



CODE OF CORPORATE DISCLOSURE PRACTICES

The Securities and Exchange Board of India (“SEBI”) (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time (“PIT Regulations”), mandates every listed company to formulate a framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities. The Board of Directors of Tata Capital Housing Finance Limited (“Company” and such board, the “Board”) has formed this "Code of Practices for Fair Corporate Disclosures (“Fair Disclosure Code”) in compliance with regulation 8 read with Schedule A of the PIT Regulations.

Capitalised terms used but not defined in this Fair Disclosure Code shall have the meaning as ascribed to them in the Code of Conduct for Prevention of Insider Trading of the Company (“Insider Code”) and the PIT Regulations.

1. Objective

The objective of the Fair Disclosure Code is 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of events and occurrences that could impact price discovery in the market for the Company’s Securities, including the unpublished price sensitive information (“UPSI”), and to maintain the uniformity, transparency, and fairness in dealings with all stakeholders and ensure adherence to applicable laws and regulations.

2. Prompt public disclosure of UPSI

- 2.1 UPSI shall be disclosed to the Stock Exchanges and disseminated promptly on a continuous basis as soon as credible and concrete information comes into being in order to make such information generally available.
- 2.2 For the purposes of timely disclosures of UPSI and other material events, the Company shall follow the timelines as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

3. Handling of UPSI on a need-to-know basis

- 3.1 All UPSI shall be made available to relevant persons / entities strictly on a need-to-know basis, and in line with any other applicable codes, policies, and procedures of the Company, including, specifically, this Fair Disclosure Code and the Insider Code.
- 3.2 No UPSI shall be communicated by Employees, Directors, and Insiders of the Company to any person except in furtherance of his / her Legitimate Purposes, performance of duties or disclosure of his/her legal obligations.
- 3.3 No person shall procure from or cause the communication by any insider of UPSI, relating to the Company or securities listed or proposed to be listed of any other company, except in furtherance of legitimate purposes, performances of his / her duties or discharge of his / her legal obligations.



- 3.4 The Company will, on an on-going basis, sensitise and educate its employees, Designated Persons (“DPS”), management on dealing with information, including UPSI, strictly on a need-to-know basis.
- 3.5 For sharing of UPSI within the Company or with external parties for genuine business purpose, appropriate wall-crossing procedure as stipulated in Insider Code shall be followed. Further, all compliances in terms of the PIT Regulations will be duly observed.

4. Policy for determination of ‘Legitimate Purpose’

- 4.1 The PIT Regulations recognise that UPSI may be required to be shared or communicated for certain genuine purposes, i.e., legitimate purposes, performance of duties or discharge of legal obligations. The PIT Regulations clarify that “legitimate purpose” shall include sharing of UPSI in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the PIT Regulations.
- 4.2 The scope of ‘legitimate purpose’ under the PIT Regulations is an inclusive one, and accordingly, its determination would be a subjective assessment basis the facts and circumstance of each case. Thus, it is not possible or feasible to set out a list of events that will constitute ‘legitimate purpose’ at all times, for the purposes of sharing UPSI.
- 4.3 Thus, having regard to the fiduciary obligations cast on the Board, and with a view to ensuring that any sharing of UPSI takes place in a responsible manner, in line with the spirit of the PIT Regulations, the Board has set out a policy to provide the guiding principles and the approach to be followed for determination of legitimate purpose for sharing of UPSI. The policy is enclosed as **Annexure A** to this Fair Disclosure Code.

5. Miscellaneous

This Fair Disclosure Code shall be published on official website of the Company. The Company will also promptly intimate any amendment to this Fair Disclosure to the Stock Exchanges, as required under the PIT Regulations. In the events of inconsistency of this Code with any legal provisions, the provisions of the law shall override this Code.

6. Policy Review

The Board is authorised to review this Fair Disclosure Code periodically and amend the same from time to time.

In the events of inconsistency of this Policy with any legal provisions, the provisions of the law shall override this Policy.



Annexure A

Policy on Determination of Legitimate Purpose for Communication of Unpublished Price Sensitive Information

1. Background

The Securities and Exchange Board of India (“SEBI”) (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time (“PIT Regulations”), mandates every listed company to formulate a framework and policy for determination of legitimate purpose as part of the ‘Code of Fair Disclosure and Conduct’.

This ‘Policy on Determination of Legitimate Purpose for Communication of Unpublished Price Sensitive Information’ (“Policy”) is framed by the Board of Directors of the Company pursuant to the PIT Regulations and is part of ‘Code of Corporate Disclosure Practices’ of the Company.

2. Applicability

This policy is applicable to all Insiders as defined in the Code of Conduct for Prevention of Insider Trading (“Insider Code”).

3. Definitions

Capitalised terms not defined herein shall have the meaning assigned to them under the Insider Code / PIT Regulations.

4. Legitimate Purpose

“Legitimate Purpose” shall mean sharing of unpublished price sensitive information (“UPSI”) in the ordinary course of business or on a need-to-know basis and shall, *inter alia*, include sharing of UPSI on need to know basis by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the PIT Regulations.

A. Assessment of the purpose for which UPSI is proposed to be shared

- (i) The Compliance Officer shall be responsible for the determination of ‘legitimate purpose’. For this purpose, it will be critical to assess the circumstances requiring the sharing of UPSI, and whether the sharing of UPSI satisfies the below requirements:
 - a. Sharing of UPSI is in the best interest of the Company and is without any intention of making a profit/ avoiding a loss/ misusing the information in an illegal manner; and



- b. Sharing of UPSI is in furtherance of a genuine corporate/ business purpose, or, for enabling the Company to discharge its legal obligations, including compliance with law, regulatory directions, judicial orders, etc.
- (ii) Provided that any such sharing of UPSI should not be carried out to evade or circumvent the prohibition provided under the PIT Regulations.
- (iii) Further, while deciding if sharing of UPSI is in furtherance of legitimate purpose, the Compliance Officer shall give due regard to the matters affecting the Company at the relevant time, and the information that is generally available about the Company at the relevant time.
- (iv) In case UPSI is proposed to be shared for several purposes, each such purpose should be evaluated on its merits, in line with the above principles.

B. Analysing the nature of UPSI proposed to be shared in the context of a legitimate purpose

The nature and extent of UPSI proposed to be shared should be subject to appropriate evaluation, and assessment as to whether such sharing is commensurate with the objective sought to be achieved.

C. Illustrative list of instances considered as legitimate purpose

In following cases which are illustrative in nature, sharing of UPSI may be considered as legitimate purpose:

- i. For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law;
Example: Any call for information or query received from Ministry of Corporate Affairs, Income Tax Authority, Securities and Exchange Board of India (“SEBI”), Stock Exchanges, Reserve Bank of India, Sectoral Regulatory Body, etc.
- ii. Under any proceedings or pursuant to any order of courts or tribunals;
Example: National Company Law Tribunal, National Company Law Appellate Tribunal, Quasi-judicial authority, Other Appellate Tribunals, Arbitration Proceedings, etc.
- iii. As part of compliance with applicable laws, regulations, rules and requirements;
Example: Company Law, Securities Law, Income Tax Law, Banking Law, etc.
- iv. Arising out of any contractual obligations or arrangement entered by the Company set forth in any contract, agreement, arrangement, settlement, understanding or undertaking, which in the opinion of the Board is in the best interests of the Company.
Example: Due-diligence for any kind of restructuring, namely mergers & acquisitions, joint venture agreements, share purchase agreements, franchisee



agreement, etc.

- v. Arising out of business requirement including for bona fide business/ commercial/ operational/ management/ strategic advisory purposes pertaining to the Company which may require sharing of information with promoters, to leverage on their experience and expertise for strategic advice in improving the Company's business, in order to create and maximise value for the shareholders of the Company. *Example: Some of the examples which are illustrative in nature are as mentioned below:*

- Sharing the relevant UPSI by Company or Promoters with intermediaries, fiduciaries, merchant bankers, advisors, lawyers, bankers, consultants, valuers, auditors, insolvency professionals, business support agents, transaction processing service providers for, amongst other things availing professional services seeking advice, consultation, valuation, transaction support other intermediation and approvals in relation to the subject matter of (i) a proposed deal/assignment/tie-up/venture/fund raising; (ii) projects relating to enterprise transformation, strategy, change management, analytics, re-organization, operation improvement, technology and similar domains; (iii) evaluation of new products, business opportunities and new lines of business, etc.;
- Sharing the relevant UPSI by Company or Promoters with business partners essential to fulfill the terms and conditions of a business contract with a client, vendor, collaborator or lender;
- Sharing the relevant UPSI by Company or Promoters for statutory consolidation requirements or related customary disclosure obligations;
- Sharing the relevant UPSI by Company or Promoters with persons engaged or involved in the processes leading to disclosure of events set out in Schedule III to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

5. Process for sharing UPSI

For sharing of UPSI upon determination of the legitimate purpose, the following process is to be followed:

- (i) Identify the persons with whom the information is to be shared.

Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of the PIT Regulations and shall comply with the Insider Code.

- (ii) Notify the recipient that UPSI is being shared and issue confidentiality notice or enter into a confidentiality/non- disclosure agreement.

Prior to sharing of UPSI, the proposed recipient of UPSI will be apprised of the following critical aspects, by way of confidentiality agreements or non-disclosure



agreements / written notices that:

- a. the information being shared is UPSI and that the Company is the exclusive owner of such UPSI;
 - b. upon receipt of UPSI, the recipient would be deemed to be an Insider and subject will be subject to the provisions of the PIT Regulations;
 - c. the recipient may use the UPSI solely for the approved purposes for which it was disclosed;
 - d. the recipient must maintain confidentiality of the UPSI at all times;
 - e. the recipient will provide a written undertaking that he / she / it shall not undertake trades in the securities of the Company while in possession of / having access to the UPSI; and.
 - f. the recipient must extend all cooperation to the Company in this regard, including for the purpose of maintenance of the structured digital database.
- (iii) In line with the regulatory obligations, the Company should maintain names of the persons along with PAN (or any other identifier where PAN is not available) with whom information is shared. The database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. This database shall be kept confidential.