

INDIAN BANK CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING IN LISTED SECURITIES OF THE BANK

2022-23

CO: Investor Services Cell

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INTRODUCTION

Necessity for the Code:

Insider trading is the buying or selling or dealing in the securities of a listed Company by a Director, member of management, an employee of the firm or by any other person such as internal and statutory auditor, agent, advisor, analyst, consultant etc., who has knowledge of material, 'inside' information not available to the general public. The dealing in securities by an 'insider' is illegal when it is predicated upon the utilization of 'inside' information to profit at the expense of other investors who do not have access to the same information. The prices of most securities generally reflect the available public information about these companies. Hence, any investor who acts on non-public information does so at the cost of public confidence in the securities market and in the process he distorts the level playing field.

The Securities and Exchange Board of India (SEBI) notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 on January 15, 2015, which was effective from May 15, 2015 and repealed SEBI (Prohibition of Insider Trading) Regulations, 1992 effective from that date. The Regulations seek to govern the conduct of the Insiders, Connected Persons and Persons who are deemed to be connected persons on matters relating to insider trading.

The Regulations require all listed companies and other specified entities to set up appropriate mechanism and to frame and enforce a Code of Conduct for Prohibition of Insider Trading and internal procedures prescribing various disclosures of interest or holding to be made by its Directors and Designated Employees.

In conformity with the Regulations, the Bank formulated a Code which came into force with effect from May 15, 2015, which is now being amended in line with the recent amendments made in the SEBI Regulations. The Code would be applicable to the Promoter, Directors, Designated Persons, their immediate relatives and connected persons as defined in the Regulations.

Objective

The objective of the Code is to prevent Insider Trading by prohibiting dealing, communicating or counselling on matters relating to Insider Trading.

1. CODE

The Code is called as **Indian Bank Code of Conduct for Prohibition of Insider Trading in listed Securities of the Bank**, of which the code of Fair Disclosure and the Policy for determination of 'legitimate purposes' form part.

- 1.1 The Code has been made pursuant to Regulation 9(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter called as "the Regulations") to regulate, monitor and report trading by the Directors, Designated Persons of the Bank and their immediate relatives with a view to comply with the provisions of the Regulations.

2. Applicability

The Code will be applicable to Government of India, officials working in Department of Financial Services, Ministry of Finance, Government of India, Directors / Designated Persons, their Immediate Relatives and Connected Persons.

3. Confidentiality Agreement:

All Directors/Designated Persons on becoming a Director or a Designated person as the case may be, would need to sign a confidentiality agreement, agreeing to protect the confidentiality of information obtained by him / her while working with the Bank (**Annexure – XI**).



4. Definitions:

For the purpose of this Code:

- (a) **“Act”** means Securities and Exchange Board of India Act, 1992.
- (b) **“Bank”** means Indian Bank.
- (c) **“Board”** means Board of Directors of the Bank.
- (d) **“Code”** means **Indian Bank Code of Conduct for Prohibition of Insider Trading in listed Securities of the Bank** as applicable, including modifications made there to from time-to-time.
- (e) **“Compliance Officer”** means the Compliance Officer appointed by the Bank who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of this Code under the overall supervision of the Board of Directors of the Bank.
- (f) **“Connected Person”** means, -
 - i. any person who is or has during the six months prior to the concerned act been associated with the Bank, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Bank or holds any position including a professional or business relationship between himself and the Bank whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information (UPSI) or is reasonably expected to allow such access.
 - ii. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be **deemed to be connected persons** unless the contrary is established,
 - (a) an immediate relative of connected persons; or
 - (b) the holding, associate or subsidiary Company; or
 - (c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - (d) an investment Company, trustee Company; asset management Company or employee or director thereof; or
 - (e) an official of a stock exchange or a clearing house or corporation; or
 - (f) a member of board of trustees of a mutual fund or a member of the Board of Directors of the asset management Company of a mutual fund or is an employee thereof; or
 - (g) a member of the board of directors or an employee of a public financial institution as defined in section 2(72) of the Companies Act, 2013; or
 - (h) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
 - (i) a banker of the Bank; or
 - (j) a concern, firm, trust, Hindu Undivided Family, Company or association of persons wherein a director of a Company or his immediate relative or banker of the Company, has more than ten percent of the holding or interest.



(g) **‘Designated Persons’ means:**

- i) All the Executive Directors including the Managing Director & CEO.
- ii) All Officers of the Bank in the management cadre, viz. Scale V, VI and VII.
- iii) All the employees of Chairman Secretariat, MD & CEO Secretariat, ED(s) Secretariat, CGM/GMs Secretariat, Board Department, Accounts Department, Investor Services Cell, Department of Planning and Business Intelligence, Risk Management Department, Recovery Department, Treasury Department and IT Department at Head Office/ Corporate Office and such other employees designated by Chairman / MD & CEO of the Bank from time to time.
- iv) Connected persons identified by the Compliance Officer in consultation with the MD & CEO, who in their opinion can come in possession of Unpublished Price Sensitive Information based on their functional area and the propensity to generate such information.

(h) **“Director”** means a member of the Board of Directors of the Bank.

(i) **“Generally available information”** means - information that is accessible to the public on a non-discriminatory basis;

(j) **“Immediate relative”** means - spouse of a person, and includes parent, sibling and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

(k) **“Insider”** means any person who is

- a. a connected person; or
- b. in possession of or having access to Unpublished Price Sensitive Information.

(l) **“Key managerial persons or personnel”** means those persons who have the authority and responsibility for planning, directing and controlling the activities of the Bank as prescribed by RBI (only Chairman, Managing Director & CEO, Executive Directors are considered as key managerial persons).

(m) **“Legitimate Purpose:** This shall 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 prohibitions of these regulations.

(n) **“Promoter”** and **“Promoter Group”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issued of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

(o) **“SEBI”** means the Securities and Exchange Board of India;

(p) **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulations) Act, 1956 or any modification thereof except units of a mutual fund and includes derivative transactions in the shares of the Bank;

(q) **“Specified”** means specified by SEBI in writing.

(r) **“Trading” / “Trading in securities”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly;

(s) **“Trading day”** means a day on which the recognized stock exchanges are open for trading;



- (t) **"Trading plan"** means the term 'Trading Plan' as described in Regulation 5 of the Regulations;
- (u) **"Takeover regulations"** means the Securities and Exchange of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- (v) **"Unpublished Price Sensitive Information"** (UPSI) means any information, relating to a Bank or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:--
 - (i) Financial Results;
 - (ii) Dividends
 - (iii) Change in capital structure
 - (iv) Mergers, demergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - (v) Changes in key managerial personnel.

Words and phrases not specifically defined herein but defined in Securities and Exchange Board of India Act, 1992, Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or Companies Act, 2013 shall have the meanings respectively assigned to them in those legislation.

5. COMPLIANCE OFFICER:

- 5.1 Bank is required to appoint an Executive of the Bank as the Compliance Officer, under this Code. The Chief Financial Officer of the Bank is designated as the Compliance Officer who shall provide reports on insider trading to the Managing Director and CEO of the Bank Periodically.
- 5.2 The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of "Unpublished Price Sensitive Information", pre-clearance of trades of designated employees and their dependents (directly or through respective department heads as decided by the Bank), monitoring of trades and Implementation of the Code of Conduct under the overall supervision of the Board of Directors of the Bank.
- 5.3 The Compliance Officer shall maintain a record of the designated employees and changes, if any, from time to time.

The Compliance Officer shall assist all the Designated Employees in addressing any clarifications regarding the Regulations and the Bank's Code.

6. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION :

- 6.1 The Directors and Designated Persons shall maintain confidentiality of all 'UPSI'. The Directors and Designated Persons shall not communicate, provide, counsel, procure, pass on, or allow access to, directly or indirectly, any UPSI relating to the Bank or its securities or by way of making a recommendation for the purchase or sale of securities to any person. The Directors and Designated Persons shall not trade in securities of the Bank when in possession of such UPSI.
- 6.2 'UPSI' shall be handled on a 'need to know' basis. Such information should be disclosed only to those within the Bank who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- 6.3 All non-public information directly received by any Designated Person should be reported to the head of his/her department/Compliance Officer immediately.



- 6.4 All files containing confidential information shall be kept secure under lock and key. Computer files shall have adequate security of login and passwords. Files containing confidential information should be deleted / destroyed after its use. Shredders should be used wherever necessary for the destruction of physical files.
- 6.5 An Insider will not on his own accord reveal any information to any person unless authorized to do so by the Compliance Officer to further his / her legitimate purposes, performance of duties or discharge of legal obligations.
- 6.6 If an Insider commits a breach or accidentally crosses the Wall, it shall be reported to the Compliance Officer and immediate action shall be initiated to stop the information from being further misused.
- 6.7 An UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
- entail an obligation to make an open offer under the takeover regulations where the Board of Directors of the Bank is of informed opinion that sharing of such information is in the best interests of the Bank;
 - not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Bank is of informed opinion that sharing of such information is in the best interests of the Bank and the information that constitute UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant material facts.
 - The Board of Directors shall for the purposes of transaction mentioned aforesaid require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties except for the purpose mentioned in 6.5.
- 6.8 The Bank shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under the regulations along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
- 6.9 Designated Persons shall be required to disclose the names and Permanent account Number or any other identifier authorized by law of his / her spouse and immediate relatives in **Form 1 (Annexure – I)**.

7. DISCLOSURES:

7.1 Initial

Every person on appointment as a Key Managerial Personnel or as a Director of the Bank or upon becoming a Promoter or a member of the promoter group or a Designated Person, shall disclose their (including the holding of immediate relatives) holding of securities (including derivatives) of the Bank as on the date of appointment or becoming a Promoter or a Designated Person to the Bank within **seven working days** of such appointment or becoming a promoter or a Designated Person to the Compliance Officer in **Form 1 (Annexure I)**.

7.2 Continuous

- (a) Government of India, Director of the Bank or a Designated Person shall disclose to the



Compliance Officer the number of such securities (including derivatives) acquired or disposed of within **two trading days** of such transaction, if the value of the securities (including derivatives) traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of **Rs.10 lakhs** in **Form C (Annexure – X)**.

- (b) The Compliance Officer shall notify the particulars of such trading to the stock exchange (National Stock Exchange of India Limited and BSE Limited) on which the securities (including derivatives) are listed within two trading days of receipt of the disclosure or from becoming aware of such information.
- (c) All Directors and designated Persons shall within thirty days from the closure of each quarter in **Form No. 2 (Annexure - II)** and the financial year in **Form No. 3 (Annexure - III)** forward to the Compliance Officer the number of shares or voting rights held by such person and his immediate relatives and by any other person for whom such person takes trading decisions, at the end of the quarter or the financial year as the case may be.

Note: The disclosure of the incremental transactions after any disclosure made aforesaid, shall be made when the transactions effected after the prior disclosure cross the threshold specified in Clause 7.2 (i) above.

7.3 Disclosures by other connected persons.

Bank may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined by the company in order to monitor compliance with these regulations. The format of disclosure is as per Form D in **Annexure – XIII**.

8 PREVENTION OF MISUSE OF UNPUBLISHED PRICE SENSITIVE INFORMATION:

8 A. Trading Plan:

An insider shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure. The Compliance Officer, after review of the plan to assess whether the plan has any potential for violation of the regulations and after taking express undertakings as necessary, may approve and monitor implementation of the plan. Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed. The trading plan shall comply with the following requirements.

- (a) Trading can commence only after 6 months from public disclosure of plan.
- (b) No trading between 20th trading day prior to closure of financial period and 2nd trading day after disclosure of financial results.
- (c) Plan should be for a minimum period of 12 months.
- (d) Trading plan should not overlap any other plan in existence.
- (e) It shall set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected.
- (f) The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan.

8 B. Closure of Trading Window:

8B.1 Promoters, Directors, Insiders or Designated Persons or persons who can reasonably be expected to have possession of UPSI and the immediate relatives of the aforesaid persons shall not trade when Trading Window is closed.

8B.2 Compliance Officer shall announce closure of Trading Window for securities of the Bank when any of the following events occur:-



- (i) Financial Results; (From the last day of the quarter / half year / year end till 48 hours of the declaration of respective results;
- (ii) Declaration of Dividends
- (iii) Change in capital structure
- (iv) Mergers, demergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) When any material event is likely to occur.

8B.3 The Trading Window shall also be applicable to any person having contractual or fiduciary relation with the Bank, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Bank.

9. PRE-CLEARANCE OF TRADES:

9. 1. The persons mentioned in 8B.1 shall:

- execute trades subject to the Compliance with the Code
- trade only when "**Trading Window**" is open.
- trade in the securities of the Bank from and above 5000 number of securities only on seeking pre-clearance in **Form 4(Annexure - IV)** from the Compliance Officer along with declaration as per **Form 5 (Annexure – V)** and undertaking as per **Form 6 (Annexure – VI)**.

9. 2. The Compliance Officer may after

- seeking such information as may be necessary from the applicant (**Annexure V & VI**);
- ensuring that the applicant is not in the possession of UPSI;
- confirming that the request for trade is in accordance with the Trading Plan submitted by the applicant earlier;
- applicant has not done any prior contra trade within the previous period of six months,
- ensuring that declaration, if any, made at the time of seeking pre-clearance is correct,

grant the pre-clearance as per **Form 7 (Annexure – VII)**. The pre-clearance shall be valid for a period of days as may be granted by the Compliance Officer and in no event more than 7 trading days. In case of failure to execute trade within the stipulated period fresh application for obtaining pre-clearance has to be sought.

- 9. 3. Pre-clearance shall be required even if the transaction is only in the nature of transfer of beneficiary rights to any of the immediate relatives of the applicant.
- 9. 4. The applicant shall be required to disclose the details of the trade within two days of such trade in **Form 8 (Annexure – VIII)**. In the event the applicant does not trade during the period, the applicant shall report to the Compliance Officer the reasons for the same.
- 9. 5. The applicants shall not execute a contra trade(opposite trade) for a period of 6 months within which a trade has been performed.
- 9. 6. The Compliance Officer may grant relaxation to a contra trade for reasons recorded in writing provided that such relaxation does not violate the Code or the Regulations and the request for waiver is made as per **Form 9 (Annexure IX)**.
- 9. 7. In case a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by it.
- 9. 8. In case any Director or employee has to be allotted securities in terms of the ESOP/ESPS Scheme of the Bank, there shall be no restriction on allotment of securities even during the Trading Window Closure period. However, the employee shall not be permitted to dispose off the securities during the Trading Window Closure period.



10. FORMATS AND REPORTING REQUIREMENTS:

The formats of various forms / applications referred to in the Code are annexed.

- (a) All Directors and Designated Persons shall forward to the Compliance Officer in **Form No.1 (Annexure - I)** the number of shares or voting rights held and positions taken in derivatives by such person and their immediate relatives and by any other person for whom such person takes trading decisions, within **seven working days** from the date of his appointment or his becoming the Designated Employee as the case may be.
- (b) Any person who is a Promoter or part of Promoter Group of the Bank shall disclose to the Compliance Officer in **Form No.1 (Annexure - I)** the number of shares or voting rights held by such person, within seven working days of becoming such promoter or persons belonging to promoter group.
- (c) All Directors and designated Persons shall within thirty days from the closure of each quarter in **Form No. 2 (Annexure - II)** and the financial year in **Form No. 3 (Annexure - III)** forward to the Compliance Officer the number of shares or voting rights held by such person and his immediate relatives and by any other person for whom such person takes trading decisions, at the end of the quarter or the financial year as the case may be.
- (d) All Directors and Designated Persons shall forward in **Form No. C (Annexure - X)** to the Compliance Officer the number of such securities acquired and disposed of within two trading days of such transaction if the value of securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregating to a traded value in excess of ten lakh rupees or such other value as may be specified.
- (e) The Compliance Officer shall maintain records of all the declarations in the appropriate forms given by the Directors/Designated Employees for a minimum period of five years.
- (f) The Compliance Officer shall furnish to the Managing Director and CEO of the Bank, on a quarterly basis, all the details of the dealings in the securities of the Bank by Directors / Designated Persons of the Bank and the details of pre-clearance given and trade executed under the pre-clearance procedure envisaged in this Code.
- (g) The Compliance Officer shall also submit compliance reports to the Audit Committee of the Board and the Board of Directors at the end of every half-year.
- (h) The Compliance Officer shall within seven days of coming to know of any contravention of the Code or the Regulations, immediately bring the same to the notice of the Chairman of the Audit Committee and also notify SEBI of the contravention. The format for notifying SEBI regarding any violation is as per **Annexure- XII**.

11. PENALTY AND PUNISHMENT FOR CONTRAVENTION OF CODE OF CONDUCT:

- 11.1 Any Director/Designated Person of the Bank and any other person considered as an Insider who deals in securities or communicates any Unpublished Price Sensitive information, in violation/contravention of a listed Bank's Code may be penalized by the Bank. The Bank may take appropriate action against such person and such action may include disciplinary action viz., wage freeze, suspension, ineligibility for future participation in employee stock option plans etc.
- 11.2 Such a person shall also be subject to any action that may be taken by SEBI for violation of the Code in accordance with the provisions of the Act.



12. PROTECTION AGAINST RETALIATION AND VICTIMIZATION:

Employee who reports any alleged violations of insider trading laws in accordance with the Informant mechanism introduced vide SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019 dated September 17, 2019, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination.

13. CODE OF FAIR DISCLOSURE:

A code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information that would be followed by the Bank is set out below;

- (a) The Bank ensures prompt disclosure of price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being.
- (b) Bank discloses UPSI in conformity with the Listing Agreement and SEBI guidelines and thus ensures uniform and universal dissemination of UPSI and avoids selective disclosure.
- (c) The Bank shall designate a senior officer as chief investor relations officer to deal with dissemination of information and disclosure of UPSI.
- (d) The Bank appropriately responds to queries on news reports and requests for verification of market rumours by regulatory authorities.
- (e) The Bank develops best practices with regard to sharing of UPSI with analysts, research personnel.
- (f) The Bank handles all UPSI on a need-to-know basis.

13 A. POLICY ON DETERMINATION OF LEGITIMATE PURPOSES

This policy is part of the "Indian Bank Code of Conduct for Prohibition of Insider Trading in listed Securities of the Bank" and is formulated in compliance to Regulation 3(2A) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Code restricts the communication of UPSI relating to the Bank or securities listed or proposed to be listed to any other person including other insider except where such communication is made in furtherance of legitimate purposes.

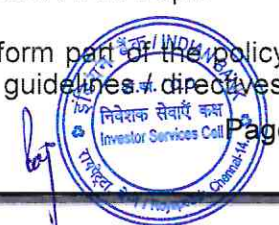
The term "legitimate purpose" is explained in the Code. However, the following principles shall be considered in determining if the disclosure is for legitimate purposes;

- (a) The UPSI shall be shared with other employees / departments of the Bank only when such disclosure is made in furtherance of duties entrusted to the Designated Person.
- (b) The UPSI can be shared with Government of India, Reserve Bank of India, Regulators, Statutory Bodies etc. when statutorily mandated and with merchant bankers, legal advisers, auditors, insolvency professionals or other advisors or consultants in ordinary course of business for specific performance of their duties or discharge of their legal obligations. The employee/ insider who intends to share information as given hereinabove (except when statutorily mandated) shall, as and when applicable, ensure that a notice of confidentiality is provided to the recipient or Confidentiality Agreement / Non Disclosure Agreement is signed with the recipient before sharing such information.
- (c) The sharing of UPSI shall not be carried out to evade or circumvent the prohibition of these regulations.

The sharing of UPSI is in furtherance of the Bank's interests.

14. In line with SEBI guidelines regarding automation of Continual Disclosures under Regulation 7(2) of SEBI (PIT) Regulations, 2015, the Bank has appointed / designated NSDL as the Designated Depository for the purpose. The Bank will update / modify list of Designated Persons on the portal of NSDL on continuous basis on the basis of information received from CO: HRM Deptt.

Further regulatory guidelines / directives issued from time to time will form part of the policy and will become effective from the date indicated in the concerned circular / guidelines / directives.



ANNEXURE - I

FORM 1

INDIAN BANK CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING IN LISTED SECURITIES OF THE BANK
STATEMENT OF INITIAL DISCLOSURE OF SHARES HELD IN THE BANK

Name, PAN, CIN/DIN & Address with contact phone and mobile nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/Designated Person/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director or / OR Date of becoming Promoter/ member of the promoter group/Designated Person	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group/Designated Person		% of Shareholding	Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group/Designated Person			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group/Designated Person		
			Type of security	No.		Contract specifications	Number of units (contracts lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contract size)	Notional value in Rupee terms

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name of Spouse :

PAN of Spouse:

Name of immediate relative:

PAN of immediate relative:

Signature :

Name:

Designation:

Branch/Office:

Date:

Place :



Form 2

INDIAN BANK CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING IN LISTED SECURITIES OF THE BANK

STATEMENT OF PERIODICAL DISCLOSURE OF SHARES HELD IN THE BANK

Name of Director /Designated Person	
Employee Code No.	
Department	
Location	.
For the period ended	

[illegible]

Add more rows if required

I/we declare that I/we have complied with the requirement of not entering into an opposite transaction i.e., sell or buy any number of shares during the next six months following the prior transaction.

Place:

Date:

(Signature)



ANNEXURE – III

Form 3

INDIAN BANK CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING IN LISTED SECURITIES OF THE BANK
STATEMENT OF ANNUAL DISCLOSURE OF SHARE HELD IN THE BANK

Name of Director / Designated Person	
Employee Code No.	
Department	
Location	
As on	

PARTICULARS		PARTICULARS OF SHAREHOLDING				
Name	Relation	Folio / Client ID. No.	No. of shares held on 1 st April 20__	No. of shares acquired during the year	No of shares sold during the year	No of shares held on year ended 31 st March 20__

Add more rows if required

I/we declare that I/we have complied with the requirement of not entering into an opposite transaction i.e., sell or buy any number of shares during the next six months following the prior transaction.

Place:

Date:



(Signature)

ANNEXURE - IV

Form 4

INDIAN BANK CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING IN LISTED SECURITIES OF THE BANK
APPLICATION FORM FOR PRE-CLEARANCE OF TRADES IN BANK'S SECURITIES

Date:

From:

Name:

Designation:

Department:

To:

The Compliance Officer

CO: Investor Services Cell

Corporate Office, Chennai – 600014.

Dear Sir,

(Through Head of the Department / Branch Manager)

With reference to INDIAN BANK Code of conduct for Prohibition of Insider Trading in Listed Securities of the Bank, I seek your approval to subscribe to/ agree to subscribe to / purchase / sell deal as an agent / principal in _____ equity shares of the Bank.

The statement of shareholding in Form No. 4, as on _____ and Undertaking in the prescribed format are enclosed for your perusal.

Details of transaction to be entered into

Name of the person for whom the transaction is to be executed	
Relationship with the applicant	
No. of shares covered by the transaction	
Allotment/Purchase/Sale	
Depository I. D. No.	
Client I. D. No.	
Particulars of the broker through whom the transaction is to be executed	Name : Address : Phone No. :

I request you to kindly pre-clear the above transaction at the earliest.

Thanking you,

Yours faithfully,

Signature of the Applicant



ANNEXURE - V

Form 5

INDIAN BANK CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING IN LISTED SECURITIES OF THE BANK
Statement of shares held in the Bank at the time of pre clearance

Name of Director /Designated Person	
Employee Code No.	
Department	
Location	
As on	

PARTICULARS		PARTICULARS OF SHAREHOLDING	
Name	Relation	Folio /Client ID. No.	No. of shares held

Add more rows if required

I/we declare that I/we have complied with the requirement of not entering into an opposite transaction i.e., sell or buy any number of shares during the next six months following the prior transaction.

Place:

Date:



ANNEXURE - VI

INDIAN BANK CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING IN LISTED
SECURITIES OF THE BANK

Form 6

(Draft undertaking to be accompanied with every pre-clearance application)

The Compliance Officer
Investor Services Cell
Corporate Office
Chennai

Dear Sir,

I, _____, a Director/Designated Person of the Bank, am desirous of dealing in
_____ (#) Securities of the Bank as mentioned in my application dated _____ for pre-
clearance of the transactions.

As required by the Indian Bank Code of Conduct for Prevention of Insider Trading in Listed Securities
of the Bank, I hereby state / confirm that:

- to maintain confidentiality of all 'Unpublished Price Sensitive Information' that may come into my possession in the discharge of my duties with the Bank;
- not to pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Bank based on the same;
- to report to the Compliance Officer, any non-public information that may be directly received by me;
- that I did not have any access or receive 'Unpublished Price Sensitive Information' upto the date of signing this undertaking ;
- that in case I have access to or receive 'Unpublished Price Sensitive Information' after the signing of this undertaking but before the execution of the transaction, I shall inform the Compliance Officer of the change in my position and that I shall completely refrain from dealing in the securities of the Bank till such time such information becomes public ;
- that I have not contravened the Code of Conduct for Prohibition of Insider Trading as notified by the Bank from time to time; and
- that I have made full and true disclosure in the matter.

Name of Director / Designated Employee:

Employee Code No:

Department:

Location:

Place :

Date :

(#) indicate number of Securities



ANNEXURE – VII

INDIAN BANK CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING IN LISTED
SECURITIES OF THE BANK

Form 7

(Draft letter of approval from Compliance Officer)

Date:

To:

Dear Sir,

Sub: **Pre-clearance of trade in Bank's Securities**

Ref: Your application dated _____, for pre-clearance of transaction for _____ shares of the Bank in your name / in the name of _____.

With reference to your above application pursuant to Clause 9.1 of INDIAN BANK Code of Conduct for Prohibition of Insider Trading in Listed Securities of the Bank, seeking pre-clearance of your transaction in _____ Securities of the Bank, we hereby accord our approval to the proposed transaction.

You may kindly note that pursuant to provisions of Clause 9.2 of the said Code of Conduct, the aforesaid transaction shall be executed within seven days from the date of receipt of this approval letter, failing which, an application seeking pre-clearance to the proposed transaction together with undertaking in the prescribed format, shall be made afresh within four days from the conclusion of the seven days period stated hereinabove. As stipulated in Clause ____ of the Code of Conduct, the shares so purchased shall be held for _____ from the date of acquisition thereof in order to be considered as being held for investment purposes.

Thanking you,

Yours faithfully,

For INDIAN BANK

Compliance Officer



ANNEXURE - VIII

INDIAN BANK CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING IN LISTED SECURITIES OF THE BANK

Form 8

STATEMENT OF TRANSACTIONS IN THE SECURITIES OF THE BANK

Name of Director /Designated Person	
Employee Code No.	
Department	
Location	

Sl. No.	Date of application for pre-clearance	Date of receipt of pre-clearance	Date of Execution of transaction / allotment	No. of shares transacted

(Signature of Director / Designated Person)

Place :

Date :



ANNEXURE - IX

Form 9

**INDIAN BANK CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING IN LISTED
SECURITIES OF THE BANK**
(Draft application for waiver of Minimum period)

The Compliance Officer
Investor Services Cell
Corporate Office
Chennai

From

Name	
Employee Code	
Department	
Location	

Dear Sir,

I request you to grant me waiver of the minimum period of six months for not entering into contra trade as required under the Code for Prohibition of Insider Trading with respect to _____ shares of the Bank held by me / _____ (name of the dependent) acquired on _____. I desire to deal in the said shares on account of _____. (give reasons)

Thanking you,

(Name of the Applicant)





ANNEXURE – X

FORM – C

INDIAN BANK CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING IN LISTED SECURITIES OF THE BANK

**FORM FOR DISCLOSURE OF DETAILS OF ACQUISITION/DISPOSAL OF SECURITIES OF THE BANK OF VALUE MORE THAN RS.10.00 LAKH
IN ONE TRANSACTION OR A SERIES OF TRANSACTIONS OVER ANY CALENDAR QUARTER**
[Clause 7(2)(i) / 10(iv)]

Name, PAN, CIN/ DIN & address of Promoter /member of Promoter Group Designated Person/ Director/ immediate relative to others etc.)	Category of Person (Promoter/ member of the group/ designated person/ Director Group Designated Person/ immediate relative to others etc.)	Securities held prior to acquisition / Disposal		Securities acquired / Disposed				Securities held post acquisition / disposal	Date of allotment / advice/ acquisition of shares/ sale of shares/ shares/disposal of shares specify		Date of information to Bank	Mode of acquisition /disposal (market / public rights/ preferential offer/ off market / Inter-se transfer, ESOPs etc.	Trading in derivatives (Specify type of contract, Futures or options etc)	Exchange on which the trade was executed			
		Type of security	No and % of share holding	Type of security	No.	Value	Transaction type (Purchase/sale/PI edge/Re vocation/ invocation/ others)		Type of contract	Contract specifications				Buy	Sell	No. of units	No. of units

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Signature:

Name:

Designation:

Branch / Office:

Date:

Place:



[Signature]

Annexure XI**CONFIDENTIALITY AGREEMENT**

This **Agreement** is made on this _____ day of _____, _____ between _____ with **INDIAN BANK** having its Head Office at 66, Rajaji Salai, Chennai – 600 001 and Corporate Office at 254-260, Avvai Shanmugam Salai, Royapettah, Chennai – 600 014 (hereinafter referred to as the Bank) on the second part.

WHEREAS the Bank has formed a Code of Conduct known as the “Indian Bank Code of Conduct for Prohibition of Insider Trading in Listed Securities of the Bank” in pursuance of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

In Compliance of which I agree to the following covenants that

I shall not:

1. at any time without the consent of the Bank disclose, divulge make public or pass on such Unpublished Price Sensitive Information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Bank based on the same.
2. Disclose Unpublished Price Sensitive Information to family members, friends, business associates or any other individual.
3. Discuss Unpublished Price Sensitive Information in public places.
4. Disclose Unpublished Price Sensitive Information to any employee who does not need to know the information for discharging his or her duties.
5. recommend to anyone that they may undertake dealing in securities of the company while being in possession, control or knowledge of Unpublished Price Sensitive Information.
6. be seen or perceived to be dealing in securities of the company on the basis of Unpublished Price Sensitive Information.

Signed and delivered by	
In presence of the within named witness	
For Indian Bank - Compliance Officer	
In presence of the within named Witness	



Annexure – XII

Report by Indian Bank for violations related to Code of Conduct for Prohibition of Insider Trading in Listed Securities of the Bank

Sr. No	Particulars	Details												
1.	Name of the listed company/ Intermediary/Fiduciary													
2.	Please tick appropriate checkbox Reporting in capacity of : <ul style="list-style-type: none"> ▪ Listed Company • Intermediary • Fiduciary 													
3.	A. Details of Designated Person (DP)													
	i. Name of the DP													
	ii. PAN of the DP													
	iii. Designation of DP													
	iv. Functional Role of DP													
	v. Whether DP is Promoter or belongs to Promoter Group													
	B. If Reporting is for immediate Relative of DP													
	i. Name of the immediate relative of DP													
	ii. PAN of the immediate relative of DP													
	C. Details of transaction(s)													
	i. Name of the scrip													
	ii. No of shares traded and value (Rs.) (Date- wise)													
	D. In case value of trade(s) is more than Rs.10 lacs in a calendar quarter													
	(i) Date of intimation of trade(s) by concerned DP/director/promoter/promoter group to Company under regulation 7 of SEBI (PIT) Regulations, 2015													
	(ii) Date of intimation of trade(s) by Company to stock exchanges under regulation 7 of SEBI (PIT) Regulations, 2015													
4.	Details of violations observed under Code of Conduct													
5.	Action taken by Listed company/ Intermediary/ Fiduciary													
6.	Reasons recorded in writing for taking action stated above													
7.	Details of the previous instances of violations, if any, since last financial year													
8.	If any amount collected for Code of Conduct violation (s)													
	i. Mode of transfer to SEBI - IPEF (Online/Demand Draft)													
	ii. Details of transfer / payment in case of Online:													
	<table border="1"> <thead> <tr> <th>Particulars</th><th>Details</th></tr> </thead> <tbody> <tr> <td>Name of the transferor</td><td></td></tr> <tr> <td>Bank Name, branch and Account number</td><td></td></tr> <tr> <td>UTR/Transaction reference Number</td><td></td></tr> <tr> <td>Transaction date</td><td></td></tr> <tr> <td>Transaction Amount (Rs.)</td><td></td></tr> </tbody> </table>	Particulars	Details	Name of the transferor		Bank Name, branch and Account number		UTR/Transaction reference Number		Transaction date		Transaction Amount (Rs.)		
Particulars	Details													
Name of the transferor														
Bank Name, branch and Account number														
UTR/Transaction reference Number														
Transaction date														
Transaction Amount (Rs.)														



In case of Demand Draft (DD):

Bank Name and branch	
DD Number	
DD date	
DD amount (in Rs.)	

Yours faithfully,

Name and signature of the Compliance Officer

PAN:

Date and Place

Email id:

Mobile Number:





ANNEXURE – XIII

FORM - D

INDIAN BANK CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING IN LISTED SECURITIES OF THE BANK
TRANSACTIONS BY OTHER CONNECTED PERSONS AS IDENTIFIED BY THE BANK

Name, PAN, CIN/ DIN & address with contact nos. of other connected persons as identified by the Bank	Connection with Bank	Securities held prior to acquisition / Disposal		Securities acquired / Disposed				Securities held post acquisition / disposal		Date of allotment advice/acquisition of shares/ sale of shares specify	Date of intimation to Bank	Mode of acquisition/ disposal (on market/ public/ rights/ preferential offer/off market / Inter-se transfer, ESOPs etc.	Trading in derivatives (Specify type of contract, Futures or options etc)	Exchange on which the trade was executed				
		Type of security	No. and % of share holding	Type of security	Value	Transaction type	Type of security	% of share holding	From						To			
										Type of security	No. and % of share holding	Type of security	Value			Transaction type	Type of security	% of share holding

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Signature:

Name:

Designation:

Branch / Office:

Date:

Place :



