

May 23, 2025

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400-001

Subject: Intimation under Regulation 8(2) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('SEBI PIT Regulations')

Dear Sir/ Madam,

Pursuant to Regulation 8(2) of the SEBI PIT Regulations, we hereby inform that the Company has adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ('Code') on March 31, 2025. A copy of the adopted Code is enclosed herewith for your records.

Kindly take the above on records.

Thanking you,

Yours Faithfully,
For **Avanti Finance Private Limited**

URVASHI
PRAFULLA
BAHIRSHETH

Digitally signed by
URVASHI PRAFULLA
BAHIRSHETH
Date: 2025.05.23
19:23:37 +05'30'

Urvashi Bahirsheth
Company Secretary and CCO
ACS 37475

Avanti Finance Private Limited

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

This document was:

Version	Drafted by	Reviewed by	Committee approval date	Board approval and adoption date
Version 1	Ms. Urvashi Bahirsheth, CCO	Mr. Sushil Thaker, CFO	March 31, 2025	March 31, 2025

Document Classification: Public

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1. Purpose and Applicability

Avanti Finance Private Limited ("Company") is committed in maintaining the highest standards of integrity, transparency, and compliance with applicable securities laws. This Policy is designed to prevent unlawful trading of the Company's securities based on material, non-public information and to protect the reputation of the Company and its employees.

Regulation 8 read with Schedule A of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time ("Regulations") mandates formulation of a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code").

This Code shall apply in relation to disclosure of Unpublished Price Sensitive Information ("UPSI") by the Company. The scope, exceptions as given in the Regulations shall be applicable for the purpose of this Code as well.

The words and expressions used but not defined herein shall have the meanings as ascribed to them under the Regulations.

2. Objective

This Code has the following objectives:

- a) Practices and procedures to follow in relation to dissemination and disclosure of UPSI; and
- b) Sharing of UPSI for legitimate purposes

3. Chief Investor Relations Officer

The Company shall designate a senior officer as a Chief Investor Relations Officer ("CIRO") for dealing with dissemination of information and disclosure of UPSI in a fair and unbiased manner.

For the said purpose, the Chief Compliance Officer of the Company will be the CIRO for the purpose of this Code.

The CIRO would be responsible to ensure timely, adequate, uniform and universal dissemination and disclosure of UPSI pursuant to this Code as required under the Regulations so as to avoid selective disclosure.

4. Principles of Fair Disclosure

The following principles of fair disclosure for the purpose of the Code will be strictly adhered to –

- a) 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.
- b) Uniform and universal dissemination of UPSI information to avoid selective disclosure.
- c) Designation of a senior officer as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.
- d) Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- e) Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- f) Ensuring that information shared with analysts and research personnel is not UPSI.
- g) 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.
- h) Handling of all UPSI on a need-to-know basis.

5. Legitimate Purpose

UPSI can be shared as an exception for legitimate purpose as per Policy for Determination of Legitimate Purpose as given in **Annexure A**.

6. Amendment

This Code shall be reviewed on an annual basis. Any amendments would be subject to the review and approval of the Audit Committee and the Board of Directors of the Company.

In the event that any provision of this Code conflicts with any law, rule or regulation that is in force for the time being, the said law, rule or regulation that is in force for the time being shall take precedence over the conflicting provision of the Code.

For transparent disclosure of this Code, every amendment thereto shall be promptly intimated to the stock exchanges where the securities of the Company are listed.

Annexure A

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSE

1. Background

Regulation 3(2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015 requires determination and stipulation of legitimate purposes for sharing UPSI in the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

The Company endeavours to preserve the confidentiality of unpublished price sensitive information ("UPSI") and to prevent its misuse. To achieve this objective, and in compliance with the aforesaid Regulations, the Company has framed "Policy for Determination of Legitimate Purpose" ("Policy") as a part of its Code of Fair Disclosure.

The words and expressions used but not defined herein shall have the meanings as ascribed to them under the Regulations.

2. Objective

The objective of this Policy is to identify 'Legitimate Purposes' for performance of duties or discharge of legal obligations, which will be considered as exception for procuring/communicating/providing/allowing access to UPSI relating to the Company. Whether sharing of UPSI for a particular instance would be tantamount to 'legitimate purpose' would depend on the specific facts and circumstances of each case.

3. Legitimate Purpose

"Legitimate Purpose" shall include sharing of UPSI in the ordinary course of business by an insider with the following on a need-to-know basis:

- a) promoters/founders and shareholders*
- b) auditors (statutory, internal, secretarial, GST and any other Auditor, as applicable),
- c) staff members of the Audit firm/team conducting the audit,
- d) partners and collaborators,
- e) lenders (both existing and prospective),
- f) prospective investors,
- g) customers,
- h) vendors and suppliers,
- i) bankers (including merchant bankers),
- j) SEBI registered intermediaries, RBI registered NBFCs, Financial Institutions and Regulators,
- k) legal advisors and professionals rendering services,
- l) consultants and service providers,
- m) credit rating agencies,
- n) insolvency professionals
- o) any other person with whom UPSI is shared,

() – Sharing of UPSI with the promoters/founders and shareholders will also be subject to the provisions of the shareholders' agreement, as amended from time to time.*

provided that such sharing would not amount to evasion or circumvention of the prohibitions under the Regulations.

The agreements entered into involve sharing of UPSI should have a “confidentiality clause” or else a separate non-disclosure agreement shall be executed with parties to safeguard the disclosure 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/Policy and due notice shall be given to such persons to maintain confidentiality of such UPSI. Once it is determined that an employee/director is sharing Unpublished Price Sensitive Information in furtherance of legitimate purposes, such employee/director shall ensure that he/she complies with all applicable provisions of the Code of Conduct for Prohibition of Insider Trading pertaining to sharing/disclosure of Unpublished Price Sensitive Information.

4. Structured Digital Database

In compliance with Regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company would maintain Structured Digital Database (SDD) containing the nature of UPSI and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this Regulation along with the Permanent Account Number (PAN) or any other identifier authorized by law where PAN is not available in the following manner –

- a) Sharing of UPSI, whether internally or externally, will be recorded in the SDD.
- b) The SDD will not be outsourced and will be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
- c) Such SDD should be maintained for not less than 8 years after completion of the relevant transactions.
- d) In the event of receipt of any information from SEBI regarding any investigation or enforcement proceedings, the relevant information in the SDD shall be preserved till the completion of such proceedings.
- e) Name of persons who have shared the information (UPSI) and with whom information (UPSI) is shared shall be captured digitally in database along with PAN or any other identifier.

5. Amendment

This Policy shall be reviewed on an annual basis. Any amendments would be subject to the review and approval of the Audit Committee and the Board of Directors of the Company.

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

This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the stock exchanges.