



Motilal Oswal Financial Services Limited **(MOFSL)**

CODE OF PRACTICES AND PROCEDURES FOR FAIR **DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE** **INFORMATION ("CODE")**

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VERSION DETAILS

Sr. No.	Details of Changes	Date of Creation/Change	Department	Author	Version Number	Approved By
1.	Original Document	30/04/2015	Corporate Secretarial	Vidhi Gala	Ver. 1.0	Board of Directors
2.	Changes due to amendments in the regulatory provisions and inclusion of Policy on Legitimate Purpose as part of this Code	31/03/2019	Corporate Secretarial	Kailash Purohit	Ver. 1.1	Board of Directors

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UNPUBLISHED PRICE SENSITIVE INFORMATION**

I. *Preamble:

The SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations") (as amended from time to time) require every listed Company to, inter alia, formulate a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code") that it would follow in order to adhere to Schedule A to the said Regulations.

Further, pursuant to Regulation 3(2A) of the said Regulations (inserted by SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018), the said Code shall also contain a Policy for determination of "legitimate purposes".

II. Definitions:

"**unpublished price sensitive information**" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which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.

Any other term not defined herein shall have the same meaning as defined in the said Regulations or any other applicable law or regulations.

III. Principles:

The principles are as follows:-

1. The Company shall make prompt public disclosure of unpublished price sensitive information that would impact price discovery as soon as credible and concrete information comes into being and will make the same information generally available.
2. The Company shall ensure that unpublished price sensitive information is disseminated uniformly and universally and shall avoid selective disclosure.
3. The Company has designated Company Secretary as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

The information disclosure / dissemination shall normally be approved by the Chief Investor Relations Officer or by such other officer as approved by the Board.

4. If any price sensitive information is disclosed selectively, inadvertently or otherwise without prior approval, the Chief Investor Relations Officer on having knowledge of such partial dissemination may upload the information on the website of the Company and if required intimate the Stock Exchanges to ensure that the unpublished price sensitive information is generally available.
5. The Company shall lay down procedures for responding to any queries on news reports and requests for verification of market rumours by regulatory authorities. The response to these queries shall be appropriate and fair.

The Company is not under an obligation to respond to market rumors or speculations. However if there are any media reports carrying such information which is largely accurate and there are factors to believe that the information underlying the speculation or rumour or press report is based on insider information, which has been leaked, the Company in such instances shall be under the obligation to respond to the same and make the insider information generally available.

If the market information or press report is false or inaccurate, the company is not under an obligation to make any announcement / negative disclosures. However if the stock exchange were to make a query to clarify the position, the company must make a formal announcement to the stock exchange and shall not selectively disclose any information / make a negative disclosure.

6. The Company shall provide only information that is generally available with the analysts/ research persons / large investors.

The Company shall ensure that no inside information is given when answering an analyst's questions or reviewing an analyst's draft report. It is inappropriate for a question to be answered, or draft report corrected, if doing so involves providing inside information. When analysts visit the company, care shall be taken to ensure they do not obtain inside information. No analyst, investor or journalist should receive any selective release of inside information.

7. The Company shall strive to 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. In order to avoid misquoting or misrepresentation, at least two company representatives shall be present at meetings with analysts / research personnel / large investors and discussion shall preferably be recorded. The Company shall notice of unanticipated questions and give a considered response later. If the answer includes unpublished price sensitive information, the same shall be released to the public as the transcripts shall be uploaded on the website of the Company.
8. The Company shall disclose / disseminate information through various media so as to achieve maximum reach and quick dissemination. The Company shall facilitate disclosure through the use of its dedicated Internet website. The information filed by the Company with the stock exchanges under continuous disclosure requirement may also be made available on the company website.
9. *Unpublished price sensitive information shall be handled on a "need to know" basis i.e. unpublished price sensitive information shall be disclosed only to those who need the

information in performance of their duties or discharge of legal obligations or in furtherance of legitimate purposes, provided that such sharing has not been carried out to evade or circumvent the prohibition of the Regulations.

10. Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for the purposes of the Regulations and due notice shall be given to such person(s) to maintain confidentiality of such unpublished price sensitive information in compliance with the said Regulations
11. *The Policy for determination of legitimate purposes is forming part of this Code as **Annexure A.**

IV. *Review/Revision:

If at any point a conflict of interpretation / information between the Policy/Code and any regulations, rules, guidelines, notification, clarifications, circulars, master circulars/directions issued by relevant authorities ("Regulatory Provisions") arises, then interpretation of the Regulatory Provisions shall prevail.

In case of any amendment(s) and/or clarification(s) to the Regulatory Provisions, the Policy/Code shall stand amended accordingly from the effective date specified as per the Regulatory Provisions. The Board and/or its Committee reserve(s) the right to alter, modify, add, delete or amend any of the provisions of the Policy.

*** Denotes the changes in the code**

Annexure A

"Legitimate Purposes" means and includes any purpose which arises due to any legal or statutory requirement or any strategic corporate action or planning, whether or not the same is actually carried out, including but not limited to the following:

- Sharing of unpublished price sensitive information in the ordinary course of business by insider with lenders, credit rating agencies, insurance companies, merchant bankers, legal advisors, consultants, insolvency professionals, auditors, customers, suppliers, partners and collaborators.
- Sharing of unpublished price sensitive information with lenders, credit rating agencies, insurance companies, trade associations, merchant bankers, legal advisors, consultants and auditors to enable them to comply with any law applicable to them or to comply with an order of any competent authority or court.
- Sharing of unpublished price sensitive information with customers, suppliers, partners, collaborators if it is in the best interest of the Company.
- Such other purpose as may be deemed legitimate by the Board from time to time.