ANNEXURE A

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

In pursuance to the Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time ("Insider Trading Regulations"), it is required that the Board of Directors of every listed Company shall formulate a code of practices and procedures for fair disclosure of unpublished price sensitive information.

UNPUBLISHED PRICE SENSITIVE INFORMATION

(i) The Company shall promptly disclose unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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. The information including but not restricted to:

(a) Financial results viz. Statement of Profit & Loss/Statement of Asset & Liabilities/Cash flow Statement;
(b) Dividends including interim dividend;
(c) Change in capital structure (does not include change in the paid-up share capital pursuant to exercise of stock options under an ESOP Scheme);
(d) Public Issue/Buy Back of Securities
(e) Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business ,award or termination of order/contracts not in the normal course of business and such other transactions;
(f) Changes in key managerial personnel other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
(g) Change in rating(s), other than ESG rating(s);
(h) Fund raising proposed to be undertaken;
(i) Agreements, by whatever name called, which may impact the management or control of the company;
(j) Fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;

Explanation:

a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(k) Resolution plan/ restructuring or one time settlement in relation to loans/borrowings from banks/financial institutions;
(l) Admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
(m) Initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
(n) Action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company such as;
   1. search or seizure; or
   2. re-opening of accounts under section 130 of the Companies Act, 2013; or
   3. investigation under the provisions of Chapter XIV of the Companies Act, 2013;

(o) Action(s) taken or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company such as;
   1. suspension;
   2. imposition of fine or penalty of rupees one lakh or more imposed by sectoral regulator or enforcement agency and fine or penalty of rupees ten lakhs or more imposed by other authority or judicial body;
   3. settlement of proceedings;
   4. debarment;
   5. disqualification;
   6. closure of operations;
   7. sanctions imposed;
   8. warning or caution; or
   9. any other similar action(s) by whatever name called;

(p) Outcome of any litigation(s) or dispute(s) which may have an impact on the company;

(q) Giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;

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

(s) such other information as may be deemed to be unpublished price sensitive information by Chief Investor Relations Officer.

For identification of above-mentioned events as unpublished price sensitive information, the guidelines for materiality referred at paragraph A and B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time, shall be applicable.

(ii) The UPSI shall be uniform and universally disseminated and due care will be taken to avoid selective disclosure.

(iii) In case if the UPSI that gets disclosed selectively, inadvertently or otherwise, prompt steps shall be taken to make such information generally available.

DESIGNATION AND ROLE OF CHIEF INVESTOR RELATIONS OFFICER

(i) The Chief Financial Officer of the Company shall be the Chief Investor Relations Officer ("CIRO") for the purpose of the Code. The CIRO shall be responsible for dissemination of information and disclosure of Unpublished Price Sensitive Information and also responding to the queries on news reports and requests for verification of market rumors by regulatory authorities.

(ii) In the temporary absence of the CIRO for any reason whatsoever, Managing Director & CEO shall nominate any other official of the Company to be responsible for dissemination of information and disclosure of UPSI.

GENERAL OBLIGATIONS FOR PRESERVATION AND DISCLOSURE OF UPSI

(i) All unpublished price sensitive information shall be handled on a need to know basis and in accordance with the provisions of the Regulations and any other applicable codes, policies and procedures of SBI Cards and Payment Services Limited ("Company").

(ii) It is clarified that information to be termed as UPSI should be specific and intended to be generally made available at a point of time to ensure it does not lead to creation of a false market in securities. For the purpose of disclosure, the CIRO may consult such officials within the Company to ensure the correctness and credibility of the UPSI.

(iii) The CIRO shall authorise disclosure or dissemination of UPSI (1) by way of intimation to the stock exchanges, such that further disclosure can be made from the stock exchange websites; (2) on the official website of the Company to ensure official confirmation and documentation; and (3) in any other manner as may be decided by the CIRO to facilitate uniform and universal dissemination of UPSI.

(iv) All communications of UPSI with the stock exchange shall be approved by the CIRO and communicated through appropriate personnel under his direction.

(v) The CIRO shall also be responsible for overseeing the contents of UPSI to be posted on the website of the Company for the purposes of this Code and shall give appropriate directions for the publication of the same. No other person shall be authorised to post any UPSI in the absence of any directions from the CIRO or Managing Director & CEO.

(vi) Information disclosure/ dissemination should normally be approved in advance by the CIRO. If the information is accidentally disclosed without prior approval, the person responsible must inform the CIRO immediately, even if the information is not considered price sensitive and if required, the CIRO shall take all reasonable steps to rectify the same.

SHARING OF INFORMATION WITH ANALYSTS AND RESEARCH PERSONNEL

(i) The Company shall ensure that any information shared with analysts and research personnel is not UPSI and is generally available. Alternatively, the information shared as above shall simultaneously be made public.

(ii) The CIRO shall also develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences and display on the official website to ensure official confirmation and documentation of disclosures made.

RESPONDING TO MARKET RUMOR'S

The CIRO shall ensure that appropriate and fair responses are provided to queries on news reports and requests for verification of market rumors by Regulatory Authorities.

Note: Words not defined herein shall have the meaning as per the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

LEGITIMATE PURPOSE

The UPSI can be shared by an Insider for Legitimate purposes as per the "Policy for determination of Legitimate Purposes", provided that such sharing has not been carried out to evade or circumvent the prohibitions of the regulations.

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

1. INTRODUCTION

This "Policy for Determination of Legitimate Purposes" hereinafter referred to as the "Policy" is prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

2. OBJECTIVE

The objective of this policy is to identify 'Legitimate Purposes' for performance of duties or discharge of legal obligations, which will be considered as exception for procuring/communicating/providing/allowing access to UPSI relating to the Company. The assessment of whether sharing of UPSI for a particular instance would tantamount to 'legitimate purpose' would 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".

Primarily, the following factors should be considered to determine the legitimate purpose:

(a) whether sharing of such information is in the ordinary course of business of the Company;

(b) whether information is sought to be shared to evade or circumvent the prohibitions of the Regulations;

(c) whether sharing the information is in the best interests of the Company or in furtherance of a genuine commercial purpose;

(d) whether the information is required to be shared for enabling the Company to discharge its legal obligations;

(e) whether the nature of information being shared is commensurate to the purpose for which access if sought to be provided to the recipient.

It is clarified that in the event there exist multiple purposes for sharing UPSI, each purpose will be evaluated on its own merits, in line with the aforementioned principles.

3. DIGITAL DATABASE

A Structured Digital Database (SDD) shall be maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under the regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.

Irrespective of whether an UPSI is shared internally or externally, necessary recording should be made in SDD. The person sharing the Unpublished Price Sensitive Information is required to inform the Compliance Officer about such sharing of UPSI.

Provided that entry of information, not emanating from within the Organisation, in structured digital database may be done not later than 2 calendar days from the receipt of such information.

For e.g.: while finalising Quarterly/Half-yearly/Annual financial results, one entry can be made for the persons in the accounts department at the start of the finalisation process. Additionally, if UPSI is shared with Auditors, then the details of the audit firm, the senior partner / any other officer(s) of such audit firm and other entities of audit firm with whom UPSI is shared, need to be recorded. The audit firm, in turn, must maintain SDD accordingly.

Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. The Corporate Secretarial team under Compliance officer of the Company shall have access to the SDD. The Compliance officer is authorized to determine who is to be given access to the SDD. Further, the Service provider of SDD shall also have access of the SDD for technical support.

4. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

The Company shall inform the recipient of UPSI, by way of written intimation and/or contractual agreement, such as confidentiality agreement, that (i) the information being shared is UPSI and that the Company is the exclusive owner of such UPSI; (ii) upon receipt of UPSI, the recipient would be deemed to be an Insider and subject to the provisions of the Regulations, (iii) the recipient must maintain confidentiality of the UPSI at all times, (iv) the recipient may use the UPSI only for the approved purposes for which it was disclosed; (v) the recipient should not undertake trades in the securities of the Company while in possession of the UPSI; and (vi) the recipient must extend all cooperation to the Company, as may be required in this regard.

5. DEFINITIONS

5.1 "Legitimate Purposes" means sharing of UPSI in the ordinary course of business by an Insider with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the regulations:

i. Company's Partners
ii. Auditors, Accountancy firms, Legal advisors, Merchant Bankers, Consultants
iii. Collaborators
iv. Lenders
v. Customers
vi. Suppliers
vii. Any other advisors/consultants/partners
viii. Any other person with whom UPSI is shared

Person who is in receipt of UPSI pursuant to a "legitimate purpose" shall be considered as an "insider" for purpose of the regulations and due notice shall be given to such persons (Insiders) to maintain confidentiality of such unpublished price sensitive information in compliance with the regulations

AMENDMENT

If the Company makes any changes / amendments to this Code (ANNEXURE A), it will be promptly notified to the stock exchange(s) on which its securities are listed. The same will also be uploaded on the website of the Company from time to time.