Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information

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CODE OF CONDUCT IN TERMS OF SEBI (Prohibition of Insider Trading) REGULATIONS,2015 (PIT REGULATIONS)

(Including code of fair disclosure of UPSI and minimum standards to regulate, monitor and report trading by insiders)

Part A: Code of conduct for prevention of Insider Trading for Can Fin Homes Limited (CFHL)

1. Introduction

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.
In terms of the Regulation 9(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 ('SEBI PIT Regulation') the Board of Directors of every Listed Company shall ensure that the Chief executive officer or Managing Director shall formulate a code of conduct with their approval to regulate, monitor and report trading by its designated persons and their immediate relatives or with persons with whom they have Material Financial Relationship towards achieving compliance with these regulations, adopting the minimum standards set out in the Schedule with respect to trading in their own securities.

Pursuant to this regulation the Company had adopted this Code to regulate, monitor and report trading by its designated persons and their immediate relatives towards achieving compliance with SEBI PIT Regulations. 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.

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.

3. Definitions

The definitions of some important terminologies (as per regulation 2 of the said regulations) are given below:

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

d) "Company" means Can Fin Homes Limited

e) "Compliance officer" means any 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 , "financially literate" shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows

f) "Connected person" means:

(1) 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.

(2) "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,

(i) an immediate relative of connected persons as defined above; or
(ii) a holding company or associate company or subsidiary company; or
(iii) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
(iv) an investment company, trustee company, asset management company or an employee or director thereof; or
(v) an official of a stock exchange or of clearing house or Company; or
(vi) 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
(vii) a member of the board of directors or an employee, of a public financial institution defined in section 2 (72) of the Companies Act, 2013; or
(viii) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
(ix) a banker of the company; or
(x) 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;
(xi) 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.

g) "Generally available information" means information that is accessible to the public on a non-discriminatory basis;

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

i) "Director" means Director appointed on the Board of the Company.

j) "Fiduciaries" means Professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, registered valuers, practicing company secretary firm, cost audit firms, internal auditors, banks etc., who assist or advise the listed companies.

k) "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 of such person, or consults such person in taking decisions relating to trading in securities;

l) "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.

m) "Promoter" and "Promoter Group" 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;

n) "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.

o) "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.

p) "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) vi) Amalgamation, mergers or takeovers; vii) Disposal of whole or substantial part of the undertaking; and
vii) viii) Any significant changes in policies, plans or operations of the Company.

q) "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.

r) "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.

s) "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof.

t) "trading" means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

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

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

w) "Unpublished price sensitive information" (UPSI) 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;

x) "Material Information/events" as stipulated under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (please refer Chapter X for the list of material information/events for disclosure).

"Material Financial Relationship" means 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.

4. Restrictions on communication and trading by Insiders

(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.

(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.

(3) Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations. (A separate policy for determination of 'Legitimate purpose' is annexed as a part of this Policy as required under regulation 8 of SEBI PIT Regulation) as Annexure-A.

(4) Notwithstanding anything contained in this regulation, an UPSI 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 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 to be adequate and fair to cover all relevant and material facts.

(5) For purposes of legitimate purpose, 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.

(6) 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.

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 the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

5. Trading Plans

1. An insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
2. Such trading plan shall:–

(i) not entail commencement of trading on behalf of the insider earlier than 120 calendar days from the public disclosure of the plan;

(ii) not entail overlap of any period for which another trading plan is already in existence;

(iii) Trading plan shall set out following parameters for each trade to be executed:

i. either the value of trade to be effected or the number of securities to be traded;

ii. nature of the trade;

iii. either specific date or time period not exceeding five consecutive trading days;

iv. price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:

a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto 20% higher than such closing price;

b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto 20% lower than such closing price.;

Explanation:

(i) While the parameters in sub-clauses (i), (ii) and (iii) shall be mandatorily mentioned for each trade, the parameter in sub-clause (iv) shall be optional.

(ii) The price limit in sub-clause (iv) shall be rounded off to the nearest numeral.

(iii) Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.

(iv) not entail trading in securities for market abuse.

3. The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these 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.

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

4. The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.

Provided further that if the insider has set a price limit for a trade under sub-clause (iv) of clause (v) of para 2, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed

Explanation: In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in para 4 or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

(i) The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.

(ii)Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee
shall decide whether such non-implementation (full/partial) was bona fide or not.

(iii) The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.

(iv) In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct.

5. The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

6. Dealing in Securities by Designated Persons and Their Immediate Relatives

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 Permanent invitees/invitees to the board meeting and committee meetings
(iii) Members of executive committee of the Company not being directors
(iv) Employees in the cadre of Chief Manager and above; Personal assistant/secretary to all the above persons;
(v) 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.
(vi) Persons employed on contract basis and performing similar roles or having similar responsibilities as persons mentioned in (iii), (iv), (v) and (viii) above; And such other persons as may be notified by the Compliance Officer as per direction of the Board.

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.

7. Special Responsibilities and Restrictions on Designated Persons

1. 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.

8. General provisions as per the said Regulations

(1) Every public disclosure shall be made in such form prescribed by SEBI.

(2) The disclosures to be made by any person shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

(3) The disclosures of trading in securities shall also include trading in derivatives of securities, if permitted by law and if applicable, and the traded value of such derivatives shall be taken into account.

(4) The disclosures made shall be maintained by the Company for a minimum period of five years, in such form as may be specified.

Disclosures by certain persons.

(1) Initial Disclosures.

(a) Every person on appointment as key managerial personnel or a director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter.

(2) Continual Disclosures.

(a) Every promoter, member of the promoter group, designated person and director of every company shall disclose to the company the number of such securities acquired or disposed of 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 ten lakh rupees or such other value as may be specified;

(b) Every Company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information. Explanation- It is clarified for the avoidance of doubts that 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 in clause 2(a).

(3) Disclosures by other connected persons

The Company, being listed entity, may, at its discretion require any other connected person or class of connected persons to make disclosures of holding 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.

Part B: Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive information (UPSI) 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 Limited ("the Company") for transparent, regular, consistent and timely public disclosure and dissemination of Unpublished Price Sensitive Information. Can Fin Homes Limited 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. This Code is framed without diluting the principles set out in Schedule A attached to the Regulations. The Code and the amendments thereto shall be promptly intimated to the stock exchanges as required under Regulation 8.

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. Definitions

The definitions of some important terminologies:

The important definitions of the words used in this Code are as defined supra under Para A of this Chapter, in the code for prohibition of Insider Trading.

5. Compliance officer and Chief Investor Relations Officer

1. Role of the Compliance Officer and Chief Investor Relations Officer: The Company has designated the company secretary of the Company, as its compliance officer for the purposes of this Code ("Compliance Officer"). The Compliance Officer shall be responsible for the implementation of this Code and to undertake all necessary actions in this regard, under the overall supervision of the board of directors of the Company.

2. The Compliance Officer shall be responsible for setting forth policies and procedures and monitoring adherence to the rules for the preservation of UPSI, maintaining database containing details of Designated Persons and details of such persons/entities with whom UPSI is shared, pre-clearing of all Designated Persons and their Immediate Relative trades (through respective department/functional heads, if any), monitoring of trades and implementation of this Code under the overall supervision of the Board of the Company.
3. The Compliance Officer shall maintain a record of the Designated Persons and any changes made in the list of Designated Persons and Insiders as per requirements of PIT Regulations.
4. The Compliance Officer shall assist all employees, Designated Persons, Insiders of the Company in addressing any clarification regarding PIT Regulations and the Company's Code.
5. The Company would designate one of its senior officers 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.

6. Trading When in possession of unpublished price sensitive information

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:

Except in the following cases

a) 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.
b) 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.
c) 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 sub-regulation (3) of regulation 3 of these regulations.

d) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

e) 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.

f) 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 Board.

In case of non-individual insiders

a) the individuals who are in possession of such unpublished price sensitive information are different from the individuals taking trading decisions and such decision-making individuals are not in possession of such unpublished price sensitive information when they took the decision to trade; and
b) appropriate and adequate arrangements are in place to ensure that these regulations are not violated and no unpublished price sensitive information is communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;
c) the trades are pursuant to a trading plan set up in accordance with regulation 5.

7. Structured Digital Database

1. The database shall be maintained internally as per provisions mentioned in PIT Regulations and shall not be outsourced. Database shall be preserved for a period of not less than eight years after completing of relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

2. The Company will ensure that a structured digital database (with adequate and effective internal controls) shall be maintained containing the names of such persons or entities, as the case may be, with whom information is shared for legitimate purposes along with the permanent account number (PAN) or any other identifier authorized by law where PAN is not available.

3. The Compliance Officer shall maintain a record of the Designated Persons and any changes made in the list of Designated Persons and Insiders as per requirements of PIT Regulation.

8. Preservation of Unpublished Price Sensitive Information (UPSI)

1. The Company shall ensure that the Unpublished Price Sensitive Information is being handled on a "need to know" basis.
2. 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.

3. 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.

4. No UPSI shall be communicated to any person in any manner which is contrary to the PIT Regulations

5. Any person in receipt of UPSI pursuant to a Legitimate Purpose will be considered an "Insider" for purposes of this Code and due notice must be given to such person to maintain confidentiality of such UPSI in compliance with the PIT Regulations and this Code.

6. Designated Persons while sharing UPSI shall ensure that the recipient of such information is aware of its confidentiality and sensitivity and shall ensure that the recipient's use or further dissemination of such UPSI is in compliance with the provisions of this Code and the PIT Regulations.
7. When a Designated Person or his/her Immediate Relatives share any UPSI for Legitimate Purpose or for any other purpose in accordance with this Code and/or the PIT Regulations, such sharing shall be subject to such limits (if any) on the use of such UPSI as may be specified. Further, such Designated Persons or his/her Immediate Relatives should make the recipient of UPSI aware of the duties and responsibilities attached to the receipt of UPSI and the liability that is attached to the misuse or unwarranted use of such UPSI.

8. In case of slippage/ leakage of UPSI, Designated Persons shall inform the Compliance Officer and shall take responsible measures to put a stop on any further spread of such UPSI.

9. Pre-clearance of Trades

1. All Designated Persons and their Immediate Relatives who intend to deal in the Securities of the Company shall pre-clear the intended transactions including those of 'Dependent' in the Securities of the Company as per the pre-dealing procedure described hereunder. Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

2. Such pre-clearance of trade would be applicable wherever any Designated Person/his Dependent intends to deal in the Securities of the Company in excess of the minimum threshold limit of market value exceeding Rs. 1,00,000/- or 100 Securities whichever is less in one or more tranche in any one quarter.

However, Directors of the Company have to pre-clear their all intended transactions irrespective of value or number of Securities involved.

3. The (a) Chairman/Managing Director shall be the approving authority for pre-clearance application submitted by the Compliance Officer and (b) Chairman/Managing Director and Compliance Officer shall be the approving authority for Non-Executive Directors. The process for pre-clearance in all above cases shall be same as laid out under this Code.

4. An application in "Annexure -1", as prescribed in the Code, shall be made to Compliance Officer, after obtaining the approval of departmental/functional head, if any, indicating the estimated number of Securities that Designated Person intends to deal in and details of depository with which he has a depository account and such other details as may be required by any rule made by the Company in this behalf.

5. 5.An undertaking in "Annexure-2" shall be executed in favour of the Company by such Designated Person.

6. Where any transaction has been approved, the Designated Person and their Immediate Relatives shall execute the order within seven trading days of the clearance of the transaction, and where any transaction has been approved with any additional restrictions, the same shall be executed within the above time in accordance with the additional restrictions specified. If the order is not executed within above timeframe after the approval is given, the Designated Person must pre-clear the transaction again.

7. The Compliance Officer shall have a right to revoke any clearance granted to any transaction or add further additional restrictions to any clearance, before the relevant transaction has been executed.

8. In case any transaction has been refused, the Designated Person shall be free to re-apply for pre-clearance of the transaction, which was refused, to the next higher authority i.e to Managing Director/Chief Executive Officer/Whole-Time Director if Compliance Officer has refused the transaction.

9. Pre-clearance of Trades shall not be required for a Trade executed as per an approved Trading Plan and for exercise of stock options.

10. Additional trading restrictions:

    Except as provided under the PIT Regulations or as clarified by SEBI in writing, all Designated Persons and their Immediate Relatives who buy or sell any number of Securities of the Company shall not enter into an opposite transaction, i.e. sell or buy any number of Securities of the Company during the next 6 (six) months following the prior transaction ("Contra Trade"). In case of any Contra Trade being 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 Education Fund administered by SEBI.

    Provided that the Compliance Officer may grant waiver from application of the provision relating to Contra Trade in case of extreme urgency for reasons recorded in writing and assurance from the Designated Person that he / she is not in possession of any UPSI, subject to the condition that such relaxation is in accordance with the PIT Regulations.

    The above restriction on Contra Trade shall not apply for Trades executed pursuant to an approved Trading Plan, and the exercise of employee stock options and then selling of those shares within a period of six months, provided the Designated Persons do not possess UPSI and any sale of the stock options following such exercise is executed when the trading window is open and after obtaining pre-clearance.

    Provided further that undertaking a contra trade in Securities acquired through buy back offers, open offers, rights issues, further public offer, bonus offers, exit offers or any other acquisition of Securities in a similar manner shall be permitted.

10. Dealing In Case Of Suspected Leak Or Leak Of Unpublished Price Sensitive Information (UPSI)

1. Inquiry for Leakage of UPSI

1. 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.

2. 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.

2 Process for inquiry

1. All the matters concerning leak of UPSI or suspected leak of UPSI, will be thoroughly investigated by the Investigating Officer.
2. 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.
3. Powers of the Investigating Officer
   The powers of Investigating Officer for inquiry under this clause are as under:
   (i) To investigate the matter
   (ii) To ask concerned insider for personal presence, examination, cross examination etc
   (iii) To call for personal information/documents from insider
   (iv) To file complaint, if required, before police authority / Designated cell under Information Technology Act, 2000
   (v) To retain the documents gathered during investigation
   (vi) To report to Managing Director or Deputy Managing Director

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. Trading Window and prohibition on dealing during Window Closure

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.

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.

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.

12. 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.

13. 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 can 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 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, they shall inform the SEBI promptly.

(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 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.*

(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.

14. 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.

ANNEXURE A: Policy for Determination of Legitimate Purpose

Determination of legitimate purposes ("**Legitimate Purpose"**) is detailed out below.

1. The sharing of Unpublished Price Sensitive Information of the Company or its holding company by an Insider of the Company in the ordinary course of business with, including but not limited to, the following persons/entities shall be considered to be in furtherance of a Legitimate Purpose, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI PIT Regulations:

(a) regulators (including any judicial or quasi-judicial body or any governmental authority as a part of litigation or regulatory proceedings);
(b) partners;
(c) collaborators;
(d) lenders;
(e) customers;
(f) suppliers;
(g) merchant bankers;
(h) legal advisors;
(i) accountants and auditors;
(j) advisors or consultants;
(k) insolvency professionals;
(l) sharing of information with persons pursuant to processes followed by the Company to undertake any distribution of capital including buy backs, reduction of capital, *etc*.; (m)shared service providers;
(n) service providers;
(o) debenture trustees;
(p) security trustees for lenders;
(q) depositories and custodians;
(r) IT tools/system providers/facilitators; or
(s) with any person for any other purpose as may be determined by the Compliance Officer to be in furtherance of a Legitimate Purpose.

2. Further, the following instances of sharing the Unpublished Price Sensitive Information of the Company or its Holding Company by Insiders shall also be considered to be in furtherance of a Legitimate Purpose:

(a) by a director of the Company or its Holding Company with the shareholder that nominated such director (as applicable) or their personal office staff or with his/her advisors;
(b) to and between Designated Persons (*as defined under the Code of Conduct for Prevention of Insider Trading*), including promoter and promoter group and their immediate relative(s); c) with advisors and consultants (including legal advisors) of the Company and/or its Holding Company including for the purposes of carrying out due diligence on behalf of the Company and/or its Holding Company and/or the promoter or promoter group of the Company;
d) pursuant to any statutory, legal or contractual obligation of the Company and/or its Holding Company;
e) for purposes of acquiring a new business, company and/or any other entity; or
f) arising out of business requirements, including promotional activities, or pursuant to business strategies or related customary disclosure obligations which may require sharing of Unpublished Price Sensitive Information with any outsider or promoter or promoter group of the Company, who in turn may share it with their promoter(s) as well as with their advisors, consultants, intermediaries, fiduciaries, *etc*.

FORM A- SEBI (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: INE477A01012

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

Name, PAN No., CIN/DIN & Address with Contact nos.	Category of Person (Promoters/KMP Directors/ immediate relatives/ others etc.)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of Security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
Name: PAN No. DIN: Address: Contact No.:	Director			

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 of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

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		
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

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Signature:

Designation: Additional Director (under Independent Category)

Date: DD/MM/YYYY Place:

Form D-Application for Pre-Trading Approval

To,

The Compliance Officer,
Can Fin Homes Limited ("**Company** ")

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended and the Company's Code of Conduct for Prevention of Insider Trading by Designated Persons, I seek approval to purchase / sell / subscribe/pledge/otherwise deal in Securities of the Company as per details given below:

1.	Name of Applicant	
2.	Designation	
2A.	Relationship with the Applicant (Self/Immediate Relative)	
3.	Number of securities held as on date	
4.	Folio No. / DP ID / Client ID No.	
5.	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities (d) Pledge of securities (e) Any other form of dealing in securities
6.	Proposed date of trading in securities	
7.	Estimated number of securities proposed to be purchased/sold/subscribed to/pledged/otherwise dealt with	
8.	Current market price (as on date of application)	
9.	Whether the proposed transaction will be through stock exchange or off-market trade	
10.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

Please tick the appropriate case:

I/We hereby declare that I have not purchased any share in last 6 months (If approval is sought for selling of shares)	
I/We hereby declare that I have not sold any share in last 6 months (If approval is sought for purchase of shares)	
The Shares to be dealt in are allotted under ESOP Scheme of the company and are not subject to lock in period of 6 month.	

I enclose herewith the Undertaking signed by me.

**In case the sale of securities is necessitated by personal emergency, Designated Person shall specify the reasons.

Reasons

_____
_____
_____
_____

Signature: _____
Name:
Date:

Signature of Department Head:_____

Name:
Date:

Form E: Undertaking to be Accompanied with the Application for Pre-clearance

To,
The Compliance Officer,
Can Fin Homes Limited ("**Company**")

I/ we, [●] being a Designated Person of the Company as per the Code of Conduct for Prevention of Insider Trading ("**Code**") of the Company and residing at/ having registered address at [●], am/ are desirous of trading in [●] Securities (*as defined in the Code*) of the Company as mentioned in my/ our application dated [●] for pre-clearance of the transaction.

I/ we further declare that I/ we am/ are not in possession of any unpublished price sensitive information up to the time of signing this Undertaking and confirm that I/we am/are not aware of any matter which may render such declaration inaccurate.

In the event that I/ we have access to or receive any unpublished price sensitive information after the signing of this undertaking but before executing the transaction for which approval is sought, I/ we shall inform the Compliance Officer of the same and shall completely refrain from trading in the securities of the Company until such information becomes public.

I/ we declare that I/ we have not contravened the provisions of the Code as notified by the Company from time to time.

In the event of this transaction being in violation of the provisions of the Code or the applicable laws,

(a) I/ we will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the 'indemnified persons') for all losses, damages, fines, expenses, suffered by the indemnified persons,
(b) I/ we will compensate the indemnified persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transaction and (c) I/ we authorize the Company to recover from me/ us, the profits arising from this transaction and remit the same to the SEBI for credit of the Investor Protection and Education Fund administered by the SEBI.

If approval is granted, I/ we shall execute the trade within seven Trading Days (*as defined in the Code*) of the receipt of approval failing which I/ we shall seek pre- clearance afresh.

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

Signature: _____
Name:
Date:

Form F: 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 G: 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, Sir M N Krishna Rao Road
Near Lalbagh West Gate, Basavanagudi
Bengaluru – 560 004

Dear Sir,

Sub: Disclosure of Trading in Securities of the Company during the year ended DD/MM/YYYY **and holding of securities of the Company as on that date.**

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 DD/MM/YYYY 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 DD/MM/YYYY	Number of securities **bought** during the year ended DD/MM/YYYY	Number of securities **sold** during the year ended DD/MM/YYYY	Number of securities held as on year ended DD/MM/YYYY	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
1			
2			
3			

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 DD/MM/YYYY	Number of securities **bought** during the year ended DD/MM/YYYY	Number of securities **sold** during the year ended DD/MM/YYYY	Number of securities held as on year ended DD/MM/YYYY	DP. ID & Client ID

I hereby declare that the above details are complete and correct.

I further declare that I have complied with the provisions of Code and 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:

PS : *"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.*

"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.