

PUNJAB & SIND BANK

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES [under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

Introduction: The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”) under the powers conferred on it under the SEBI Act, 1992. These regulations will come into force with effect from 15th May, 2015 and the same has been made applicable to all companies whose shares were listed on Indian stock exchanges. The Bank is therefore required to formulate Code of Practices and Procedures for Fair Disclosures.

Objective of the Code of Fair Disclosures: The Code of Practices and Procedures for Fair Disclosures is required for the Bank to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the bank’s securities and to maintain uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations. Further, the Bank endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information.

Definitions

‘Compliance Officer’ for the purpose of these regulations means the General Manager holding charge of Shares Cell to act as Compliance Officer (in his absence the person officiating him) to discharge the duties of Compliance Officer under the regulations.

‘Chief Investor Relations Officer’ means Compliance Officer of the Bank.

“Unpublished price sensitive information” means any information, relating to the Bank or its securities, directly or indirectly, that is not generally available which upon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 include but not restricted to, information relating to financial results, dividends, change in capital structure, delisting’s, disposals and expansion of business and such other transactions, changes in Key managerial personnel (CMD, ED); and material events in accordance with the listing agreement.

The Bank will adhere to the following so as to ensure fair disclosure of events and occurrence that could impact price of its securities in the market:

1. Norms for disclosure of Unpublished Price sensitive information

a. Prompt public disclosure of Unpublished price sensitive information: Unpublished Price sensitive information shall be intimated by the Bank to stock exchanges promptly and also shall be uploaded on the Bank’s official website *www.psbindia.com* in order to be accessed by Investors and shareholders of the Bank i.e to make the information generally available.

b. Uniform and Universal dissemination of unpublished price sensitive information: The disclosure of unpublished price sensitive information shall be on a continuous, immediate,

uniform basis and will be universally disseminated. The Bank may consider others ways of supplementing information released to stock exchanges by improving Investor access to their public announcements.

c. Overseeing and co-ordinating disclosure: The Chief Investor Relations Officer, for the purpose of these regulations, shall oversee corporate disclosures and deal with dissemination of information and disclosure of unpublished price sensitive information.

The Chief Investor Relations Officer shall be responsible for ensuring that the Bank complies with continuous disclosure requirements and; overseeing and co-ordinating disclosure of unpublished price sensitive information to stock exchanges, on the website of the Bank. If information is accidentally disclosed without prior approval of Chief Investor Relations Officer, the person responsible may inform the Chief Investor Relations Officer immediately, even if the information is not considered unpublished price sensitive. In such event of selectively, inadvertently or otherwise disclosure of unpublished price sensitive information, the Chief Investor Relations Officer shall take prompt action to ensure that such information is generally available.

d. Responding to market rumours: The Chief Investor Relations Officer shall promptly respond to any queries or requests for verification of market rumours by exchanges. The Chief Investor Relations Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure. He/she shall also provide appropriate assistance and fair response to the regulatory authorities including the stock exchanges for verification of news reports and market rumours.

2. Process of disseminating information in order to make the unpublished price sensitive information generally available

- Bank shall ensure that disclosure to stock exchanges is made promptly.
- Disclosure/dissemination of information shall be done through various media so as to achieve maximum reach and quick dissemination.
- The website of the Bank may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.

3. Manner of dealing with analyst and research personnel:

(i) Only Public information to be provided – The Bank shall provide only public information to the analysts/research persons/large investors like institutions. Alternatively, the information given to the analyst will be simultaneously made public at the earliest.

(ii) Records of discussion - In order to avoid misquoting or misrepresentation, the Bank 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.

(iii) Handling of unanticipated questions – The Bank should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes unpublished price sensitive information, a public announcement should be made before responding.

(iii) *Simultaneous release of Information* - When the Bank organizes meetings with analysts; the Bank shall make a press release or post relevant information on its website after every such meet.

4. General available information, means information that is accessible to the general public on universal disclosure basis. Accordingly, the Bank will promptly disclose the information, to the Stock Exchanges and on the website of the Bank, such as :

- (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 (CMD, ED); and
- (f) material events in accordance with the listing agreement.

5. Unpublished price sensitive information on Need-to-Know basis: Unpublished Price Sensitive Information shall be handled on a “need to know” basis i.e. unpublished Price Sensitive Information shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

6. Amendment of the Code: This Code and any subsequent amendment(s) thereto, if any, shall be promptly intimated to the Stock Exchange where the securities of the Bank are listed.

7. Disclosure of Code on Public Domain: This Code and any amendment(s) thereof will be uploaded on the Bank’s website www.psbindia.com.
