

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FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

[Under Regulation 8(1) of the  
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

**A. INTRODUCTION:**

In an endeavour to prevent the misuse of unpublished price sensitive information in the day to day business affairs and to promote the culture of fair disclosure of information in due compliance with the Principles of Fair Disclosures as set out in the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred as “Regulations”), the Board of Directors of M/s Apex Capital and Finance Limited (Formerly Apex Home Finance Limited) (“Company”) has formulated a Code of Conduct to be known as “Code of Conduct for fair disclosure of unpublished price sensitive information”(hereinafter referred as “Code for fair disclosure of UPSI” or “Code”).

**B. OBJECTS OF THE CODE:**

The Code aims at:

- Preventing the misuse of unpublished price sensitive information within the Organization and practice of selective disclosures to the public;
- Acknowledging the necessity of communicating, providing or allowing access to information and promoting the principle of equality of access to information.

**C. CHIEF INVESTOR RELATIONS OFFICER:**

The Company Secretary shall act as the Chief Investor Relations Officer of the Company, in his/her absence, the Board may authorise any other senior officer to act as the Chief Investor Relations Officer, who would be responsible for satisfactory discharge of the duties and responsibilities laid down under this Code.

**D. PROCEDURAL ASPECTS INVOLVED IN COMPLYING WITH THE PRINCIPLES OF FAIR DISCLOSURE OF INFORMATION:**

Sl. No.	Principle	Procedure
1	Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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.	In this regard, to ensure fair and timely disclosure of information that would have direct impact on the market price of the securities, the Company generally follows the below-mentioned procedure: <ol style="list-style-type: none"> <li>a. Intimates the Stock Exchange(s) well in advance about the Board Meeting in which any such proposal is to be considered;</li> <li>b. Intimates the outcome of the said Board Meeting within, stipulated time periods;</li> </ol>

		<p>c. Updates the Stock Exchange(s) about the current happenings in respect of the events that have direct bearing on the market sentiments for onward dissemination to the public at large.</p>
2	<p>Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure</p>	<p>To ensure that the unpublished price sensitive information is evenly and properly disseminated, the Company generally, in compliance with the provisions of applicable statutes, follows the following procedure &amp; practices:</p> <ul style="list-style-type: none"> <li>i. Intimates the said information to the Stock Exchange(s) where its securities are listed, within the stipulated time period;</li> <li>ii. Publicize the said information in the Newspapers, wherever mandated under various Statutes;</li> <li>iii. Uploading the said information on the Official Website under Investors' Section as early as possible or as is stipulated under various Statutes.</li> </ul>
3	<p>Prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.</p>	<p>To ensure authentication of the information to be disclosed to the stakeholders, the said information is generally cross verified by the Chief Investor Relations Officer.</p> <p>However, if any information gets disclosed selectively, inadvertently or otherwise, the Company:</p> <ul style="list-style-type: none"> <li>i. intimates the facts and rectified information to the Stock Exchange(s), where the securities of the Company are listed, for onward dissemination to the shareholders;</li> <li>ii. Publicize the facts and rectified information, if required, in the Newspapers.</li> </ul>
4	<p>Appropriate and fair response to queries on news reports and requests for verification of market rumours by Regulatory Authorities</p>	<p>The Chief Investor Relations Officer shall be responsible for giving appropriate and fair response to queries on news reports and requests for verification of market rumours by Regulatory Authorities.</p>

5	Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information	<p>The Chief Investor Relations Officer/ respective Departmental Heads shall take all necessary measures to ensure that no unpublished price sensitive information is being disclosed to analysts and research personnel.</p> <p>In this regard, whenever any such analysts and/or research personnel will approach the Company for seeking financial or any price sensitive information, the Compliance Officer or any other authorized representative of the Company shall obtain a Declaration from the said Association/Agency to the effect that such Association/Agency is seeking information for the sole purpose of educating investors and neither the said Association/Agency nor its Employees shall use the information for their personal gain.</p> <p>The said Association/Agency will also be required to sign such other Undertakings/ Confirmations, as the Compliance Officer may deem fit, and give to the Compliance Officer, to make sure that no Insider Trading takes place in the Company's scrips from their end.</p>
6	Developing 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	The Company may, from time to time, authorize any concerned persons, depending upon the domain of conferences and meetings, to make transcripts or record of proceedings of meetings with analysts. Further, the said proceedings shall be disclosed on the Official Website of the Company.
7	Handling of all unpublished price sensitive information on a need to-know basis.	Due procedures as prescribed in "CODE OF CONDUCT FOR REGULATING & MONITORING TRADING BY INSIDERS" would be followed to ensure that the Unpublished Price Sensitive Information be communicated only on a "need to know" basis, i.e., Price Sensitive Information should be disclosed only to those who need such information to discharge their duties

**E. DECLARATION:**

The Company hereby declares that all requisite measures shall be taken to ensure adherence with the principles of fair disclosure of Unpublished Price Sensitive Information.

**F. POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES:**

A policy for determination of Legitimate Purposes is annexed as Annexure A and forms part of this Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information.

**G. AMENDMENT AND REVIEW OF THE CODE:**

In case of there are any regulatory changes requiring modifications to the Code, the same shall be reviewed and amended with the approval of the Board of Directors. However, the amendment in the regulatory requirements shall be binding even if not incorporated in this Code.

**POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES**

**1. PREAMBLE:**

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (hereinafter referred to as the “PIT Regulations”) has amended the (Prohibition of Insider Trading) Regulations, 2015 and will come into force from 1<sup>st</sup> April, 2019. The PIT Regulations requires every listed company to formulate a policy for determination of “legitimate purposes” as a part of “Codes of Fair Disclosure and Conduct” In compliance with the said requirements, the Board of Directors has adopted this policy for determination of “legitimate purposes”.

**2. DEFINITIONS:**

- (i) **“Act”** means the Securities and Exchange Board of India Act, 1992
- (ii) **“PIT Regulations”** means the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and any amendments thereto.
- (iii) **“SEBI”** means the Securities and Exchange Board of India
- (iv) **“Board”** means the board of directors of the Company.
- (v) **“Company”** means Apex Capital and Finance Limited (Formerly Apex Home Finance Limited)
- (vi) **“Insider”** means any person who is:
  - a) A Connected Person; or
  - b) In possession of or having access to Unpublished Price Sensitive Information.
  - c) Partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc (collectively referred as Persons) who may possess or having access to UPSI
  - d) Designated Persons and their immediate Relatives.
- (vii) **“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;
- (viii) **“Unpublished Price Sensitive Information (UPSI)”** means any information, relating to a Company or its Securities, directly or indirectly, that is not 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, delisting, disposals and expansion of business and such other transactions;
  - e) Changes in Key Managerial Personnel.

- (ix) **“Legitimate Purpose”** means 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 etc (collectively referred as Persons).

Provided that such sharing has not been carried out to evade or circumvent the prohibitions of Insider Trading Regulation.

- (x) **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis.

- (xi) **“Compliance officer”** means the Company Secretary or such other Senior officer of the Company as may be designated by the Board.

### 3. OBJECTIVE OF THE POLICY:

The objective of this policy to preserve the confidentiality and prevent the misuse of UPSI. The Company is committed to transparency and fairness in dealing with all the stakeholders. Every Insider has a duty to safeguard the confidentiality of all such information which he/ she obtained in the course of performance of official duties and they should not use their position to gain personal benefit. To achieve these objectives, the Board of Directors through this policy have allowed the Insiders of the Company to share unpublished price sensitive information for legitimate purpose with various stakeholders/agencies of the Company in the ordinary course of Business.

### 4. PERSONS COVERED:

This Policy applies to every Insider who is in possession or having access of UPSI.

### 5. DETERMINATION OF LEGITIMATE PURPOSE:

The UPSI of the Company shared with Partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc (collectively known as “parties”) under prior legal or regulatory obligation owed will be determined as Legitimate Purpose.

Following disclosures by the Compliance Officer/Authorised Official of the Company to the aforesaid parties in the ordinary course of business will be considered as Legitimate Purpose:

- UPSI shared for Specific purpose
- UPSI shared for Audit purpose
- UPSI shared under contractual obligation
- UPSI shared under legal obligation

### 6. PROCESS AND MODE OF SHARING THE INFORMATION:

The Insiders, who are privy to UPSI, shall handle the same strictly on a Need to Know basis. This means the UPSI shall be disclosed only to those persons who need to know the same only for legitimate purposes. The process and mode of sharing will be as under:

- a) Oral/written approval has to be obtained from Chairman/MD/CFO before disclosure of any UPSI on behalf of the Company to any persons.

- b) Upon receipt of the approval, Compliance Officer can share the UPSI to persons for legitimate purposes.

**7. DUTY TO MAINTAIN CONFIDENTIALITY:**

In order to protect the confidentiality of the UPSI, due notice will be given to such persons to maintain confidentiality of such UPSI. The Insiders shall comply with the following:

- 1. Insiders shall communicate or counsel or procure or disclose any UPSI to any persons only for legitimate purposes or performance of duties or discharge of legal obligations.
- 2. Keep the information confidential and not to solicit or disclose to any third party
- 3. Not to trade in shares of the Company either themselves or through any other source on the basis of such information.

**8. NON COMPLIANCE AND PENALTY:**

Non-compliance, Suspected violation shall be reported to the Chairman of the Audit Committee of the Board. All reported violations shall be appropriately looked in to and dealt with accordingly and if found guilty, such person may be liable for punishment and penalty as mentioned in the Code of Conduct of the Company.

**9. REVIEW OF THE POLICY:**

This Policy shall not be amended unless the amendment is approved by the Board of Directors or unless such amendment is required pursuant to change in the applicable law.

**10. DISSEMINATION OF POLICY:**

This Policy shall be hosted on the website of the Company.

\*\*\*\*\*END\*\*\*\*\*