



**POLICY ON DEALING WITH UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI) OF
NIDO HOME FINANCE LIMITED**

Nido Home Finance Limited
(Formerly known as Edelweiss Housing Finance Limited)
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Document Name	Policy on Dealing with Unpublished Price Sensitive Information (UPSI)
Abstract	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
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Version	Modification Date	Brief description
v.2022-23.01	March 29, 2023	Review of the Policy by the Board of Directors of Nido
1.0	27 Oct 2021	Approval of PIT Code by the Board of Directors of Nido

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Policy on Dealing with Unpublished Price Sensitive Information (UPSI)

Background:

The Securities and Exchange Board of India has promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as “PIT Regulations”) on January 15, 2015. As per Regulation 8 read with Schedule A of the Insider Regulations, every listed company is required to frame a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (hereinafter referred to as the ‘UPSI Code’) in order to make ‘Unpublished Price Sensitive Information’ (hereinafter referred to as ‘UPSI’) generally available.

Objective

The objective of this UPSI Code is to lay down the principles and practices to be followed by Nido Home Finance Limited (Formerly known as Edelweiss Housing Finance Limited) (hereinafter referred to as “Nido” or “the Company”) pertaining to disclosure of UPSI.

Applicability

This UPSI Code shall apply in relation to disclosure of UPSI by the Company. The scope, exceptions as given in PIT Regulations shall be applicable for the purpose of this UPSI Code as well.

Compliance with Code for Prohibition of Insider Trading in the securities of ECL and Edelweiss Financial Services Limited (EFSL)

In addition to this Code, the ‘Code for Prohibition of Insider Trading in the Securities of Edelweiss Group’ including any guidelines / framework / amendments issued thereunder from time to time, shall be applicable to all employees in relation to their dealings (trading / pledge / exercise of stock options etc.) which includes equity share, Debentures and other securities as may be issued by ECLF, EFSL or its subsidiary or associate companies and listed on the Stock Exchange.

1. Definitions

- i. **“Act”** means the Securities and Exchange Board of India Act, 1992.
- ii. **“Chief Investor Relations Officer”** means such senior officer of the Company appointed by the Board of Directors to deal with dissemination of information and disclosure of UPSI in a fair and unbiased manner.
- iii. **“Compliance Officer”** means the Compliance Officer appointed by the Board of Directors for the purpose of compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for preservation of UPSI, monitoring of trades and the implementation of this Code as well as the provisions of SEBI

(Prohibition of Insider Trading) Regulation, 2015 as amended from time to time, under the overall supervision of the Board of Directors.

- iv. “Insider” means any person who is: -
 - a) A connected Person; or
 - b) In possession of or having access to the Unpublished Price Sensitive Information.
- v. **“Insider Trading Regulations”** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
- vi. **“Key Managerial Personnel”** means a person as defined in Section 2(51) of the Companies Act, 2013 and in the Memorandum and Articles of Association of the Company.
- vii. **“Legitimate purposes”** shall include sharing of UPSI 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, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the regulations.
- viii. **“Unpublished Price Sensitive Information” or “UPSI”** means any information, relating to Edelweiss group securities or any other company and/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:
 - financial results;
 - dividends;
 - change in capital structure;
 - mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - changes in key managerial personnel; and
 - Such other information as may be specified by the Compliance Officer for this purpose.

2. Disclosure Policy

The Company shall ensure:

- prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- uniform and universal dissemination of UPSI to avoid selective disclosure.
- if an Insider ‘selectively’ discloses any UPSI to any person including the Selected Group of Persons then prompt disclosure of such information shall have to be made by the Chief Investor Relations Officer to the public. Such disclosure must be made not later than 48 hours after the Chief Investor Relations Officer learns that communication of such UPSI has taken place.
- that information shared with analysts and research personnel is not UPSI.

- 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.

3. Third Party Dealings

In order to avoid misrepresentation or misquoting, endeavour shall be made that at least two representatives of the Company are present in the meetings or conference calls with analysts, brokers, or institutional investors. The transcripts of aforesaid conference calls or record of the proceedings of the meetings shall be made available on the website of the Company to ensure official confirmation and documentation of the information shared during such meetings and conference calls.

4. Response to Market Rumours and Queries

The Chief Investor Relations Officer shall provide appropriate and fair responses to queries in relation to UPSI including any news reports. A 'No Comment' policy must be maintained by the Company and the Chief Investor Relations Officer on market rumours except when requested by regulatory authorities to verify such rumours.

5. Need to know handling of UPSI:

The Company shall handle UPSI only on a need-to-know basis. UPSI shall be provided only when needed for legitimate purposes, performance of duties or discharge of legal obligations.

6. Dissemination

This UPSI Code shall be posted on the website of the Company.

7. Review of Code

The Code will be reviewed by the Compliance Officer annually or pursuant to changes if any in the Insider Trading Regulations, whichever is earlier. The Compliance Officer shall place the Code before the Board for approval. In case there are no changes in the Policy from the review conducted, the same should be adequately documented by the Compliance Officer.

8. Amendment to Code:

The Board of Directors of the Company reserves the right to add, amend, modify this Code as and when it deems appropriate.

Savings Clause - If any rules under the Code are in conflict with or inconsistent with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, then the SEBI (Prohibition of Insider Trading) Regulations, 2015 as modified/ amended from time to time,

shall prevail and shall deemed to have been included in this Code.

THIS POLICY IS FRAMED AS REQUIRED UNDER INSIDER TRADING REGULATIONS AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. IT WILL BE THE RESPONSIBILITY OF EACH EMPLOYEE TO ENSURE COMPLIANCE OF SEBI GUIDELINES AND OTHER RELATED STATUTES FULLY.