Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

[Under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]
This Policy shall come into effect from April 1, 2019

Preface

The SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") mandates every listed company to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities.

In this regard, Board of Directors of RBL Bank Limited ("RBL/Bank") has laid down this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ('the Code') for adoption.

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 Bank's securities and to maintain the uniformity, transparency and fairness in dealings with all stakeholders and ensure adherence to applicable laws and regulations.

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 III.

Applicability

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

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be or in any amendment thereto.

Prompt public disclosure of UPSI

The Bank ensures prompt public disclosure of UPSI that would impact price discovery as soon as credible and concrete information comes into being in order to make such information generally available.

The Bank shall strictly observe compliance with the Listing Agreement with reference to prompt disclosure of any UPSI to the Stock Exchanges and other interested parties.

Prompt dissemination of UPSI

In case UPSI gets disclosed selectively, inadvertently or otherwise, the Bank shall ensure that such information is promptly disseminated in the public domain i.e. by publishing/hosting on the website of the Bank (https://ir.rblbank.com/) / Stock Exchanges to make such information generally available.

Uniform and Universal dissemination of UPSI

The Bank is responsible for uniform and universal dissemination of UPSI in order to avoid selective disclosure of any UPSI by an Insider or any other Connected Persons.

Bank will be ensured that no selective disclosure of UPSI is made by making prompt, uniform and universal dissemination of UPSI to the Stock Exchanges.

Chief Investor Relations Officer (CIRO)

The CIRO will be responsible for dissemination of information and disclosure of UPSI. Mr. Jaideep Iyer, Head - Strategy is hereby designated as Chief Investor Relations Officer.

Powers & Duties of Chief Investor Relations Officer:

(i) 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 CIO shall decide whether an information is price sensitive or not.
(ii) The CIO shall ensure that disclosure to Stock Exchanges is made promptly.
(iii) All information disclosure/dissemination may normally be approved in advance by the CIO. In case information is accidentally disclosed without prior approval of CIO, the person responsible shall immediately inform the CIO.
(iv) The CIO 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.
(v) Any queries or requests for verification of market rumor(s) by the Regulatory Authorities shall be forwarded to the CIO, who shall decide on the clarification to be provided.
(vi) The CIO shall decide whether a public announcement is necessary for verifying or denying any rumor(s).

Fair response to queries on News Reports

The Bank shall ensure that appropriate and fair response is given to queries on news reports related to the Bank and requests for verification of market rumours by Stock Exchanges/regulatory authorities, as per the disclosure policy adopted by the Bank, if any.

Information shared with Research Analysts or any Specific Persons

The Employees, Directors and other Connected Persons shall ensure that information shared with analysts and research personnel is not UPSI.

Publication of transcripts or records of proceedings of meetings with analysts

The Bank shall host on its website the transcripts or records of proceedings or meetings with analysts and presentations shared with investors at investor meets / conferences to ensure official confirmation and documentation of the disclosure made.

Handling of UPSI on a need-to-know basis

Employees, Directors and any other Connected Persons are required to ensure that handling of all UPSI, including onward communication, is done on a need to know basis and in line with any other applicable codes, policies and procedures followed by the Bank, including, specifically, in this Code and the Code of Conduct on Insider Trading.

No UPSI shall be communicated by Employees, Directors and Insiders of the Bank to any person except in furtherance of his/her legitimate purposes, performance of duties or disclosure of his/her legal obligations.

Sharing of UPSI for legitimate purpose:

"Legitimate Purpose" shall mean sharing of UPSI in the ordinary course of business or on a need-to-know basis. The Company may share the UPSI if required in the interest of the Company.

Legitimate Purpose shall interalia include sharing of UPSI on need to know basis by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, rating agencies or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations. (Regulation 3(2A) and 3(2B)).

In following cases which are illustrative in nature, sharing of UPSI would be considered as legitimate purpose:

i. For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law;
Example: Any call for information or query received from Ministry of Corporate Affairs, Income Tax Authority, Securities and Exchange Board of India ("SEBI"), Stock Exchanges, Reserve Bank of India, Sectoral Regulatory Body, etc.

ii. Under any proceedings or pursuant to any order of courts or tribunals;
Example: National Company Law Tribunal, National Company Law Appellate Tribunal, Quasi-judicial authority, Other Appellate Tribunals, Arbitration Proceedings, etc.

iii. As part of compliance with applicable laws, regulations, rules and requirements;
Example: Company Law, Securities Law, Income Tax Law, Banking Law, etc.

iv. Arising out of any contractual obligations or arrangement entered by the Company set forth in any contract, agreement, arrangement, settlement, understanding or undertaking.
Example: Due-diligence for any kind of restructuring, namely mergers & acquisitions, joint venture agreements, share purchase agreements, franchisee agreement, etc.

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,

(i) To make aware such person that the information shared is or would be UPSI.
(ii) 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.
(iii) To instruct such person to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

Digital Database of recipient of UPSI

The CIO 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 CIO 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.

Review / Revision of Code

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 Exchanges.