

**CODE OF CONDUCT FOR FAIR DISCLOSURE OF UPSI
AND CODE OF CONDUCT TO REGULATE, MONITOR
AND REPORT TRADING BY INSIDERS**

REVISION HISTORY

S. No.	Date	Revision details
1.	September 19, 2022	The Board of Directors of the Company has formulated this Code and approved the same at its meeting held on September 19, 2022.

CODE OF CONDUCT FOR FAIR DISCLOSURE OF UPSI AND CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS**Background and Scope:**

- This Code of Conduct for fair disclosure of UPSI and Code of Conduct to regulate, monitor and report trading by Insiders (“Code”), in terms of Regulation 8 and Regulation 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“Insider Trading Regulations”), stipulates, inter alia, the practices and procedures for:
 - a) fair disclosure of Unpublished Price Sensitive Information (UPSI) and
 - b) monitoring, regulating and reporting trading in listed Securities (defined below) by Designated Persons (defined below) and their Immediate Relatives (defined below).
- The Board of Directors of the Company has formulated this Code and approved the same at its meeting held on September 19, 2022.
- This Code is being framed in furtherance of the aforesaid and with an aim to ensure timely and adequate disclosure of Unpublished Price Sensitive Information (‘UPSI’) and the manner in which it shall be unvaryingly disseminated to the Investors on immediate and regular basis.

Definitions:

- (a) “Board” means the Board of directors of the Company.
- (b) “Act” means the Securities and Exchange Board of India Act, 1992.
- (c) “Code” means this code titled ‘Code of Conduct for fair disclosure of UPSI and to regulate, monitor and report trading by Insiders’.
- (d) “Company” means Veritas Finance Private Limited.
- (e) “Compliance Officer” means the Company Secretary and in his/her absence, any other senior officer of the Company appointed by the Board of Directors from time to time.
- (f) “Designated Persons” means:
 - i. All persons in the Promoter and Promoter Group
 - ii. All Directors (executive, non-executive and independent)
 - iii. The Managing Director & Chief Executive Officer (MD & CEO), the Chief Financial Officer (CFO), the Chief Operating Officer (COO), the Chief People Officer (CPO), the Company Secretary and/or Compliance Officer, and all employees directly working in their respective offices
 - iv. All Functional / Departmental Heads by whatever name called
 - v. All employees of the Company in the grade of Assistant Vice President and above
 - vi. All employees in Finance, Legal, Treasury, Business Analytics and MIS, and Secretarial Department
 - vii. Any other persons, including members of the support staff of the company (such as, Information Technology department, Corporate Communications Department) as may be decided by the MD & CEO of the Company in consultation with the Compliance Officer, from time to time
 - viii. All Connected Persons as defined under Insider Trading Regulations

ix. Immediate relatives of the abovementioned person(s)

(g) “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.

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be or in any amendment thereto.

Unpublished Price Sensitive Information

- (i) The Company shall promptly disclose 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.
- (ii) The UPSI shall be uniform and universally disseminated and due care will be taken to avoid selective disclosure.
- (iii) In case if the UPSI that gets disclosed selectively, inadvertently, or otherwise, prompt steps shall be taken to make such information generally available.

Responsibilities and Duties of Compliance Officer

- (i) The Compliance Officer shall be responsible under the overall supervision of the board of directors of the company, for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of Trades, if and when applicable, as per the Code and implementation of the Code, maintaining records of the designated persons and their immediate relatives and any changes made in the list of designated persons and their immediate relatives and providing guidance and clarifications sought by designated persons regarding the Regulations and the Code.
- (ii) The Compliance Officer shall report to the Board of Directors and shall provide reports to the Chairperson of the Audit Committee on annual basis in respect of compliance of the provisions of the Insider regulations, Trading in the Securities of the Company by the designated persons and their immediate relatives, the trading plans and pre-clearance applications approved and rejected by the Compliance Officer, if and when applicable.
- (iii) The Compliance Officer shall discharge other functions and duties as prescribed in the Code and the Regulations.

General Restrictions

- (i) No designated person (including his/her immediate relatives) should trade in the Securities of the company at any time while in possession of, or having access to, any Unpublished Price Sensitive Information. (UPSI).
- (ii) Designated persons are obliged to treat UPSI with due care and they have a duty to safeguard UPSI irrespective of the source of receipt of UPSI. Designated persons shall use UPSI for the specified purpose(s) only and it must not be used for any personal gain. No designated person shall communicate, provide, or allow access, or procure or cause communication of any Unpublished Price Sensitive Information, relating to the company or its Securities, to any person, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Designation and Role of Chief Investor Relations Officer

- (i) The Managing Director & Chief Executive Officer (MD & CEO) of the Company shall be the Chief Investor Relations Officer (“CIRO”) for the purpose of the Code. The CIRO shall be responsible for dissemination of information and disclosure of Unpublished Price Sensitive Information.
- (ii) In the temporary absence of the CIRO for any reason whatsoever, the CIRO and/or the Chief Financial Officer (CFO) shall nominate any other official of the Company to be responsible for dissemination of information and disclosure of UPSI.

Legitimate Purposes

The UPSI can be shared by an Insider for Legitimate purposes as per its "Policy for determination of Legitimate Purposes" (Annexure A), provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

General obligations for preservation and disclosure of UPSI

- (i) All UPSI should be maintained within the Chinese Walls at all times. In the event any person (who is not a designated person) is required to be wall-crossed, i.e., brought over the Chinese Wall in order to obtain access to the UPSI for a specific purpose, prior approval of the MD & CEO must be sought. The MD & CEO shall consider whether such person being wall-crossed, is being provided UPSI on a need-to-know basis. Further, information shared with such wall-crosser should be limited to the specific transaction or purpose for which their assistance is required.
- (ii) All persons who have wall-crossed should be notified that he would be considered to be a designated person under this Code and consequently, required to comply with all applicable provisions of the Code and Regulations, till such information remains UPSI.
- (iii) All UPSI shall be handled on a need to know basis and in accordance with the provisions of the Regulations and any other applicable codes, policies, and procedures of the Company.
- (iv) Files containing UPSI shall be kept secured with restricted access and computer files containing UPSI should be protected with the help of login, passwords, etc.

- (v) It is clarified that information to be termed UPSI should be specific and intended to be generally made available at a point of time to ensure it does not lead to creation of a false market in securities. For the purpose of disclosure, the CIRO may consult such officials within the Company to ensure the correctness and credibility of the UPSI.
- (vi) The CIRO shall authorise disclosure or dissemination of UPSI:
- by way of intimation to the stock exchanges, such that further disclosure can be made from the stock exchange websites by the Compliance Officer
 - on the official website of the Company to ensure official confirmation and documentation and
 - in any other manner as may be decided by the CIRO to facilitate uniform and universal dissemination of UPSI.
- (vii) All communications of UPSI with the stock exchange shall be approved by the CIRO and communicated through appropriate personnel under their direction.
- (viii) The CIRO shall also be responsible for overseeing the contents of UPSI to be posted on the website of the Company for the purposes of this Code and shall give appropriate directions for the publication of the same. No other person shall be authorised to post any UPSI in the absence of any directions from the CIRO.
- (ix) Information disclosure/ dissemination should normally be approved in advance by the CIRO. If the information is accidentally disclosed without prior approval, the person responsible must inform the CIRO immediately, even if the information is not considered price sensitive and if required, the CIRO shall take all reasonable steps to rectify the same.

Sharing of information with analysts and research personnel

- (i) The Company shall ensure that any information shared with analysts and research personnel is not UPSI and is generally available. Alternatively, the information shared as above shall simultaneously be made public.
- (ii) The CIRO shall also develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

Responding to Market Rumours

The Compliance Officer shall ensure that appropriate and fair responses are provided to queries on news reports and requests for verification of market rumours by Regulatory Authorities.

Penalties/Punishments

- (i) Any designated person who trades in securities of the Company or communicates any UPSI in contravention of this Code will be penalised and appropriate action will be taken by the MD & CEO and/or the Compliance Officer in consultation with the Board, against such designated person by the Company after giving reasonable opportunity of being heard in the matter. Such designated

person shall also be subject to disciplinary action by the company including wage freeze, suspension, recovery, clawback, in-eligibility for future participation in ESOPs, etc.

(ii) In case any violation of Regulations is observed, the Compliance Officer shall promptly inform the same to the stock exchange(s) where the concerned securities are traded.

(iii) In addition to the aforesaid penalties/punishments, the persons violating the Regulations will also be subject to any other action by SEBI as per the SEBI Act.

Prevention of Misuse of UPSI

All designated persons and their immediate relatives shall be subject to trading restrictions as stated below:

a) Trading Window- The designated persons and their immediate relatives shall trade in the Securities of the company only when the Trading Window is open; provided that the Trading Window norms shall not be applicable for trades carried out in accordance with a trading plan approved.

b) Prohibition on Trading in Securities of the company- designated persons and their immediate relatives shall not Trade in the Securities of the company: (i) during the Prohibited Period (as defined below) or (ii) at any time (even when the Trading Window is open) if in possession of UPSI.

“Prohibited Period” means:

- (i) a period from the end of every financial year till 48 hours after declaration of unaudited/ audited annual financial results
- (ii) a period from the end of every quarter till 48 hours after declaration of unaudited/ audited quarterly financial results
- (iii) any period when the compliance officer otherwise has reasons to believe that designated persons can reasonably be expected to have possession of UPSI; Provided that where such UPSI is proposed to be considered at a meeting of the board of directors of the company, such period shall, as far as practicable, commence at least 7 days before such meeting of the board of directors. The compliance officer shall determine the timing for re-opening the Trading Window taking into account various factors including UPSI in question becoming Generally Available Information and being capable of assimilation by the market, which in any event shall not be earlier than 48 hours after the information becomes Generally Available Information.

c) The intimation about the Prohibited Period shall be given by the compliance officer, wherever required, through e-mail, circular and/ or posting on the website of the company, etc.

Disclosure and Reporting Requirements:

The disclosures required to be made by a person under this provision shall include details of Trades by such person’s immediate relatives, wherever applicable.

Further, the designated persons and their immediate relatives, wherever applicable, shall also make applicable disclosures as required under the Act and Insider Trading Regulations.

Whistle Blower Policy and Policy & Procedure for inquiry in case of leak of UPSI or suspected leak of UPSI

In case of receipt of complaint on leak of UPSI or suspected leak of UPSI, the matter shall be dealt with in accordance with Whistle Blower Policy of the Company (Copy is available on the web-site of the Company).

Further, an employee who files a Voluntary Information Disclosure Form to the SEBI, as prescribed under the PIT Regulations, shall be provided suitable protection against any victimization, as provided under the PIT Regulations, as amended from time to time.

Miscellaneous

- (i) The Board of directors of the Company shall have power to modify or replace this Code in part or full as may be thought fit from time to time in its absolute discretion. Any amendment to this Code shall be approved by the Board of directors of the Company.
- (ii) The decision of the Board of directors with regard to all matters relating to this Code will be final and binding on all concerned.
- (iii) In case any provisions of this Code are contrary to or inconsistent with the provisions under the Insider Regulations, the provisions of Insider Regulations shall prevail.
- (iv) **Dissemination:** This Code, including any amendments thereto, shall be posted on the website of the Company on approval of the Board of Directors.

Annexure A - Policy for Determination of Legitimate Purposes

Introduction

This "Policy for Determination of Legitimate Purposes" hereinafter referred to as the "Policy" is prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

Objective

The objective of this policy is to identify 'Legitimate Purposes' for performance of duties or discharge of legal obligations, which will be considered as exception for procuring UPSI relating to the Company. The assessment of whether sharing of UPSI for a particular instance would be tantamount to 'legitimate purpose' would depend on the specific facts and circumstances of each case.

Accordingly, this Policy only sets out the principles that should be considered while assessing if the purpose for which UPSI is proposed to be shared is "legitimate".

Primarily, the following factors should be considered to determine the legitimate purpose:

- a) whether sharing of such information is in the ordinary course of business of the Company
- b) whether information is sought to be shared to evade or circumvent the prohibitions of the Insider Trading Regulations
- c) whether sharing the information is in the best interests of the Company or in furtherance of a genuine commercial purpose
- d) whether the information is required to be shared for enabling the Company to discharge its legal obligations
- e) whether the nature of information being shared is commensurate to the purpose for which access is sought to be provided to the recipient.

Any person who is in receipt of UPSI pursuant to a "legitimate purpose" shall be considered as an Insider for the purpose of these Regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with the Regulations.

It is clarified that in the event there exist multiple purposes for sharing UPSI, each purpose will be evaluated on its own merits, in line with the aforementioned principles.

Structured 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 and checks such as time stamping and audit trails to ensure non-tampering of the database.

The structured digital database 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 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.

Restrictions on Communication and Trading by Insiders

The Company shall inform the recipient of UPSI, by way of written intimation and/or contractual agreement, such as confidentiality agreement, that:

- (i) the information being shared is UPSI and that the Company is the exclusive owner of such UPSI
- (ii) upon receipt of UPSI, the recipient would be deemed to be an Insider and subject to the provisions of the Insider Trading Regulations,
- (iii) the recipient must maintain confidentiality of the UPSI at all times,
- (iv) the recipient may use the UPSI only for the approved purposes for which it was disclosed
- (v) the recipient should provide a written undertaking that he/she/it shall not undertake trades in the securities of the Company while in possession of the UPSI and
- (vi) the recipient must extend all cooperation to the Company, as may be required in this regard.

Definitions:

- **"Legitimate Purposes"** means sharing of UPSI in the ordinary course of business by an Insider with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations:
 - i. Company's Partners
 - ii. Auditors, Accountancy firms, Legal advisors, Merchant Bankers, Consultants
 - iii. Collaborators
 - iv. Lenders
 - v. Customers
 - vi. Suppliers
 - vii. Any other advisors/consultants/partners
 - viii. Any other person with whom UPSI is shared
- **"Insider"** means any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered as an "insider" for purpose of these regulations and due notice shall be given to such persons (Insiders) to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.