



Utkarsh Small Finance Bank

**POLICY FOR DETERMINATION OF MATERIALITY OF
EVENTS/INFORMATION**



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1. Background

Pursuant to the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 ("**Listing Regulations**"), **UTKARSH SMALL FINANCE BANK LIMITED** (hereinafter referred to as "**the Bank**") has formulated this policy ("**Policy**") for determination of materiality of certain events/ information for appropriate disclosures as required thereunder.

2. Definitions

The terms and expressions used but not defined herein shall have the same meaning as assigned to those terms under the Listing Regulations, the Companies Act, 2013, the Securities Contracts (Regulations) Act, 1956 or any other applicable laws or regulations, as the case may be.

3. Authorised personnel

The Managing Director & CEO of the Bank has been authorized by the Board to determine whether or not an event or information could be considered as material for the purpose of disclosing it to the Stock Exchange(s), in terms of the Regulations and this Code.

Further, for administrative convenience, the Managing Director & CEO or the Chief Financial Officer or the Company Secretary & Compliance Officer of the Bank, has been authorized by the Board to disclose the prescribed details of the material events / information, to Stock Exchanges and to respond to any queries that may be raised by the Stock Exchanges, in this regard.

Further, the Managing Director & CEO or the Chief Financial Officer the Company Secretary & Compliance Officer of the Bank, as the case may be, is authorized by the Board:

- i. To interact or communicate with the Regulators or the Press or the Analysts or the Institutional Investors, on any matter, relating to or arising out of a material event / information, after the same has been disclosed to the Stock Exchanges and uploaded on the website of the Bank.
- ii. To respond to any queries that may be received from the Regulators or the Press or the Analysts or the Institutional Investors or in Social Media, for verification/clarification of any market rumors relating to the Bank or that any of its subsidiary companies, in terms of the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information of the Bank.

4. Criteria for determination of Materiality

The Listing Regulations have not only provided the manner in which details of such material events / information relating to the affairs of a listed entity is required to be disclosed to the Stock Exchanges, but also its nature and the time limit within which it must be disclosed, to enable the investors and the general public to take an informed decision, with regards to the affairs of the Bank and that of its subsidiary companies, detailed as under:

- i. Events listed in Para A of Part A of Schedule III of the Listing Regulations, as set out in **Annexure 'A'** to this Policy, shall be disclosed by the Bank to the Stock Exchanges,



without applying any criteria of materiality.

- ii. Events listed in Para B of Part A of Schedule III of the Listing Regulations, as set out in **Annexure 'B'** to this Policy shall be disclosed by the Bank to the Stock Exchanges, subject to application of the following criteria so as to determine, whether such event or information is material or not:
 - a) Where the omission to disclose an event or information, is likely to result in discontinuity or alteration of the event or information already available publicly; or
 - b) Where the omission to disclose an event or information is likely to result in significant market reaction if such omission comes to light at a later date; or
 - c) Where the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - 1. two percent of turnover, as per the last audited consolidated financial statements* of the Bank.
 - 2. 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.
 - 3. 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.

**The words "audited consolidated financial statements" means annual audited consolidated financial statements of the Bank.*
 - d) Where the criteria specified in sub-clauses (a), (b), (c) above are not applicable, an event or information may be treated as being material, if in the opinion of Board of the Bank, such event or information is deemed fit to be considered as material.
- iii. In case of an event or information, which does not form part of **Annexure 'A'** or **Annexure 'B'** as above, the following criteria (in addition to the criteria as mentioned in para 3(ii) above) shall be applied to determine whether the event or information is material or not:
 - (a) Event or information is likely to have a material impact on the Bank.
 - (b) Events / information relating to any major development which is likely to affect the business of the Bank and any other information which is exclusively known to the Bank, which may be required to be disclosed to enable the security holders of the Bank, to appraise their position and to avoid establishment of false market in such securities.
- iv. Events / information relating to subsidiary companies of the Bank, which are material to the Bank, shall also be disclosed to the Stock Exchange(s).
- v. Events / information which are already disclosed to the Stock Exchanges shall continue to be disclosed updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations, as required under Listing Regulations.
- vi. Information pursuant to issuance of non-convertible securities issued by the Bank, from time to time, as set out in Part B of Schedule III read with 51(2) of Listing Regulations, as set out in **Annexure 'C'** to this Policy.



- vii. It is clarified that the Bank has not issued, does not currently propose to issue any non-convertible redeemable preference shares. In the event that the Bank at any time in the future does issue non-convertible redeemable preference shares, the Bank shall make such disclosures as set out in Part B of Schedule III under the Listing Regulations.
- viii. Such other information as may be specified by SEBI, from time to time.

In case there is a delay in disclosing the material event or information to the Stock Exchanges, in terms of this Policy, the Bank shall provide appropriate explanation for such delay.

5. Timelines for disclosing the event/information to the Stock Exchanges

- i. The events or information as listed under **Annexure 'A'** or **Annexure 'B'** to this Policy shall be disclosed as per the below timelines:
 - a. As soon as possible within a reasonable time of their occurrence, but not later than 12 (twelve) hours from the occurrence of such event or information if the event or information is emanating from within the Bank or not later than 24 (twenty-four) hours from the occurrence of such event or information if the event or information is emanating from outside the Bank.
 - b. In case the decision with respect to any of the events or information as listed under **Annexure 'A'** or **Annexure 'B'** to this Policy is taken at the Board Meeting, the disclosure with respect to such events or information shall be made to the stock exchanges within 30 minutes of the closure of such Board Meeting.
 - c. Disclosure with respect to events or information for which timelines have been specified under Annexure 'A' or Annexure 'B' to this Policy shall be made within such timelines.
- ii. Disclosure with respect to events or information as listed under **Annexure 'C'** to this Policy shall be made as soon possible within a reasonable time of their occurrence, but not later than 24 (twenty-four) hours from the occurrence of such events or information.

The disclosures to be made by the Bank under this Policy shall follow the stringent of the timelines prescribed for that particular event or information, in **Annexure 'A'** or **Annexure 'B'** or **Annexure 'C'** or the Listing Regulations.

6. Other provisions relating to disclosures

- i. The Bank shall upload on its website all such events / information and host the same for a minimum period of 5 years, after which, the said information will be archived as per its Archival Policy.
- ii. In case of any amendments to the disclosures already made by the Bank or those uploaded on its website, the Bank shall disclose/ upload the amended content, in terms of this Policy.
- iii. The Bank shall provide specific and adequate reply to all queries raised by the Stock Exchanges with respect to any material events / information provided that the Stock



Exchanges shall disseminate information and clarification as soon as reasonably practicable.

- iv. The Bank may on its own initiative also, confirm or deny any reported event or information to the Stock Exchanges.
- v. In case an event / information is required to be disclosed by the Bank in terms of the provisions of Listing 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 / information, unless disclosure of such communication is prohibited by such authority.
- vi. In case any relevant employee becomes aware of any potential material events / information, then such employee shall report the same to Chief Financial Officer. The Chief Financial Officer, shall discuss with the Managing Director & CEO, who shall decide whether the same is material or not.

7. Amendments to the Policy

The Policy shall be reviewed at least annually or pursuant to any amendments to the Listing Regulations or for any reason as deemed appropriate by the Board.

The Managing Director & CEO of the Bank is authorized to carry out necessary changes to the Policy, as and when the same are necessitated or pursuant to any regulatory change. The aforesaid changes as approved by the Managing Director & CEO of the Bank shall be placed at the subsequent meeting of the Board, for its ratification.



Annexure 'A'

The following events / information listed in Para A of Part A of Schedule III of the Listing Regulations shall be mandatorily disclosed by the Bank to the Stock Exchanges, without applying any test of materiality.

- i. 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 listed entity, sale of stake in associate company of the listed entity or any other restructuring.

Explanation 1: For the purpose of this sub-para, the word 'acquisition' shall mean, -

1. acquiring control, whether directly or indirectly; or,
2. acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that –
 - a) the Bank holds shares or voting rights aggregating to five 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 2 of the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.
 - c) the cost of acquisition or the price at which the shares are acquired exceeds the threshold as specified in clause 3(ii)(c) of this Policy.

Explanation 2: For the purpose of this sub-para, “sale or disposal of subsidiary” and “sale of stake in associate company” shall include

1. 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.
2. 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 threshold as specified in clause 3(ii)(c) of this Policy.

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

- ii. 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.
- iii. New Rating(s) or Revision in Rating(s).
- iv. The following Events/Information listed in Sub-Para 4 of Para A of Part A of Schedule III of the Listing Regulations are deemed to be material events and as such shall be



mandatorily disclosed by the Bank to the Stock Exchanges within 30 minutes of the conclusion of the Board Meeting.

- a) Dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
- b) Any cancellation of dividend with reasons thereof;
- c) The decision on buyback of securities;
- d) The decision with respect to fund raising proposed to be undertaken;
- e) Increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
- f) 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;
- g) Short particulars of any other alterations of capital, including calls;
- h) Financial results;

Clarification:

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.

- i) Decision on voluntary delisting by the Bank from Stock Exchanges.

The intimation of such outcome at the meeting of the Board shall also state the time of commencement and conclusion of the said meeting.

- v. 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.

Agreements which are executed in the ordinary course of business shall be excluded for the purpose of disclosure to the Stock Exchanges.

- vi. 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 such agreements entered into by a 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 these 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 Bank shall or shall not act in a particular manner.

- vii. 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:

For the purpose of this sub-paragraph:

- (i) ‘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.
- (ii) ‘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.

- viii. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer.
- ix. 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.
- x. 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:
- (i) The letter of resignation along with detailed reasons for the resignation as given by the said director.
 - (ia) Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.
 - (ii) The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those



- provided.
- (iii) 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 sub-clause (i) and (ii) above.
 - xi. 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.
 - xii. In case the Managing Director or 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).
 - xiii. Appointment or discontinuation of share transfer agent.
 - xiv. Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including the following details
 - (i) Decision to initiate resolution of loans/borrowings;
 - (ii) Signing of Inter-Creditors Agreement (ICA) by lenders;
 - (iii) Finalization of Resolution Plan;
 - (iv) Implementation of Resolution Plan;
 - (v) Salient features, not involving commercial secrets, of the resolution/ restructuring plan as decided by lenders
 - xv. One-time settlement with a Bank.
 - xvi. Winding-up petition filed by any party / creditors
 - xvii. 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.
 - xviii. Proceedings of Annual and extraordinary general meetings of the Bank.
 - xix. Amendments to memorandum and articles of association of the Bank, in brief.
 - xx. (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) and presentations made by the Bank to analysts or institutional investors.

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

(b) Audio or video recordings and transcripts of post earnings/quarterly calls, by



whatever name called, conducted physically or through digital means, simultaneously with submission to the recognized stock exchange(s), in the following manner:

- (i) the presentation and the audio/video 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;
- (ii) the transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls:

xxi. The following events in relation to the corporate insolvency resolution process (CIRP) of the Bank under the Insolvency Code:

- a)** Filing of application by the Bank for initiation of CIRP, also specifying the amount of default;
- b)** Filing of application by financial creditors for initiation of CIRP against the Bank, also specifying the amount of default;
- c)** Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable;
- d)** Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;
- e)** List of creditors as required to be displayed by the Bank under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
- f)** Appointment/ Replacement of the Resolution Professional;
- g)** Prior or post-facto intimation of the meetings of Committee of Creditors;
- h)** 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;
- i)** Number of resolution plans received by Resolution Professional;
- j)** Filing of resolution plan with the Tribunal;
- k)** Approval of resolution plan by the Tribunal or rejection, if applicable;
- l)** 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:
 - (i)** Pre and Post net-worth of the Bank;
 - (ii)** Details of assets of the Bank post CIRP; 10
 - (iii)** Details of securities continuing to be imposed on the Bank's assets;
 - (iv)** Other material liabilities imposed on the Bank;
 - (v)** Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;
 - (vi)** Details of funds infused in the Bank, creditors paid-off;
 - (vii)** Additional liability on the incoming investors due to the transaction, source of such funding etc.;
 - (viii)** Impact on the investor – revised P/E, RONW ratios etc.;
 - (ix)** 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;



- (x) Brief description of business strategy.
 - m) Any other material information not involving commercial secrets.
 - n) Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS;
 - o) Quarterly disclosure of the status of achieving the MPS;
 - p) The details as to the delisting plans, if any approved in the resolution plan.
- xxii.** 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 by the Bank:
- a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;
 - b) 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.

Clarification

- (i) Forensic audits refers to those audits, (by whatever name called), which are initiated with the objective of detecting any mis-statement in financials, mis-appropriation/ siphoning or diversion of funds. It does not seek to cover disclosure of audit of matters such as product quality control practices, manufacturing practices, recruitment practices, supply chain process including procurement and matters that would not require any revision to the financial statements disclosed by the Bank.
 - (ii) The fact of initiation of any forensic audit, (or an audit by whatever name called), by the management of the Bank, lenders, regulatory / enforcement agencies for the purpose mentioned above, are required to be disclosed.
 - (iii) The law has prospective effect. Hence, it applies to all audits which are initiated and audit reports which are finalized after 8th October 2020.
 - (iv) In the disclosure of the final forensic audit report, any personally identifiable information including names of individuals and commercially sensitive information, if any, may be expunged.
- xxiii.** 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 the Listing Regulations and is not already made available in the public domain by the Bank.

Explanation – “social media intermediaries” shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021.

- xxiv.** 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.

- xxv. 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) 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 listed entity, quantifiable in monetary terms to the extent possible.

- xxvi. Voluntary revision of financial statements or the report of the board of directors of the listed entity under section 131 of the Companies Act, 2013.

- xxvii. Disclosure of divergence in the asset classification and provisioning, in terms of SEBI Circular no. CIR/CFD/CMD1/120/2019 dated October 31, 2019.

- xxviii. Disclosures of defaults on payment of interest / repayment of principal amount on loans from banks / financial institutions and unlisted debt securities, in terms of SEBI Circular no. SEBI /HO/ CFD/CMD1/CIR/P/2019/140 dated November 21, 2019.

- xxix. Re-classification of any person as promoter / public:



- a) Receipt of request for re-classification by the Bank from the promoter(s) seeking reclassification;
- b) Minutes of the Board Meeting considering such request which would include the views of the board on the request;
- c) Submission of application for re-classification of status as promoter / public by the Bank to the Stock Exchanges;
- d) Decision of the Stock Exchanges on such application as communicated to the Bank.

Clarification:

The provisions of clause xxix. a) and b) shall not apply in the following cases:

1. If reclassification of promoter(s) is as per the resolution plan approved under section 31 of the Insolvency Code or pursuant to an order of a Regulator under any law subject to the condition that such promoter(s) seeking reclassification shall not remain in control of the Bank.
2. In case of reclassification pursuant to an open offer or a scheme of arrangement, if the intent of the erstwhile promoter(s) to reclassify has been disclosed in the letter of offer or scheme of arrangement



Annexure 'B'

The following events / information listed in Para B of Part A of Schedule III of the Listing Regulations shall be disclosed by the Bank to the Stock Exchanges, subject to application of the criteria as prescribed in para no 3(iii) of this Policy to determine, whether such event is material or not.

- i. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
- ii. Any of the following events pertaining to the Bank:
 - (a) arrangements for strategic, technical, manufacturing, or marketing tie-up; or
 - (b) adoption of new line(s) of business; or
 - (c) closure of operation of any unit, division or subsidiary (in entirety or in piecemeal).
- iii. Capacity addition or product launch.
- iv. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
- v. Agreements (viz. loan agreement(s) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
- vi. 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.
- vii. Effect(s) arising out of change in the regulatory framework applicable to the Bank.
- viii. Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the Bank.
- ix. Frauds or defaults by employees of the listed entity which has or may have an impact on the Bank.
- x. Options to purchase securities including any ESOP/ESPS Scheme
- xi. Giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party.
- xii. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals. xiii.
- xiii. Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.
- xiv. 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. and 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.



Annexure 'C'

The following events / information having bearing on the performance / operations of the Bank, price sensitive information, or any action that could affect payment of interest or dividend or redemption payment of Non-Convertible Securities issued by the Bank, from time to time shall be mandatorily disclosed by the Bank to the Stock Exchanges promptly, as soon as reasonably possible but not later than twenty-four hours from the date of occurrence of the event or receipt of information.

- i. Expected default in the timely payment of interests or redemption payment or both in respect of the non-convertible securities and also default in creation of security for non-convertible securities as soon as the same becomes apparent.
- ii. 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.
- iii. any action which shall result in the redemption, reduction, cancellation, retirement in whole or in part of any non-convertible securities;
- iv. Any action that shall affect adversely payment of interest on non-convertible debt securities including default by the Bank to pay interest on non-convertible securities or redemption amount and failure to create a charge on the assets.
- v. Any change in the form or nature of any of its non-convertible securities that are listed on the Stock Exchanges or in the rights or privileges of the holders thereof and make an application for listing of the securities as changed, if the Stock Exchanges so require.
- vi. 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.
- vii. Any events such as strikes and lock outs which have a bearing on the interest payment / principal repayment capacity.
- viii. 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.
- ix. Delay/ default in payment of interest or principal amount /redemption for a period of more than three months from the due date.
- x. Failure to create charge on the assets within the stipulated time period;
- xi. 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 programs of the dues/debts of the Bank with any investor(s)/lender(s).
- xii. Any major change in composition of its Board of Directors of the Bank, which may amount to change in control as defined in Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended thereof.
- xiii. Any revision in the rating.
- xiv. The following approvals by Board of Directors in their meeting:
 - a. The decision to pass any interest payment.



- b.** 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.
- xv.** All information, report, notices, call letters, circulars, proceedings, etc. concerning non-convertible debt securities.

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:

- a.** the decision with respect to fund raising proposed to be undertaken by way of non-convertible securities;
 - b.** 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.

- xvi.** Fraud/defaults by promoter or key managerial personnel or director or employees of the Bank or by the Bank or arrest of key managerial personnel or promoter;
- xvii.** Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer;
- xviii.** 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;
- xix.** Resolution plan/ restructuring in relation to loans/borrowings from banks/financial institutions including the following details:
 - i.** Decision to initiate resolution of loans/borrowings;
 - ii.** Signing of Inter-Creditors Agreement (ICA) by lenders;
 - iii.** Finalization of Resolution Plan;
 - iv.** Implementation of Resolution Plan;
 - v.** Salient features, not involving commercial secrets, of the resolution/restructuring plan as decided by lenders.
- xx.** One-time settlement with a bank;
- xxi.** Winding-up petition filed by any party / creditors;
- xxii.** Proceedings of Annual and extraordinary general meetings of the Bank;
- xxiii.** Intimation related to any change in terms of issue or redemption or exercising



- of call/ put options;
- xxiv.** Intimation related to any change in covenants or breach of covenants under the terms of non-convertible securities;
 - xxv.** Intimation related to forfeiture of unclaimed interest or dividend or principal amount;
 - xxvi.** Intimation related to any change in the debenture trustee or Credit Rating Agency or Registrar and Share Transfer Agent;
 - xxvii.** Intimation of comfort/guarantee or any credit enhancement provided by the Bank to a third party;
 - xxviii.** The following events in relation to the corporate insolvency resolution process (CIRP) of the Bank under the Insolvency Code:
 - a)** Filing of application by the Bank for initiation of CIRP, also specifying the amount of default;
 - b)** Filing of application by financial creditors for initiation of CIRP against the Bank, also specifying the amount of default;
 - c)** Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable;
 - d)** Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;
 - e)** List of creditors as required to be displayed by the Bank under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
 - f)** Appointment/ Replacement of the Resolution Professional;
 - g)** Prior or post-facto intimation of the meetings of Committee of Creditors;
 - h)** 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;
 - i)** Number of resolution plans received by Resolution Professional;
 - j)** Filing of resolution plan with the Tribunal;
 - k)** Approval of resolution plan by the Tribunal or rejection, if applicable;
 - l)** 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:
 - (i)** Pre and Post net-worth of the Bank;
 - (ii)** Details of assets of the Bank post CIRP;
 - (iii)** Details of securities continuing to be imposed on the Bank's assets;
 - (iv)** Other material liabilities imposed on the Bank;
 - (v)** Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;
 - (vi)** Details of funds infused in the Bank, creditors paid-off;
 - (vii)** Additional liability on the incoming investors due to the transaction, source of such funding etc.;
 - (viii)** Impact on the investor – revised P/E, RONW ratios etc.;



(ix) 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;

(x) Brief description of business strategy.

xxix. Any other information/change that:

(a) shall affect the rights and obligations of the holders of the non-convertible securities; and

(b) 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