



CAPITALINDIA

Rediscover Business

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Version	2.0
Owned By	Head Legal
Approved By	Board of Directors
Effective date	November 01, 2018

1. Introduction

The Securities and Exchange Board of India (“SEBI”) has issued SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”) which requires every company whose securities are listed on stock exchanges to *inter alia* formulate a framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities. Capital India Finance Limited, *formerly known as Bhilwara Tex – Fin Limited* (“Company”) has accordingly formulated this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Code”).

2. Objective

- a) To ensure timely and adequate disclosure of Unpublished Price Sensitive Information (“UPSI”) and prevent misuse of such information;
- b) To ensure that all UPSI is handled on a need-to-know basis; and
- c) To maintain uniformity and fairness in dealing with all stakeholders of the Company.

3. Definitions

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the Regulations 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.

4. Chief Investor Relations Officer

The Company Secretary & Compliance Officer of the Company would be the ‘Chief Investor Relations Officer’ of the Company (“CIRO”) for the purpose of this Code and the Regulations. In the absence of the Company Secretary & Compliance Officer of the Company, the Board of Directors may authorize any other officer of the Company to discharge the duties of CIRO under this Code and the Regulations.

CIRO will be responsible for:

- a) proper and timely dissemination of information in the ordinary course of the

business of the Company and disclosure of each UPSI;

- b) determination of questions as to whether any particular information amounts to UPSI;
- c) determination of response, if any, of the Company to any market rumor in accordance with this Code;
- d) dealing with any query received by any Insider about any UPSI; and
- e) providing advice to any Insider as to whether any particular information may be treated as UPSI.

5. Principles of Fair Disclosure

To adhere to the principles as mentioned in Schedule A to the Regulations, the Company shall ensure the following:

- a) Promptly disclose publicly any UPSI that would impact price discovery no sooner than credible and concrete information comes into being so that such information is generally available.
- b) Uniformly and universally disseminate in a timely manner UPSI to avoid selective disclosure by communicating the same to the stock exchange(s) and disclosing the same on its website before releasing such information to media or analysts.
- c) Employees of the Company shall not respond under any circumstances to enquiries from the stock exchanges, the media or others unless authorised to do so by the CISO or any other officer as may be designated as CISO by the board of directors of the Company in this regard.
- d) Make a public announcement with respect to any matter only after the Company has taken a final or definitive decision. When there are rumors or news reports and the Company is queried by the regulatory authorities, the Company will provide an appropriate and fair response by accepting, denying or clarifying the same. The Company will not be required to make disclosures in cases where the proposal is still in progress, or there are impending negotiations or incomplete proposals, the disclosure of which will not be appropriate and could prejudice the Company's legitimate interests.
- e) Promptly disseminate UPSI to public through the stock exchanges in case such UPSI gets disclosed selectively, inadvertently or otherwise to a section of the

market.

- f) All interactions with institutional shareholders, fund managers, analysts and research personnel should be based on generally available information that is accessible to the public on a non-discriminative basis and information shared with such persons should not include UPSI. The CIRO shall 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.
- g) Handle all price sensitive information on a need-to-know basis by creating suitable safeguards to avoid UPSI becoming available to any person who is not required to have access to such information. UPSI, may however be disclosed, to persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company in accordance with this Code and the Regulations.

6. GENERAL PROVISIONS

- a) This Code is subject to the applicable laws including but not limited to the Regulations and shall supersede the earlier version of the Code.
- b) This Code is subject to review by the board of directors of the Company as and when deemed necessary. The board of directors of the Company may amend the Code from time to time depending upon the requirements of the provisions of the Regulations and other applicable laws.
- c) Notwithstanding anything contained in this Code, the Company shall ensure compliance with any additional requirements as may be prescribed under any laws / regulations either existing or arising out of any amendment to such laws / regulations or otherwise and applicable to the Company from time to time. Any change/amendment in applicable laws with regard to maintenance of code of practices and procedures for fair disclosure of unpublished price sensitive information shall be deemed to be incorporated in this Code by reference and this Code shall be deemed to have been amended and revised accordingly.