

BNK CAPITAL MARKETS LIMITED

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

This “Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information (“UPSI)” (the “Code”) has been formulated in terms of Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 (the “Regulations”).

The objective of this Code is to lay down the principles and practices to be followed by BNK Capital Markets Limited (the “Company”) pertaining to disclosure of UPSI. This Code shall apply in relation to disclosure of UPSI by the Company. The scope and exceptions as given in PIT Regulations shall be applicable for the purpose of this Code as well. The Code is effective from the date of adoption by the Board of Directors of the Company.

Accordingly, the following Code has been formulated by the Company:

- 1) The Company shall ensure prompt public disclosure of UPSI that would impact price discovery, as soon as it has credible and concrete information, in order to make such information ‘generally available’ i.e. to make the information accessible to the public on a non-discriminatory basis.
- 2) The Company shall ensure uniform and universal dissemination of UPSI to avoid selective disclosures.
- 3) The Company Secretary who is the Compliance Officer of the Company for the purpose of dealing with dissemination of information and disclosure of UPSI.
- 4) If the Company has inadvertently or otherwise, disclosed any UPSI selectively, such information shall be disseminated promptly to make it generally available.
- 5) The Company shall endeavour to ensure appropriate and fair responses to queries on news reports and requests for verification of market rumors by regulatory authorities. A ‘No Comment’ policy must be maintained by the Company on market rumours except when requested by regulatory authorities to verify such rumours.
- 6) The Company shall ensure that information shared with analysts and research personnel is not UPSI.
- 7) Sharing information with Company’s partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants shall be considered as “legitimate purposes” for the purposes of sharing UPSI in the ordinary course of business by an insider, provided that such sharing has not been carried out to evade or circumvent the prohibitions under the Regulations.
- 8) It is clarified that in the event there exists multiple purposes for sharing UPSI, each purpose will be evaluated on its own merits, in line with the above-mentioned principles.

Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an “insider” and due notice shall be given to such person to maintain confidentiality of UPSI in compliance with the Regulations. The Compliance Officer shall ensure that such third party is also bound by non-disclosure or confidentiality agreements which shall also mention the duties and responsibilities of such person with respect to such UPSI and the liabilities involved if such person misuses or uses such UPSI in breach of these Regulations.

- 10) The assessment of whether sharing of UPSI for a particular instance would tantamount to 'legitimate purpose' would entirely depend on the specific facts and circumstances of each case. Accordingly, this Policy only sets out the principles that should be considered while assessing if the purpose for which UPSI is proposed to be shared is "legitimate";
- 11) Primarily, the following factors should be considered:
- whether sharing of such information is in the ordinary course of business of the Company;
 - whether information is sought to be shared to evade or circumvent the prohibitions of the Regulations;
 - whether sharing the information is in the best interests of the Company or in furtherance of a genuine commercial purpose;
 - whether the information is required to be shared for enabling the Company to discharge its legal obligations;
 - whether the nature of information being shared is commensurate to the purpose for which access is sought to be provided to the recipient.
- 12) The Company shall enter the details (name, address, email, Permanent Account Number (PAN) or other unique identifier authorized by law, in case PAN is not available and such other documents as may be necessary), of the person or entity with whom UPSI is shared in a structured digital database, in compliance with the SEBI Regulations.

Authority to make alterations.

The Board reserves the right to amend or modify this Code in whole or in part, as it may deem appropriate to ensure compliance with SEBI Regulations.
