

**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OF UNPUBLISHED PRICE SENSITIVE INFORMATION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
Approved by	Gauri Shankar Agarwal, Chief Financial Officer
Current Version	Version 1.0

1. INTRODUCTION

In accordance with the Insider Trading Regulations, the Board of the Company, has adopted this code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information.

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 "Code" means this code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information.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 the Company Secretary for the purposes of the SEBI Regulations, who shall work under the guidance of the Managing Director & Chief Executive Officer and the Chief Financial Officer.
- (vi). "Insider Trading 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 "Unpublished Price Sensitive Information" shall have the meaning given to such term in the Insider Trading Regulations and currently means any information, relating to the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: –
 - (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - (v) 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".

(ix) CHIEF INVESTOR RELATIONS OFFICER

Chief Financial Officer (CFO) of the Company shall serve as its 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.

4. 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 in a uniform manner, the Information should be disclosed through a press release to the stock exchanges.
- ii. 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.
- iii. Disclosures should be made in a timely manner.
- iv. Disclosure must be complete in all material respects and should not be misleading.
- v. 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.

5. 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.

6. 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 CISO will prepare the content of the disclosure and the Company Secretary will then disclose the said information to the stock exchanges.

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

The Directors/ Employees of the Company shall not discuss the 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 in 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” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, bankers insolvency professionals or other advisors or consultants etc. provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations. Accordingly, the Unpublished Price Sensitive Information can be shared by the directors/employees in the ordinary course of business, inter alia, with the following:

- i. Regulators
- ii. Auditors
- iii. Credit Rating Agencies
- iv. Consultants or legal advisors
- v. 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.

8. DIGITAL DATABASE

A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls to ensure non-tampering of the database. The said structured digital database shall be preserved for a period of not less than eight (8) years after completion of the relevant transactions and in the event of receipt of any information from the SEBI regarding investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

9. 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.