

**Policy for determining materiality of events/information required  
to be reported to Stock Exchanges under SEBI (Listing  
Obligations & Disclosure Requirements) Regulations, 2015**

**Division : Share Department  
(Board & Coordination Division)**  
**Version : 01/2025**



## Policy Custodian

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## Policy Version Control

Sr. No.	Version Number	Version Date	Summary of changes
1	01/2020	14.02.2020	Inclusion of the following: i. Disclosure of information having bearing on performance/operation of listed entity and/or price sensitive information: Non-convertible Debt Securities & Non-convertible Redeemable Preference Shares. ii. Disclosures of divergences in the asset classification and provisioning beyond specified threshold.
2	01/2021	30.03.2021	Amendment in the definition of Key Management Personnel (KMP)
3	01/2022	29.03.2022	Change in disclosure requirements pursuant to amendments in Para A of Part A and Part B of Schedule III of SEBI (LODR) Regulations, 2015.
4	01/2023	28.02.2023	i. The nomenclature of the Policy has been changed to 'Policy for determining materiality of events/ <i>information required</i> to be reported to Stock Exchanges under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. ii. Substitution of the term 'key managerial person(s)' with key managerial personnel pursuant to amendment in SEBI (LODR) Regulations, 2015 dated 17.01.2023.

**पंजाब नेशनल बैंक**  
**शेयर विभाग, बोर्ड और समन्वय प्रभाग, प्रधान कार्यालय**  
**PUNJAB NATIONAL BANK**  
**SHARE DEPARTMENT, BOARD & COORDINATION DIVISION, HEAD OFFICE**

Sr. No.	Version Number	Version Date	Summary of changes
			iii. Para 2.3.2(iii) relating to 'Disclosure of Divergences in the Asset Classification and Provisioning by the Bank' and the corresponding Annexure I giving the format for reporting Divergence in Asset Classification and Provisioning for NPAs to Stock Exchanges has been aligned with the RBI Master Direction on Financial Statements - Presentation and Disclosures (Ref. No. DOR.ACC.REC.No.45/21.04.018/2021-22 dated 30.08.2021 updated as on December 13, 2022).
5	01/2024	28.03.2024	<p>i. In Para 2.1, the Objective of the Policy has been aligned with the amendments in the SEBI (LODR) Regulations.</p> <p>ii. Inclusion of definition of the terms "Mainstream Media" and "Senior Management" in Para 2.3.1 of the Policy, pursuant to the SEBI (LODR) (Second Amendment) Regulations, 2023.</p> <p>iii. Changes in Para 2.3.2(i)(A) relating to Disclosure of Events/Information as stipulated in Para A of Part A of Schedule III of SEBI (LODR) Regulations without any application of the Guidelines for Materiality, pursuant to the SEBI (LODR) (Second Amendment) Regulations, 2023 read with SEBI Circular dated 13.07.2023 and SEBI Master Circular dated 11.07.2023.</p> <p>iv. Inclusion of Quantitative Parameters in the Test of Materiality under Para 2.3.2(i)(B)(I) of the Policy, pursuant to the SEBI (LODR) (Second Amendment) Regulations, 2023 read with SEBI Circular dated 13.07.2023.</p>

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Sr. No.	Version Number	Version Date	Summary of changes
			<ul style="list-style-type: none"> <li>v. Changes in Para 2.3.2(i)(B)(II) of the Policy relating to Disclosure of Events/Information pursuant to the SEBI (LODR) (Second Amendment) Regulations, 2023 read with SEBI Circular dated 13.07.2023.</li> <li>vi. Changes in the criteria for deciding materiality of an event falling under Para 2.3.2(i)(C) relating to Disclosure of Events under Para C of Part A of Schedule III of the SEBI (LODR) Regulations.</li> <li>vii. Change in Para 2.3.2(iii) relating to Disclosure of Divergences in the Asset Classification and Provisioning by the Bank in view of SEBI Master Circular dated 11.07.2023.</li> <li>viii. Inclusion of Para 2.3.2(iv) relating to Disclosures of defaults by the Bank on payment of interest/repayment of principal amount on loans from banks/financial institutions and unlisted debt securities, pursuant to SEBI Master Circular dated 11.07.2023.</li> <li>ix. Change in authority for determination of materiality of an event/information under Para 2.3.3 of the Policy.</li> <li>x. In view of the SEBI (LODR) (Second Amendment) Regulations, 2023 read with SEBI Circular dated 13.07.2023, the changes have been made in Para 2.8 relating to Reporting System. Further, the mechanism for reporting of an event/information for disclosure to the Stock Exchanges has been amended and segregated from the Policy and made part of the Operational Guidelines for ease of reference and ensuring compliance.</li> <li>xi. Inclusion of formats for (i) Information to be obtained from the statutory auditor upon resignation (Annexure-I) (ii) Reporting Divergence in Asset Classification and Provisioning for NPAs to Stock Exchanges (Annexure-III) pursuant to SEBI Master Circular dated 11.07.2023</li> </ul>

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6	01/2025	24.03.2025	<ul style="list-style-type: none"> <li>i. Changes in Para 2.3.2(i)A - “Disclosure of Events/Information as stipulated in Para A of Part A of Schedule III of SEBI (LODR) Regulations without any application of Guidelines for Materiality (for Equity Shares)”, pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 and SEBI Circular dated 31.12.2024.</li> <li>ii. Changes in Para 2.3.2(i)B - “Disclosure of Events under Para B of Part A of Schedule III of SEBI (LODR) Regulations upon application of the Guidelines for Materiality (For Equity Shares)”, pursuant to SEBI Circular dated 31.12.2024.</li> <li>iii. Changes in Para 2.3.2(ii) – “Disclosure of information having bearing on Performance/Operation of the Bank and/or Price Sensitive Information as stipulated under Part B of Schedule III of SEBI (LODR) Regulations (Non-convertible Securities)”, pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024.</li> <li>iv. Para 2.3.3 – “Verification and Response to Market Rumours” substituting the existing provisions on verification of market rumours, pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2024, SEBI Circular dated 21.05.2024 and Industry Note on Verification of Market Rumours formulated by Industry Standard Forum under the aegis of Stock Exchanges in consultation with SEBI.</li> <li>v. Changes in Para 2.8 – “Reporting System”, pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024.</li> <li>vi. Inclusion of the following: <ul style="list-style-type: none"> <li>a) Format for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies (Annexure-I)</li> <li>b) Format for Disclosure of Imposition of Fine or Penalty (Annexure-III)</li> <li>c) Format for Disclosure of Updates to ongoing Tax Litigations or Disputes (Annexure-IV)</li> </ul> </li> </ul>
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## Policy Governance

<b>Frequency of Review</b>	<b>Annual</b>
<b>Last reviewed on</b>	28.03.2024
<b>Approval Path</b>	ACE → ACB → BOARD
<b>Supersedes</b>	28.03.2024

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## **1. Policy Overview**

- 1.1. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time [*hereinafter referred to as 'SEBI (LODR) Regulations'*], the Bank, being a listed entity, is required to make disclosures of any event or information, which in the opinion of the Board of Directors, is material.
- 1.2. The aforesaid Regulations also provide that a listed entity shall formulate a Policy duly approved by its Board of Directors for determining materiality of an event or information to be disclosed to the Stock Exchanges, based on criteria specified therein.
- 1.3. The Policy has been formulated pursuant to the requirements of sub-regulation 4(ii) of Regulation 30 of SEBI (LODR) Regulations 2015.

## **2. Policy Details**

### **2.1. Objective:**

- 2.1.1. In order to enable the investors to make well-informed investment decisions, timely, adequate and accurate disclosure of information, on an ongoing basis, is essential.
- 2.1.2. The objective of the Policy is to facilitate timely dissemination of event/information which are '*deemed material*' or considered as '*material*' upon application of test of materiality in terms of Regulation 30 of SEBI (LODR) Regulations.
- 2.1.3. Further, the Policy also covers the disclosures required to be made under Regulation 51 of SEBI (LODR) Regulations pertaining to the non-convertible securities issued by the Bank with respect to the information which has bearing on the performance/operation of the Bank and/or is price sensitive.
- 2.1.4. The Policy shall not dilute any requirement specified under the provisions of the SEBI (LODR) Regulations.
- 2.1.5. The Policy aims to assist the relevant employees of the Bank in identifying any potential material event or information for making the necessary disclosures to the Stock Exchanges.

### **2.2. Scope and Applicability:**

The provisions of the Policy shall apply to the disclosure of events/information as listed under Part A of Schedule III of SEBI (LODR) Regulations which are '*deemed material*' or considered as '*material*' upon application of test of materiality as specified in Regulation 30 and events/information listed under Part B of Schedule



III read with Regulation 51 of SEBI (LODR) Regulations, having bearing on the performance/operation of the Bank or price sensitive information or any action that shall affect payment of interest or dividend or redemption of non-convertible securities.

### **2.3. Policy Contents:**

#### **2.3.1. Definitions:**

- i. "Bank" means Punjab National Bank.
- ii. "Board" means the Board of Directors of the Bank constituted under Section 9 (3) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970.
- iii. "Chief Financial Officer (CFO)" means the Chief Financial Officer of the Bank, as designated by the Bank in compliance with SEBI (LODR) Regulations.
- iv. "Company Secretary" means Company Secretary appointed/designated by the Bank in compliance with SEBI (LODR) Regulations.
- v. "Key Managerial Personnel" means:
  - a) the Managing Director & Chief Executive Officer;
  - b) Executive Directors(s);
  - c) Chief Financial Officer; and
  - d) Company Secretary.
- vi. "mainstream media" shall include print or electronic mode of the following:
  - a) Newspapers registered with the Registrar of Newspapers for India;
  - b) News channels permitted by Ministry of Information and Broadcasting under Government of India;
  - c) Content published by the publisher of news and current affairs content as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021; and
  - d) Newspapers or news channels or news and current affairs content similarly registered or permitted or regulated, as the case may be, in jurisdictions outside India.
- vii. "Senior Management" means the officers and personnel of the Bank who are members of its core Management team, excluding the Board of Directors, and shall also comprise all the members of the Management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the Functional Heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

Accordingly, for the purpose of disclosure under the Policy, the Senior Management of the Bank means:

- a) All Chief General Managers (CGMs) (Except those on deputation to other organization)
  - b) Chief Vigilance Officer (CVO)
  - c) Chief Information Security Officer (CISO)
  - d) General Managers directly reporting to Executive Directors
  - e) Board Secretary
  - f) Company Secretary
- viii. "SEBI (LODR) Regulations" means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by Securities and Exchange Board of India (SEBI), as amended from time to time.
- ix. "Stock Exchanges" means the National Stock Exchange of India Ltd. and BSE Ltd., where the securities of the Bank are listed.

#### 2.3.2. Events to be disclosed to the Stock Exchanges:

In terms of SEBI (LODR) Regulations, the events that are required to be reported/ disclosed to the Stock Exchanges have been broadly divided into two categories:

(i) For Equity Shares:

- A. Events specified in Para A of Part A of Schedule III of SEBI (LODR) Regulations which are deemed to be Material Events.
- B. Events specified in Para B of Part A of Schedule III of SEBI (LODR) Regulations, based on the application of the guidelines for materiality, as specified therein.
- C. Events/information specified in Para C of Part A of Schedule III of SEBI (LODR) Regulations.
- D. Without prejudice to the generality of Para (A), (B) and (C) above, any event/information as specified by the SEBI from time to time.

(ii) For Non- Convertible Securities:

All information which shall have bearing on performance/operation of the Bank or is price sensitive or shall affect payment of interest or dividend or redemption payment of non-convertible securities including Disclosures as specified in Part B of Schedule III of SEBI (LODR) Regulations.

- (iii) Disclosure of Divergences in the Asset Classification and Provisioning by the Bank.

- (iv) Disclosures by the Bank of defaults on payment of interest/ repayment of principal amount on loans from banks / financial institutions and unlisted debt securities.

**2.3.2(i)(A) Disclosure of Events/Information as stipulated in Para A of Part A of Schedule III of SEBI (LODR) Regulations without any application of the Guidelines for Materiality (For Equity Shares):**

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation, merger, demerger or restructuring), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the Bank, sale of stake in associate company of the Bank or any other restructuring:

*Explanation (1)-For the purpose of this clause, the word 'acquisition' shall mean-*

(i) *acquiring control, whether directly or indirectly; or*

(ii) *acquiring or agreement to acquire shares or voting rights in a company, whether existing or to be incorporated, whether directly or indirectly, such that –*

*(a) the Bank holds shares or voting rights aggregating to **twenty** per cent or more of the shares or voting rights in the said company; or*

*(b) there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this subparagraph and such change exceeds **five** per cent of the total shareholding or voting rights in the said company; or*

*(c) the cost of acquisition or the price at which the shares are acquired exceeds the threshold specified in Para 2.3.2(i)(B)(I) of the Policy.*

**Provided that acquisition of shares or voting rights aggregating to five percent or more of the shares or voting rights in an unlisted company and any change in holding from the last disclosure made under this proviso exceeding two per cent of the total shareholding or voting rights in the said unlisted company shall be disclosed on a quarterly basis in the format as specified in Annexure- I.**

*Explanation (2) - For the purpose of this clause, “sale or disposal of subsidiary” and “sale of stake in associate company” shall include -*

*(i) an agreement to sell or sale of shares or voting rights in a company such that the company ceases to be a wholly owned subsidiary, a subsidiary or an associate company of the Bank; or*

*(ii) an agreement to sell or sale of shares or voting rights in a subsidiary or associate company such that the amount of the sale exceeds the threshold specified in Para 2.3.2(i)(B)(I) of the Policy.*

*Explanation (3) - For the purpose of this clause, “undertaking” and “substantially the whole of the undertaking” shall have the same meaning as given under section 180 of the Companies Act, 2013.*

*As per Section 180 of the Companies Act, 2013:*

- (i) “undertaking” shall mean an undertaking in which the investment of the Bank exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent. of the total income of the Bank during the previous financial year.*
- (ii) the expression “substantially the whole of the undertaking” in any financial year shall mean twenty per cent. or more of the value of the undertaking as per the audited balance sheet of the preceding financial year;*

**1.1. Acquisition (including agreement to acquire):**

- a) name of the target entity, details in brief such as size, turnover, etc.;
- b) whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arms’ length”;
- c) industry to which the entity being acquired belongs;
- d) objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the Bank);
- e) brief details of any governmental or regulatory approvals required for the acquisition;
- f) indicative time period for completion of the acquisition;
- g) nature of consideration - whether cash consideration or share swap and details of the same;
- h) cost of acquisition or the price at which the shares are acquired;
- i) percentage of shareholding/control acquired and/or number of shares acquired;
- j) brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);

**1.2. Acquisition of ‘to be incorporated’ companies:**

- a) name of the entity, date & country of incorporation, etc.;**
- b) name of holding company of the incorporated company and relation with the Bank;**
- c) industry to which the entity being incorporated belongs;**
- d) brief background about the entity incorporated in terms of products / line of business;**
- e) brief details of any governmental or regulatory approvals required**

**for the incorporation;**

- f) nature of consideration - whether cash consideration or share swap and details of the same;**
- g) cost of subscription / price at which the shares are subscribed;**
- h) percentage of shareholding / control by the listed entity and / or number of shares allotted**

**1.3. Amalgamation/ Merger:**

- a) name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover, etc.;
- b) whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms’ length”;
- c) area of business of the entity(ies);
- d) rationale for amalgamation/ merger;
- e) in case of cash consideration – amount or otherwise share exchange ratio;
- f) brief details of change in shareholding pattern (if any) of Bank.

**1.4. De-merger:**

- a) brief details of the division(s) to be demerged;
- b) turnover of the demerged division and as percentage to the total turnover of the Bank in the immediately preceding financial year/based on financials of the last financial year;
- c) rationale for demerger;
- d) brief details of change in shareholding pattern (if any) of all entities;
- e) in case of cash consideration – amount or otherwise share exchange ratio;
- f) whether listing would be sought for the resulting entity.

**1.5. Sale or disposal of unit(s) or division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the Bank, sale of stake in the associate company of the Bank:**

- a) the amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the Bank during the last financial year;
- b) date on which the agreement for sale has been entered into;
- c) the expected date of completion of sale/disposal;
- d) consideration received from such sale/disposal;
- e) brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof;
- f) whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms’ length”;
- g) whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of SEBI (LODR) Regulations [i.e., Sale, lease or disposal of an undertaking outside Scheme of Arrangement].
- h) additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the Bank with respect to

such slump sale.

For the purpose of this sub-clause, "slump sale" shall mean the transfer of one or more undertakings, as a result of the sale for a lump sum consideration, without values being assigned to the individual assets and liabilities in such sales.

- 1.6. Other Restructuring:
  - a) details and reasons for restructuring;
  - b) quantitative and/or qualitative effect of restructuring;
  - c) details of benefit, if any, to the promoter/promoter group/group companies from such proposed restructuring;
  - d) brief details of change in shareholding pattern (if any) of all entities.
  
2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities, etc.
  - 2.1. Issuance of securities:
    - a) type of securities proposed to be issued (viz. equity shares, convertibles, etc.);
    - b) type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment, etc.);
    - c) total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);
    - d) in case of preferential issue, the Bank shall disclose the following additional details to the Stock Exchange(s):
      - i) names of the investors;
      - ii) post allotment of securities - outcome of the subscription, issue price/allotted price (in case of convertibles), number of investors;
      - iii) in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;
    - e) in case of bonus issue, the Bank shall disclose the following additional details to the Stock Exchange(s):
      - i) whether bonus is out of free reserves created out of profits or share premium account;
      - ii) bonus ratio;
      - iii) details of share capital - pre and post bonus issue;
      - iv) free reserves and/or share premium required for implementing the bonus issue;
      - v) free reserves and/ or share premium available for capitalization and the date as on which such balance is available;
      - vi) whether the aforesaid figures are audited;
      - vii) estimated date by which such bonus shares would be credited/dispatched;
    - f) in case of issuance of depository receipts (ADR/GDR) or FCCB, the Bank shall disclose following additional details to the Stock Exchange(s):

- i) name of the Stock Exchange(s) where ADR/GDR/FCCBs are listed (opening – closing status) / proposed to be listed;
- ii) proposed no. of equity shares underlying the ADR/GDR or on conversion of FCCBs;
- iii) proposed date of allotment, tenure, date of maturity and coupon offered, if any of FCCB's;
- iv) issue price of ADR/GDR/FCCBs (in terms of USD and in INR after considering conversion rate);
- v) change in terms of FCCBs, if any;
- vi) details of defaults, if any, by the Bank in payment of coupon on FCCBs & subsequent updates in relation to the default, including the details of the corrective measures undertaken (if any);
- g) in case of issuance of debt securities or other non-convertible securities, the Bank shall disclose following additional details to the Stock Exchange(s):
  - i) size of the Issue;
  - ii) whether proposed to be listed? If yes, name of the Stock Exchange(s);
  - iii) tenure of the instrument - date of allotment and date of maturity;
  - iv) coupon/interest offered, schedule of payment of coupon/interest and principal;
  - v) charge/security, if any, created over the assets;
  - vi) special right/interest/privileges attached to the instrument and changes thereof;
  - vii) delay in payment of interest/principal amount for a period of more than three months from the due date or default in payment of interest/principal;
  - viii) details of any letter or comments regarding payment/non-payment of interest, principal on due dates, or any other matter concerning the security and/or the assets along with its comments thereon, if any;
  - ix) details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issue) and debentures;
- h) any cancellation or termination of proposal for issuance of securities including reasons thereof.

2.2. Split/consolidation of shares:

- a) split/consolidation ratio;
- b) rationale behind the split/consolidation;
- c) pre and post share capital – authorized, paid-up and subscribed;
- d) expected time of completion;
- e) class of shares which are consolidated or subdivided;
- f) number of shares of each class pre and post-split or consolidation;
- g) number of shareholders who did not get any shares in consolidation and their pre-consolidation shareholding.

- 2.3. Buy back of securities:
- a) number of securities proposed for buyback;
  - b) number of securities proposed for buyback as a percentage of existing paid-up capital;
  - c) buyback price;
  - d) actual securities in number and percentage of existing paid up capital bought back;
  - e) pre & post shareholding pattern.
- 2.4. Any restriction on transferability of securities:
- a) authority issuing attachment or prohibitory orders;
  - b) brief details and reasons for attachment or prohibitory orders;
  - c) name of registered holders against whom restriction on transferability has been placed;
  - d) total number of securities so affected;
  - e) distinctive numbers of such securities if applicable;
  - f) period for which order would be applicable (if stated).
- 2.5. Any action, which will result in alteration of the terms or structure of any existing securities, including, but not limited to:
- a) forfeiture of shares;
  - b) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
  - c) proposal to issue any class of securities;
  - d) alterations of capital, including calls;
  - e) change in the terms regarding redemption/cancellation/retirement in whole or in part of any securities issued by the Bank.
3. New Rating(s) or Revision in Rating(s)

The Bank shall notify the Stock Exchange(s), the details of any new rating or revision in rating assigned from a credit rating agency to any debt instrument of the Bank or to any fixed deposit programme or to any scheme or proposal of the Bank involving mobilization of funds whether in India or abroad. In case of a downward revision in ratings, the Bank shall also intimate the reasons provided by the rating agency for such downward revision.

The above requirement to disclose rating shall also be applicable to the following:

- a) Revision in rating even if it was not requested for by the Bank or the request was later withdrawn by the Bank.
- b) Revision in rating outlook even without revision in rating score.
- c) ESG ratings by registered ESG Rating Providers.



4. Outcome of meetings of the Board of Directors: The Bank shall intimate to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider or decide the following:
  - 4.1. dividends recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
  - 4.2. any cancellation of dividend with reasons thereof;
  - 4.3. the decision on buyback of securities;
  - 4.4. the decision with respect to fund raising proposed to be undertaken **including by way of issue of securities (excluding security receipts, securitized debt instruments or money market instruments regulated by the Reserve Bank of India), through further public offer, rights issue, American Depository Receipts/ Global Depository Receipts/ Foreign Currency Convertible Bonds, qualified institutions placement, debt issue, preferential issue or any other method;**
  - 4.5. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares would be credited/dispatched;
  - 4.6. reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
  - 4.7. short particulars of any other alterations of capital, including calls;
  - 4.8. financial results;
  - 4.9. decision on voluntary delisting by the Bank from Stock Exchange(s);

***Provided that in case the meeting of the board of directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the Bank shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting.***

***Provided further that in case the meeting of the board of directors is being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered.***

*The intimation of outcome of meeting of the Board of Directors shall also contain the time of commencement and conclusion of the meeting.*

5. Agreements (viz. Shareholder Agreement(s), Joint Venture Agreement(s), Family Settlement Agreement(s) (to the extent that it impacts management and control of the Bank), Agreement(s)/Treaty(ies)/Contract(s) with Media Companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof:
  - 5.1. name(s) of parties with whom the Agreement is entered;
  - 5.2. purpose of entering into the Agreement;
  - 5.3. shareholding, if any, in the entity with whom the Agreement is executed;
  - 5.4. significant terms of the Agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure, etc.;
  - 5.5. whether, the said parties are related to Promoter/Promoter Group/ Group companies in any manner. If yes, nature of relationship;
  - 5.6. whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms’ length”;
  - 5.7. in case of issuance of shares to the parties, details of issue price, class of shares issued;
  - 5.8. any other disclosures related to such Agreements, viz., details of Nominee on the Board of Directors of the Bank, potential conflict of interest arising out of such Agreements, etc.;
  - 5.9. in case of termination or amendment of Agreement, Bank shall disclose additional details to the Stock Exchange(s):
    - a) name of parties to the Agreement;
    - b) nature of the Agreement;
    - c) date of execution of the Agreement;
    - d) details of amendment and impact thereof or reasons of termination and impact thereof.
- 5A. Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Bank or of its holding, subsidiary or associate company, among themselves or with the Bank or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the Management or control of the Bank or impose any restriction or create any liability upon the Bank, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Bank is a party to such

agreements.

Provided that, the agreements entered into by the Bank in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the Management or control of the Bank or they are required to be disclosed in terms of any other provisions of the SEBI (LODR) Regulations.

*Explanation: For the purpose of this clause, the term “directly or indirectly” includes agreements creating obligation on the parties to such agreements to ensure that the Bank shall or shall not act in a particular manner.*

- a) if the Bank is a party to the agreement, details of the counterparties (including name and relationship with the Bank);
- b) if the Bank is not a party to the agreement,
  - i) name of the party entering into such an agreement and the relationship with the Bank;
  - ii) details of the counterparties to the agreement (including name and relationship with the Bank);
  - iii) date of entering into the agreement
- c) purpose of entering into the agreement;
- d) shareholding, if any, in the entity with whom the agreement is executed;
- e) significant terms of the agreement (in brief);
- f) extent and the nature of impact on management or control of the Bank;
- g) details and quantification of the restriction or liability imposed upon the Bank;
- h) whether, the said parties are related to promoter/promoter group/group companies in any manner. If yes, nature of relationship;
- i) whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;
- j) in case of issuance of shares to the parties, details of issue price, class of shares issued;
- k) any other disclosures related to such agreements, viz., details of nominee on the board of directors of the Bank, potential conflict of interest arising out of such agreements, etc.;
- l) in case of rescission, amendment or alteration, the Bank shall disclose additional details to the Stock Exchange(s):
  - i) name of parties to the agreement;
  - ii) nature of the agreement;
  - iii) date of execution of the agreement;
  - iv) details and reasons for amendment or alteration and impact thereof (including impact on Management or control and on the restriction or liability quantified earlier);
  - v) reasons for rescission and impact thereof (including impact on Management or control and on the restriction or liability quantified earlier).

All the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of the Bank or of its holding, subsidiary and associate company, who are parties to the agreements specified under this clause, shall inform the Bank about the agreement to which the Bank is not a party, *within two working days* of entering into such agreements or signing an agreement to enter into such agreements.

6. Fraud or defaults by the Bank, its Promoter, Director, Key Managerial Personnel, Senior Management or Subsidiary or arrest of Key Managerial Personnel, Senior Management, Promoter or Director of the Bank whether occurred within India or abroad:

6.1. At the time of unearthing of fraud or occurrence of the default/arrest:

- a) nature of fraud/default/arrest;
- b) estimated impact on the Bank;
- c) time of occurrence;
- d) person(s) involved;
- e) estimated amount involved (if any);
- f) whether such fraud/default/arrest has been reported to appropriate authorities.

6.2. Subsequently intimate the Stock Exchange(s) further details regarding the fraud/default/arrest including:

- a) actual amount involved in the fraud /default (if any);
- b) actual impact of such fraud /default on the Bank and its financials; and
- c) corrective measures taken by the Bank on account of such fraud/default.

*'Fraud' shall include fraud as defined under Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003\*.*

*'Default' shall mean non-payment of the interest or principal amount in full on the date when the debt has become due and payable.*

*Explanation 1- In case of revolving facilities like cash credit, an entity would be considered to be in 'default' if the outstanding balance remains continuously in excess of the sanctioned limit or drawing power, whichever is lower, for more than thirty days.*

*Explanation 2- Default by a promoter, director, key managerial personnel, senior management, subsidiary shall mean default which has or may have an impact on the Bank.*

***Explanation 3- Fraud by senior management, other than who is promoter, director or key managerial personnel, shall be required to be disclosed only if it is in relation to the Bank.***

- \* “Fraud” includes any act, expression, omission or concealment committed whether in a deceitful manner or not by a person or by any other person with his connivance or by his agent while dealing in securities in order to induce another person or his agent to deal in securities, whether or not there is any wrongful gain or avoidance of any loss, and shall also include –
- (1) a knowing misrepresentation of the truth or concealment of material fact in order that another person may act to his detriment;
  - (2) a suggestion as to a fact which is not true by one who does not believe it to be true;
  - (3) an active concealment of a fact by a person having knowledge or belief of the fact;
  - (4) a promise made without any intention of performing it;
  - (5) a representation made in a reckless and careless manner whether it be true or false;
  - (6) any such act or omission as any other law specifically declares to be fraudulent,
  - (7) deceptive behaviour by a person depriving another of informed consent or full participation,
  - (8) a false statement made without reasonable ground for believing it to be true.
  - (9) the act of an issuer of securities giving out misinformation that affects the market price of the security, resulting in investors being effectively misled even though they did not rely on the statement itself or anything derived from it other than the market price.

And “fraudulent” shall be construed accordingly;

Nothing contained in this clause shall apply to any general comments made in good faith in regard to –

- (a) the economic policy of the government
  - (b) the economic situation of the country
  - (c) trends in the securities market or
  - (d) any other matter of a like nature  
whether such comments are made in public or in private;
7. Change in Directors, Key Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary, etc.), Senior Management, Auditor and Compliance Officer:
- a) reason for change viz., appointment, re-appointment, resignation, removal, death or otherwise;
  - b) date of appointment/re-appointment/cessation (as applicable) & term of appointment/re-appointment;
  - c) brief profile (in case of appointment);
  - d) disclosure of relationships between Directors (in case of appointment of a Director).

8. Resignation of Auditor of the Bank: In case of resignation of the Auditor of the Bank, detailed reasons for resignation of Auditor, as given by the said Auditor, shall be disclosed by the Bank to the Stock Exchanges as soon as possible but not later than *twenty-four hours* of receipt of such reasons from the Auditor.

Upon resignation, the Bank/its material subsidiary shall obtain information from the Auditor in the format as specified by SEBI (**Annexure - II**). The Bank shall ensure disclosure of the same to the Stock Exchanges.

Upon resignation of the auditor, the Audit Committee shall deliberate upon all the concerns raised by the auditor with respect to its resignation as soon as possible, but not later than the date of the next Audit Committee meeting and communicate its views to the Management. The Bank shall ensure the disclosure of the Audit Committee's views to the Stock Exchanges as soon as possible but not later than twenty-four hours after the date of such Audit Committee meeting.

9. Resignation of Independent Director including reasons for resignation: In case of resignation of an Independent Director of the Bank, within seven days from the date of resignation, the following disclosures shall be made to the Stock Exchanges by the Bank:
- a) The letter of resignation along with detailed reasons for the resignation as given by the said director.
  - b) Names of listed entities in which the resigning Director holds Directorships, indicating the category of Directorship and membership of Board Committees, if any.
  - c) The independent director shall, along with the detailed reasons, also provide a confirmation that there are no other material reasons other than those provided.
  - d) The confirmation as provided by the independent director above shall also be disclosed by the Bank to the Stock Exchanges along with the disclosures as specified in para (a) and (c) above.

10. In case of resignation of Key Managerial Personnel, Senior Management, Compliance Officer or Director other than an Independent Director; the letter of resignation along with detailed reasons for the resignation as given by the Key Managerial Personnel, Senior Management, Compliance Officer or Director shall be disclosed to the Stock Exchanges by the Bank within seven days from the date that such resignation comes into effect.

11. In case the Managing Director & Chief Executive Officer of the Bank was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the Stock Exchange(s).

12. Appointment or discontinuation of Share Transfer Agent:
  - a) reason for appointment or discontinuation;
  - b) date on which above would become effective.
  
13. Resolution Plan/Restructuring in relation to loans/borrowings from Banks/ Financial Institutions including the following details:
  - a) Decision to initiate resolution of loans/borrowings;
  - b) Signing of Inter-Creditors Agreement (ICA) by lenders;
  - c) Finalization of Resolution Plan;
  - d) Implementation of Resolution Plan;
  - e) Salient features, not involving commercial secrets, of the resolution/ restructuring plan as decided by lenders.
  
14. One time settlement (OTS) with a Bank:
  - a) reasons for opting for OTS;
  - b) brief summary of the OTS.
  
15. Winding-up petition filed by any party/creditors:
  - a) reasons for such a petition;
  - b) impact of such petition on the Bank.
  
16. Issuance of notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the Bank along with following:
  - a) date of notice/call letters/resolutions, etc.;
  - b) brief details viz. agenda (if any) proposed to be taken up, resolution to be passed, manner of approval proposed, etc.
  
17. Proceedings of Annual and Extraordinary General Meetings of the Bank along with the following details in brief:
  - a) date of the Meeting;
  - b) brief details of items deliberated and results thereof;
  - c) manner of approval proposed for certain items (e-voting, etc.).
  
18. Amendments to Memorandum and Articles of Association, in brief. This disclosure requirement is not applicable to the Bank.
  
19. **A)** Schedule of analysts or Institutional Investors meet at least two working days in advance (excluding the date of the intimation and the date of the meet)

**B) Presentations prepared by the Bank for analysts or institutional investors meet, post earnings or quarterly calls shall be disclosed to the recognized stock exchanges prior to beginning of such events.**

*Explanation 1: For the purpose of this clause 'meet' shall mean group meetings or group conference calls conducted physically or through digital means.*

***Explanation II: Disclosure of names in the schedule of analysts or institutional investors meet shall be optional for the Bank.***

**20. Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means, in the following manner:**

- a) the audio recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;**
- b) the video recordings, if any, shall be made available on the website within forty-eight hours from the conclusion of such calls;**
- c) the transcripts of such calls shall be made available on the website along with simultaneous submission to recognized stock exchanges within five working days of the conclusion of such calls.**

**21. The following events in relation to the Corporate Insolvency Resolution Process (CIRP) of a listed corporate debtor under the Insolvency Code:**

- 21.1 Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;**
- 21.2 Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;**
- 21.3 Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable;**
- 21.4 Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;**
- 21.5 List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;**
- 21.6 Appointment/Replacement of the Resolution Professional;**
- 21.7 Prior or post-facto intimation of the meetings of Committee of Creditors;**
- 21.8 Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under Regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;**
- 21.9 Number of resolution plans received by Resolution Professional;**



- 21.10 Filing of resolution plan with the Tribunal;
- 21.11 Approval of resolution plan by the Tribunal or rejection, if applicable;
- 21.12 Specific features and details of the Resolution Plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as:
- a) Pre and Post net-worth of the company;
  - b) Details of assets of the company post CIRP;
  - c) Details of securities continuing to be imposed on the companies' assets;
  - d) Other material liabilities imposed on the company;
  - e) Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;
  - f) Details of funds infused in the company, creditors paid-off;
  - g) Additional liability on the incoming investors due to the transaction, source of such funding, etc.;
  - h) Impact on the investor – revised P/E, RONW ratios, etc.;
  - i) Names of the new promoters, key managerial personnel, if any, and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control;
  - j) Brief description of business strategy.
- 21.13 Any other material information not involving commercial secrets.
- 21.14 Proposed steps to be taken by the incoming Investor/Acquirer for achieving the MPS;
- 21.15 Quarterly disclosure of the status of achieving the MPS;
- 21.16 The details as to the delisting plans, if any approved in the resolution plan.
22. Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the Stock Exchanges:
- 22.1. The fact of initiation of Forensic Audit along with name of entity initiating the audit and reasons for the same, if available;
  - 22.2. Final forensic Audit Report (other than for forensic audit initiated by regulatory/ enforcement agencies) on receipt by the Bank along with comments of the Management, if any.

**Explanation – For the purpose of this sub-para, forensic audit refers to the audits, by whatever name called, which are initiated with the objective of detecting any mis-statement in financial statements, mis-appropriation, siphoning or diversion of funds and does not**

**include audit matters such as product quality control practices, manufacturing practices, recruitment practices, supply chain process including procurement or other similar matters that would not require any revision to the financial statements disclosed by the Bank.**

23. Announcement or communication through social media intermediaries or mainstream media by Directors, Promoters, Key Managerial Personnel or Senior Management of the Bank, in relation to any event or information which is material for the Bank in terms of Regulation 30 of SEBI (LODR) Regulations and is not already made available in the public domain by the Bank.

Explanation – “Social Media Intermediary” as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021 means an intermediary which primarily or solely enables online interaction between two or more users and allows them to create, upload, share, disseminate, modify or access information using its services.

24. Action(s) initiated or orders passed by any Regulatory, Statutory, Enforcement Authority or Judicial Body against the Bank or its Directors, Key Managerial Personnel, Senior Management, Promoter or Subsidiary, in relation to the Bank, in respect of the following:

- a) search or seizure; or
- b) re-opening of accounts under section 130 of the Companies Act, 2013; or
- c) investigation under the provisions of Chapter XIV of the Companies Act, 2013;  
along with the following details pertaining to the actions(s) initiated, taken or orders passed:
  - i. name of the authority;
  - ii. nature and details of the action(s) taken, initiated or order(s) passed;
  - iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
  - iv. details of the violation(s)/ contravention(s) committed or alleged to be committed;
  - v. impact on financial, operation or other activities of the Bank, quantifiable in monetary terms to the extent possible.

25. Action(s) taken or orders passed by any Regulatory, Statutory, Enforcement Authority or judicial body against the Bank or its Directors, Key Managerial Personnel, Senior Management, Promoter or Subsidiary, in relation to the Bank, in respect of the following:

- a) suspension;
- b) imposition of fine or penalty;
- c) settlement of proceedings;
- d) debarment;
- e) disqualification;
- f) closure of operations;
- g) sanctions imposed;

- h) warning or caution; or
- i) any other similar action(s) by whatever name called; along with the following details pertaining to the actions(s) taken or orders passed:
  - i. name of the authority;
  - ii. nature and details of the action(s) taken or order(s) passed;
  - iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority.
  - iv. details of the violation(s)/ contravention(s) committed or alleged to be committed;
  - v. impact on financial, operation or other activities of the Bank, quantifiable in monetary terms to the extent possible.

**Explanation – Imposition of fine or penalty shall be disclosed in the following manner along with the details pertaining to the action(s) taken or orders passed as mentioned in the above sub-para:**

- (i) disclosure of fine or penalty of rupees one lakh or more imposed by sectoral regulator or enforcement agency and fine or penalty of rupees ten lakhs or more imposed by other authority or judicial body shall be disclosed within twenty-four hours.**
- (ii) disclosure of fine or penalty imposed which are lower than the monetary thresholds specified in (i) above on a quarterly basis in the format as per Annexure- III**

26. Voluntary revision of financial statements or the report of the Board of Directors of the Bank under section 131 of the Companies Act, 2013.

**2.3.2(i)(B) Disclosure of Events under Para B of Part A of Schedule III of SEBI (LODR) Regulations upon application of the Guidelines for Materiality (For Equity Shares)**

- I) Test of Materiality** - The following criteria shall be applied for determination of materiality of events/information:
  - a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
  - b) the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date; or
  - c) the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
    - i. two percent of turnover (i.e., Annual Consolidated Total Income), as per the last audited consolidated financial statements of the Bank.
    - ii. two percent of net worth, as per the last audited consolidated financial statements of the Bank, except in case the arithmetic value of the net worth is negative;

- iii. five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Bank.
  - d) In case where the criteria specified in sub-clauses (a), (b) and (c) is not applicable, an event or information may be treated as being material if in the opinion of the Board of Directors of Bank, the event/information is considered material.
- II) For determining materiality of an event and/or information and its reporting, the events as stipulated in Para B of Part A of Schedule III of SEBI (LODR) Regulations are listed below along with the criteria that may be adopted. **It is to be ensured that while applying the specific criteria, the provisions of Para 2.3.2(i)(B)(I) above shall not be diluted.** The criteria given are illustrative and not exhaustive.

**1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.**

The Bank shall notify the Stock Exchanges regarding the commencement of commercial production or commencement of commercial operations of any unit/division. In cases, where the Bank has made prior intimation of date of commencement of commercial production or operations, the Bank shall be required to disclose the details in case of postponement of the date of commencement, to the extent the same is applicable to the Bank.

Criteria for deciding materiality: This is generally not applicable to Banks. The Bank, as a going concern will be opening new branches/Divisions in the normal course of activity and it will not be material on the asset/liability/bottom line of the Bank. Exceptional circumstances or events, if any, are required to be reported for determining materiality of the event.

**2. Any of the following events pertaining to the Bank:**

**2.1 Arrangements for strategic, technical, manufacturing, or marketing tie-up:**

- a) Agreement / Joint Venture (JV) with companies:
  - i. name of the entity(ies) with whom agreement/ JV is signed;
  - ii. area of agreement/JV;
  - iii. domestic/international;
  - iv. share exchange ratio/JV ratio;
  - v. scope of business operation of agreement /JV;
  - vi. details of consideration paid/received in agreement/JV;
  - vii. significant terms and conditions of agreement/JV in brief;
  - viii. whether the acquisition would fall within related party transactions and whether the Promoter/Promoter Group/Group Companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at 'arms' length';
  - ix. size of the entity(ies);
  - x. rationale and benefit expected.

- b) In the event that any such arrangement is called off for any reason, the same shall be disclosed along with the reasons for calling off the proposal.

**2.2 Adoption of new line(s) of business:**

- a) Industry or area to which the new line of business belongs to;  
b) Expected benefits;  
c) Estimated amount to be invested.

**2.3 Closure of operations of any unit/division - (entirety or piecemeal):**

- a) Date of such binding agreement, if any, entered for sale of such unit/division, if any;  
b) Amount & percentage of turnover or revenue or income and net worth of the Bank contributed by such unit or division during the last financial year;  
c) Date of closure or estimated time of closure;  
d) Reasons for Closure.

Criteria for deciding materiality: This generally relates to companies other than Banks. However, information relating to any strategic tie-ups, joint ventures, etc., entered into by the Bank with an entity *is required to be reported for determining materiality*. Events like closure of any Branch or Division in the normal course of business for consolidation/merger with other Branch/Division or closure of a Unit/Branch on its becoming unviable, etc., *need not be treated as material*.

**3. Capacity addition or product launch**

**3.1 Capacity addition:**

- a) existing capacity;  
b) existing capacity utilization;  
c) proposed capacity addition;  
d) period within which the proposed capacity is to be added;  
e) investment required;  
f) mode of financing;  
g) rationale

**3.2 Product launch:**

- a) name of the product;  
b) date of launch;  
c) category of the product;  
d) whether caters to domestic/international market;  
e) name of the countries in which the product is launched (in case of international).

Criteria for deciding materiality: This is generally not applicable to Banks. Events like opening of any Branch or Division in the normal course of

business *need not be treated as material*. Also, the products which are variants of deposit or loans schemes shall not be treated as 'material'.

**4. Awarding, bagging / receiving, amendment or termination of awarded / bagged orders /contracts, not in the normal course of business.**

**4.1 Awarding of order(s)/contract(s):** Only important terms and conditions which may be as under need to be disclosed:

- a) name of the entity to which order(s)/contract(s) is awarded;
- b) whether order(s)/contract(s) is awarded to domestic/international entity
- c) significant terms and conditions of order(s)/contract(s) awarded, in brief;
- d) time period, if any, associated with the order(s)/contract(s);
- e) broad commercial consideration or size of the order(s)/contract(s);
- f) whether the Promoter/Promoter Group/Group Companies have any interest in that entity to whom the order(s)/contract(s) is awarded? If Yes, nature of interest and details thereof;
- g) whether the same would fall within Related Party Transactions? If yes, whether the same is done at "arms' length".

**4.2 Bagging/Receiving of orders/contracts:** Only important terms and conditions which may be as under need to be disclosed:

- a) name of the entity awarding the order(s)/contract(s);
- b) significant terms and conditions of order(s)/contract(s) awarded in brief;
- c) whether order(s)/contract(s) have been awarded by domestic/international entity;
- d) nature of order(s)/contract(s);
- e) whether domestic or international;
- f) time period by which the order(s)/contract(s) is to be executed;
- g) broad consideration or size of the order(s)/contract(s);
- h) whether the Promoter/Promoter Group/Group Companies have any interest in the entity that awarded the order(s)/contract(s)? If yes, nature of interest and details thereof;
- i) whether the order(s)/contract(s) would fall within related party transactions? If yes, whether the same is done at "arms' length".

**4.3 Amendment or termination of orders/contracts:**

- a) name of parties to the order(s)/contract(s);
- b) nature of the order(s)/contract(s);
- c) date of execution of the order(s)/contract(s)
- d) details of amendment or reasons for terminations and impact thereof (to the extent possible);

Criteria for deciding materiality: This is generally not applicable to Banks. However, the Bank in its normal course of business enters into contracts with various vendors for Information Technology (IT), Safe Furniture & Fixtures (SFF), Civil Construction and other related advisory services which need not

be reported as a material event. However, any other contracts or orders which are not in the normal course of business need to be reported for determining the materiality.

**5. Agreements [viz. loan Agreement(s) or any other Agreement(s) which are binding and not in normal course of business], revision(s) or amendment(s) and termination(s) thereof.**

Only important terms and conditions which may be as under need to be disclosed:

- a) name(s) of parties with whom the Agreement is entered;
- b) purpose of entering into the Agreement;
- c) size of Agreement;
- d) shareholding, if any, in the entity with whom the Agreement is executed;
- e) significant terms of the agreement (in brief) special rights like right to appoint Directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure, etc.;
- f) whether, the said parties are related to Promoter/Promoter Group/Group Companies in any manner. If yes, nature of relationship;
- g) whether the transaction would fall within Related Party Transactions? If yes, whether the same is done at "arms' length";
- h) in case of issuance of shares to the parties, details of issue price, class of shares issued;
- i) in case of loan Agreements, details of lender/**borrower**, nature of the loan, total amount of loan granted/**taken**, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders/**by the borrowers** for such loan or in case outstanding loans lent to a party or borrowed from a party become material on a cumulative basis;
- j) any other disclosures related to such Agreements, viz., details of Nominee on the Board of Directors of the Bank, potential conflict of interest arising out of such Agreements, etc.;
- k) in case of termination or amendment of Agreement, Bank shall disclose additional details to the Stock Exchange(s):
  - i. name of parties to the Agreement;
  - ii. nature of the Agreement;
  - iii. date of execution of the Agreement;
  - iv. details of amendment and impact thereof or reasons of termination and impact thereof.

Criteria for deciding materiality: As a lender, the Bank is required to execute loan agreements with the borrowers in the normal course of its business. Such agreements shall be excluded irrespective of the amount involved. However, any other agreement/contracts which are not covered above and not in the normal course of business need to be reported for determining the materiality.

**6. Disruption of operations of any one or more units or Division of the Bank due to natural calamity (earthquake, flood, fire, etc.), force majeure or events such as strikes, lockouts, etc.:**

**6.1. At the time of occurrence:**

- a) expected quantum of loss/damage caused;
- b) whether loss/damage covered by insurance or not including amount;
- c) estimated impact on the production/operations in case of strikes/lock outs;
- d) factory/unit where the strike/lock out takes place including reasons for such strike.

**6.2. Regularly, till complete normalcy is restored:**

- a) insurance amount claimed and realized by the Bank for the loss/damage;
- b) the actual amount of damage caused due to the natural calamity or other force majeure events;
- c) details of steps taken to restore normalcy and the impact of the natural calamity/other force majeure events on production or service, financials of the entity.

Criteria for deciding materiality: Only cases of disruption of services on account of natural calamities like earthquake, flood, fire, etc., or any other event *having an impact on the working of the Bank as a whole like system crash, strikes, etc.*, shall be treated as material, and not events relating to any particular business unit (branch) or Division.

**7. Effects arising out of change in the Regulatory framework applicable to the Bank.**

Criteria for deciding materiality: Regulatory changes having an impact on the financials or activities of the Bank shall be treated as material. However, Regulatory changes though having impact on the Banking industry and mandated by the Government/RBI, etc., may not be treated as material for disclosure to Stock Exchanges, where information is already in the public domain through acts of Parliament or through legislation such as Govt. of India's Notifications, RBI Circulars, GST Bill, Budget proposals, etc.

**8. Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the Bank:** The Bank shall notify the Stock Exchanges upon it or its Director or its Key Management Personnel or its Senior Management or its Promoter or its Subsidiary becoming party to any litigation, assessment, adjudication, arbitration or dispute in conciliation proceedings or upon institution of any litigation, assessment, adjudication, arbitration or dispute including any ad-interim or interim orders passed against or in favour of the Bank, the outcome of which can reasonably be expected to have an impact. In case the amount involved in ongoing litigations or disputes become material on a cumulative basis, then the same shall also be required to be disclosed to the Stock Exchange(s):

**8.1. At the time of becoming the party:**

- a) brief details of litigation viz. name(s) of the opposing party, court/



- tribunal/agency where litigation is filed, brief details of dispute/litigation;
- b) expected financial implications, if any, due to compensation, penalty, etc.;
- c) quantum of claims, if any;

**8.2. Regularly till the litigation is concluded or dispute is resolved:**

- a) the details of any change in the status and/or any development in relation to such proceedings;
- b) in the case of litigation against key management personnel or its promoter or ultimate person in control, regularly provide details of any change in the status and/or any development in relation to such proceedings;
- c) in the event of settlement of the proceedings, details of such settlement including - terms of the settlement, compensation/penalty paid (if any) and impact of such settlement on the financial position of the Bank.

**Explanation – Tax litigations or disputes, including demand notices, penalties, etc., shall be disclosed under sub-para 8 of Para B based on application of criteria for materiality in the following manner:**

- (i) Disclosure of new tax litigations or disputes within twenty-four hours from the receipt of notice by the Bank.
- (ii) Quarterly updates on ongoing tax litigations or disputes in the format as per Annexure - IV.
- (iii) Tax litigations or disputes, the outcomes of which are likely to have a high correlation, should be cumulated for determining materiality

***Provided that if all the relevant information, in respect of claims which are made against the Bank under any litigation or dispute, other than tax litigation or dispute, is maintained in the structured digital database of the Bank in terms of provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Bank's Policy for Prevention of Insider Trading, the disclosure with respect to such claims shall be made to the stock exchange(s) within seventy-two hours of receipt of the notice by the Bank.***

Criteria for deciding materiality: Any litigation, assessment, adjudication, arbitration or dispute in conciliation proceedings or upon institution of any litigation, assessment, etc., to which the Bank or its Director or its Key Management Personnel or its Senior Management or its Promoter or its Subsidiary becomes party shall be reported for determining the materiality.

**9. Frauds or defaults by employees of the Bank which has or may have an impact on the Bank:**

**9.1. At the time of unearthing of fraud or occurrence of the default/arrest:**

- a) nature of fraud/default/arrest;
- b) estimated impact on the Bank;
- c) time of occurrence;
- d) person(s) involved;

- e) estimated amount involved (if any);
- f) whether such fraud has been reported to appropriate authorities.

**9.2. Subsequently intimate the Stock Exchange(s) further details regarding the fraud/default including:**

- a) actual amount involved in the fraud/default (if any);
- b) actual impact of such fraud/default on the Bank and its financials;
- c) corrective measures taken by the Bank on account of such fraud/default.

Criteria for deciding materiality: Fraud or default by Employees shall be reported for deciding the materiality.

**10. Options to purchase securities including any Share Based Employee Benefits (SBEB) Scheme at the time of instituting the Scheme and vesting or exercise of options:**

- a) brief details of options granted;
- b) whether the scheme is in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (if applicable);
- c) total number of shares covered by these options;
- d) pricing formula;
- e) options vested;
- f) time within which option may be exercised;
- g) options exercised;
- h) money realized by exercise of options;
- i) the total number of shares arising as a result of exercise of option;
- j) options lapsed;
- k) variation of terms of options;
- l) brief details of significant terms;
- m) subsequent changes or cancellation or exercise of such options;
- n) diluted earnings per share pursuant to issue of equity shares on exercise of options.

Criteria for deciding materiality: All such cases including Share Based Employee Benefits Scheme at the time of instituting the Scheme and vesting or exercise of options shall be treated as material.

**11. Giving of guarantees or indemnity or becoming a surety, by whatever name called, for any third party:**

- a) name of party for which such guarantees or indemnity or surety was given;
- b) whether the Promoter/ Promoter Group/ Group Companies have any interest in this transaction? If yes, nature of interest and details thereof and whether the same is done at “arms’ length”;
- c) brief details of such guarantee or indemnity or becoming a surety, viz., brief details of agreement entered (if any) including significant terms and conditions, including amount of guarantee;
- d) impact of such guarantees or indemnity or surety on the Bank.

The above details for giving of guarantees or indemnity or becoming a surety, by whatever name called, including comfort letter, side letter, etc., shall also be required to be disclosed in case the amount involved in terms of outstanding guarantees, indemnity or surety for a third party become material on a cumulative basis.

Criteria for deciding materiality: This is generally not applicable to Banks. Where the Bank provides guarantee/letter of comfort on behalf of its Subsidiaries/ Associates/Joint Ventures, the information shall be reported for deciding the materiality.

Guarantees/Letters of Comfort/ Letter of Undertaking provided by the Bank on behalf of its customers, in the ordinary course of Bank's business, will not be treated as 'material'

## **12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.**

- a) name of the regulatory or licensing authority;
- b) brief details of the approval/license obtained/ withdrawn/ surrendered;
- c) impact/relevance of such approval/license to the Bank;
- d) withdrawal/cancellation or suspension of license/approval by the regulatory or licensing authority, with reasons for such action, estimated impact (monetary or otherwise) on the Bank and penalty, if any;
- e) period for which such approval/license is/was valid;
- f) Subsequently, the Bank shall inform the Stock Exchange(s), the actual impact (monetary or otherwise) along with corrective actions taken pursuant to the withdrawal, cancellation or suspension of the key license/ approval.

Criteria for deciding materiality: Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals shall be treated as material. However, Individual domestic branch license approvals/cancellation/ suspension, etc., shall not be treated as material.

## **13. Delay or default in the payment of fines, penalties, dues, etc., to any regulatory, statutory, enforcement or judicial authority:**

- a) name of the authority;
- b) details of fines, penalties, dues, etc., including amount;
- c) due date of payment;
- d) reasons for delay or default in payment;
- e) impact on financial, operation or other activities of the Bank, quantifiable in monetary terms to the extent possible.

In addition to the above, details of payment including date of payment and amount paid shall be disclosed upon payment of the fines, penalties, dues, etc.

Criteria for deciding materiality: Any delay or default in the payment of statutory/regulatory fine, dues, penalties, etc., shall be treated as 'material' for

the purposes of reporting to the Stock Exchanges. In case of penalties, fine or dues, etc., levied by a judicial or an enforcement authority, the same shall be reported for determining materiality.

**2.3.2(i)(C) Disclosure of Events under Para C of Part A of Schedule III of the SEBI (LODR) Regulations:**

Disclosure of any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc., brief details thereof and any other information which is exclusively known to the Bank which may be necessary to enable the holders of securities of the Bank to appraise its position and to avoid the establishment of a false market in such securities.

Criteria for deciding materiality: Any information/event/major development which is exclusively known to the Bank shall be reported for the purpose of determining materiality on the basis of the criteria mentioned at Para No. 2.3.2(i)(B)(I) of the Policy.

**2.3.2(i)(D)** Keeping in view the provisions mentioned in Para D of Part A of Schedule III of SEBI (LODR) Regulations and without prejudice to the generality of the events/information given at Para 2.3.2(i)(A), 2.3.2(i)(B) & 2.3.2(i)(C), the Bank may make disclosures of any other event/information as may be specified by SEBI from time to time.

**2.3.2(ii) Disclosure of information having bearing on Performance/Operation of the Bank and/or Price Sensitive Information as stipulated under Part B of Schedule III of SEBI (LODR) Regulations (Non-convertible Securities)**

The Bank shall *promptly inform [i.e., as soon as reasonably possible but not later than twenty-four hours from the date of occurrence of the event or receipt of information. In case the disclosure is made after twenty-four hours of the date of occurrence of the event or receipt of information, the Bank shall, along with such disclosures provide an explanation for the delay]* the Stock Exchange(s) of all information which shall have bearing on the performance/operation of the Bank or is price sensitive or shall affect payment of interest or dividend or redemption payment of Non-Convertible Securities including:

1. Expected default in the timely payment of interest, dividend or redemption payment or both in respect of the Non-Convertible Securities and also default in the creation of security for Non-Convertible Debt Securities as soon as the same becomes apparent;
2. Any attachment or prohibitory orders restraining the Bank from transferring non-convertible securities from the account of the registered holders along-with the particulars of the numbers of securities so affected, the names of the registered holders and their demat account details;

3. Any action which shall result in the redemption, reduction, cancellation, retirement in whole or in part of any non-convertible securities;
4. Any action that shall affect adversely payment of interest on non-convertible debt securities or payment of dividend on non-convertible redeemable preference shares including default by the Bank to pay interest on non-convertible debt securities or redemption amount and failure to create a charge on the assets;
5. Any change in the form or nature of any of its non-convertible securities that are listed on the Stock Exchange(s) or in the rights or privileges of the holders thereof and make an application for listing of the securities as changed, if the Stock Exchange(s) so require;
6. Any changes in the general character or nature of business / activities, disruption of operation due to natural calamity, and commencement of commercial production / commercial operations;
7. Any events such as strikes and lock outs which have a bearing on the interest payment/ dividend payment / principal repayment capacity;
8. Details of any letter or comments made by debenture trustees regarding payment/non-payment of interest on due dates, payment/non-payment of principal on the due dates or any other matter concerning the security, Bank and/or the assets along with its comments thereon, if any;
9. Delay/default in payment of interest or dividend/principal amount/redemption for a period of more than three months from the due date;
10. Failure to create charge on the assets within the stipulated time period;
11. Any instance(s) of default/delay in timely repayment of interests or principal obligations or both in respect of the debt securities including, any proposal for re-scheduling or postponement of the repayment programmes of the dues/debts of the Bank with any investor(s)/lender(s).
12. Any major change in composition of its Board of Directors, which may amount to change in control as defined in Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
13. Any revision in the rating;
14. The following approvals by Board of Directors in their meeting: -
  - 14.1 the decision to pass any interest payment;
  - 14.2 short particulars of any increase of capital whether by issue of bonus securities through capitalization, or by way of right securities to be offered to the debt security holders, or in any other way;

15. All information, report, notices, call letters, circulars, proceedings, etc., concerning non-convertible debt securities;
16. The Bank shall disclose the outcome of meetings of the Board of Directors to the Exchange(s), within thirty minutes of the closure of the meeting, held to consider the following:
  - 16.1 The decision with respect to fund raising proposed to be undertaken by way of Non-Convertible Securities;
  - 16.2 Financial Results

*Provided that in case of Board Meetings being held for more than one day, the Financial Results shall be disclosed within thirty minutes of end of the meeting for the day on which it has been considered.*
17. **Fraud or defaults, in terms of sub para 6 of para 2.3.2(i)A of the policy, by the Bank, its promoter, Director, Key Managerial Personnel, Senior Management or Subsidiary or arrest of Key Managerial Personnel, Senior Management, promoter of Director of the Bank, whether occurred within India or abroad;**
18. Change in Directors, Key Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary), Auditor and Compliance Officer;
19. In case of resignation of the Auditor of the Bank, detailed reasons for resignation of Auditor, as given by the said Auditor, shall be disclosed by the Bank to the Stock Exchanges as soon as possible but not later than twenty-four hours of receipt of such reasons from the Auditor;
20. Resolution plan/restructuring in relation to loans/borrowings from banks/financial institutions including the following details:
  - 20.1 Decision to initiate resolution of loans/borrowings;
  - 20.2 Signing of Inter-Creditors Agreement (ICA) by lenders;
  - 20.3 Finalization of Resolution Plan;
  - 20.4 Implementation of Resolution Plan;
  - 20.5 Salient features, not involving commercial secrets, of the resolution/restructuring plan as decided by lenders.
21. One-time settlement with a Bank;
22. Winding-up petition filed by any party/creditors;
23. Proceedings of Annual and Extraordinary General Meetings of the Bank;

24. The following events in relation to the Corporate Insolvency Resolution Process (CIRP) of a listed corporate debtor under the Insolvency Code:
- 24.1 Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;
  - 24.2 Filing of application by the financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;
  - 24.3 Admission of application by the Tribunal, along with the amount of default or rejection or withdrawal, as applicable;
  - 24.4 Public announcement made pursuant to the order passed by the Tribunal under section 13 of Insolvency Code;
  - 24.5 List of Creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
  - 24.6 Appointment/ Replacement of the Resolution Professional;
  - 24.7 Prior or post-facto intimation of the meetings of Committee of Creditors;
  - 24.8 Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A (5) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
  - 24.9 Number of resolution plans received by Resolution Professional;
  - 24.10 Filing of resolution plan with the Tribunal;
  - 24.11 Approval of resolution plan by the Tribunal or rejection, if applicable;
  - 24.12 Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as:
    - a) Pre and Post net-worth of the company;
    - b) Details of assets of the company post CIRP;
    - c) Details of securities continuing to be imposed on the companies' assets;
    - d) Other material liabilities imposed on the company;
    - e) Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;
    - f) Details of funds infused in the company, creditors paid-off;
    - g) Additional liability on the incoming investors due to the transaction, source of such funding, etc.;
    - h) Impact on the investor – revised P/E, RONW ratios, etc.;
    - i) Names of the new promoters, key managerial personnel, if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control;

- j) Brief description of business strategy.
25. Intimation related to any change in terms of issue or redemption or exercising of call/ put options;
26. Intimation related to any change in covenants or breach of covenants under the terms of non-convertible debentures and/or non-convertible redeemable preference shares;
27. Intimation related to forfeiture of unclaimed interest or dividend or principal amount;
28. Intimation related to any change in the debenture trustee or Credit Rating Agency or Registrar and Share Transfer Agent;
29. Intimation of comfort/guarantee or any credit enhancement provided by the Bank to a third party;
30. Any other information/change that:
- 30.1 shall affect the rights and obligations of the holders of the non-convertible securities; and
- 30.2 is not in the public domain but necessary to enable the holders of the non-convertible securities to comprehend the true position and to avoid the creation of a false market in such listed securities.

**2.3.2(iii). Disclosure of Divergences in the Asset Classification and Provisioning by the Bank:**

In terms of Section V-C of SEBI Master Circular for compliance with the provisions of the SEBI (LODR) Regulations, 2015 by listed entities dated **11<sup>th</sup> November, 2024** read with RBI Master Direction on Financial Statements - Presentation and Disclosures [Ref.No.DOR.ACC.REC.No.45/21.04.018/2021-22] dated 30<sup>th</sup> August, 2021 – updated as on **01<sup>st</sup> April, 2024**], the Bank shall make disclosures of divergences in the asset classification and provisioning in either or both of the following cases, as soon as reasonably possible and not later than 24 hours upon receipt of the Risk Assessment Report ('RAR'):

- a. Additional provisioning for Non-Performing Assets (NPAs) assessed by RBI exceeds 5% of the reported profit before provisions and contingencies for the reference period, and
- b. Additional Gross NPAs identified by RBI exceeds 5% of the reported incremental gross NPAs for the reference period.

The disclosure shall be made in the format given at **Annexure – V** of the Policy.



2.3.2(iv) Disclosures of defaults by the Bank on payment of interest/repayment of principal amount on loans from banks/financial institutions and unlisted debt securities.

- a) The disclosures shall be made to the Stock Exchanges when the Bank has defaulted in payment of interest/ instalment obligations on loans, including revolving facilities like cash credit, from banks/financial institutions and unlisted debt securities.

*'Default'* for the purpose of this Section shall mean non-payment of the interest or principal amount in full on the date when the debt has become due and payable (*'pre-agreed payment date'*).

- b) For revolving facilities like cash credit, the Bank would be considered to be in 'default' if the outstanding balance remains continuously in excess of the sanctioned limit or drawing power, whichever is lower, for more than 30 days.
- c) The disclosure of any default on loans, including revolving facilities like cash credit, from banks/financial institutions which continues beyond 30 days shall be made promptly, but not later than 24 hours from the 30<sup>th</sup> day of such default.
- d) In case of unlisted debt securities, i.e., NCDs and NCRPS, the disclosure shall be made promptly but not later than 24 hours from the occurrence of the default. This is in line with the existing disclosure requirements specified for listed debt instruments.
- e) The disclosure shall be made in the format given at **Annexure-VI** of the Policy.

### 2.3.3 Verification and Response to Market Rumours

- i. **With effect from 01<sup>st</sup> June, 2024, the Bank shall confirm, deny or clarify, upon the material price movement as may be specified by the Stock Exchanges, any reported event or information in the mainstream media which is not general in nature and which indicates that rumours of an impending specific event or information is circulating amongst the investing public, as soon as reasonably possible but in any case and not later than twenty-four hours from the trigger of material price movement.**
- ii. **For the purpose of verification of market rumours, the Bank shall adhere to the Industry Standards Note on verification of market rumours as formulated by the Industry Standards Forum (ISF), as amended from time to time, to ensure compliance with the Regulation 30(11) of SEBI (LODR) Regulations. The Industry Standards Note forms part of the Operational Guidelines.**

In terms of the Industry Standard Note the Board of the Bank shall identify the foreign jurisdictions, if any, where the Bank has material business operations along with the list of English business/ financial news sources from such jurisdictions, which the Bank shall track for the purpose of compliance with the proviso to Regulation 30(11) of SEBI (LODR) Regulations in respect of rumours published in the international media.

**Material Business Operation shall mean - “Any business operation of the Bank which contributes more than 10% of the Consolidated Total Income of the Bank as per the last audited financial statements of the Bank.”**

Accordingly, leading English business/financial news sources of that country/ jurisdiction will be considered for tracking the market rumours.

- iii. Further if the Bank confirms the reported event or information, it shall also provide the current stage of such event or information.
- iv. Furthermore, if the Bank confirms within twenty four hours from the trigger of material price movement, any reported event or information on which pricing norms provided under Chapter V (Preferential Issue) or Chapter VI (Qualified Institutions Placement) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or pricing norms provided under Regulation 8 or Regulation 9 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 or pricing norms provided under Regulation 19 or Regulation 22B of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 or any other pricing norms specified by the SEBI or the stock exchanges are applicable, then the effect on the price of the equity shares of the Bank due to the material price movement and confirmation of the reported event or information may be excluded for calculation of the price for that transaction as per the framework as may be specified by the SEBI. In this regard, SEBI vide its Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2024/51 dated 21.05.2024 has prescribed the Framework for considering unaffected price for transactions upon confirmation of market rumour.
- v. The Promotor, Director, Key Managerial Personnel or Senior Management of the Bank shall provide adequate, accurate and timely response to queries raised or explanation sought by the Bank in order to ensure compliance with the requirements under para 2.3.3 and the Bank shall disseminate the response received from such individual(s) promptly to the Stock Exchanges.

#### **2.3.4 Authority for determination of materiality of an Event/Information**

In terms of Regulation 30(5) of the SEBI (LODR) Regulations, the Board of Directors shall authorize one or more Key Managerial Personnel for the purpose

of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchange(s).

In case of events/information under Para 2.3.2(i)(B) of the Policy, the concerned Divisional Head(s) shall first apply the 'quantitative threshold' defined under 2.3.2(i)(B)(I)(c) above.

If upon application of the quantitate threshold, such event/information is 'material', the concerned Divisional Head shall promptly report such material event/information to the Company Secretary of the Bank, i.e., Compliance Officer under SEBI (LODR) Regulations, for onward dissemination to the Stock Exchanges.

In respect of other events/information wherein quantitative thresholds cannot be applied, the Authority for determining materiality of an Event/ Information shall be a Committee comprising of the following Executives (including Key Managerial Personnel) of the Bank:

- i. Executive Director (Domain-Board & Coordination Division) or in his absence, alternate Executive Director
- ii. Executive Director (Finance) or in his absence, alternate Executive Director
- iii. Chief Financial Officer (CFO)
- iv. Group Chief Compliance Officer (GCCO)
- v. Group Chief Risk Officer (GCRO)

The presence of both the Executive Directors and the CFO shall be mandatory for the purpose of quorum.

Notwithstanding anything contained hereinabove or in Para 2.3.2(i)(B)(I) of the Policy with respect to the criteria for determining materiality of an event/information, the Board of Directors shall be entitled to give directions to treat an event and/or information as material.

#### **2.4. Authority for approving Operational Guidelines:**

The Operational Guidelines to achieve policy objectives shall be issued with the approval of the Audit Committee of Executives (ACE).

#### **2.5. Disclosure of the Policy:**

The Policy and any amendment thereto will be published on the Bank's website [www.pnbindia.in](http://www.pnbindia.in).

#### **2.6. Ownership of the Policy:**

The Share Department (Board & Coordination Division) shall be responsible for formulating/reviewing/periodic updation of the Policy.

#### **2.7. Validity and Review of the Policy:**

- i. The Policy shall remain valid for a period of twelve months from the date of approval by the Board. In case of any regulatory change/amendment during the

validity of the Policy, the same shall be construed to form part of the Policy till such time the same are incorporated therein.

- ii. Further, the Audit Committee of Executives (ACE) shall be authorised to:
  - (a) incorporate any changes necessitated in the Policy for the interim period up to the next review, due to regulatory pronouncements made during the validity period of the Policy; and
  - (b) extend the validity of the Policy for a further period of three months and the Board will be informed of such extension subsequently at the time of annual review.

## 2.8. Reporting System:

- i. The Bank shall first disclose to the Stock Exchange(s) all events or information which are 'material' in terms of the Policy as soon as reasonably possible and in any case not later than the following:
  - a) thirty minutes from the closure of the meeting of the Board of Directors in which the decision pertaining to the event or information has been taken;

**Provided that in case the meeting of the Board of Directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the listed entity shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting:**

**Provided further that in case the meeting of the board of directors is being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered.**

**Explanation: Normal trading hours shall mean time period for which the recognized stock exchanges are open for trading for all investors.**

- b) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Bank;
- c) twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Bank.

***Provided that if all the relevant information, in respect of claims which are made against the Bank under any litigation or dispute, other than tax litigation or dispute, in terms of sub-paragraph 8 of paragraph B of Part A of Schedule III of SEBI (LODR) Regulations [Para 2.3.2(i)(B)(8) of the Policy], is maintained in the structured digital database of the Bank in terms of provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Bank's Policy for Prevention of Insider Trading, the disclosure with respect to***

***such claims shall be made to the stock exchange(s) within seventy-two hours of receipt of the notice by the Bank:***

The timelines for disclosure of the events/information are enclosed as Annexure – I of the Operational Guidelines.

- ii. In case the disclosure is made after the timelines specified in the Policy, the Bank shall, along with such disclosure provide the explanation for the delay. In case the Bank does not disclose any such specified details, it shall state appropriate reasoning for the same as part of disclosure.
- iii. The SEBI (LODR) Regulations shall prevail wherever the Policy is silent and not in contravention to the Banking Companies (Acquisition & Transfer of Undertakings) Act 1970 or any other enactments specifically applicable to public sector banks.
- iv. The Bank shall, with respect to disclosures referred to under Regulation 30, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- v. In case an event or information is required to be disclosed by the Bank in terms of the Regulation 30 of SEBI (LODR) Regulations, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Bank shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.
- vi. The Bank shall disclose on its website all such events or information which has been disclosed to Stock Exchange(s), and such disclosures shall be hosted on the website of the Bank for a minimum period of five years and thereafter as per the Archival Policy of the Bank, as disclosed on its website.
- vii. The detailed instructions for reporting of an event/information to the aforesaid authority for determining materiality and disclosure to the Stock Exchanges have been stipulated in the Operational Guidelines. **Further, SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/25 dated 25.02.2025 has issued 'Industry Standards on Regulation 30 of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015' to facilitate uniform approach and assist listed entities in complying with the disclosure requirements. The Industry Standards are annexed to the Operational Guidelines as Annexure-II. The Bank shall follow the Industry Standards to ensure compliance with the Continuous Disclosure Requirements.**

## **2.9. Deviations/Relaxations**

The Board of Directors of the Bank shall be the Competent Authority to allow any deviation (other than regulatory guidelines) from this Policy.

## **2.10. Exclusions**

Nil

**Appendix**

**A. Glossary:**

<b>Term</b>	<b>Description</b>
ADR	American Depository Receipts
CIRP	Corporate Insolvency Resolution Process
FCCB	Foreign Currency Convertible Bonds
GDR	Global Depository Receipts
IBBI	Insolvency and Bankruptcy Board of India
ICA	Inter-Creditors Agreement
MPS	Minimum Public Shareholding
OTS	One-time settlement
P/E Ratio	Price to Earnings Ratio
RBI	Reserve bank of India
RONW	Return on Networth
SEBI	The Securities and Exchange Board of India

**B. List of References**

- i. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended upto 12<sup>th</sup> December, 2024.
- ii. In this regard, SEBI vide its Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2024/51 dated 21.05.2024 on Framework for considering unaffected price for transactions upon confirmation of market rumour.
- iii. SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/52 dated 21<sup>st</sup> May, 2024 on Industry Standards on verification of market rumours.
- iv. Industry Standards Note on verification of market rumours under Regulation 30(11) of SEBI (LODR) Regulations issued by Industry Standards Forum (ISF) comprising of ASSOCHAM, CII and FICCI under the aegis of the Stock Exchanges and in consultation with SEBI, as amended from time to time.
- v. SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November, 2024 for compliance with the provisions of the SEBI (LODR) Regulations, 2015 by listed entities.
- vi. SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31<sup>st</sup> December, 2024 on implementation of recommendations of the Expert Committee for facilitating ease of doing business for listed entities.
- vii. SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/25 dated 25.02.2025 on Industry Standards on Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- viii. **Industry Standards Note on Regulation 30 of SEBI (LODR) Regulations issued by Industry Standards Forum (ISF) in consultation with SEBI, as amended from time to time.**
- ix. **RBI Master Directions on Financial Statements - Presentation and Disclosures [Ref. No. DOR.ACC.REC.No.45/21.04.018/2021-22] dated 30<sup>th</sup> August, 2021 – updated as on 01<sup>st</sup> April, 2024]**

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**PUNJAB NATIONAL BANK**  
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**Annexure-I**

[Refer Para 2.3.2(i)(A)(1) of the Policy]

**Format for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies**

The details of acquisition of shares or voting rights in unlisted companies during the quarter, in terms of sub-para 1 of Para A of Part A of Schedule III of SEBI (LODR) Regulations, 2015, are given below:

S. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter



**Annexure-II**

[Refer Para 2.3.2(i)(A)(8) of the Policy]

**Format for Information to be obtained from the Statutory Auditor upon  
Resignation**

1. Name of the Bank/ material subsidiary:
2. Details of the statutory auditor:
  - a. Name:
  - b. Address:
  - c. Phone number:
  - d. Email:
3. Details of association with the Bank/ material subsidiary:
  - a. Date on which the statutory auditor was appointed:
  - b. Date on which the term of the statutory auditor was scheduled to expire:
  - c. Prior to resignation, the latest audit report/limited review report submitted by the auditor and date of its submission.
4. Detailed reasons for resignation:
5. In case of any concerns, efforts made by the auditor prior to resignation (including approaching the Audit Committee/Board of Directors along with the date of communication made to the Audit Committee/Board of Directors)
6. In case the information requested by the auditor was not provided, then following shall be disclosed:
  - a. *Whether the inability to obtain sufficient appropriate audit evidence was due to a management-imposed limitation or circumstances beyond the control of the management.*
  - b. *Whether the lack of information would have significant impact on the financial statements/results.*
  - c. *Whether the auditor has performed alternative procedures to obtain appropriate evidence for the purposes of audit/limited review as laid down in SA 705 (Revised)*
  - d. *Whether the lack of information was prevalent in the previous reported financial statements/results. If yes, on what basis the previous audit/limited review reports were issued.*

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7. Any other facts relevant to the resignation

**Declaration**

1. *I/ We hereby confirm that the information given in this letter and its attachments is correct and complete.*
2. *I/ We hereby confirm that there is no other material reason other than those provided above for my resignation/ resignation of my firm.*

Signature of the authorized signatory

Date:

Place:

Encl.:

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**Annexure-III**

[Refer Para 2.3.2(i)(A)(25) of the Policy]

**Format for Disclosure of Imposition of Fine or Penalty**

The details of imposition of fine or penalty during the quarter, in terms of sub-para 20 of Para A of Part A of Schedule III of SEBI (LODR) Regulations, are given below:

S. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible

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**Annexure-IV**

[Refer Para 2.3.2(i)(B)(II)(8) of the Policy]

**Format for Disclosure of Updates to ongoing Tax Litigations or Disputes**

The updates on tax litigations or disputes, in terms of sub-para 8 of Para B of Part A of Schedule III of SEBI (LODR) Regulations, 2015 read with corresponding provisions of Annexure 18 of the Master Circular are given below:

S. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute

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**Annexure-V**

[Refer Para 2.3.2(iii) of the Policy]

**Format for reporting Divergence in Asset Classification and Provisioning for NPAs to Stock Exchanges**

Sr. No.	Particulars	Amount (in Rs. crore)
1.	Gross NPAs as on March 31, 20XX* as reported by the Bank	
2.	Gross NPAs as on March 31, 20XX as assessed by Reserve Bank of India	
3.	Divergence in Gross NPAs (2-1)	
4.	Net NPAs as on March 31, 20XX as reported by the Bank	
5.	Net NPAs as on March 31, 20XX as assessed by Reserve Bank of India	
6.	Divergence in Net NPAs (5-4)	
7.	Provisions for NPAs as on March 31, 20XX as reported by the Bank	
8.	Provisions for NPAs as on March 31, 20XX as assessed by Reserve Bank of India	
9.	Divergence in provisioning (8-7)	
10.	Reported Profit before Provisions and Contingencies for the year ended March 31, 20XX	
11.	Reported Net Profit after Tax (PAT) for the year ended March 31, 20XX	
12.	Adjusted (notional) Net Profit after Tax (PAT) for the year ended March 31, 20XX after considering the divergence in provisioning	
* March 31, 20XX is the close of the reference period in respect of which divergences were assessed		

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**Annexure-VI**

[Refer Para 2.3.2(iv) of the Policy]

**Format for disclosure of instances of default by the Bank**

The following details shall be disclosed by the Bank for each instance of default:

- a. For loans including revolving facilities like cash credit from banks/financial institutions:

<b>Sr. No.</b>	<b>Type of disclosure</b>	<b>Details</b>
1.	Name of the Listed entity	
2.	Date of making the disclosure	
3.	Nature of obligation	
4.	Name of the Lender(s)	
5.	Date of default	
6.	Current default amount ( <i>break-up of principal and interest</i> in INR crore)	
7.	Details of the obligation (total principal amount in INR crore, tenure, interest rate, secured / unsecured, etc.)	
8.	Total amount of outstanding borrowings from Banks/ financial institutions (in INR crore)	
9.	Total financial indebtedness of the listed entity including short-term and long-term debt (in INR crore)	

- b. For unlisted debt securities, i.e., NCDs and NCRPS:

<b>Sr. No.</b>	<b>Type of disclosure</b>	<b>Details</b>
1.	Name of the Listed entity	
2.	Date of making the disclosure	
3.	Type of instrument with ISIN	
4.	Number of investors in the security as on date of default	
5.	Date of default	
6.	Current default amount ( <i>break-up of principal and interest</i> in INR crore)	
7.	Details of the obligation (amount issued, tenure, coupon, secured/unsecured, redemption date, etc.)	
8.	Total amount issued through debt securities (in INR crore)	
9.	Total financial indebtedness of the listed entity including short-term and long-term debt (in INR crore)	

Disclosures specified in the table below shall be made by the Bank, if on the last date of any quarter:

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- a. Any loan including revolving facilities like cash credit from banks / financial institutions where the default continues beyond 30 days or
- b. There is any outstanding debt security under default.

<b>Sr. No.</b>	<b>Particulars</b>	<b>In INR crore</b>
1.	<b>Loans / revolving facilities like cash credit from banks/financial institutions</b>	
A	Total amount outstanding as on date	
B	Of the total amount outstanding, amount of default as on date	
2.	<b>Unlisted debt securities, i.e., NCDs and NCRPS</b>	
A	Total amount outstanding as on date	
B	Of the total amount outstanding, amount of default as on date	
3.	<b>Total financial indebtedness of the listed entity including short-term and long-term debt</b>	

**The above disclosure shall be part of the quarterly Integrated Filing (Financial) of the Bank.**

As far as disclosures pertaining to default of listed NCDs/listed NCRPS/listed Commercial paper are concerned, the same would continue to be made as per the present provisions of the SEBI Regulations and Circulars issued thereunder.