSURE COMPLIANCE OF SEBI ACT, REGULATIONS, MODEL CODE AND THE CODE OF CONDUCT AND OTHER RELATED SECURITIES LAWS FULLY. HENCE IT IS ADVISABLE TO GET ACQUAINTED WITH THE SEBI ACT, 1992, THE REGULATIONS, MODEL CODE, THE CODE OF CONDUCT AND UPDATE THEMSELVES FROM TIME TO TIME ON THE ABOVE LAWS GOVERNING INSIDER TRADING. ([www.sebi.gov.in](http://www.sebi.gov.in))**

**ANNEXURE-1**

**FORM FOR DISCLOSURE OF 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 INFORMATION CHANGES**

<b>Annual Disclosure as of 1<sup>st</sup> April</b>	
<b>Name of the Designated Person</b>	
<b>PAN Number</b>	
<b>Contact address with Mobile/Land Line Number and Email ID</b>	
<b>DP ID and Client ID (Self)</b>	
<b>Names of Education Institutions from which the Designated Person has graduated</b>	
<b>Names of Past Employers</b>	

**A. Details of Immediate Relatives \***

<b>Relationship</b>	<b>Name</b>	<b>PAN or any Other Identifier authorized by Law</b>	<b>Mobile Number / Land Line Number</b>	<b>DP ID and Client ID</b>
<b>Spouse</b>				
<b>Child of the Designated Person or his spouse</b>				
<b>Parents</b>				
<b>Sibling</b>				

**\*Immediate relative mean 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;**

**B. Names of persons with whom such Designated Persons shares a material financial relationship \*\***

<b>Relationship</b>	<b>Name</b>	<b>PAN or any other Identifier authorized by Law</b>	<b>Mobile Number /Land Line Number</b>	<b>DP ID and Client ID</b>

**\*\*Material financial relationship 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.**

**Signature of Designated Person**

**Date:**

**Place:**

**ANNEXURE2**  
**SPECIMEN OF APPLICATION FOR PRE-CLEARANCE APPROVAL**

To,  
The Compliance Officer,  
LIC Housing Finance Limited  
Corporate Office, Mumbai  
Dear Sir/Madam,

**Application for Pre-clearance approval in securities of the Company**

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

1.	Name of the Promoter/ Director/Employee		
2.	Designation		
3.	Number of securities held as on date		
4.	Folio No./DPID/ Client I D No.		
5.	PAN No. DIN No & CIN No.(if any)		
6.	The proposal is for		(a) Purchase of securities (b) Sale of securities (c) Subscription to securities
7.	Proposed date of trading in securities		
8.	Estimated number of securities proposed to be traded		
9.	Price at which the transaction is proposed		
10.	Current market price(as on date)		
11.	Whether the proposed transaction will be by Immediate Relative/persons mentioned under 6(2) of the Regulations.		
12.	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 Employee)

**Notes:**

1. "Securities" shall have the meaning as defined under regulation 2 (1)(i) of SEBI (Prohibition of Insider Trading) Regulations,2015.
2. "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.
3. Disclosures to be made by above persons shall include those disclosures relating to trading by such person's immediate relatives, and also by any other person for whom the above persons takes trading decisions.

**(To be Notary Attested on stamp paper of Rs.100/- or the appropriate value of the stamp paper as on the date of signing of declaration)**

**ANNEXURE3**  
**FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR**  
**PRE-CLEARANCE OF TRADE (S)**

**UNDERTAKING**

To,  
The Compliance Officer,  
LIC Housing Finance Limited,  
Corporate Office, Mumbai

I, \_\_\_\_\_ of the Company residing at \_\_\_\_\_, am desirous of dealing in \* shares of the Company as mentioned in my application dated for pre-clearance of the transaction/ trade(s).

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) and the SEBI (Prohibition of Insider Trading) Regulations, 2015 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 signing of this undertaking but before executing the transaction/ trade(s) 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 and generally available information.

I declare that I have not contravened the provision of the Code of Conduct as notified by the Company from time to time.

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 fresh pre-clearance.

I declare that I have made full and true disclosure in the matter.

Date:

Signature: \_\_\_\_\_

\*Indicate number of shares



## ANNEXURE4

### FORMAT FOR PRE- CLEARANCE ORDER

To,  
Name:

\_\_\_\_\_  
Designation:\_\_\_\_\_

Place:\_\_\_\_\_

This is to inform you that your request for trading in (nos) share soft he Company as  
Mentioned in your application dated is approved .Please note that the said transaction/  
Trade must be completed/executed on or (date) that is within 7 days from today.  
before\_\_\_\_\_

In case you do not execute the pre-cleared transaction/trade on or before the aforesaid date you  
shall have to seek fresh pre-clearance before executing any transaction / trade in the securities of  
the Company. Further, you are required to file the details of the executed transactions in the attached  
format within 2 days from the date of transaction/trade. In case the transaction is not undertaken a  
'Nil' report shall be filed with the Company.

Yours faithfully,

For LIC Housing Finance Limited

General Manager (Taxation)  
& Company Secretary

Date:\_\_\_\_\_

Encl: Format for submission of details of transaction.

## ANNEXURE5

### FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction/ trading in securities of the Company)

To,  
The Compliance Officer,  
LIC Housing Finance Limited,  
Corporate Office, Mumbai

I hereby inform that I

- have not bought/ sold/subscribed any securities of the Company
- have bought/sold/subscribed to securities as mentioned below on (date)

Name of holder	No. of securities dealt with	Bought/sold/ subscribed	DP ID/Client ID/ Folio No.	PAN No./ DIN No. & CIN No. if any	Price (Rs.)

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

1. Broker's Contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/ statement (to be submitted in case of demat transactions).
4. 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 from the date of Purchase/ Sale.

I declare that the above information is correct and that no provisions of the Company's Code and/

Or applicable laws/

regulations have been contravened for effecting the above said transactions(s).

Date:

Signature: \_\_\_\_\_ Name: Designation:

## ANNEXURE 6

### FORMAT FOR INITIAL DISCLOSURE OF SECURITIES

[Regulation 7 (1) (a) read with Regulation 6 (2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 & Company's Code of Conduct, 2015

The Compliance Officer,  
LIC Housing Finance Limited  
Corporate Office, Mumbai

ISIN of the Company: INE115A01026

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP) Directors/ immediate relatives/ others etc)	Securities held as on date of regulation coming into force i.e. as on 15-05-2015		%of Shareholding to the Paid-up Capital	Open Interest of the Future contracts held as on the date Of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (for eg.-Shares, Warrants, Convertible Debentures etc.)	No. of Shares		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

**Notes:**

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

- 3) Disclosures to be made by above persons shall include those disclosures relating to trading by such person's immediate relatives, and also by any other person for whom the above persons takes trading decision(s).
- 4) I declare and confirm that none of the Immediate Relatives except what is stated above is dependent financially on me or consults me in
- 5) Taking decisions relating to trading in Company's Securities.
- 6) I undertake to furnish the details of my Immediate Relatives who will become dependent financially on me or if not dependent financially on me but consults me in taking decisions relating to trading in Company's Securities or for any other person for whom I take decisions relating to trading in Company's Securities.

Date:

Signature:

Place: Mumbai

Designation

## DISCLOSURE OF CHANGE IN SHAREHOLDING

The Compliance Officer,  
LIC Housing Finance Limited.  
Corporate Office, Mumbai

ISIN of Company: INE115A01026

I, \_\_, in my capacity as of the Company here by submit the following details of change in holding of securities of the Company:

Name, PAN No.& address of shareholder	No. of securities held before the transaction	Receipt of allotment advice/ acquisition of /sale of securities	Nature of transaction & quantity			Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed
			Purchase	Sale	Others		

Details of change in securities held by Immediate Relatives:

Name, PAN No.& address of shareholder and relationship	No. of securities held before the transaction	Receipt of allotment advice/ acquisition of /sale of securities	Nature of transaction & Quantity			Trading member through whom the Trade was Executed with SEBI Registration No. of the TM	Exchange on which the trade was executed
			Purchase	Sale	Others		

I/We declare that I/We have complied with the requirement of the minimum holding period of six months with respect to the securities purchased/sold. I hereby declare that the above details are true, correct and complete in all respects.

Date: \_\_\_\_\_ Signature: \_\_\_\_\_

- Notes:
- 1. "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations,2015.
  - 2. "Immediate Relative" means a spouse of a person, and includes parent sibling and child of such person 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.
  - 3. Disclosures to be made by above persons shall include those disclosures relating to trading by such person's immediate relatives, and also by any other person for whom the above person stakes trading decisions.

## ANNEXURE 7

### Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7(1)(b) read with Regulation 6(2)]

The Compliance Officer,  
LIC Housing Finance Limited  
Corporate Office, Mumbai

ISIN of the Company: INE115A01026

#### Details of Securities held on appointment of Key Managerial Personnel (KMP), Director or Upon becoming a Promoter of a listed Company and other such persons as mentioned in Regulation 6 (2)

Name, PAN No., CIN/ DIN & Address with contact Nos.	Category of Person (Promoter/ KMP/ Directors/ immediate Relatives/ Others etc.	Date of appointment of Director /KMP or date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director /KMP		%of Shareholding	Open Interest of Future contracts held at the time of becoming Promoter/appointment of Director /KMP		Open Interest of Option Contracts held at the time of becoming Promoter/ Appointment of Director /KMP	
			Type of Security (for e.g. –Shares Warrants, Convertible Debentures etc.	No.		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	5	6	7		

**Notes:**

1. "Securities" shall have the meaning as defined under regulation 2(1) (i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
2. "Immediate Relative" means a spouse of a person, and includes parent, sibling and child of such person 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.  
3. Disclosures to be made by above persons shall include those disclosures relating to trading by such person's immediate relatives, and also by any other person for whom the above persons takes trading decision.

Date:

Signature:

Place:

Designation



### ANNEXURE 8

#### Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7(2) read with Regulation 6(2)]

The Compliance Officer,  
LIC Housing Finance Limited  
Corporate Office, Mumbai

ISIN of the Company: INE115A01026

#### Details of Change in holding of Securities of Promoter, Employee or Director of a listed Company and other such persons as mentioned in Regulation 6(2)

Name, Pan No., CIN/DIN, & address of Promoter/ Employee Director with contact nos.	Category of Person (Promoters/ KMP/ Directors immediate relatives/ others etc.)	Securities held prior To acquisition/ disposal		Securities acquired disposed		% of shareholding		Date of allotment advice/ acquisition of Shares/sale of Shares specify		Date of intimation to Company	Mode of acquisition (market purchase/ public rights/ preferential offer/ off market/ Inter-se transfer etc.)	Trading in derivative (specify type of contract, Futures or Options etc)				Exchange On which the trade was executed	
		Type of Security (for e.g. Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (for e.g. Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell			
												Value	Number of units (Contracts *lot size)	Value	Number of units (Contracts *lot size)		
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	

Notes:

1. "Securities" shall have the meaning as defined under regulation 2(1) (i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
2. "Immediate Relative" means a spouse of a person, and includes parent sibling and child of such person 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.
3. Disclosures to be made by above persons shall include those disclosures relating to trading by such person's immediate relatives, and also by any other person for whom the above persons takes trading decisions.

Date:

Signature:

Place:

Designation

**ANNEXURE 9**

To,  
The Compliance Officer,  
LIC Housing Finance Limited  
Corporate Office, Mumbai

**ISIN of the Company:** :INE115A01026

**ANNUAL DISCLOSURE OF SHARES HELD IN THE COMPANY BY CONNECTED PER SONS / DIRECTORS / OFFICERS / DESIGNATED EMPLOYEES AND THEIR IMMEDIATE RELATIVE(S)**

**Name:**  
**Designation:**

Particulars of Individuals	No. of shares held On Of Rs.2/- Each	No. of Shares bought during the year	No. of Shares Sold during the year	No. of shares held on	Folio No./DP/Client ID No.	PAN No.
		Give date (s) of purchase	Give date (s) of purchase	Of Rs.2/-each		
Name						
Self						
Spouse						
Dependent Parents						

Dependent Children							
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Notes:

- 1) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015
- 2) "**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
- 3) Disclosures to be made by above persons shall include those disclosures relating to trading by such person's immediate relatives, and also by any other person for whom the above persons take trading decision(s).

Place:

Signature:

Date:

## **Annexure A**

### **LIC HOUSING FINANCE LIMITED**

#### **CORPORATE DISCLOSURE POLICY**

The purpose of this Corporate Disclosure Policy of LIC Housing Finance Limited is to set out policy to ensure that:

- The Company complies with its timely disclosure obligations as required under applicable laws (under SEBI regulations);
- Documents (i.e. press release or any written communication including a communication prepared and transmitted in electronic form) or public or all statements made by a person with actual, implied or apparent authority to speak on behalf of the Company that relates to the business and affairs of the Company do not contain a misrepresentation i.e. an untrue statement of a material factor an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the circumstances in which it is made.

#### **1. Corporate Disclosure Policy:**

Price sensitive information shall be given to the Stock Exchanges and disseminated promptly on a continuous basis. For this purpose Price Sensitive Information means any information, which relates directly or indirectly to a company and which if published is likely to materially affect the price of shares of the Company. The following shall be deemed to be Price Sensitive Information:

- i. Periodical financial results of the company;
- ii. Intended declaration of dividend (both interim and final);
- iii. Issue of securities or buy back of securities;
- iv. Any major expansion plan;
- v. Amalgamation, mergers or takeovers;
- vi. Disposal of the whole or substantial part of the undertaking;
- vii. Significant changes in the policies, plans or operations of the company.

## **2. Procedure for responding to any queries or request by Stock Exchanges for verification of market rumors:**

Replies to all queries or requests for verification of market rumors shall be sent only after obtaining the approval of the Chairman or MD & CEO. In the absence of the Chairman/MD & CEO, the reply can be sent only with approval of the Committee of Company Officials formed by MD&CEO.

Such reply shall be signed by the Company Secretary who is also the Compliance Officer. In the absence of the Company Secretary such replies shall be signed by CFO or other HOD as may have been authorized.

A copy of such replies shall also be sent to other Stock Exchanges where shares of the company are listed. Such replies shall also be kept on the website of the company.

Replies to such queries shall be sent on priority basis preferably within 2 working days hours from the time of receipt of such query or request. The date and time of receipt of such queries/ request shall be recorded.

The Company Secretary shall oversee corporate disclosure. He shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and then making the disclosure.

## **3. Overseeing and coordinating disclosure:**

The Compliance officer i.e. the Company Secretary shall be responsible for ensuring that the company complies with the continuous disclosure requirements.

## **4. Procedure for disclosure / dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors etc.:**

No information shall be passed by Specified Persons / Connected Persons by way of making are commendation for the trading in securities for purchase or sale of securities of the Company.

Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media person and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors

- Only public information i.e. generally available information accessible to the public on anon- discriminatory basis to be provided.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet to the Stock Exchange and on the Company's website.

#### **5. Procedure for posting of Corporate Disclosure in company's website:**

The following information shall be continuously disclosed in the company's website:

Intimation regarding date of Board meeting in which the company approves the un-audited quarterly/half yearly financial results ,audited annual financial results and dividend.

Unaudited quarterly and half yearly financial results and audited annual financial results. Details of dividend recommended by the Board

Details of turnover, PBDIT, Depreciation, Interest, PAT etc. AGM date, venue etc.

Book closure and record date Disclosure made to Analysts and Institutional Investors

Information furnished to the Stock Exchanges under continuous disclosure requirement. The Company Secretary shall oversee the disclosures made in the company's website

#### **6 Timely reporting of shareholdings/ownership and changes in ownership:**

Disclosure of shareholdings /ownership by major shareholders and disclosure of changes in ownership as provided under any regulations made under the Act and the Listing Agreement shall be made in a timely and adequate manner.

This policy has been framed in pursuance to the Regulation contained in clause 12(2) of Chapter IV of SEBI (Prohibition of Insiders Trading) Regulations,1992 inserted by the SEBI (Insider Trading) (Amendment) Regulations,2002.

## **Annexure C**

### **An extract of Sections 15G and 24 of the SEBI Act, 1992**

#### **15G. Penalty for insider trading**

If any insider who,—

- (i) Either on his own behalf or on behalf of any other person, deals in securities of a body Corporate listed on any stock exchange on the basis of any unpublished price-sensitive information; or
- (ii) communicates any unpublished price-sensitive information to any person, with or without this request for such information except as required in the ordinary course of business or under any law; or
- (iii) counsels, or procures for any other person to deal in any securities of any body corporate on the basis of unpublished price-sensitive information, shall be liable to a penalty which shall not be less than ten lakh rupees but which may extend to twenty-five crore rupees or three times the amount of profits made out of insider trading, whichever is higher.

#### **24 Offences**

- (1) Without prejudice to any award of penalty by the adjudicating officer under this Act, if any person contravenes or attempts to contravene or abets the contravention of the provisions of this Act or of any rules or regulations made there under, he shall be punishable with imprisonment for a term which may extend to ten years, or with fine, which may extend to twenty-five crore rupees or with both.
- (2) If any person fails to pay the penalty imposed by the adjudicating officer or fails to comply with any of his directions or orders, he shall be punishable with imprisonment for a term which shall not be less than one month but which may extend to ten years, or with fine, which may extend to twenty-five crore rupees or with both.



