



PRINCIPLES OF FAIR DISCLOSURE FOR PURPOSES OF CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Version 6.0

**TAMILNAD MERCANTILE BANK LTD
SECRETARIAL SECTION**

**PRINCIPLES OF FAIR DISCLOSURE FOR PURPOSES OF CODE OF PRACTICES
AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE
INFORMATION**

Document History

1	Document Name	Principles of Fair Disclosure for Purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information
2	Document Classification	Internal- Confidential
3	Version	6.00
4	Prepared by	Secretarial Section
5	Reviewed by	Audit Committee of the Board
6	Approved by	Board of Directors

Version No	Date of effect	Brief Description
1.00	16.07.2021	Policy framed for the proposed Initial Public Offer
2.00	01.04.2022	Annual review of Policy
3.00	01.04.2023	Annual review of Policy
4.00	01.04.2024	Annual review of Policy
5.00	12.06.2025	Annual review of Policy
6.00	24.03.2026	Annual review of Policy

Period of the policy	Next review due date
Till next review	01.04.2027

**PRINCIPLES OF FAIR DISCLOSURE FOR PURPOSES OF CODE OF PRACTICES
AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE
INFORMATION**

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 Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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 Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.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. The Managing Director of the Bank shall be the Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
 - a. Any query on verification of market rumours by stock exchanges shall be immediately forwarded to the Chief Investor Relations Officer who shall decide on the response.
 - b. Employees of the Bank should not respond to stock exchanges, media or others unless authorized by Chief Investor Relations Officer.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. 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.
8. Handling of all unpublished price sensitive information on a need-to-know basis.
9. **Sharing of UPSI 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 shall be considered for**

legitimate purpose and it shall not be carried out to evade or circumvent the prohibitions of the Regulations. Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of the Regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with the Regulations. The Bank shall execute a confidentiality agreement with such persons, to maintain confidentiality of such UPSI in compliance with the Regulations.

- 10. The Bank maintains a Structured Digital Database (SDD) containing the nature of UPSI and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. The SDD is maintained internally with adequate internal controls and checks, such as time stamping and audit trails to ensure non-tampering of the database for 8 years after completion of relevant transactions.**

Further, the entry of information, not emanating from within the organization, in SDD may be done not later than 2 calendar days from receipt of such information.

Validity of this policy

The policy shall be reviewed every year and is valid for one year from the date of approval by the Board and is valid till next review. Any regulatory / other changes in the intervening period will be implemented as and when the timeframe fixed by the regulator(s) and the same will be updated in the policy during the next review.