



***CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE  
OF UNPUBLISHED PRICE SENSITIVE INFORMATION***

**Version 1.0**

## Vastu Finserve India Private Limited

### Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)

#### Introduction:

Pursuant to Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Vastu Finserve India Private Limited (the “**Company**”) has adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (**UPSI**). The said Code is approved by the Board of the Directors of the Company.

#### Definitions:

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

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

“**Code**” means this code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information.

“**Chief Investors Relations Officer**” means a senior officer as may be designated from time to time.

“**Company**” shall mean Vastu Finserve India Private Limited.

“**Compliance Officer**” means any senior officer, designated so and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Insider Trading Regulations, and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules of preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the codes specified under the Insider Trading Regulations under the overall supervision of the Board or the head of the Company, as case may be.

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

“**Stock Exchange**” shall mean a recognized stock exchange on which the securities of the Company are listed.

“**Unpublished Price Sensitive Information**” or “**UPSI**” shall have the meaning given to such term in the Insider Trading Regulations.

The words and expressions used in the Code but not defined herein shall have the same meaning ascribed to them in the Insider Trading Regulations.

**I. Principles of fair disclosures (wherever applicable):**

1. To promptly make public disclosure of Unpublished Price Sensitive Information that would impact price discovery. Such disclosure would be made promptly when credible and concrete information comes into being in order to make such information generally available. The Stock Exchange shall be promptly intimated about the disclosure of any Unpublished Price Sensitive Information in order to make such information generally available to the public on-discriminatory basis.
2. The Company shall endeavor to make uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosures. The said dissemination of the UPSI shall be through Stock Exchange where the securities of the Company are listed and publication on the website of the Company. The Company shall use its best endeavors to avoid selective disclosure of price sensitive information. However, if any information gets disclosed selectively or inadvertently or otherwise, endeavor shall be made to make generally available the said information through dissemination of the same to Stock Exchanges and/or by posting the same on the official website of the Company as soon as practicable.
3. The Company's Head of Treasury and Corporate Affairs – Holding Company who is designated as the Chief Investor Relations Officer shall along with Compliance Officer of the Company, deal with dissemination and disclosure of Unpublished Price Sensitive Information. He/She shall be responsible for ensuring that the Company complies with the continuous disclosure requirements of the Insider Trading Regulations and this Code.
4. The Company shall provide appropriate and fair response to the queries on the news report and requests for verification of market rumors received from regulatory authorities. The Chief Investor Relations Officer and/or the Compliance Officer of the Company shall in consultation of the Whole Time Director shall clarify the same to the Stock Exchange. In respect of any major market rumors the Company shall proactively issue appropriate and fair clarifications or responses in relation to such market rumors to the Stock Exchange.
5. The Company shall not provide any Unpublished Price Sensitive Information to the analysts and research personnel while sharing information with them.
6. The Company shall publish the proceedings of meetings with analysts and other investor relations conferences on its website [www.vastufinserve.com](http://www.vastufinserve.com) to ensure official confirmation and documentation of disclosures made therein.
7. To handle all Unpublished Price Sensitive Information on a need-to-know basis. Unpublished Price Sensitive Information shall be disclosed only to those within the Company who need the information to discharge their official duties or to discharge of legal obligations, and subject such procedures as provided under the Insider Trading Regulations.

## II. Policy for determination of 'legitimate purpose'

Pursuant to Regulation 3(2A) of the Insider Trading Regulation, the Company shall make a policy on legitimate purpose for which the Unpublished Price Sensitive Information is being shared by the Company and the same shall form part of this Code.

The term "**legitimate purposes**" 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, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Insider Trading Regulations.

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 Insider Trading Regulations and due notice shall be given to such persons to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with the Regulations.

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.

Without prejudice to the generality of the foregoing, the Company's Head of Treasury and Corporate Affairs – Holding Company and/or the Compliance 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.

### **Following are the principles to determine the legitimate purpose:**

1. 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.
2. While sharing the Unpublished Price Sensitive Information, the following broad factors shall be considered:
  - a) whether sharing of such Unpublished Price Sensitive Information is in the ordinary course of business or for performance of duties or discharging of the legal obligation of the Company;
  - b) whether sharing of such Unpublished Price Sensitive Information is in the interests of the Company or in furtherance of a genuine commercial purpose; and
  - c) whether the nature of Unpublished Price Sensitive Information being shared is commensurate to the purpose for which access is sought to be provided to the recipient of Unpublished Price Sensitive Information.

**Amendments and Modification:**

This Code shall be reviewed from time to time and any amendments or modifications in this Code shall be subject to the review and approval by the Board of Directors of the Company.

In the event that any provision of this Code conflicts with any law, rule or regulation that is in force for the time being, the said law, rule or regulation that is in force for the time being shall take precedence over the conflicting provision of this Code. However, such conflict between the provisions of the Code and any law, rule or regulation that is in force for the time being shall in no way affect or impair the validity, legality and enforceability of the remaining provisions of this Code.

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