



**CENTRAL BANK OF INDIA CODE OF PRACTICES AND  
PROCEDURE FOR FAIR DISCLOSURE OF  
UNPUBLISHED PRICE SENSITIVE INFORMATION**

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Mumbai - 400 021**

## I. NEED AND OBJECTIVE OF THE CODE

Regulation 8 (Chapter IV) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“the Regulations”) requires the Bank to formulate and publish on its official website, a Code of Practices and Procedures for Fair Disclosure of unpublished price sensitive information (“the Code”) that it would follow in order to adhere to each of the principles as stated in Schedule A to the Regulations, without diluting the provisions of these regulations.

Accordingly the Bank has laid down this Code for Fair Disclosure of Unpublished Price Sensitive Information.

## II. BANK’S BELIEF SYSTEM

The Bank acknowledges the need 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. The Bank also acknowledges the need to uphold the integrity of every transaction it enters into and believes that honesty and integrity in its internal conduct would be judged by its external behaviour. It is believed that this code will help the Bank in its endeavor to enhance shareholders’ value and maximize their wealth by pursuing ethical practices in the conduct of its business and maintaining high standard of disclosure and transparency. The Bank continues to adopt best practices, and high standards of governance in its functioning.

## III. PHILOSOPHY OF THE CODE

The Code envisages and expects -

- adherence to the highest standards of honest and ethical conduct, including proper and ethical procedures in dealing with actual or apparent conflicts of interest between personal and professional relationships.
- full, fair, accurate, sensible, timely and meaningful disclosures in the periodic reports required to be filed by the Bank with government and regulatory agencies.
- compliance with applicable laws, rules and regulations.
- to address misuse or misapplication of the Bank’s assets and resources.
- the highest level of confidentiality and fair dealing within and outside the Bank.

## IV. LEGITIMATE PURPOSE

The UPSI can be shared as an exception for legitimate purpose (as per Bank’s policy for determination of legitimate purpose (as per annexure A) provided it is not shared to evade or circumvent the prohibitions under regulation), performance of duties or discharge of legal obligations.

**V. Code of Fair Disclosure of the Bank**

1. Bank shall promptly disclose to the public all the Unpublished Price Sensitive Information (UPSI) that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Bank will follow uniform and universal dissemination of UPSI to avoid selective disclosure.
3. Bank designates Company Secretary of the Bank as Chief Investor Relations Officer of the Bank to deal with dissemination of information and disclosure of UPSI.
4. In the event of any UPSI getting disclosed selectively either inadvertently or otherwise, the Bank will ensure prompt dissemination of UPSI as generally available, by disclosing to the Stock Exchanges where the securities of the Bank are listed and by uploading the same on Bank's website [www.centralbankofindia.co.in](http://www.centralbankofindia.co.in)
5. Bank will ensure appropriate and fair response to queries on news reports and requests for verification of market rumors by Regulatory Authorities.
6. Bank will ensure that information shared with analysts and research personnel is not UPSI.
7. Bank will develop best practices to make transcripts or record of proceedings of meetings with analysts and other investor relations conference calls on the official website of the Bank to ensure official confirmation and documentation of disclosures made.
8. Bank will handle all UPSI on a need-to-know basis. "Need-to-know" basis means that UPSI should be disclosed only to those within the Bank who need the information to discharge their duties and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
9. Disclosure of the Code on Public Domain
  - i. The Code will be published on the official website of the Bank and will be intimated to the Stock Exchanges where the securities of the Bank are listed.
  - ii. Any amendment(s) to the Code, duly approved by the Board of Directors of the Bank, will be promptly intimated to the Stock Exchanges where the securities of the Bank are listed and will also be updated on the official website of the Bank.
  - iii. Subsequent modification (s) / amendment (s) to the Regulations shall automatically apply to the Code.

**Annexure A**

**POLICY FOR DETERMINATION OF LEGITIMATE PURPOSE  
(Pursuant to Regulations 3(2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015)**

**1. OBJECTIVE**

The objective of this policy is to identify “Legitimate Purpose” which will be considered as exception for the purpose of sharing /procuring UPSI relating to Bank or its listed securities or proposed to be listed securities, if any.

**2. MEANING OF LEGITIMATE PURPOSE:**

The term legitimate purpose include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibition of this code.

**3. RECIPIENT OF UPSI PURSUANT TO LEGITIMATE PURPOSE TO BE DEEMED INSIDER:**

Any person in receipt of unpublished price sensitive information pursuant to a legitimate purpose shall be considered as an “insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with this code by the person sharing such information.

**4. ILLUSTRATIONS OF LEGITIMATE PURPOSE:**

In following cases which are illustrative in nature, sharing of UPSI would be considered as legitimate purpose:

- 4.1 Statutory or Government Requirement:** For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law; Example: Any call for information or query received from Central Government, Reserve Bank of India, Securities and Exchange Board of India, Stock Exchanges etc.
- 4.2 Legal Requirement:** As part of compliance with applicable laws, regulations, rules and requirements or under any proceedings or pursuant to any order of courts or tribunals; Example: Court of Law, National Company Law Tribunal, National Company Law Appellate Tribunal, Quasi-judicial authority, Other Appellate Tribunals, Arbitration Proceedings, etc.
- 4.3 Contractual Requirement:** Arising out of any contractual obligations or arrangement entered by the Bank set forth in any contract, agreement, arrangement, settlement, understanding or undertaking. Example: Duediligence for any kind of restructuring, namely mergers & acquisitions, joint venture agreements, share purchase agreements, franchisee agreement, etc.
- 4.4 Auditing Purpose:** For audit by statutory, internal, concurrent, secretarial or management auditors as per the scope of audit etc.