

CODE OF PRACTICES AND PROCEDURES FOR FAIR

DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE

INFORMATION

[Pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 & Schedule A]

The Board of Directors of the Company, at its meeting held on May 25, 2015 had framed the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

SEBI vide its notification dated December 31, 2018 has amended the regulation by notifying SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 to be made effective on and from April 1, 2019.

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is being amended in compliance with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE

1. PREFACE

Pursuant to Regulation 8(1) of the Chapter IV of the Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2015 and SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (hereinafter referred as "SEBI PIT Regulations") the Board of Directors of Moneyboxx Finance Limited ("The Company") has formulated this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Cod" of Fair Disclosure").

2. OBJECTIVE

The Code intends to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the Company's securities and to maintain the uniformity, transparency and fairness in dealings with all stakeholders and ensure adherence to applicable laws and regulations.

3. SCOPE

The Company endeavors to preserve the confidentiality of un-published price sensitive information (UPSI) and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

4. APPLICABILITY

This Code shall be applicable with effect from April 1, 2019.

5. DEFINITIONS

- i. **Un-published Price Sensitive Information ("UPSI")** shall mean 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 include but not restricted to, information relating to the following:
 - a) Periodical financial results of the Company;
 - b) Intended declaration of dividends (Interim and Final);
 - c) Change in capital structure;
 - d) Mergers, De-mergers, Amalgamation, Acquisitions, De-listing of Securities, Scheme of Arrangement or Takeover, disposals, spin off or selling division of whole or substantially whole of the undertaking and expansion of business and such other transactions;
 - e) Changes in key managerial personnel;
 - f) Material events in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - g) Any other matter as may be prescribed under the Listing Regulations and/or Corporate Law to be price sensitive, from time to time.

- ii. **Chief Investor Relation Officer** (“CIRO”) shall mean the Compliance Officer of the Company appointed by the Board of Director under Securities and Exchange Board India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- iii. **"Legitimate Purposes"** shall mean 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:
- Promoters of the Company
 - Auditors (Statutory, Internal, Branch, Cost, Secretarial, GST and any other Auditor as applicable)
 - Staff Members of the Audit firm/team conducting the Audit
 - Collaborators
 - Lenders
 - Customers
 - Suppliers
 - Bankers
 - Legal Advisors
 - Insolvency Professionals
 - Consultants
 - Any other advisors/consultants/partners
 - Any other person with whom UPSI is shared
- iv. **"Insider"**- 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.

6. PRINCIPLES OF FAIR DISCLOSURE

The following Principles of Fair Disclosure for the purposes of “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” shall be strictly followed by the Company:-

- a) Prompt public disclosure of unpublished price sensitive information that would impact price discovery, as soon as it has credible and concrete information, in order to make such information generally available.
- b) Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure
- c) Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- d) Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information. The Company shall be careful while answering to the queries of analysts. Unanticipated questions shall be taken on notice and a considered response shall be given later.
- e) Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the Company’s website to ensure official confirmation and documentation of disclosures made.
- f) Handling of all unpublished price sensitive information on a need-to-know basis. Unpublished price sensitive information shall be disclosed to Company officials only after a proper clarification is sought as to the purpose for which the information is needed.

7. CHIEF INVESTOR RELATIONS OFFICER (“CIRO”) TO OVERSEE AND COORDINATE DISCLOSURES

- The CIRO is responsible for dissemination of information and disclosure of UPSI.
- The CIRO is also responsible for ensuring compliance under this code, overseeing and coordinating disclosure of UPSI to stock exchanges, shareholders, analysts and media.
- All UPSI is to be handled on “need to know basis”, i.e., UPSI should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information. All the nonpublic information directly received by any employee should immediately be reported to the CIRO.

8. POWERS AND DUTIES OF CHIEF INVESTOR RELATIONS OFFICER

- a) Other than information which is price sensitive in accordance with the Companies Act 2013, the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other applicable law for the time being in force, the CIRO in consultation with the Whole-time Director and/or Chief Financial Officer (CFO) shall decide whether an information is price sensitive or not.
- b) The CIRO shall ensure that disclosure to Stock Exchanges is made promptly.
- c) All information disclosure/dissemination may normally be approved in advance . In case information is accidentally disclosed without prior approval , the person responsible shall immediately inform the CIRO.
- d) The CIRO shall ensure that no unpublished price sensitive information is disclosed selectively to any one or group of research analysts or investors to the disadvantage of other stakeholders.

9. PROMPT DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- (i) The Company will ensure that any event which has a bearing on the share price of the Company shall be disseminated promptly upon the conclusion of the event, by communicating the same to the stock exchanges in accordance with the PIT regulations.
- (ii) To ensure that the information is disseminated in a uniform manner, the Company will transmit the information to the stock exchange where the securities of the Company are listed, at the same time and shall also publish the same on the website of the Company viz. www.moneyboxxfinance.com

10. RESPONDING TO MARKET RUMORS

The CIRO and/or the Investor Relations Team and /or any other official(s) (“spokesperson”) authorized by the Board of Directors of the Company shall give an appropriate and fair response to queries on news reports and/or requests for verification of market rumors by regulatory authorities. They shall also be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and making disclosures.

11. SHARING OF UPSI FOR LEGITIMATE PURPOSE

The UPSI shall be shared by any person(s) authorized by the Board of Directors or CIRO of the Company in this behalf, only in furtherance of legitimate purpose(s) which shall include the following;

- Sharing of UPSI in the ordinary course of business by any Insider, Designated Person, or by any Authorized person with existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.
- Sharing of UPSI where such communication is in furtherance of performance of duty (ies).
- Sharing of UPSI for discharge of legal obligation(s).

- Sharing of UPSI for any other genuine or reasonable purpose as may be determined by the CIRO of the Company.
- Sharing of UPSI for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

Provided that such sharing should not be carried out to evade or circumvent the prohibitions of PIT Regulations.

However, other provisions / restrictions as prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other law for the time being in force in this behalf, as may be amended from time to time, shall be observed.

12. ISSUE OF NOTICE TO THE RECIPIENT OF UPSI

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 due notice shall be given to such persons to this code;

- To make aware such person that the information shared is or would be UPSI.
- To make aware to such person the duties and responsibilities attached to the receipt of such UPSI and the liability attached to misuse or unwarranted.
- To instruct such person to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

13. DIGITAL DATABASE OF RECIPIENT OF UPSI

The CIRO shall be responsible to maintain a structured digital database of such persons or entities as the case may be with whom information is shared under this regulation, which shall contain the following information;

- (i) Name of such recipient of UPSI;
- (ii) Name of the Organization or entity to whom the recipient represent
- (iii) Postal Address and E-mail ID of such recipient
- (iv) Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available.

The CIRO shall also be responsible to ensure that such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trials to ensure non-tampering of such database.

14. AMENDMENT

The Board of Directors of the Company, in sync with applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Code with a new Code.

In any circumstance where the terms of the Code differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over the Code.

The Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchange.
