

Secretarial Department

FEDERAL BANK
YOUR PERFECT BANKING PARTNER

SD/ F 24/ /2018-19

03rd April 2019

The Manager Listing Department The National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (E), <u>Mumbai – 400 051.</u>	The Manager Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers, Floor 25, Dalal Street, <u>MUMBAI – 400 001</u>
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Re.: Scrip Symbol: FEDERALBNK/Scrip Code: 500469

Sub: Amended Code of Practice & Procedure for Fair Disclosure of Unpublished Price Sensitive Information

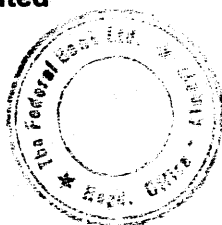
This is to inform that the Board of Directors of the Bank had approved and adopted the amendments to the Federal Bank Code of Conduct for Prevention of Insider Trading and Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information in order to align the same with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 ("amended SEBI regulations")

Accordingly in terms of regulation 8(2) of amended SEBI regulations Federal Bank Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information is attached herewith for your records. The same is also hosted on the Bank's website www.federalbank.co.in as required under Regulation 8 (1) of the amended SEBI regulations.

Kindly take the same on record

Thanking you,
Yours faithfully,
For The Federal Bank Limited


Girish Kumar G
Company Secretary





CODE OF PRACTICE & PROCEDURE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

In consonance with the principles of fair disclosure specified in SEBI (Prohibition of Insider Trading Regulations), 2015, (Insider Trading Regulations) the Bank would adhere to following practice and procedure for fair disclosures in respect of unpublished price sensitive information (UPSI) relating to the Bank and/ or its securities.

1. Any information that could have a material impact on price of shares/ securities of the Bank shall be promptly disclosed to Stock Exchanges where the shares/ securities of the Bank are listed. Such disclosure would subject to receipt of internal approvals and made through authorised personnel of the Bank, in accordance with applicable corporate and securities laws.
2. Uniform and universal dissemination of UPSI would be ensured by the Bank by adopting a common platform i.e. Stock Exchanges for public disclosure. Once the UPSI is communicated to Stock Exchanges as aforesaid, then other medium of dissemination may also be used to ensure such information is made accessible to the public on a non-discriminatory basis.
3. An officer not below the rank of Deputy Vice President would be the 'Chief Investor Relations Officer' of the Bank for the purpose of this code and Insider Trading Regulations. He/she is authorized by the Bank to ensure proper and timely dissemination of information in the ordinary course of the business of the Bank and also to disclose UPSI relating to the Bank and/ or its securities to the investors/ analysts, press, electronic/social media and other concerned members of the public.
4. In the unlikely event of any UPSI being disclosed selectively, inadvertently or otherwise, at any forum whether in India or abroad, the Chief Investor Relations Officer of the Bank, shall take effective steps to promptly disseminate such information to the Stock Exchanges, for public disclosure.
5. The 'Chief Investor Relations Officer' of the Bank is authorized to respond to any queries that may be received from stock exchanges, press, electronic/ social media or investors of the Bank, for verification of any market rumours relating to the Bank and/ or any of its subsidiaries, subject to internal clearances.
6. In case any disclosure of UPSI is inadvertently made at a meeting with analysts or at any investors relation conference, which if made public could materially impact the price of the securities of the Bank on the stock exchange(s), it would be promptly communicated to the stock exchanges on which the securities of the Bank are listed, so as to ensure such information is generally available to the public.
7. Any information that may be classified as UPSI would be dealt with by the Directors and Employees of the Bank on 'Need to Know' basis only.
8. This code and any amendments thereto shall be available on the website of the Bank.
9. The Policy for determination of legitimate purpose which forms part of this Code is detailed below.

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POLICY FOR DETERMINATION OF LEGITIMATE PURPOSE

PREFACE

This Policy, as a part of " Code of Practice & Procedure for Fair Disclosure of Unpublished Price Sensitive Information" formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015, will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as the "Policy".

This Policy is prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

OBJECTIVE

The objective of this policy is to identify 'Legitimate Purposes' for performance of duties or discharge of legal obligations, which will be considered as exception for the purpose of procuring unpublished price sensitive information (UPSI) relating to the Bank or its listed securities or proposed to be listed securities, if any.

DEFINITION

The term "legitimate purpose" shall include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, bankers, customers, suppliers, merchant bankers, legal advisors, auditors, Insolvency Professionals, other advisors or consultants or any other person with whom UPSI is shared provided that such sharing has not been carried out to evade or circumvent the Prohibitions of Insider Trading Regulations. In case of any specific situation, Compliance Officer and/or Chief Investor Relations Officer, in consultation with MD & CEO will decide the legitimate purpose.

Insider"- Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered as an "insider" for purpose of these regulations and due notice shall be given to such persons (Insiders) to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

SHARING OF UPSI FOR LEGITIMATE PURPOSE

The UPSI may be shared by any Bank's official(s) either with other Employees of the Bank or with Third Parties for the legitimate purpose(s) which shall include the following:

- (i) Sharing of UPSI in the ordinary course of business of the Bank including but not limited to existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc.



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- (ii) Sharing of UPSI where such communication is in furtherance of performance/ discharge of duty(ies); The Insiders should handle UPSI with care and to deal with the information with them when transacting their business strictly on a need-to-know basis.
 - (iii) Sharing of UPSI for discharge of legal/ regulatory obligation(s) as required under any statute(s); and
 - (iv) Sharing of UPSI for any other genuine or reasonable purpose as may be determined by the Compliance Officer of the Bank as per this Code.

ISSUE OF NOTICE TO THE RECIPIENT OF UPSI

Due notice shall be given to the insider as per this Policy, (i) To make aware such person that the information shared is or would be UPSI. (ii) To make aware such person about the duties and responsibilities while in possession of such UPSI and the liability attached thereto for any unauthorized use of such UPSI.

