

## **IDBI BANK LIMITED**

CIN L65190MH2004GOI148838

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### **Policy on Disclosure of Price Sensitive Information by IDBI Bank – Compliance of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015**

[Approved by Board at its meeting held on November 04, 2015]

In terms of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Regulations), the Board has approved the following Policy for Disclosure of Price Sensitive Information by IDBI Bank :

- I. List of Events (as applicable / relevant to IDBI Bank) to be mandatorily disclosed to Stock Exchanges without applying the criteria of materiality, in terms of Para A, Part A of Schedule III of the SEBI Regulations**
1. Acquisition(s)(including agreement to acquire), Scheme of Arrangement (a amalgamation/merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of IDBI Bank or any other restructuring.  
Explanation.—For the purpose of this sub-para, the word ‘acquisition’ shall mean,-  
acquiring control, whether directly or indirectly; or,  
acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that—  
(a) the listed entity holds shares or voting rights aggregating to five percent 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 (ii) of the Explanation to this sub-para and such change exceeds two percent of the total shareholding or voting rights in the said company.
  2. 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.
  3. Revision in Rating(s).
  4. Outcome of Meetings of the Board of Directors: IDBI

Bank shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:

- a) dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividends 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 fundraising 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 subscribers;
  - g) short particulars of any other alterations of capital, including calls;
  - h) financial results;
  - i) decision on voluntary delisting from stock exchange(s).
5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), 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.
  6. Fraud/default by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.
  7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
  8. Appointment or discontinuation of share transfer agent.
  9. Corporate debt restructuring.
  10. One time settlement with a bank.
  11. Reference to BIFR and winding-up petition filed by any party/creditors.
  12. 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 IDBI Bank.
  13. Proceedings of Annual and extraordinary general meetings of IDBI Bank.
  14. Amendment to memorandum and articles of association of IDBI Bank, in brief.
  15. Schedule of Analyst or institutional investor meets and presentations on finan

cial results made by IDBI Bank to analysts or institutional investors.

**II. (A) List of Events (as applicable / relevant to IDBI Bank) which shall be disclosed upon application of the criteria for materiality referred under sub-regulation (4) of Regulation 30 and reproduced at Para III below, in terms of Para B, Part A of Schedule III of the SEBI Regulations**

Commencement or any postponement in the date of commencement of commercial production / commercial operations of any unit/division.

Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).

Capacity addition or product launch.

Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.

Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in the normal course of business) and revision(s) or amendment(s) or termination(s) thereof.

Disruption of operations of any one or more units or divisions of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockout etc.

Effect(s) arising out of change in the regulatory framework applicable to the listed entity

Litigation(s)/dispute(s)/regulatory action(s) with impact.

Fraud/defaults, etc. by directors (other than key managerial personnel) or employees of listed entity.

Options to purchase securities including any ESOP/ESPSS scheme.

Giving of guarantees or indemnity or becoming a surety for any third party.

Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

- (B) 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 IDBI Bank which may be necessary to enable the holders of securities to appraise its position and to avoid the establishment of a false market in such securities.
- (C) Without prejudice to the generality of Para I, II(A) and II(B) above, IDBI Bank will make disclosures of event / information as specified by the Board from time to time.

### **III. Criteria of Materiality to be applied to the events listed under Para II above**

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Bank shall consider the following criteria for determination of materiality of events / information as listed under Para II above :

- (a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- (b) the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date;
- (c) In case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event / information may be treated as being material if in the opinion of the Key Managerial Personnel, authorized by the Board of directors, i.e., MD & CEO / DMD(s) / Company Secretary, the event / information is considered material.

### **IV. Timelines to be complied by IDBI Bank for Disclosure of Price Sensitive Information in terms of Regulation 30(6) of the SEBI Regulations**

IDBI Bank shall first disclose to stock exchanges all events or information as given at Para I and II read with III above as soon as reasonably possible and not later than 24 hours from the occurrence of event or information;

Provided that in case the disclosure is made after 24 hours of occurrence of the event or information, IDBI Bank shall, along with such disclosures, provide explanation for such delay: Provided further that disclosure with respect to events specified in sub-para 4 of Para I above, i.e. Outcome of the Board Meetings, shall be made within 30 minutes of the conclusion of the Board Meeting.

Sd/-  
(Pawan Agrawal)  
Company Secretary