



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Fair Disclosure of Unpublished Price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

Document Review and Approval

Revision history

	Summary of Change	Prepared By	Reviewed by	Recommended by (Mgt. Com)	Approved by	Ver No.	Effective Date
1	First Release	Basavraj Loni, DVP-Legal and Company Secretary	Ketan Merchant - Chief Financial Officer	N.A.	Board of Directors	1.0	November 12, 2021
2	Second release	Basavraj Loni, DVP-Legal and Company Secretary	Ketan Merchant, Chief Financial Officer	N.A.	Board of Directors	2.0	November 01, 2023

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

This code shall be applicable upon listing of the securities of the Fino Payments Bank Limited (“**Bank**”) in the Stock Exchange(s).

Preface

In an endeavour to prevent the misuse of Unpublished Price Sensitive Information (UPSI) in the day-to-day business affairs and to promote the culture of fair disclosure of information in due compliance with the Principles of Fair Disclosures as set out in the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred as “**Regulations**”), the Board of Directors of the Bank has formulated a Code of Conduct to be known as Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (hereinafter referred as “**Code for fair disclosure of UPSI**” or “**Code**”).

Applicability

The Code of fair disclosure of UPSI shall be applicable to all the Designated Persons of the Bank and immediate relatives of such Designated Persons and persons in possession of or having access to UPSI.

The words, terms and expressions referred to in this policy will have the same meaning as defined under the Insider Trading Regulations including Bank’s Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting Trading by Designated Persons, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, to the extent relevant in connection with this Code, as the case may be or in any amendment thereto..

In this Policy, unless the contrary intention appears:

- a. the clause headings are for ease of reference only and shall not be relevant to interpretation;
- b. a reference to a clause number includes a reference to its sub-clauses;
- c. words in singular number include the plural and vice versa.

Objects

The Code aims at preventing the misuse of UPSI within the Organization and promoting the practice of selective disclosures to the public; and acknowledging the necessity of communicating, providing or allowing access to information and promoting the principle of equality of access to information.

Principle of this Code

1. All UPSI shall be handled on a need to know basis only and no UPSI shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
2. The Bank shall make prompt public disclosure of UPSI that would impact price discovery

no sooner than credible and concrete information comes into being in order to make such information generally available.

3. The Bank shall make uniform and universal dissemination of UPSI to avoid selective disclosure.
4. The Compliance Officer appointed under the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 shall act as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.
5. The Bank shall make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
6. The Bank shall provide appropriate and fair responses to queries on news reports and requests for verification of market rumours by regulatory authorities.
7. The Bank shall ensure that information shared with analysts and research personnel is not UPSI.
8. The Bank shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
9. The Bank shall restrict the handling of UPSI by the employees, directors and other persons within the Bank to discuss the UPSI in social media groups etc.
10. The Bank shall ensure that the disclosure is complete in all material respects and is not misleading.

Designation and Role of Chief Investor Relations Officer

1. The Compliance Officer of the Company shall be the Chief Investor Relations Officer (“CIRO”) for the purpose of the Code. The CIRO shall be responsible for dissemination of information and disclosure of Unpublished Price Sensitive Information and also responding to the queries on news reports and requests for verification of market rumors by regulatory authorities.
2. In the temporary absence of the CIRO for any reason whatsoever, Managing Director, CFO & CEO shall nominate any other official of the Company to be responsible for dissemination of information and disclosure of UPSI.

Sharing of Information with Analysts and Research Personnel

1. The Company shall ensure that any information shared with analysts and research personnel is not UPSI and is generally available. Alternatively, the information shared as above shall simultaneously be made public.
2. The CIRO shall also develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences and display on the official website to ensure official confirmation and documentation of disclosures made.

Amendment/Review:

The Board of Directors shall review, amend, modify this Code from time to time, as may be necessary. In case of any subsequent changes in the provisions of the Regulations or the Listing Regulations or any other applicable law which makes any of the provisions in this Code inconsistent with the Regulations or the Listing Regulations or such applicable law, then the provisions of the Regulations or the Listing Regulations or such applicable law would prevail over the Code and the provisions in this Code would be modified in due course to make it consistent with such amendment.

The Bank shall formulate a policy for determination of “Legitimate Purposes” for sharing of UPSI.
