



**POLICY AND
PROCEDURE FOR
ENQUIRY IN CASE OF
LEAK OF UNPUBLISHED
PRICE SENSITIVE
INFORMATION OR
SUSPECTED LEAK 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UNPUBLISHED PRICE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 - AVP Legal and Company Secretary	Ketan Merchant - Chief Financial Officer	N.A	Board of Directors	1.0	November 12, 2021
2	Second Release	Basavraj Loni - VP Legal and Company Secretary	Ketan Merchant - Chief Financial Officer	N.A	Board of Directors	2.0	<i>January 29, 2025</i>

BACKGROUND:

The SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) (“**PIT Regulations**”) has mandated every listed company to formulate a written policy and procedures for inquiry in case of leak of Unpublished Price Sensitive Information (“**UPSI**”) and initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information and inform the Board and Securities and Exchange Board of India promptly of such leaks, inquiries and results of such inquiries.

In this regard, the board of directors of FINO PAYMENTS BANK LIMITED has laid down this policy and procedure for inquiry in case of leak of Unpublished Price Sensitive Information (the ‘Policy’).

1. OBJECTIVES:

- (i) To strengthen the internal control systems to prevent leak of UPSI.
- (ii) To restrict and prohibit the practice of sharing of UPSI with un-authorized persons which originates from within the Bank and which affects the market price of the listed securities of the Bank as well as results in loss of reputation and investors’ / financiers’ confidence in the Company.
- (iii) To implement a uniform code to curb un-ethical practices of sharing UPSI by Insiders & Designated Persons with any outsider person, firm, company or body corporate in violation of applicable law.
- (iv) To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the Board and Securities and Exchange Board of India (“SEBI”) promptly.
- (v) To penalize any Insider, Employee & Designated Persons who is found guilty of violating this policy.

2. Applicability

This policy shall apply to all Designated Persons including Insider and immediate relatives of such Designated Persons/Insider and persons in possession of or having access to UPSI.

3. Definition

For the purpose of this code the following terms shall have the meanings assigned to them as under:

- i. **“Act”** means the Securities and Exchange Board of India Act, 1992; include the rules and regulations made thereunder.
- ii. **“Board of Directors”** or **“Board”** shall mean the board of directors of the Company;
- iii. **“Company”** or **“the Company”** means Fino Payments Bank Limited;
- iv. **“Designated Persons”** shall cover all employees whether contractual or otherwise, persons / entities stated under Regulation 9(4) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and other connected persons as defined under Regulation 2(d) of the SEBI (prohibition of Insider Trading) (Amendment) Regulations, 2018;
- v. **“Immediate relative”** shall include persons defined under Regulation 2(f) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018;
- vi. **“Support Staff”** shall include any support staff of the Company, intermediary or fiduciary such as Information Technology staff, Finance Staff, Secretarial Staff, Strategy Staff who have access to UPSI;
- vii. **“Suspect”** means the person(s) against or in relation to whom an inquiry is initiated in case of a leak or suspected leak of UPSI;
- viii. **“Leak of unpublished price sensitive information”** (UPSI) shall mean communication of information which is/shall be UPSI by any Insider, Employee & Designated Persons or any other known or unknown person to any person directly or indirectly, overtly or covertly or in any manner whatsoever, except communication by a person(s) authorized by the Board after following the due process prescribed in this behalf in the Code of Practices Fair Disclosure of the Company and /or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto;
- ix. **Unpublished Price Sensitive Information”** or **“UPSI”** means any information, relating to the Company or its securities (listed or proposed to be listed), directly or indirectly, that is not generally available and which upon becoming generally available, is likely to materially affect the price of the listed / proposed to be listed securities of the Company and shall, ordinarily include but not be restricted to, information relating to the following:

(a) financial results;

- (b) dividends;
- (c) change in capital structure;
- (d) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- (e) changes in key managerial personnel.

The terms used but not defined in this Policy will have the meaning ascribed to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time).

4. Duties of Chief Investor Relations Officer

- (i) The Company Secretary would be the Chief Investor Relations Officer of the Company for the purpose of the Policy and Procedure for enquiry in case of leak of Unpublished Price Sensitive Information or Suspected Leak of Unpublished Price Sensitive Information.
- (ii) The Chief Investor Relations Officer would be responsible to ensure timely, adequate, uniform and universal dissemination and disclosure of UPSI pursuant to this Policy as required under the PIT Regulations so as to avoid selective disclosure.
- (iii) The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and co-ordinating disclosure of UPSI to the Stock Exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedure.
- (iv) Disclosure/ dissemination of UPSI may normally be approved in advance by the Chief Investor Relations Officer. In case of doubt, the Chief Investor Relations Officer shall consult and seek approval of the Chairman / Managing Director of the Company before dissemination of such information.
- (v) If information is accidentally disclosed without prior approval or is outside the purview of the Policy on Legitimate Purpose, the person responsible shall inform the Chief Investor Relations Officer immediately.

The Chief Investor Relations Officer will then promptly disseminate the information so as to make such information generally available.

- (vi) Oversee the compliance of this Policy.
- (vii) Report the incident of actual or suspected leak of UPSI to Board and the Securities and Exchange Board of India.
- (viii) Intimate the incident of actual or suspected leak of UPSI to the Stock Exchanges.

5. Disclosure of actual or suspected leak of UPSI to Stock Exchanges

On becoming aware of actual or suspected leak of UPSI of the Company, the Chief Investor Relations Officer shall ensure that the same shall be promptly intimated to the Stock Exchanges on which the securities of the Company are listed.

6. Disclosure of actual or suspected leak of UPSI to SEBI

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the Chief Investor Relations Officer shall ensure that a report on such actual or suspected leak of UPSI, preliminary enquiry thereon and results thereof shall be promptly informed to SEBI.

7. Constitution of Enquiry Committee:

The Board of Directors or any Committee authorised by them in this behalf, shall constitute a Committee to be called as “Enquiry Committee”.

The Enquiry Committee shall consist of minimum 2 (two) Members which shall include Managing Director, Chief Investor Relation Officer and any other officer of the Company. The Managing Director may change/alter/re-constitute the Enquiry Committee as may be required from time to time. If any member of Enquiry Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and other members of Enquiry Committee should deal with the matter on hand. In this regard, the board of directors (or any committee authorised by them in this behalf) should be empowered to substitute another officer in place of the member who is conflicted if it deems fit.

8. Duties of Enquiry Committee:

The Enquiry Committee shall be responsible:

- (a) To ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any, based on the preliminary enquiry conducted by Chief Investor Relations Officer;
- (b) To authorize any person including engage third parties to conduct the inquiry/investigation if required and to collect necessary support material;
- (c) To consider the facts, circumstances and undertake appropriate action in accordance with this Policy;
- (d) To suggest / recommend disciplinary action thereon.
- (e) The enquiry committee shall; (i) be empowered to call upon employees / individuals to seek information pertaining to the leak; (ii) have the authority to invite external investigators / experts; (iii) keep the identity of the suspect confidential till the completion of enquiry and disclose to external investigator / witness only to the extent necessary for the fair conduct of the investigation; and (iv) notify the suspect of the allegations and provide him an opportunity of being heard.

9. Procedure for enquiry in case of leak of UPSI:

On suo-moto becoming aware or otherwise, of actual or suspected leak of Unpublished Price Sensitive Information of the Company by any Promoter, Director, Key Managerial Person, Insider, Employee, Designated Person, Support Staff or any other known or un-known person, the below mentioned procedure be followed in order to enquire and/or otherwise investigate the matter.

a) To take Cognizance of the matter:

The Enquiry Committee shall meet within a period of 4 days after receipt of the information of actual or suspected leak of Unpublished Price Sensitive Information and take cognizance of the matter and decide as follows.

- i. If it is found that the allegation is frivolous, not maintainable or outside the scope, the same may be dismissed.
- ii. If it is found that the issue requires further investigation, Preliminary Enquiry may be initiated.

b) Preliminary Enquiry

Preliminary enquiry is a fact-finding exercise which shall be conducted by the Chief Investor Relation Officer. The object of preliminary enquiry is to ascertain

the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark upon any disciplinary action.

The Enquiry Committee , if required and in addition to Chief Investor Relation Officer, may also appoint and / or authorize any person(s), as it may deem fit, to initiate/conduct an enquiry to collect the relevant fact, material substances on actual or suspected leak of UPSI.

c) Report of Preliminary Enquiry to the Enquiry Committee:

The Chief Investor Relation Officer or Person(s) appointed/authorized to enquire the matter of actual or suspected leak of UPSI submit his/her report to the Enquiry Committee within 7 days from the date of his appointment on this behalf.

d) Disciplinary Action:

The Disciplinary Action(s) shall include, wage freeze, suspension, recovery, claw back, termination etc., as may be decided by the Members of the Committee.

e) Rights and Obligations of the Suspect

- i. The Suspect shall
 - ✓ Co-operate with the Inquiry Committee during the inquiry process.
 - ✓ Provide necessary clarification and material in his defence.
- ii. The Suspect has the responsibility to keep the inquiry proceedings confidential and not to interfere with the inquiry. Evidence shall not be withheld, destroyed or tampered with and witnesses shall not be influenced, coached, threatened or intimidated by the Suspect.
- iii. No allegation of wrongdoing against a Suspect shall be considered as maintainable unless there is evidence in support of the allegation as may be determined by the Inquiry Committee.
- iv. Be informed of the outcome of the Inquiry.

10. Amendment

Any amendments to this Policy or replacement of this Policy entirely with a new Policy, will be approved by the Board of Directors. This Policy may be amended from time to time based on changing requirements as prescribed by the SEBI/Stock Exchange(s) or any other appropriate statutory authority.
