

# ***Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information***

***August 2025***



***Investor Relations Cell  
Regd. & Central Office  
Karur***

## Index

<b>SL. No.</b>	<b>Topic</b>	<b>Page No.</b>
1	<a href="#">Preamble</a>	<a href="#">3</a>
2	<a href="#">Effective Date</a>	<a href="#">3</a>
3	<a href="#">Objective</a>	<a href="#">3</a>
4	<a href="#">Applicability</a>	<a href="#">3</a>
5	<a href="#">Definitions</a>	<a href="#">4</a>
6	<a href="#">Functions of the Chief Investor Relations Officer</a>	<a href="#">7</a>
7	<a href="#">Determination of “Legitimate Purposes”</a>	<a href="#">12</a>
8	<a href="#">Structured Digital Database</a>	<a href="#">14</a>
9	<a href="#">Establishment of Chinese Wall Procedures</a>	<a href="#">14</a>
10	<a href="#">Leakage of UPSI</a>	<a href="#">15</a>
11	<a href="#">Amendments to the Code</a>	<a href="#">16</a>
12	<a href="#">Intimation to Stock Exchange</a>	<a href="#">16</a>
13	<a href="#">Posting of the Code</a>	<a href="#">16</a>
14	<a href="#">Policy and Procedure for Inquiry in Case of Leak of Unpublished Price Sensitive Information or Suspected Leak of Unpublished Price Sensitive Information</a>	<a href="#">17</a>

Title	Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information
Date of Approved & Item Note	28.05.2015 & A – 24
Last Reviewed	20.12.2023
Version	7
No. of Pages	22
Author	Investor Relations Cell

## **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**

### **1. Preamble**

The Securities and Exchange Board of India [“SEBI”] has promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as “PIT Regulations”) on 15<sup>th</sup> January 2015. As per Regulation 8(1) read with Schedule A of the PIT Regulations, every listed Bank has to frame a **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information** [“Code”].

The PIT Regulations require the Bank to disseminate Unpublished Price Sensitive Information [“UPSI”] universally, and not selectively. This Code lays down principles, procedures and practices to be followed by Karur Vysya Bank [“**Bank**”] pertaining to uniform and fair disclosure of its UPSI.

The following Code was originally adopted by the board of directors of the Bank (‘Board of Directors or Board’), at its meeting held on 28.05.2015, and has been reviewed and revised by the Board from time to time.

### **2. Effective Date**

This Code shall have effect from August 28, 2025.

### **3. Objective**

The objective of this Code is to devise best practices and procedures that would aid in fair disclosure of UPSI in a uniform and transparent manner. This ensures that information is disclosed through appropriate channels, eliminating information asymmetry in the securities market. The Code aims to achieve this objective by ensuring that disclosures are made at the same time and of the same information uniformly and promptly. The Code aims to lay down the practices and procedures for being followed by every person associated with the Bank, who is in possession of UPSI of the Bank or has access to the UPSI of the Bank, without prejudice to the duty each such person owes towards maintenance of confidentiality. The ultimate responsibility for ensuring effective compliance of the requirements of this Policy lies with the Board of Directors.

### **4. Applicability**

The Revised Code shall apply to uniform disclosure of UPSI arising from time to time until it becomes Generally Available Information (“GAI”).

The exceptions as given in the PIT Regulations shall be applicable for the purpose of this Code as well.

## 5. Definitions

- a) **Chief Investor Relations Officer ("CIRO")** means the Chief Financial Officer of the Bank who has been assigned with the specific responsibility to deal with dissemination of information and disclosure of UPSI in a fair and unbiased manner. CIRO shall be responsible for determining whether any particular information amounts to UPSI or not, whether permitted disclosures of any UPSI have been made and whether such disclosures have been made for legitimate purposes as prescribed in this Code.

Board vide its meeting held on March 21, 2018 vide Item No: A – 160 has appointed Chief Financial Officer as the CIRO for the purpose of enabling compliance under this Code.

- b) **"Corporate Communications Department"** is that department which deals in/ makes any official communication on behalf of the Bank
- c) **"Disclosures to Public"** means making disclosures about and on behalf of the Bank, through press reports or media or interviews or announcements and such other mode that ensures universal and uniform dissemination of UPSI.
- d) **"Disclosures to Third Parties"** means making disclosures to persons or entities in the course of the routine performance of duties.
- e) **"Generally Available Information ('GAI')"** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media;
- f) **'Investor Protection and Education Fund'** means the Investor Protection and Education Fund created by the Board under section 11 of the SEBI Act;
- g) **"Insider"** means any person as defined under Regulation 2[1(g)] of PIT Regulations.
- h) **'Legitimate Purposes'** includes 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, or regulatory bodies, courts, quasi-judicial bodies on the basis of any

order issued by them, provided that such sharing has not been carried out to evade or circumvent the prohibitions of Regulations.

- i) **"Need to Know basis"** means that the person or entity in possession of UPSI should share such information only with those person within the Bank who need the information for legitimate purpose, performance of duties or discharge of legal obligations and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- j) **"Permitted Insider"** means the Chairman, Managing Director & Chief Executive Officer and Key Managerial Persons of the Bank.
- k) **"Permitted Employee"** means any other Employee of the Bank who may have access to or be in possession of UPSI but who shall be specifically permitted in writing to make permitted disclosures to third parties only; for legitimate purpose, performance of duties or discharge of legal obligations. However, no Permitted employee shall suo-moto make or be permitted by CIRO to make any disclosures to public on behalf of the Bank.
- l) **"Trading"** means and includes subscribing, redeeming, switching, buying, selling, dealing, pledging or agreeing to subscribe, redeem, switch, buy, sell, pledge or deal in any securities, and "trade" shall be construed accordingly.

The term trading is widely defined to include dealing in securities and intended to curb the activities based on unpublished price sensitive information (UPSI) which are strictly not buying, selling or subscribing, such as pledging (Creation - including margin creation for trading or otherwise / Release/ Invocation), gift, etc. Further, transactions which are executed in both on – market and off – market are defined as Trade.

- m) **"Other Insider"** means an Insider other than Permitted Insider and Permitted Employee. Other insiders are prohibited from making disclosures to public and from making disclosures to third parties with respect to UPSI of the Bank.

The term trading is widely defined to include dealing in securities and intended to curb the activities based on unpublished price sensitive information (UPSI) which are strictly not buying, selling or subscribing, such as pledging (Creation - including margin creation for trading or otherwise / Release/ Invocation), gift, etc. Further, transactions which are executed in both on – market and off – market are defined as Trade.

n) **Unpublished Price Sensitive Information ("UPSI")** means any information, relating to a Bank 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, delisting, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
- (v) changes in Key Managerial Personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor
- (vi) change in rating(s), other than ESG rating(s);
- (vii) fund raising proposed to be undertaken;
- (viii) agreements, by whatever name called, which may impact the management or control of the Bank;
- (ix) fraud or defaults by the Bank, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the Bank, whether occurred within India or abroad;
- (x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- (xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the Bank as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- (xii) initiation of forensic audit, by whatever name called, by the Bank or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- (xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the Bank or its directors, key managerial personnel, promoter or subsidiary, in relation to the Bank;
- (xiv) outcome of any litigation(s) or dispute(s) which may have an impact

- on the Bank;
- (xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the Bank not in the normal course of business;
  - (xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1- For the purpose of sub-clause (ix): a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003. b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.

All the other terms used in this Code shall have the same meaning as assigned to them under the Insider Code of Conduct.

## **6. Functions of the Chief Investor Relations Officer**

- A. The CIRO shall be responsible for ensuring universal and uniform dissemination and public disclosure of UPSI as prescribed under this code in order to make it GAI.
- B. Determination of questions as to whether any particular information amounts to UPSI. He shall be completely responsible for deciding the manner of disclosure and timing of disclosure.
- C. CIRO would ensure that management attendees avoid sharing of any UPSI in any meet / call / interviews. Further CIRO would scrutinize the happening of event considering quantitative & qualitative factors enshrined in the "Policy on Criteria for

Determining Materiality of Events” to take necessary steps for public disclosure or place the same before the Disclosure Committee for its decision.

- D. Dealing with and providing advice in relation to any query raised by raised by Designated Person as to whether any particular information may be treated as UPSI and adhering to the provisions of the Code.
- E. Determination of response, if any, of the Bank to any market rumour in accordance with this Code.
- F. He may at any time consult with the Compliance Officer or the MD & CEO of the Bank to determine the requirements under this Code or under the Code formulated vide Regulation 8 of PIT Regulations.
- G. CIRO shall present a report to MD&CEO to review adherence to the requirements of this Code, on a quarterly basis [or from time to time] to ensure there is no violation of the PIT Regulations.
- H. If he thinks fit, he may communicate to all the Designated Persons, who have been in possession of UPSI that the information in question is no longer an UPSI and it has become GAI. He shall however do so only after communicating the same to the Compliance Officer.

**I. Safeguarding the Disclosure Policy:**

- i. The CIRO shall ensure that if a Designated Person selectively, inadvertently or otherwise discloses any UPSI to any person/s, then prompt disclosure of such information shall be made by the CIRO to the public and all necessary steps shall be taken to make the UPSI GAI. Such disclosure must be made immediately when the CIRO learns that communication of such UPSI has taken place.
- ii. In order to identify such a disclosure, CIRO shall establish mechanisms to constantly interact with Persons or Entities designated by the Compliance Officer designated under Internal Code of the Bank formulated as per Regulation 9 of PIT Regulations.
- iii. CIRO shall corroborate the information found to have been disclosed on the basis of information from any source and ascertain if such disclosure has been made for legitimate



purposes only. If it is found to have emanated from an unauthorized source, CIRO shall do a deeper probe so as to ensure that there is no leakage of information that is UPSI.

- iv. The CIRO shall also intimate the Compliance officer designated under Internal Code of the Bank formulated as per Regulation 9 of PIT Regulations about such ‘‘Insiders’’ disclosing themselves to be one; or those identified by CIRO; based on coming to his notice.

## **J. Monitoring Permitted Disclosures**

CIRO shall ensure that any UPSI about the Bank may be disclosed to third parties only for the following purposes and these shall be deemed as ‘‘Permitted Disclosures’’ for the purpose of this Code.

- i. For legitimate business purposes
- ii. For performance of routine or assigned duties
- iii. To discharge statutory obligations.
- iv. To Persons or Entities who have expressly executed Non-Disclosure Agreements or agreed in writing to keep the information confidential, such as potential customers, joint venture partners and vendors who are material in nature, and who have undertaken to be bound by such agreements and who are committed not to trade in the securities of the Bank on the basis of such UPSI.

Disclosures to public shall be considered as Permitted Disclosures in case it is made to ensure that UPSI becomes GAI.

Permitted disclosures shall be allowed pursuant to Regulation 3(3) of the PIT Regulations which include communication of UPSI in connection with a transaction that would entail applicability of any of the provisions of SEBI [Substantial Acquisition of Shares and Takeovers] Regulations, 2011. Further sharing of Permitted disclosures shall not be carried out to evade or circumvent the prohibitions of the PIT regulations.

Designated Persons shall when in possession of UPSI not make any disclosures to third parties unless they specifically seek written consent from CIRO prior to making disclosure of UPSI as permitted disclosure and for legitimate purposes.

## **K. Modes of Disclosures**

Subject to the provisions of the PIT Regulations, methods adopted by the Bank and its Permitted Insiders for making disclosures to Public, shall be in a form, manner and mode that ensure uniform

and universal dissemination of information. Such mode of disclosure shall include all or either of the following:

- i. Dissemination through Press Releases in widely circulated newspapers, broad-based electronic, print, television and other media.
- ii. Creating or participating in webinars or webcasts by authorised officials of the Bank.
- iii. Filings to the Stock Exchanges including reporting through System Driven Disclosures.
- iv. Uploading the information on the website of the Bank.
- v. Any other method that ensures wide distribution of the news or announcements uniformly and universally related to the Bank, which may otherwise be deemed as UPSI and not as GAI.

MD & CEO, Executive Director, CFO shall address/ attend the investor conferences. They must ensure that the Information shared with analysts and research personnel is not unpublished price sensitive information.

In case if any Price sensitive or material information is discussed in the meets/calls, a prompt disclosure of such information shall be made to Stock Exchange within the timelines prescribed after applying the thresholds as per Policy on criteria for determining Materiality of Events.

Corporate communications department shall seek approvals from CIRO before publishing UPSI which is proposed to be made generally available about the Bank. Corporate communications department shall ensure that no erroneous or incorrect information are being made generally available and that there is no misrepresentation of facts about the Bank.

#### **L. Monitoring of Disclosures and ensuring Maintenance of Records**

The CIRO shall ensure that the following best practices are adopted by the Bank before making any disclosures to the public:

- i. Permitted Insiders shall in consultation with CIRO to make disclosures to public and third parties in accordance with the code.
- ii. CIRO 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 GAI.

- iii. CIRO may provide guidance to the Permitted Insiders as to how unanticipated questions regarding particular information can be tackled as a consequence of making a disclosure.
- iv. CIRO shall ensure that information shared with analysts & research personnel is not UPSI and also transcripts or records of proceedings of meetings with analysts, investors and conferences are made and uploaded on the official website of the Bank to ensure official confirmation and documentation of disclosures made by the Bank.
- v. CIRO shall ensure uniform and universal dissemination of UPSI to avoid selective disclosure.
- vi. CIRO shall upload any Power Point Presentation or similar material used by the analyst in the abovementioned meetings, on the website of the Bank.
- vii. Any earnings guidance or any other similar material distributed during press conference shall be uploaded by CIRO on the website of the Bank.
- viii. The CIRO shall monitor the Bank's website to ensure that any material information, including business plans provided in response to analyst queries, discussions during meetings or any other information that could lead to price discovery, is appropriately updated.
- ix. Corporate communication department shall assist CIRO in performing the function of uniform dissemination of UPSI.

#### **M. Verification of Market Rumours and response to queries**

- i. The Bank shall adopt a "No Comment" policy regarding market rumours. The Chief Investor Relations Officer (CIRO) shall ensure that no comments are made by any Permitted Employee or Other Insider of the Bank on such rumours.

In case regulatory authorities request verification of market rumours, only Permitted Insiders are authorized to provide comments, strictly in accordance with the Bank's policies and guidelines.

- ii. The CIRO shall provide appropriate and fair responses to queries raised in relation to determination of whether any

information is a UPSI or not. The CIRO shall also provide appropriate respond to any queries on news reports relating to the Bank in consultation with the Managing Director & Chief Executive Officer of the Bank.

#### **N. Need to know handling of UPSI**

- i. Bank and its insiders 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.
- ii. All insiders shall adhere to conditions of strict confidentiality and shall not share any UPSI except for the aforesaid purposes.
- iii. If an Insider receives a query about any UPSI or whether any information is a UPSI related to the Bank, such Insider shall not comment on the same and shall forward the query to the CIRO. The CIRO shall deal with such query in accordance with the PIT Regulations and the prescriptions of this Code.

#### **O. Reporting to Audit Committee**

CIRO shall report to the Audit Committee of the Board on a half yearly basis about status of Compliance of this Code. The report shall, inter alia, include a confirmation that, the UPSI that has become GAI is in accordance with the Code, the instances of non-adherence to this Code including breach of confidentiality undertaking and the penalty that may be imposed on the persons who have failed to adhere to this Code and shall also set out any modifications to be made to this Code and the reasons thereof and if any such modification is required on account of any regulatory changes, the report shall make a reference to such changes too.

### **7. Determination of “Legitimate Purposes”**

While the Code stipulates “Permitted Disclosures” in Para 6J above, the PIT regulations require that the Board of Directors of the Bank shall from time to time identify and incorporate criteria for determination of legitimate purposes for which sharing of UPSI shall be treated as being in the ordinary course of business by an Insider.

The determination of 'Legitimate Purpose' for sharing of UPSI will be specific in each situation. The following factors can be taken into consideration:

- i. If it is in the ordinary course of business and/or required to be shared with other entity for discharge of commercial obligations;
- ii. Whether sharing the information is in the best interest of the Bank or necessary for the furtherance of business transactions;
- iii. Whether the information is required to be shared for enabling the Bank to discharge its legal obligations;
- iv. Required to be done in furtherance of fiduciary duties or in fulfilment of any statutory obligation.

However, the following shall be treated as legitimate purposes for sharing of UPSI by Insiders in addition to those listed as "Permitted Disclosures":

- A. To Lenders [predominantly Government of India and or Financial Institutions] with respect to continuation of sanctioned limits or fulfilment of covenants etc.
- B. To Agents, Sub agents, Business Correspondents, in the ordinary course of business or as stipulated under statutes
- C. To Credit Rating Agencies for assessment and evaluation of rating
- D. To Trustees for protection of interest of debt holders and deposit holders [if any]
- E. To Suppliers/Vendors who are material in nature of goods or services or Outsourced activities specifically to critical areas like Information Technology providers that are core to the functioning of the Bank.
- F. To Market Intermediaries in case of identification and validation of proposals for organic growth.
- G. To Legal advisors in case of handling of any disputes.
- H. To Auditors to enable performance of their duties.
- I. To Investors with respect to transactions that may trigger an open offer under Takeover Regulations or otherwise but shall be in the best interests of the Bank.
- J. To consultants and other advisors with respect to restructuring of any inside departments or core structures or frameworks of the Bank.
- K. To Insolvency professionals in case of restructuring and recovery of credits of/from borrowers.

The Permitted Insiders and Permitted Employees of the Bank shall ensure and report to the Compliance Officer, the execution of Non-Disclosure and Confidentiality Agreements prior to sharing of UPSI with the third parties mentioned above. They shall also seek confirmation to ensure that these third parties report adherence of Regulation 9(2) of PIT Regulations, to the extent applicable, and report it further to the CIRO.

The Board of Directors may from time to time determine and add more clarity to criteria for determining legitimate purposes.

## **8. Structured Digital Database**

The board shall ensure that a structured digital database is maintained containing the nature of UPSI and the names of such people or entities as the case may be with whom UPSI is shared along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database and ensure that structured digital database is preserved for a period of at least eight years after completion of the relevant transactions.

## **9. Establishment of Chinese Wall Procedures**

- A. To prevent the misuse of UPSI and to provide access to UPSI only on a need to know basis, the Board of Directors of the Bank shall adopt "Chinese Wall Procedures" in consultation with CIRO.
- B. Chinese walls shall be created to separate those departments which routinely have access to UPSI, considered "Inside Areas" from those departments which deal with other departments providing support services, considered as "Public Areas".
- C. The Designated Persons within the Chinese Wall have a responsibility to ensure the Chinese Wall is not breached deliberately or inadvertently. Any known or suspected breaches of the Chinese Wall must be reported to the CIRO or Compliance Officer immediately.
- D. CIRO and/or Compliance Officer shall report to the MD & CEO of any breach of Chinese Wall procedures by any person immediately and if the breach is serious also make a report to the Audit Committee of the

Board.

E. Chinese wall procedures shall prescribe safeguards for gaining access to information and shall stipulate methods by which Designated Persons, privy to confidential information shall, in preserving the confidentiality of information, and to prevent its wrongful dissemination, adopt amongst others, the following safeguards:

- i) Files containing confidential information shall be kept secure.
- ii) Computer files must have adequate security of login and password.
- iii) No confidential information shall be carried outside the department without prior permission of the immediate supervisor. However, permission shall be provided only if the purpose for such requirement is for undertaking a legitimate business purpose or a statutory requirement;
- iv) Unauthorized persons dealing with Confidential Files or moving those files or photo copying or copying using any other devices such as pen drives, must be prevented by strict adherence to the Chinese Wall procedures.
- v) No confidential information about the Bank or other listed entities or proposed to be listed entities shall be discussed or disclosed outside the department or in public places;
- vi) All confidential files shall be marked as **"STRICTLY CONFIDENTIAL"**;
- vii) Such other safeguards as may be required from time to time.

## **10. Leakage of UPSI**

- a) The Board shall incorporate the procedures for reporting instances by employees on leak of UPSI or suspected leak of UPSI as part of the Whistle Blower Policy of the Bank. The policy and procedure for inquiry in case of leak of UPSI or suspected leak of UPSI is enclosed to this policy and forms integral part of this policy.
- b) Suspicion of leak of UPSI shall also be reported to Compliance officer at kvbinsider@kvbmail.com marked as **"CONFIDENTIAL – WHISTLE**

**BLOWER MECHANISM”**. The Letter shall also be marked to Chairman of Audit Committee.

## **11. Amendments to the Code**

The Compliance Officer shall review the regulatory requirements in relation to the Code from time to time and shall suggest or recommend necessary amendments for submission to the Board for approval. However, a mandatory review once in every three years or whenever required shall be undertaken by the Compliance Officer and the adequacy of the code shall be reported to the Board of Directors.

Based on such suggestion or recommendation, the Board of Directors may make such alterations or revisions to this Code as considered appropriate, subject, however, to the condition that such alterations or revisions shall not be inconsistent with the provisions of the Applicable Law.

## **12. Intimation to Stock Exchange**

Company Secretary of the Bank is authorized to disseminate the information and disclosure of UPSI to the stock exchanges in line with the internal processes and policies of the Bank.

This code including every amendment thereto shall be promptly intimated to the Stock Exchanges where the securities of the Bank are listed.

## **13. Posting of the Code**

This Code shall be posted on the website of the Bank.

\*\*\*\*\*



## **POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

### **Preamble**

This Policy is framed with an aim to implement a structured procedure for investigation in case of leak or suspected leak of UPSI.

### **Applicability**

This policy shall apply to all Insiders and any other persons as assigned by law from time to time.

### **Process of inquiry in case of leak of UPSI or suspected leak of UPSI**

1. Complaint (written or oral or electronic) regarding a leak or suspected leak of UPSI may be received by the Bank from the following sources:
  - ❖ Internal:
    - Whistleblower as defined in the Whistleblower Policy;
    - Any leak or suspected leak of UPSI detected through the internal controls implemented by the Bank.
  - ❖ External:
    - Registrar and Share Transfer Agent, Depository, Stock Exchange, Regional Director, Registrar of Companies, Reserve Bank of India, regulatory / statutory authority or any other department of Central or State Government based on the complaint received from a whistleblower or otherwise (above shall be collectively referred to as "Complaint(s)")
2. The Compliance Officer shall report the Complaint to the MD&CEO, Chairman of the Bank, Chairman of Audit Committee upon receipt of the Complaint;
3. Review of the Complaint shall be made and discuss with the Compliance Officer and CIRO on potential next steps including but not limited to seek additional information to consider an investigation, disclosure requirements to the regulatory authorities, appointment of an investigation panel consisting of internal employees or external agencies. If the Complaint implicates the Company Secretary/CIRO, then they shall recuse themselves from the said inquiry process;

4. If an investigation is mandated, then the identified panel of investigators shall conduct the investigation into the Complaint(s) and present their findings to the Compliance Officer. The executive summary of the investigation shall be reported to the Audit Committee by the Compliance Officer;
5. Based on the update provided by the Compliance Officer/CIRO, the Audit Committee shall put forward its recommendation to the Board. The Board, on receipt of such recommendation and after due review/deliberations, shall decide on the next steps. In case any employee is party to any leak of UPSI or suspected leak of UPSI the process shall be conducted as per the Human Resource (HR) Policy & Service regulations of the Bank.
6. Reporting of Insider trading violations in line with SEBI PIT (Third Amendment) Regulations, 2019 can be made to SEBI by way of Voluntary Information Disclosure Form as per **Annexure - 1**. Further in terms of Regulation 7I suitable protection would be provided against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination, against any employee who files a Voluntary Information Disclosure Form, irrespective of whether the information is considered or rejected by the SEBI Board or he or she is eligible for a Reward under the regulations.
7. The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision and also replace this Policy entirely with a new Policy;
8. Any words used in this Policy but not defined herein shall have the same meaning as described to it in the Companies Act, 2013 or Rules made thereunder, Securities & Exchange Board of India Act or Rules and Regulations made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 or any other relevant legislation/law applicable to the Bank, as amended from time to time.

\*\*\*\*\*

**Annexure – 1**

\*Indicates that the required field is non-mandatorily, remaining fields are mandatory

<b>I. PERSONAL INFORMATION OF THE INFORMANT</b>		
<b>A. INDIVIDUAL 1:</b>		
Last Name: _____	First Name: _____	Title: _____
Address:	City / State:	Pin:
Telephone (with State Code):	Mobile:	E-Mail address:
Employment Details*:		Permanent Account Number (PAN), if available:
<b>II. LEGAL REPRESENTATIVE (where applicable)</b>		
Last Name: _____	First Name: _____	Title: _____
Firm Name (if not self-employed):		
Contact address :	City / State:	PIN:
Residence address:	City / State:	PIN:
Telephone (with State Code):	Mobile:	E-Mail address:
Bar Council Enrolment Number:		
<b>III. SUBMISSION OF ORIGINAL INFORMATION</b>		
1. Is it a violation of insider trading laws? Yes / No		
2. If yes to question (1), please describe the type of violation:		
3. Has the violation: Occurred / Occurring / Potential to occur in future		
4. If the violation has occurred, date of occurrence: dd/mm/yy (in case exact date is not known, an approximate period may be entered)		
5. Have the individual(s) or their representatives had any prior communication(s) or representations with the Board concerning this matter?		

Yes (Details thereof) / No
6. Does this violation relate to an entity of which the individual is or was an officer, director, counsel, employee, consultant or contractor? Yes (Details thereof) / No
7. If yes to question (6), was the original information submitted first to your Head or internal legal and compliance office? Yes / No
8. If yes question (7), then please provide,  Date of submission of original information: dd/mm/yy
9. Please describe in detail how the information submitted by you constitutes a violation of insider trading laws. The details must include specific information with respect to:  (i) details of the securities in which insider trading is alleged; (ii) the unpublished price sensitive information based on which insider trading is alleged; (iii) date on which the unpublished price sensitive information was made public; (iv) details of circumstances/evidence leading to possession of unpublished price sensitive information by the alleged violator(s); (v) details of insiders/suspects and their trades (i.e. purchase/sale and quantity purchased/sold) along with dates/period of trades.
10. What facts or supporting material is your allegation based on? Please include self-certified copies of all the relevant documents.  Please attach any additional documents to this form, if necessary.
11. Identify any documents or other information in your submission that you believe could reasonably be expected to reveal your identity and explain the basis for your belief that your identity would be revealed if the documents were disclosed to a third party.
12. Provide details of connection amongst the Informant, the company whose securities are involved and the person against whom information is being provided:
<b>IV. DECLARATION</b>
I/we hereby declare that,-  A. I/we have read and understood the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;  B. I/we accept that mere furnishing of information by me/us does not by itself confer on me/us right to get reward and that I/we may not get any Reward at all. I/we would be bound by the decisions that the authority competent to grant reward may take;

C. I/we accept that the Securities and Exchange Board of India is under no obligation to enter into any correspondence regarding action or inaction taken as a result of my/our information.

D. I/we accept that the reward would be an ex-gratia payment which, subject to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, shall be granted at the absolute discretion of the competent authority. The decision of the authority shall be acceptable to me/us and I/we shall not challenge it in any litigation, appeal, adjudication, etc.

E. In the event of my/our death before the reward is paid to me/us, it may be paid to ..... (Details of nominee)

I/we declare that the information contained herein is true, correct and complete to the best of my/our knowledge and belief and not obtained from the categories of persons indicated in sub-regulation (2) and sub-regulation (6) of regulation 7G of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and agree to indemnify the Board in case it is not so found. I/we fully understand that I/we may be subject to action under securities laws as well as Section 182 of the Indian Penal Code, 1860 (45 of 1860) and ineligible for Reward if, in my/our submission of information or in any other dealings with the Board, I/we knowingly and wilfully make any false, fictitious, or fraudulent statements or representations, or use any false writing or document knowing that the writing or document contains any false, fictitious, or fraudulent statement.

Signature:

Date: dd/mm/yy

Place:

**V. CERTIFICATE BY LEGAL REPRESENTATIVE (where the information is submitted through legal representative)**

I hereby certify as follows,-

- a) I have reviewed the completed and signed Voluntary Information Disclosure Form for completeness and accuracy and the information contained therein is true, correct and complete to the best of my knowledge;
- b) I have irrevocable consent from the Declarant, to provide to the Securities and Exchange Board of India, the original Voluntary Information Disclosure Form in the event of a request for it from the Securities and Exchange Board of India due to concerns that the Informant has not complied with these regulations or where the Securities and Exchange Board of India requires the said information for the purpose of verification for declaring any gratuitous reward to the Informant or where the Securities and Exchange Board of India determines that it is necessary to seek such information to accomplish the purpose of the Securities and Exchange Board of India Act including for the protection of investors, sharing with foreign securities regulators and foreign and Indian law enforcement agencies, etc.;

c) I am and shall continue to be legally obligated to provide the original Voluntary Information Disclosure Form without demur within seven (7) calendar days of receiving such request from the Securities and Exchange Board of India.

Signature:

Date: dd/mm/yy

Place: