



AU SMALL FINANCE BANK LIMITED  
CODE OF FAIR DISCLOSURE AND CONDUCT

**Version Control**

Document Version	Description of Changes	Date	Prepared / Changed by	Sign-Off
1.0	Original First Version	17 <sup>th</sup> April, 2017	Secretarial Department	

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2.0	Second Version	26 <sup>th</sup> April, 2018	Secretarial Department	

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### 1. BACKGROUND, PURPOSE & SCOPE

- Background:

The Securities Exchange Board of India (SEBI) has promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015, on 15<sup>th</sup> January, 2015 (hereinafter referred to as the “Regulations”), to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities.

- Objects & Scope:

As per the requirement of Regulation 8 of Chapter IV of the aforesaid code,

*“The board of directors of every company, whose securities are listed on a stock exchange, shall formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information that it would follow in order to adhere to each of the principles set out in Schedule A to these regulations, without diluting the provisions of these regulations in any manner”*

The Company has adopted this code of Fair Disclosure and Conduct after incorporating the relevant clauses of Regulation 8 & Schedule A to the aforesaid Code and shall be effective from 26<sup>th</sup> April, 2018.

## 2. Definitions

- I. **“Company”** means Au Small Finance Bank Limited, having its registered office at 19-A, Dhuleshwar Garden, Ajmer Road, Jaipur India.
- II. **“Chief Investor Relations Officer”** means the head of Investor Relations department of the Bank.
- III. **“Unpublished Price Sensitive Information”** means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not 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) Change in key managerial personnel; and
  - f) Material events in accordance with the listing agreement.
4. **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis.

## 3. Administration:-

**Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information:**

Senior officer of the Company will be designated as Chief Investor Relations Officer, to deal with dissemination of information and disclosure of unpublished price sensitive information.

The duties of the Chief Investor Relations Officer will be inclusive of, but not limited to, the following :-

1. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
4. Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
5. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
6. Developing 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.
7. Handling of all unpublished price sensitive information on a need-to-know basis.

#### 4. Review of the Policy

The Board shall review and amend this Policy, pursuant to any amendment to the Listing Regulations or as and when deemed appropriate.

Approving Authority	Board of Directors
Date of Approval/ Review	26 <sup>th</sup> April 2018