



CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

FOR

THE SOUTH INDIAN BANK LIMITED

Confidential
Version 1.0

9th May, 2019

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING FOR THE SOUTH INDIAN BANK LIMITED

1. This Code of Conduct may be known as “Code of Conduct for Prevention of Insider Trading for The South Indian Bank Ltd.”, hereinafter referred to as the “Code of Conduct”.
2. This Code of Conduct has been made pursuant to Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulation, 2015 as amended and may be modified by the Board of Directors of the Company from time to time.

3. Definitions:

For the purpose of this Code of Conduct:

- a. “Act” means the Securities and Exchange Board of India Act, 1992.
- b. “Companies Act” means the Companies Act, 2013
- c. “Officer of a company” means any person as defined in clause (59) of section 2 of the Companies Act, 2013 including an auditor of the company.

Explanation:-

As per section 2(59) of the Companies Act, 2013 an "officer" includes any director, manager or secretary, or any person in accordance with whose directions or instructions the Board of directors or any one or more of the directors is or are accustomed to act.

- d. “Stock Exchange” means a stock exchange which is recognised by the Central Government or SEBI under Section 4 of Securities Contracts (Regulations) Act, 1956.
- e. “Regulations” means the SEBI (Prohibition of Insider trading) Regulations, 2015 as amended from time to time.
- f. “Company” means The South Indian Bank Ltd.
- g. “Board of Directors” means the Board of Directors of the Company- The South Indian Bank Ltd.
- h. “Committee” means the Committee constituted by the Company for the implementation of these Regulations.
- i. "Compliance Officer" means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the listed company or the head of an organization, as the case may be.

j. “Connected Person” means:

(i) any person who is or has during the six months prior to the concerned act been associated with a company,, 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 Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information 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 specified in clause (i); or

(b) a holding company or associate company 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 an employee or director thereof; or

(e) an official of a stock exchange or of 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 recognised or authorized by the Board; or

(i) a banker of the company; 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 per cent. of the holding or interest;

k. “Designated Employee” means –

i) Officers comprising of the top management of the company (i.e., Executive Directors, Chief General Manger, General Managers and Deputy General Managers working in Head Office and other places wherever situate)

ii) All employees (officers in the rank of Manger and above) working in CFM, Accounts and Secretarial Department.

iii) Such employees who may be so specifically designated from time to time by the Company for the purpose of this Code of Conduct.

iv) Employees of material subsidiaries of the companies designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors.

v) Chief Executive Officer and employees upto two levels below Chief Executive Officer of the company and its material subsidiaries.

- vi) Any support staff of the company, such as IT staff or secretarial staff who have access to unpublished price sensitive information, if any.
- vii) All employees who have access to unpublished price sensitive information
- viii)

l. "Key Managerial Person" means person as defined in Section 2(51) of the Companies Act, 2013.

m. "Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof:

m.a. "promoter group" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof

n. "Trading Window" means a trading period for trading in Company's securities as specified by the Company from time to time.

o. "Designated person" means a Director/KMPs/Officer/Designated employee and their immediate relatives of the Company and such other person or persons who may be so designated by the Company from time to time for the purpose of this Code of Conduct.

p. "Immediate Relative" means a 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

q. "Generally available Information" means information that is accessible to the public on a non-discriminatory basis.

r. "Insider" means any person who,

(i) a connected person; or

(ii) in possession of or having access to unpublished price sensitive information.

Explanation: Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

s. "Specified Persons" means the Directors, KMPs, connected persons, the insiders, the Designated Employees, the Designated Persons and the promoters and immediate relatives are collectively referred to as Specified Persons.

t. "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

u. "Takeover regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

v. "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly

w. "Trading Day" means a day on which the recognized stock exchanges are open for trading;

x. “Dealing in securities” means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities by any person either as principal or agent.

y. “Unpublished Price Sensitive Information” means: means any information, relating to a company 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, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made there under shall have the meanings respectively assigned to them in those legislation.

3. Role of Compliance Officer

3.1. Sri. Jimmy Mathew, Company Secretary shall be the Compliance Officer and Chief Investor Relations officer for the purpose of this code of conduct.

3.2. The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company’s Code of Conduct. The Chief Investor Relations Officer shall deal with dissemination of information and disclosure of unpublished price sensitive information.

3.3. The Compliance Officer shall place a report on insider trading on quarterly basis to the Board of Directors of the Bank and in particular, shall provide reports to the Chairman of the Audit Committee, if any or to the Chairman of the Board of Directors within 30 days from the end of the quarter.

4. This Code of Conduct will be applicable to Promoters/member of a promoter group/Directors / KMPs/ Officers / Designated Employees/ Designated Persons and their dependent family members/connected persons and their immediate relatives.

5. Preservation of “Price Sensitive Information”

5.1 Designated Persons shall maintain the confidentiality of all Price Sensitive Information and they shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities.

5.2 No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- entail an obligation to make an open offer under the takeover regulations where the Board of Directors of the listed Company is of informed opinion that sharing of such information is in the best interests of the Company; or
- not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of the listed Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information 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 and material facts..

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

5.2.1 The board of directors 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 this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

5.3 Need to know

All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

- (i) “need to know” basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company 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.
- (ii) All non-public information directly received by any employee should immediately be reported to the head of the department.

5.4 Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.

6. Prevention of misuse of “Price Sensitive Information”

No insider shall trade in securities of the company when in possession of unpublished price sensitive information. Employees and connected persons designated on the basis of their

functional role (“**designated persons**”) in the organization shall be governed by an internal code of conduct governing dealing in securities.

6.1 Trading Plan

An insider shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

6.2 Trading Plan shall:

- (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- (iii) entail trading for a period of not less than twelve months;
- (iv) not entail overlap of any period for which another trading plan is already in existence;
- (v) 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; and
- (vi) not entail trading in securities for market abuse.

6.3 The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations. Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan. Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

6.4 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

6.5 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

6.6 Institutional Mechanism for Prevention of Insider trading

- 1.) The Chief Executive Officer, Managing Director or such other analogous person of a listed company, intermediary or fiduciary shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading.
- 2.) The internal controls shall include the following:

- (a). all employees who have access to unpublished price sensitive information are identified as designated employee;
 - (b). all the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of these regulations;
 - c). adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by these regulations;
 - (d). lists of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
 - e). all other relevant requirements specified under these regulations shall be complied with;
 - (f). periodic process review to evaluate effectiveness of such internal controls.
- 3.) The board of directors of every listed company and the board of directors or head(s) of the organization of intermediaries and fiduciaries shall ensure that the Chief Executive Officer or the Managing Director or such other analogous person ensures compliance with regulation 9 and sub-regulations (1) and (2) of this regulation.
- 4.) The Audit Committee of a listed company or other analogous body for intermediary or fiduciary shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

7. Trading Window and Window Closure

- 7.1
- (i) The trading period, i.e. the trading period of the stock exchanges, called ‘trading window’, is available for trading in the Company’s securities.
 - (ii) The trading window shall be, inter alia, closed from the end of every quarter to and 48 hours after the declaration of the financial results. Also the trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information.
 - (iii) When the trading window is closed, the Specified Persons shall not trade in the Company’s securities in such period.
 - (iv) All Specified Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company’s securities during the periods when the trading window is closed, as referred to in Point No. (ii) above or during any other period as may be specified by the Company from time to time.
 - (v) In case of ESOPs/ESOS, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs/ESOS shall not be allowed when trading window is closed.
 - (vi) The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

- 7.2 The Compliance Officer shall intimate the closure of trading window to all the designated person of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.
- 7.3 The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.
- 7.4 The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

8. Pre-clearance of Trades

8.1 All designated Persons, who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trades is above 10,000 shares or up to Rs. 10 Lakhs (market value) or 1% of total shareholding, whichever is less, should pre-clear the transaction. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed and hence he shall not be allowed to trade. The pre-dealing procedure shall be hereunder:

- (i) An application may be made, in the form provided under annexure – 1, to the Compliance Officer indicating the estimated number of securities that the designated person intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.
- (ii) An undertaking (Annexure – 2) shall be executed in favour of the company by such designated person incorporating, *inter alia*, the following clauses, as may be applicable :
- (a) That the designated person does not have any access or has not received “Price Sensitive Information” upto the time of signing the undertaking.
- (b) That in case the designated person has access to or receives “Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the company till the time such information becomes public.
- (c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the company from time to time.
- (d) That he/she has made a full and true disclosure in the matter.

9. Other restrictions

9.1. All Designated Persons shall execute their order in respect of securities of the Company within one week (seven days) after the approval of pre-clearance is given. The Designated Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed. (Annexure 4).

9.2. If the order is not executed within seven days after the approval is given, the Designated person must pre-clear the transaction again.

9.3. All Designated Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

This is not be applicable for trades pursuant to exercise of stock options.

The compliance officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations.

In the case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

9.4. The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

9.5 The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

9.6. The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.

9.7. The disclosures made under this Code shall be maintained for a period of five years.

10. Reporting requirement for transactions in the securities of the Company

Initial Disclosure

10.1 Every promoter/Member of a promoter group/ Key Managerial Personnel / Director / Officers / Designated Employees of the Company, within thirty days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in the prescribed Form (Annexure 5).

10.2 Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter or member of promoter group shall disclose his

holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter.

Continual Disclosure

10.3 Every promoter, or member of promoter group, designated person and director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. Ten lakhs.

The disclosure shall be made within 2 working days of:

- (a) the receipt of intimation of allotment of shares, or
- (b) the acquisition or sale of shares or voting rights, as the case may be.

11. Disclosure by the Company to the Stock Exchange(s)

11.1. Within 2 days of the receipt of intimation under Clause 10.3, or from becoming aware of such information, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

11.2. The Compliance officer shall maintain records of all the declarations in the appropriate form given by the Directors / officers / designated employees designated persons for a minimum period of five years.

12. Dissemination of Price Sensitive Information

12.1. No information shall be passed by Specified Persons by way of making a recommendation for the purchase or sale of securities of the Company.

12.2. Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors

- Only public information to be provided.
- At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.

13. Penalty for contravention of code of conduct

13.1. Every Specified Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).

13.2. Any Specified Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.

13.3. Specified Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.

13.4. The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

13.5. Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:-

- a) Immediate relatives
- b) Persons with whom such designated person(s) shares a material financial relationship
- c) Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions

14. Code of Fair Disclosure

A code of practices and procedures for fair disclosure of unpublished price sensitive information for adhering each of the principles is set out below:

1. Prompt intimation of unpublished price sensitive information that would have a material impact on shares/securities of the bank to stock exchanges where the shares are listed Such disclosures would be subject to receipt of internal approvals and made through authorized personnel of the bank , in accordance with applicable laws.
2. Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure by adopting a common platform , i.e through stock exchanges
3. Designation of a senior officer in the cadres of Asst. General Manager and above as a 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 through stock exchange for public disclosure
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities to be made by Compliance officer / chief investor relations officer subject to internal approvals.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information. In case, it UPSI is disclosed inadvertently to analysts and research personnel. it would be promptly intimated to stock exchanges also to ensure that such information is generally public.
7. This code and amendments there to shall be available on the website of the bank.
8. Any information classified as unpublished price sensitive information would be dealt by directos and employees on a need-to-know basis.
9. The policy on determination of Legitimate purpose which is a part of the code of fair disclosure is given as annexure-7

Chinese-walls

Personnel working in concerned departments of the Bank which are handling Unpublished Price Sensitive Information, should not share such Unpublished Price Sensitive Information with personnel of other departments of the Bank or with outsiders except on a need-to-know basis. No Unpublished Price Sensitive Information shall be communicated by such personnel to any person except in furtherance of his/her legitimate purposes, performance of duties or discharge of his/her legal obligations. For sharing of Unpublished Price Sensitive Information with personnel of other departments of the Bank or with outsiders, the Permission from the Compliance Officer should be obtained through the concerned department head.

15. Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015

15.1. Any violation of this Code of Conduct shall be placed before the Board of Directors at the ensuing meeting of the Board of Directors, and the Board of Directors shall impose such penalty as deemed appropriate against the person who has violated this Code of Conduct, and the decision of the Board of Directors in this regard shall be final.

15.2. In case of violation by any member of the Board of Directors, the Board excluding the member who has violated the Code shall be the authority to impose any penalty as deemed appropriate.

15.3. In case it is observed by the company/Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI shall be informed by the company.

I have received and read the Bank's Code of Conduct and agree to comply with the same.

Name:

Signature:

Place & Date:

Please sign and return this form to Board Secretariat.

ANNEXURE 1
SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Date:

To,

The Compliance Officer,
The South Indian Bank Limited,
Thrissur

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I seek approval to purchase / sale / subscription of _____ equity shares of the Company as per details given below:

1.	Name of the applicant	
2.	Designation	
3.	Number of securities held as on date	
4.	Folio No. / DP ID / Client ID No.)	
5.	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
6.	Proposed date of dealing in securities	
7.	Estimated number of securities proposed to be acquired/subscribed/sold	
8.	Price at which the transaction is proposed	
9.	Current market price (as on date of application)	
10.	Whether the proposed transaction will be through stock exchange or off-market deal	
11.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature of Employee)

ANNEXURE 2

FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

UNDERTAKING

To,

The Compliance Officer,
The South Indian Bank Limited,
Thrissur

I, _____, _____ of the Company residing at _____, am desirous of dealing in _____ * shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within four days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

Date :

Signature : _____

* Indicate number of shares

ANNEXURE 3
FORMAT FOR PRE- CLEARANCE ORDER

To,

Name : _____

Designation : _____

Place : _____

This is to inform you that your request for dealing in _____ (nos) shares of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,

for **THE SOUTH INDIAN BANK LIMITED**

COMPLIANCE OFFICER

Date : _____

Encl: Format for submission of details of transaction

ANNEXURE 4

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company)

To,

The Compliance Officer,
The South Indian Bank Limited,
Thrissur

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to _____ securities as mentioned below on _____ (date)

Name of holder	No. of securities dealt with	Bought/sold/subscribed	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (*applicable in case of purchase / subscription*).

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date : _____

Signature : _____

Name :

Designation:

ANNEXURE 5
FORMAT FOR INITIAL DISCLOSURE OF SECURITIES

To,

The Compliance Officer,
The South Indian Bank Limited,
Thrissur

I, _____, in my capacity as _____ of the Company hereby submit the following details of securities held in the Company as on _____ (date of becoming Specified Person).

I. Details of securities held by me :

Type of Securities	No. of securities held 1.	Folio No	Beneficiary Client ID	A/c

II. Details of dependent(s) :

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 1992 and the Company's Code of Procedures and Conduct for Prevention of Insider Trading, I hereby declare that i have the following dependents:

Sr. No.	Name of the dependent	Relation with Director / Officer / Designated Employee

III. Details of securities held by dependent(s) :

Name of Relative	Relationship	Type of securities	No. of Securities held	Folio No	Beneficiary A/c Client ID

Date : _____ Signature: _____

ANNEXURE 6
DISCLOSURE OF CHANGE IN SHAREHOLDING

To,

The Compliance Officer,
The South Indian Bank Limited,
Thrissur

I, _____, in my capacity as _____ of the Company hereby submit the following details of change in holding of securities of the Company :

<i>Name, PAN No. & address of shareholder</i>	<i>No. of securities held before the transaction</i>	<i>Receipt of allotment advice/ acquisition of /sale of securities</i>	<i>Nature of transaction & quantity</i>			<i>Trading member through whom the trade was executed with SEBI Registration No. of the TM</i>	<i>Exchange on which the trade was executed</i>
			Purchase	Sale	Others		

Details of change in securities held by dependent family members :

<i>Name, PAN No. & address of shareholder</i>	<i>No. of securities held before the transaction</i>	<i>Receipt of allotment advice/ acquisition of /sale of securities</i>	<i>Nature of transaction & quantity</i>			<i>Trading member through whom the trade was executed with SEBI Registration No. of the TM</i>	<i>Exchange on which the trade was executed</i>
			Purchase	Sale	Others		

I/We declare that I/We have complied with the requirement of the minimum holding period of six months with respect to the securities purchased/sold.

I hereby declare that the above details are true, correct and complete in all respects.

Date :

Signature: _____

POLICY ON DETERMINATION OF LEGITIMATE PURPOSES

Preface

This Policy, as a part of Code of Conduct for Prevention of Insider Trading formulated under SEBI (Prohibition of Insider Trading) Regulations 2015, will be known as "Policy for Determination of Legitimate Purposes" hereinafter refined to as the "Policy".

Objective

This Policy is prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018. 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 the purpose of procuring unpublished price sensitive information (UPSI) relating to the Bank or its listed securities or proposed to be listed securities, if any.

Definition

“Legitimate Purpose” 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.

Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

Sharing of UPSI

This policy sets out principles of the approach that the Board shall adopt while considering if UPSI ought to be shared, in a particular set of circumstances, so as to ensure responsible treatment of UPSI, in line with the spirit of the Regulations, which shall include:

1. Determining the purpose of sharing of UPSI

Evaluate whether the UPSI is being shared for the best interests of the Bank, without any intention to make profits/ gains or avoid losses unlawfully or being in furtherance of a genuine business/ corporate purpose, or for enabling the Bank to discharge its legal obligations, etc. In case if there are multiple purpose for the UPSI sharing each should be evaluated in consonance with the above.

2. Nature of sharing of UPSI

At all times the handling of all unpublished price sensitive information on a need-to-know basis.

3. Identity of the persons with whom USPI is proposed to be shared.

Sharing of UPSI in the ordinary course of business of the Bank including but not limited to existing or proposed collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc

Furtherance of legitimate purposes, performance of duties or discharge of legal obligations. The insiders should handle UPSI with care and to deal with the information with them when transacting their business strictly on a need-to know basis.

Sharing of UPSI for any other genuine or reasonable purpose as may be determined by the Compliance Officer of the Bank as per this code.