



DHANLAXMI BANK

POLICY ON DISCLOSURE OF MATERIAL EVENTS /
INFORMATION

Version 5.0

Date: 21.02.2023

DOCUMENT DETAILS

Policy Title	Dhanlaxmi Bank – Policy on Disclosure of Material Events / Information
Date Approved	21.02.2023
Approving body	Board of Directors, Dhanlaxmi Bank
Implementation date	21.02.2023
Version	5.0
Previous review date	05.12.2022
Frequency of review	Yearly
Related directions and regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
Related policies	N/A
Related Procedures and Guidance	Various Regulatory Directions
Policy Owner department	Secretarial Department
Policy User departments	Secretarial Department
Reviewed by	appended below

DOCUMENT VERSION HISTORY

Sr.No.	Date of Document	Version	Remarks
1	December 11, 2015	1.0	Formation of Policy / Initial Version
2	April 17, 2019	2.0	Revision
3	February 04, 2020	3.0	Revision
4	March 18, 2021	4.0	Revision
5	December 05, 2022	4.0	Revision

Policy on Disclosure of Material Events / Information	Head – Secretarial Department	Department Heads	MD & CEO	Audit Committee	Board
	R/A	C	C/I	I	I

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1. STATUTORY MANDATE

The Board of Directors of Dhanlaxmi Bank Limited has adopted the following policy and procedures with regard to disclosure of material events which are necessary to be disclosed to the stock exchanges based on criteria as may be deemed necessary and has been adopted as part of this policy. The Board may review and amend this policy from time to time.

This Policy is in terms of Regulation 30 of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. POLICY OBJECTIVE AND SCOPE

The purpose / objectives of the policy are as follows:-

- To determine the events and information which in the opinion of the Board are Material and needs to be disclosed to the stock exchanges as per the time span hitherto defined;
- To present a high level policy statement for the Bank regarding disclosure of material events / information in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”);
- Define the Bank’s policy on disclosure of events / information and to provide guidance to the Board of Directors, KMPs and other executives and staff working in the Bank in making decisions and undertaking regarding its responsibility about making public such events / information which may materially affect the performance of the company and thereby the share prices of the Bank;
- Systematic identification, categorization, review, disclosure and updation on website the details of information / events which are considered material or not but which may have a bearing on the performance of the Bank and which may materially affect the share prices of the Bank

3. DEFINITIONS

- **“Bank”** means Dhanlaxmi Bank Limited which was incorporated under the Companies Act, 1913 and is a Bank under the Second Schedule of the Reserve Bank of India Act, 1934.
- **“Board of Directors or Board”** means the Board of Directors of the Bank, as constituted from time to time.
- **“Independent Director”** means a Director of the Bank, who satisfies the criteria for independence of a Director laid down under Section 149 (6) of the Companies Act 2013 read with Schedule IV and SEBI LODR, 2015 entered into with the stock exchanges.
- **“Policy”** means Policy on Disclosure of Material Events / Information.

- **“Material Events”** are those that are specified in Para A of Part A of Schedule III of SEBI LODR, 2015.
- **“Other Events”** are those as may be decided from time to time and in accordance with Para B of Part A of Schedule III of SEBI LODR, 2015.
- **“SEBI LODR, 2015”** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- **“Key Managerial Personnel” (KMP)** of the Bank means Managing Director & CEO, Chief Financial Officer and Company Secretary of the Bank.

All the words and expressions used in this policy, unless defined hereinafter, shall have meaning respectively assigned to them under the SEBI LODR, 2015 and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars made/issued there under, as amended from time to time.

4. POLICY

The Board of Directors shall determine the events which are classified under different categories to be material and / or other events having a bearing on the performance of the Bank and on the share prices of the Bank, which needs to be disclosed to the stock exchanges as per the time span specified against each category.

1.1 Category A - Events considered Material by the Board of Directors which needs to be disclosed to the stock exchanges within 24 hours of the decision taken at the Board Meeting

- Acquisition, (including agreement to acquire), scheme of arrangement which includes amalgamation / merger / demerger / restructuring), or sale or disposal of unit(s), division(s) or subsidiary of the Bank or any other restructuring
- 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.
- Shareholder agreement, JV, family settlement agreement, agreement / treaty / contract with media companies
- Fraud / default by key managerial personnel and arrest of KMP
- Reference to BIFR and winding-up petition filed by any party / creditors
- Revision in ratings
- Change in Directorships, KMP, Auditor and Compliance Officer
- Appointment and discontinuance of share transfer agent
- Resolution Plan / Restructuring in relation to loans/ borrowings from banks/financial institutions
- One time settlement with bank

- 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 the Bank
- Proceedings of the Annual General Meeting (AGM) and Extra-ordinary General Meeting (EGM)
- Amendments to Memorandum and Articles of Association
- a) Schedule of analysts or institutional investors meet and presentations made by the listed entity to analysts or institutional investors.
b) Audio or video recordings and transcripts of post earnings/quarterly calls, conducted physically or through digital means.

If the management is not in a position to inform the stock exchange within 24 hours of the decision taken at the Board Meeting, then it shall inform the stock exchange as soon as it is possible with an explanation as to reason for delay in disclosing the said information.

1.2 Category B - Events / decisions considered Material by the Board of Directors which needs to be disclosed to the stock exchanges within 30 minutes of the closure of the Board Meeting

- Declaration of Dividend and / or cash bonuses recommended or declared and other information pertaining to them
- Cancellation of dividend with reasons thereof
- Buyback of shares
- Fund raising proposed to be undertaken
- Increase in capital by issue of bonus shares
- Reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue
- Alteration of capital
- Financial results
- Voluntary delisting from stock exchanges

1.3 Category C - Events which shall be disclosed upon application of guidelines for materiality referred sub-regulation (4) of regulation (30)

- Commencement or postponement of the date of operation 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, new line of business or closure of operations of any unit / division
- Capacity addition or new product launch
- Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business
- Disruption of operation of any one or more units / divisions due to natural calamity, force majeure or events such as strikes, lockouts, etc.
- Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.

- Effects arising out of change in regulatory framework applicable to the Bank
- Litigation / dispute / regulatory action(s) with impact
- Options to purchase securities including ESOP/ESPS 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
- Emergence of new technologies
- Expiry of patents
- Change in accounting policy
- Any other information that may be deemed necessary for the holders of the securities of the Bank to appraise its position and to avoid the establishment of a false market

The management shall periodically bring to the attention of the Board of Directors of the Bank, all information, events or materials which in its opinion has to be brought to the attention of the stock exchanges.

The Bank shall be guided by SEBI LODR, 2015 and other guidelines / circulars issued by SEBI, as amended from time to time, on the details that need to be provided while disclosing events / information.

5. CRITERIA FOR DISCLOSURE OF EVENTS / INFORMATION

- a) The omission of an event or information is likely to result in discontinuity or alteration of event or information already available publicly;
- 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 of an event / information do not fall in the first two categories, but considered material in the opinion of the Board of Directors

6. AUTHORITY FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION

A two-member Committee called “Committee for Determination of Materiality of Events / Information” (hereinafter referred to as “the Committee”) consisting of the Managing Director & CEO as its Chairman and the Chief Financial Officer as its Member is authorized to determine whether an event / information is material or not and in turn about its time line for disclosure to the stock exchanges based on the category of information as specified above, subject to such information being placed at the Board meeting prior to, or immediately after, the said information being made public.

The Company Secretary will be the Coordinator & Liaison Officer for the Committee.

7. WEBSITE UPDATION / UPDATES TO STOCK EXCHANGES

The Bank shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under this Policy, and such disclosures shall be hosted on the website of the Bank for a minimum period of five years and thereafter as per the archival policy of the Bank, as disclosed on its website.

The Company Secretary, who is the Coordinator & Liaison Officer for the Committee, is authorized to make disclosures to stock exchange(s) under this regulation as will be advised by the Committee.

The contact details of the Managing Director & CEO, the Chief Financial Officer and the Company Secretary shall be disclosed to the stock exchange(s) and on the website of the Bank.

The Bank shall, with respect to disclosures referred to in this Policy, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations. The Committee shall give updates to the Board of Directors and to the stock exchanges on any material event that may have been first informed to the stock exchanges including further developments, if any, on such events. Such updates shall also be hosted on the website of the Bank.

8. COMPLIANCE OFFICER

The Company Secretary shall be the Compliance Officer for the purpose of complying with the provisions of SEBI LODR, 2015.

9. EFFECTIVE DATE

This Policy will be effective from the date of approval by the Board.

10. POLICY REVIEW

The Code is valid for a period of 1 year from the date of approval by the Board of Directors of the Bank. In case of any amendment (s), clarification (s), circular (s) etc. issued by the relevant authorities, in the interim, not being consistent with the provisions laid down under this Code, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions in this Code and this Code shall stand amended accordingly.

The Board has the power to replace this Policy entirely with a new policy.