

Date: October 23, 2024

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalai Street, Fort,
Mumbai 400 001

Dear Sir/Madam,

Sub.: Intimation under Regulation 8(2) of the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

In pursuance to the provisions of Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations”), please find enclosed herewith a copy of the amended – “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” (“Fair Disclosure Code”) of Shriram Housing Finance Limited, as approved by the Board of Directors at its meeting held today i.e. October 23, 2024

We request you to take the same on records.

Thanking you.

For **Shriram Housing Finance Limited**

Gauri Shankar Agarwal
Whole Time Director and Chief Financial Officer
Place: Mumbai

Encl: a/a



**CODE OF PRACTICES AND PROCEDURES FOR FAIR
DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE
INFORMATION
OF
SHRIRAM HOUSING FINANCE LIMITED**

Summary of Version

Policy approved by	Board of Directors
Policy Drafted by	Puja Shah, Company Secretary
Reviewed by	Gauri Shankar Agarwal, Whole Time Director and Chief Financial Officer
Current Version	Version 2.0

1. INTRODUCTION

This Code has been prepared pursuant to the provisions of Regulation 8 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time (hereinafter referred to as “**PIT Regulations**” or “**Regulations**” or “**Insider Trading Regulations**”) and shall be known as “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” (hereinafter referred to as “**Code**”).

This Code intends to formulate a framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the Company’s listed securities

This Code has been prepared by adopting the standards as set out in Schedule A of the PIT Regulations in order to regulate, monitor and report trading by Designated Persons and their Immediate Relatives.

2. APPLICABILITY

This Code shall be applicable and binding on all the employees, officers, directors, related third parties and those persons authorized on behalf of the Company.

3. DEFINITIONS

(i) “**Act**” shall mean the Companies Act, 2013 and rules made thereunder, as amended.

(ii) “**Board**” shall mean the board of directors of the Company.

(iii) “**Code**” means this code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information.

(iv) “**Company**” shall mean Shriram Housing Finance Limited.

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

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.

Unless otherwise designated by the Board of Directors, the Company Secretary shall be the Compliance Officer for the purpose of this code and he/she shall work under the guidance of the Managing Director, Chief Executive Officer and the Chief Financial Officer.

(vi) “**Insider Trading Regulations**” or “**PIT Regulations**” means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.

(vii) “**Stock Exchange**” shall mean a recognised stock exchange on which the securities of the Company are listed.

(viii) “**Unpublished Price Sensitive Information**” or “**UPSI**” shall have the meaning given to such term in the Insider Trading Regulations and currently means any information, relating to the Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –

- a. financial results;
- b. dividends;
- c. change in capital structure;
- d. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- e. changes in key managerial personnel.

All terms used but not defined herein shall have the meaning ascribed to such term under the Insider Trading Regulations. In case of any discrepancy between the Insider Trading Regulations and the terms defined herein, the meaning as ascribed under the Insider Trading Regulations, shall prevail.

For the purpose of this Code, all the above information including unpublished price sensitive information would be referred to as “Material Information”.

4. CHIEF INVESTOR RELATIONS OFFICER

In accordance with the Insider Trading Regulations the Company is required to designate a senior officer as a Chief Investor Relations Officer in order to deal with dissemination of information and disclosure of unpublished price sensitive information.

The Chief Financial Officer (CFO) of the Company shall serve as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.

In the absence of CFO, the Company Secretary shall deal with dissemination of information and disclosure of UPSI. Any employee other than the Authorized spokesperson of the Company must not respond under any circumstances to inquiries from the stock exchanges, the media or others, unless authorized to do so.

5. BASIC PRINCIPLES OF DISCLOSURES

Procedures governing the disclosure of Material Information required to be disclosed shall provide that such disclosure shall be made in accordance with the following principles:

- i. To ensure that the information is disseminated uniformly and universally to all stakeholders, the Information should be disclosed through a press release to the stock exchanges and publishing the same on the website of the Company;
- ii. The Company shall endeavor to avoid selective disclosure of material information;

In case any disclosure gets disclosed selectively or inadvertently or otherwise, endeavor shall be made to make generally the available the above information through dissemination of the same to the Stock Exchanges where the securities of the Company are listed and on the website of the Company, as soon as practicable;

- iii. Under certain circumstances, the Company may determine that such disclosure would be unduly detrimental to the Company (for example if release of the information would cause prejudice to negotiations in a corporate transaction), in which case, the information shall be kept confidential until the Company determines it may be publicly disclosed. Information should be disclosed only once there is credibility to the information and the information has concretized;
- iv. Disclosures should be made in a timely manner;
- v. The Company shall make prompt public disclosures that would impact price discovery, to the stock exchanges where the securities of the Company are listed no sooner than credible and concrete information comes into being in order to make such information generally available to the public;
- vi. Disclosure must be complete in all material respects and should not be misleading;
- vii. Disclosure must be corrected immediately if the Company is subsequently made aware that its earlier disclosure contained a material error or omission at the time it was given;
- viii. The Company shall ensure that appropriate, fair and prompt response shall be submitted to queries on news reports and requests for verification of market rumours by regulatory authorities;
- ix. Only publicly available information shall be provided to analysts, research personnel and institutional investors. Alternatively, if any material information is provided to the above, the same shall be made public as soon as practical;

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6. DISCLOSURE OF MATERIAL INFORMATION

The Company shall make disclosure of material information as per the applicable SEBI Regulations keeping in mind the confidentiality of information and timely access of information to the investors.

7. PROCESS OF DISCLOSURES OF MATERIAL INFORMATION

In case any employee (s) becomes aware of some Material Information about the Company, the said employee (s) would contact the following personnel as authorized by the Board for the purpose of determining materiality:

- (a) Managing Director & CEO
- (b) Chief Financial Officer; and
- (c) Compliance Officer.

Unless otherwise decided by the Board, materiality of an event or information for making disclosure to the stock exchange shall be determined severally by Managing Director & CEO or jointly with CFO. Thereafter, the CIRO will prepare the content of the disclosure and the Company Secretary will then disclose the said information to the stock exchanges.

8. INFORMATION TO BE SHARED ON A NEED TO KNOW BASIS

The Directors/ Employees of the Company shall not discuss matters or developments regarding the Company which in any way relate to Material Information with any other persons, except that are required to be disclosed for performance of his or her duties or under applicable laws or regulations or in legal proceedings or in furtherance of “legitimate purposes”.

The term “legitimate purpose” is defined in Clause 9 of this Code. The Unpublished Price Sensitive Information can be shared by the directors/employees in the ordinary course of business, inter alia, with Regulators, Auditors, Credit Rating Agencies, Consultants or legal advisors, Bankers etc.

All these parties when 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 parties to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations. While sharing the information with these parties, directors/employees shall ensure that the sharing has not been carried out to evade the prohibitions of these regulations.

To protect Material Information from disclosure, the directors/ employees of the Company:

- i. Should not discuss Material Information in public places where Material Information may be overheard (e.g., elevators, restaurants, airplanes, taxicabs) or participate in, host or link to Internet chat rooms, online social networking sites, newsgroup discussions or bulletin boards which discuss matters pertaining to the Company’s activities or its securities;
- ii. Should not carry, read or discard Material Information in an exposed manner in public places;
- iii. Should not discuss Material Information with any other persons, except as required in performance of his or her duties;
- iv. Shall advise the other persons with whom they are meeting where Material Information may be disclosed, before the meeting, that they must not divulge the Material Information; and
- v. Should not deal in the securities of the Company until the Material Information is publicly disclosed.

9. POLICY FOR DETERMINATION OF LEGITIMATE PURPOSE:

In accordance with the Insider Trading Regulations, there is a need to have a policy to determine legitimate purpose for which the UPSI is being shared and the same shall form a part of this Code.

The following are the principles are required to applied while determining legitimate purpose:

1. Any Unpublished Price Sensitive Information related to the Company shall be communicated only in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
2. The term “legitimate purpose” shall include sharing of Unpublished Price Sensitive Information in the ordinary course of business by an insider with Company’s partners, collaborators, lenders including prospective lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, credit rating agencies or other advisors, service providers or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions stated in the Code and in the Regulations.

Without prejudice to the generality of the foregoing, the Company’s Managing Director or the Chief Financial Officer, may approve sharing of Unpublished Price Sensitive Information for genuine or reasonable purposes which deems fit as “legitimate purpose”, from time to time or sharing of Unpublished Price Sensitive Information based on any order issued by court of law or any governmental authority or a regulatory body

3. Whether sharing of Unpublished Price Sensitive Information for a particular instance tantamount to 'legitimate purpose' would entirely depend on the specific facts and circumstances of each case.
4. Any person in receipt of Unpublished Price Sensitive Information pursuant to a legitimate purpose shall be considered an “insider” for purposes of this Code and the PIT Regulations and due notice shall be given to such persons to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with the Regulations.

While sharing the Unpublished Price Sensitive Information, the following broad factors shall be considered:

- i. whether sharing of such UPSI is in the ordinary course of business of the Company;
- ii. whether sharing of such UPSI is in the interests of the Company or in furtherance of a genuine commercial purpose; and
- iii. whether the nature of UPSI being shared is commensurate to the purpose for which access is sought to be provided to the recipient of UPSI

10. STRUCTURED DIGITAL DATABASE:

The Company shall ensure that a Structured Digital Database (“SDD”) is maintained containing the names of the nature of unpublished price sensitive information and the names of such persons or entities as the case may be with whom information is shared under SEBI (PIT) Regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases 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 SDD shall be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

11. AMENDMENTS

This Policy will be reviewed and updated annually or at earlier intervals as deemed necessary. This Code of Fair Disclosure and subsequent amendment(s) thereto shall be promptly intimated to Stock Exchanges where the Securities of the Company are listed.