

APTUS VALUE HOUSING FINANCE INDIA LIMITED

**Code of Conduct for Directors and Senior Management Personnel
&**

Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information

| Version Type | Version No. | Reviewed By | Approved By | Adoption/ Revision Date |
|---------------------|--------------------|---------------------------------|--------------------|------------------------------------|
| Initial | 1.0 | Chairman & Managing Director | Board of Directors | 05-May-2021 |
| Current version | 2.0 | Managing Director | Board of Directors | 04-Feb-2026 |

CODE OF CONDUCT

Part A – Code of Conduct for Directors and Senior Management Personnel.

1. Introduction

The matters covered in this Code of Conduct (“**Code**”) are of the utmost importance to Aptus Value Housing Finance India Limited (“**Company**”), its shareholders and stakeholders and are essential so that it can conduct business in accordance with legal and ethical values to which the Company is strongly committed.

Pursuant to Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), the board of directors of a listed entity is required to lay down a code of conduct for all members of board of directors and senior management of the listed entity.

In compliance with the SEBI Listing Regulations, the board of directors of the Company (“**Board**”) has laid down this Code for the Board and the senior management personnel of the Company (i.e. officers/personnel of the Company who are members of its core management team excluding the Board and normally this shall comprise all members of management one level below the Managing Director and shall specifically include company secretary and chief financial officer (“**Senior Management Personnel**”). This Code enables the Company to publicly state to its external stakeholders, the way in which they intend to do business.

2. Applicability of this Code

This code applies to Board and Senior Management Personnel.

3. Code of Conduct

The Board and Senior Management Personnel of the Company should:

- (a) demonstrate the highest standards of integrity, business ethics, and corporate governance;
- (b) perform their roles with competence, diligence, in good faith and in the best interests of the Company;
- (c) provide expertise and experience in their areas of specialization and share learnings at the meetings of the Board with best interests of the Company and its stakeholders in mind. They should point the Company's management in the right direction based on their experience and judgement;
- (d) give careful and independent consideration to the affairs of the Company and all documents placed before them to satisfy themselves with the soundness of key decisions taken by the Management. They should call for additional information, where necessary, for making such judgements;
- (e) not engage in any business, relationship or any activity which detrimentally conflicts with the interest of the Company or bring discredit to the Company. Any situation that creates a conflict of interest between personal interests and the Company and its stakeholders' interests must be avoided at all costs;
- (f) follow all the guidelines put forth in the Policy for Prevention of Insider Trading;
- (g) not disclose any confidential / privileged information of the Company and should direct any media queries or approaches to the appropriate spokesperson within the Company;

- (h) not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates.

4. Duties of Independent Directors

The independent directors shall:

- (a) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- (b) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- (c) strive to attend all meetings of the Board and of the committees of the Board, which the independent director(s) is a member of;
- (d) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (e) strive to attend the general meetings of the Company;
- (f) where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the meeting of Board;
- (g) keep themselves well informed about the Company and the external environment in which it operates;
- (h) not to unfairly obstruct the functioning of an otherwise proper the Board or committees of the Board;
- (i) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- (j) ascertain and ensure that the Company has an adequate and functional Whistle Blower Policy and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (k) report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy, if any;
- (l) acting within his/her authority, assist in protecting the legitimate interests of the Company, shareholders and its employees; and
- (m) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

5. Annual Affirmation and Compliance of this Code

As per Regulation 26(3) of the SEBI Listing Regulations, all members of the Board and Senior Management Personnel of the Company shall affirm compliance with this Code on an annual basis.

PART B - CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI) (Pursuant to Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015 read with Schedule A thereof)

Company is required to formulate a Code of practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information (“Code”) pursuant to Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulation, 2015, as amended (“SEBI PIT Regulations”). Accordingly, the Board of Directors of the Company (“Board”) has formulated this Disclosure Code.

The objective of this Code is to ensure timely and adequate public disclosure of unpublished price sensitive information, as defined and understood pursuant to Regulation 2(n) of the SEBI PIT Regulations which would impact the price of the company’s securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations.

This Code may be modified by the Board of Directors from time to time to adopt best practices and to comply with the SEBI PIT Regulations.

Definitions

1. “Compliance Officer” for the purpose of these SEBI PIT Regulations means the Company Secretary of the Company. In absence of the Company Secretary, the Board may authorize such other officer of the Company to discharge the duties of Compliance Officer under the SEBI PIT Regulations.
2. “Chief Investors Relations Officer” means Compliance Officer of the Company.
3. "Unpublished Price Sensitive Information" or “UPSI” 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:
 - a. Financial results;
 - b. Dividends;
 - c. Change in capital structure;
 - d. Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - e. Changes in key managerial personnel;
 - f. Material events in accordance with the listing agreement; and
 - g. Such other information, in the opinion of the Board, if disclosed is likely to materially affect the prices of the securities.

Role of the Chief Investor Relations Officer

The Board shall appoint the Chief Investor Relations Officer of the Company who shall be responsible for overseeing the timely and adequate public disclosure of Unpublished Price Sensitive Information as required under this Disclosure Code and the SEBI PIT Regulations.

The responsibilities of the Chief Investor Relations Officer shall include overseeing and co-ordinating the disclosure of price sensitive information to stock exchanges, analysts, shareholders and the media. Routine disclosures to the stock exchanges shall continue to be made by designated officers who have responsibility for making such disclosures.

In the event of disclosure/dissemination of Unpublished Price Sensitive Information by a designated officer without the approval of the Chief Investor Relations Officer, such designated officer shall inform the Chief Investor Relations Officer about such disclosure/dissemination as soon as possible.

Responding to Market Rumours

Any query or request for verification of market rumours received from stock exchanges, the press, the media or any other source received by any employee or officer of the Company shall ordinarily be directed to the Chief Investor Relations Officer.

If deemed necessary, the Chief Investor Relations Officer shall make a public announcement for verifying or denying the rumours and thereafter make appropriate disclosures.

All requests and queries for verifications of market rumours shall be documented as far as practicable. In this regard, the Chief Investor Relations Officer shall request for all queries and requests be made in writing.

The Company will adhere to the following principles

1. The Company will make prompt public disclosure of Unpublished Price Sensitive Information to stock exchanges and also upload the same on to the website of the Company in order to be accessed by the members or any stakeholder, to make the information generally available to public.
2. The Company will make, uniform and universal dissemination of Unpublished Price Sensitive Information by way of intimation to stock exchanges and other means to improve investor access to their public announcements.
3. The Company will ensure that information, if shared, with analysts and research personnel are not Unpublished Price Sensitive Information.
4. The Company will 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.
5. In respect of unanticipated questions from members or any stakeholder, such questions will be taken note of and a considered response will be given later. If the answer includes Unpublished Price Sensitive Information, a public announcement should be made before responding.
6. The Company will handle all Unpublished Price Sensitive Information on a need-to-know basis.
7. This Code shall be published on the official website of the Company.
8. This Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the stock exchange where the securities of the Company are listed.

This code has been adopted by the Board of Directors of the Company at their meeting held on May 05, 2021 and shall be effective from this date.

In addition to this:

- (a) The Chief Financial Officer and Company Secretary are severally authorised to deal with dissemination of information and disclosure of UPSI.
- (b) The Company shall ensure prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- (c) The Company shall ensure to make appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- (d) The Company shall ensure that information shared with analysts and research personnel is not an UPSI.

- (e) The Company 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.

Any person in the Company, who is in possession or access to UPSI, shall handle such information with care and to deal with the information with them when transacting their business strictly on a need-to-know basis. No UPSI shall be communicated to any person except where such communication is in furtherance of legitimate purposes as laid down in the Policy for Determination of Legitimate Purposes forming part of this Code, performance of duties or discharge of legal obligations.

Policy for Determination of Legitimate Purposes

The Policy for Determination of Legitimate Purposes is being framed in compliance with the requirement stipulated under Regulation 3(2A) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the Regulations), for determination of legitimate purposes.

The Policy shall form part of the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct.

An insider shall not communicate or share any unpublished price sensitive information (UPSI) relating to the Company or securities listed or proposed to be listed, to any person, except in furtherance of legitimate purposes as under:

1. The sharing of UPSI shall be in the ordinary course of business.
2. The sharing of UPSI shall be in connection with plans of the Company, relating to the operations, diversification, expansion, restructuring or discharge of legal obligations.
3. Such sharing of UPSI shall be with partners, collaborators, lenders, customers, merchant bankers, legal advisors, auditors, or other advisors or consultants.
4. The sharing of UPSI has not been carried out to evade or circumvent the prohibitions of the Regulations.

Any person who is in receipt of UPSI pursuant to a legitimate purpose shall be deemed to be an insider for the purpose of compliance with the Regulations. Such person(s) shall be informed for the purpose of maintaining confidentiality of UPSI in accordance with the provisions of the Regulations.

Policy for dealing with Leak or Suspected Leak of Unpublished Price Sensitive Information

The Policy is being framed in compliance with the requirement stipulated under Regulation 9A(5) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, for dealing with leak or suspected leak of unpublished price sensitive information.

An 'insider' shall not communicate or share any unpublished price sensitive information (UPSI) relating to the Company or securities listed or proposed to be listed, to any person and shall handle all information on need-to-know basis.

No UPSI shall be communicated to any person except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

In the case of any leak or suspected of leak of UPSI, the Company shall adopt the following procedures:

1. Ascertain whether the information is price sensitive and unpublished.
 2. Determine whether the person who is suspected of having leaked the information is an 'insider' and whether such person was authorised to possess such information.
 3. Ascertain the impact of the leak on the market and various stakeholders.
 4. Initiate an enquiry to ascertain the reasons for such leak or suspected leak and establish the certainty of the same.
 5. Seek appropriate statements and declarations from the insider(s) who are found guilty of such leak of UPSI.
 6. Initiate appropriate disciplinary action on such insider(s) including legal action, if considered necessary.
 7. Inform the Securities and Exchange Board of India directly or through the Stock exchange about such leaks, enquiries and the outcome of such enquiries within two working days from the date of completion of all proceedings in this connection.
-