

Fullerton India Home Finance Company Ltd

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

PREAMBLE

The securities of Fullerton India Home Finance Company Limited (“the Company”) are listed on Wholesale Debt Market (WDM) segment of National Stock Exchange, in terms of regulation 8 read with Schedule A of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as “the Regulations”), the Company is required to frame a Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information (“the Code”). The Regulation requires companies to ensure a fair disclosure of ‘Unpublished Price Sensitive Information’ (hereinafter referred to as ‘**UPSI**’) and to adhere to the principles to the Regulations. This Policy is intended to lay down principles and practices to be followed by Fullerton India Home Finance Company Limited (“the Company”) pertaining to fair disclosure of UPSI.

I. Applicability

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

This Policy should be read in conjunction with para 3.3.1 “Insider Trading” of the Code of Conduct of FIHFC.

II. Definitions

“**Applicable Law**” shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, or any statute, law, listing agreement, regulation, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, policy, requirement, notifications and clarifications, circulars or other governmental instruction and/or mandatory standards and or guidance notes as may be applicable in the matter of trading by an Insider.

“**Chief Investor Relations Officer**” means the officer of the Company who deals with dissemination of information and disclosure of UPSI in a fair and unbiased manner.

Compliance Officer of the Company shall be deemed to be the Chief Investor Relations Officer. The name and designation of such officer shall be published on the website of the Company,

“**Connected Person**” shall mean:

- (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 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 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;

"Insider" means any person who is:

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- ii) in possession of or having access to unpublished price sensitive information;

"Selected Group of Persons" means securities analysts or selected institutional investors, brokers and dealers or their associated persons, investment advisers and institutional managers, investment companies, hedge funds or any other person.

All the other terms used in the Code shall have the same meaning as assigned to them under the Regulations.

III. Functions of the Chief Investor Relations Officer:

- Dealing with uniform and universal dissemination and disclosure of UPSI.
- Determination of questions as to whether any particular information amounts to UPSI.
- Determination of response, if any, of the Company to any market rumour in accordance with this Code.
- Dealing with any query received by any Insider about any UPSI.
- Providing advice to any Insider as to whether any particular information may be treated as UPSI.

If an Insider receives a query about any UPSI related to the company, he shall not comment on the same and shall forward such query to the Chief Investor Relations Officer. The Chief Investor Relation Officer shall deal with such query in accordance with Applicable Law and this Code.

IV. Disclosure Policy

The Company shall ensure:

- Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- Uniform and universal dissemination of UPSI to avoid selective disclosure.

- If an Insider inadvertently or 'selectively' discloses any UPSI to any person including the Selected Group then prompt disclosure of such information shall have to be made by the Chief Investor Relations Officer to the public.

UPSI about the Company may be disclosed to-:

- Persons in furtherance of legitimate purposes, performance of duties or discharge of legal obligations (e.g., attorneys, investment bankers or accountants).
- persons who have expressly agreed in writing to keep the UPSI confidential, such as potential customers, other developers, joint venture partners and vendors, and not to trade in the company's securities when in possession of such UPSI
- Broad-based electronic, print, television and other media if the Company so decides such UPSI should be publicly disclosed and disseminated.

Subject to Applicable Law, methods of public disclosure of information to ensure uniform distribution shall include either of the following:

- Distributing through Press Releases in newspapers or media including electronic media.
- Filing with the Stock Exchanges.
- Any other method that ensures wide distribution of the news such as webcasts and webinars.
- Uploading the information on the website of the company.

V. Third Party Dealings

The Chief Investor Relations Officer shall ensure that no UPSI is shared with analysts and research personnel and best practices of making transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made are developed by the Company.

The best practices shall include uploading the following information on the website of the company:

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

VI. Rumours: Verification of Market Rumours and response to queries

The Chief Investor Relations Officer shall provide appropriate and fair responses to queries in relation to UPSI including any news reports. A 'No Comment' policy must be maintained by the Company and the Chief Investor Relations Officer shall not comment on market rumours except when requested by regulatory authorities to verify such rumours.

VII. Need to know handling of UPSI:

The Company shall handle UPSI only on a need to know basis. UPSI shall be provided only when needed in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. All insiders shall adhere to conditions of strict confidentiality and shall not share any UPSI except for the aforesaid purposes.

VIII. Amendments to this Code

Any amendment to this Code shall be done through a resolution passed at the board meeting of the Company.

IX. Posting of the Code

This Code shall be posted on the website of the Company.