

B&S /137/2020

August 20, 2020

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400001.
Scrip code: 542867

National Stock Exchange of India Ltd.,
Exchange plaza, 5th floor,
Bandra-kurla Complex,
Bandra (E), Mumbai 400051.
Symbol: CSBBANK

Dear Sir/Madam,

Intimation under Regulation 8(2) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Pursuant to Regulation 8(2) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, we wish to inform you that the Board of Directors of the Bank at their meeting held on August 19, 2020 had amended the "Code of Conduct - Prohibition of Insider Trading Policy" of the Bank and the same is enclosed herewith.

This intimation is also made available on the website of the Bank at www.csb.co.in.

Kindly take the same on records.

Thanking You.

Yours faithfully,

Sijo Varghese
Company Secretary



CODE OF CONDUCT - PROHIBITION OF INSIDER TRADING POLICY

Version Control

Document Version	Description of Changes	Date	Prepared / Changed by	Sign-Off
Version 1.0	First Version	02.12.2019	Secretarial Department	Secretarial Department
Version 2.0	Second Version	19.08.2020	Secretarial Department	Secretarial Department

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1. Objective and Scope of the Code

This Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons in Securities of the Bank is formulated to regulate, monitor and report Trading by Designated Persons and their Immediate Relatives. The objective of this Code is the preservation of confidentiality of UPSI, to prevent misuse of such information and to prohibit a Designated Person and his / her Immediate Relative from Trading in the Bank's Securities while in possession of UPSI. This Code also lays down the ethical standards to be adhered to while Trading in Securities of the Bank. The Code has been framed and adopted under Regulation 9 read with Schedule B of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. In compliance with the said requirements, the Bank has introduced this Code.

This Code shall come into effect on 02nd December 2019.

In the event of any amendments to the SEBI PIT Regulations (including pursuant to any circulars or FAQs issued by the Board) in so far as they apply to the Bank, this Code shall be deemed to be simultaneously amended to incorporate any such amendments

2. Definitions

- 2.1. **“Act”** means the Securities and Exchange Board of India Act, 1992 (15 of 1992);
- 2.2. **“Board”** means the Securities and Exchange Board of India;
- 2.3. **“Code”** or **“Code of Conduct”** shall mean the Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons of CSB Bank Limited as amended from time to time;
- 2.4. **“Bank”** means CSB Bank Limited;
- 2.5. **“Compliance Officer”** means the Company Secretary or such other senior officer, who is Financially Literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI PIT Regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the codes specified in the SEBI PIT Regulations under the overall supervision of the board of Directors of the Bank;
- 2.6. **“Connected Person”** means
 - (a) 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 UPSI or is reasonably

expected to allow such access.

- (b) 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, -
- (i) an Immediate Relative of Connected Persons specified in clause (i); or
 - (ii) a holding company or associate company or subsidiary company, if any; or
 - (iii) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - (iv) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (v) an official of a stock exchange or of clearing house or corporation; or
 - (vi) 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
 - (vii) 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
 - (viii) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - (ix) a banker of the Bank; or
 - (x) a concern, firm, trust, Hindu Undivided Family, company or association of persons wherein a director of the Bank or his Immediate Relative has more than ten per cent of the holding or interest.

2.7. “Designated Persons(s)” shall include:

- (a) All the directors on the Board of the Bank and their Immediate Relatives.
- (b) All person(s) forming a part of the Promoter and Promoter Group and their Immediate Relatives.
- (c) Key Managerial Personnel defined under The Companies Act, 2013 (“KMP”) of the Bank.
- (d) All the officers of the Accounts Department, MD&CEO’s Secretariat, Secretarial Department, Strategy Department and each of their respective Immediate Relatives;
- (e) Employees up to two level below Chief Executive Officer of the Bank irrespective of their functional role in the Bank or ability to have access to unpublished price sensitive information;
- (f) All officers who are reporting directly to Chief Executive Officer,

irrespective of their grade, and have access to unpublished price sensitive information, if not covered under points (c) to (e) including their Immediate relatives and;

- (g) Any other employee as may be determined and informed by the Compliance Officer from time to time including their Immediate Relatives.

- 2.8. **“Director”** means a member of the board of Directors of the Bank.
- 2.9. **“Financially Literate”** means a person who has the ability to read and understand basic financial statements i.e. balance sheets, profit and loss account, and statement of cash flows.
- 2.10. **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis, and **“Generally Available”** will be construed accordingly.
- 2.11. **“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.
- 2.12. **“Insider”** means any person who is
- (a) Connected Person or
 - (b) in possession of or having access to UPSI.
- 2.13. **“Key Managerial Personnel”** shall have the meaning assigned to it under Section 2(51) of the Companies Act, 2013.
- 2.14. **“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.
- 2.15. **“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.
- 2.16. **“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.
- 2.17. **“Takeover Regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including any amendments thereto;

- 2.18. “Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any Securities, and **“Trade”** shall be construed accordingly.
- 2.19. “Trading Day”** means a day on which the recognized stock exchanges are open for Trading.
- 2.20. “Unpublished Price Sensitive Information” or “UPSI”** means any information, relating to the 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: –
- (a) financial results;
 - (b) dividends;
 - (c) change in capital structure;
 - (d) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
 - (e) changes in Key Managerial Personnel.
- 2.21. “SEBI PIT Regulations”** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

Words and expressions used and not defined herein but defined in the Act, 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 legislations.

3. Compliance Officer

- 3.1.** The Compliance Officer shall report on insider trading to the board of Directors regarding compliance with the SEBI PIT Regulations and in particular, shall provide reports (in such formats as may be specified by the Board) on Trading in Securities by Designated Persons to the Chairman of the Audit Committee on a quarterly basis or under such frequency as may be prescribed by the board of Directors.
- 3.2.** In the absence of the Compliance Officer for any reason, any senior officer, reporting to the board of Directors, who is Financially Literate and is capable of appreciating requirements for legal and regulatory compliance, shall be appointed by the board of Directors to carry out the responsibilities of the Compliance Officer as required under this Code and the SEBI PIT Regulations.

3.3. The Compliance Officer shall be responsible for:

- (a) administering this Code and other requirements under the SEBI PIT Regulations for compliance of the policies, procedures prescribed therein.
- (b) setting forth policies, procedures, maintenance of records and monitoring adherence to the rules for preservation of UPSI;
- (c) monitoring of Trades and implementation of this Code under the overall supervision of the board of Directors of the Bank;
- (d) providing disclosures to the stock exchange as required under the SEBI PIT Regulations;
- (e) pre-clearing of Trades by Designated Persons and their Immediate Relatives, in accordance with the SEBI PIT Regulations and this Code;
- (f) maintaining a list of Designated Persons and also updating changes to the list from time to time;
- (g) maintaining a record of the opening and closing of the Trading Window;
- (h) reviewing Trading Plans and assessing the potential of a Trading Plan to violate the SEBI PIT Regulations, if any;
- (i) approving and monitoring the implementation of the Trading Plan;
- (j) notifying the Trading Plan to the stock exchanges where the Securities are listed, on approval of the Trading Plan; and
- (k) maintaining records of all declarations, statements and other relevant information received by him/ her under this Code for a minimum period of 5 years from the date from the date of receipt of the same.

3.4. The Compliance Officer shall be authorized to seek such information from the Designated Persons and Connected Persons as may be required to ensure or verify compliance with this Code and the SEBI PIT Regulations and to give such approvals as are specified in the Code.

3.5. The Compliance Officer shall assist Designated Persons in addressing any clarifications regarding the SEBI PIT Regulations and this Code.

4. Preservation of UPSI

4.1. UPSI shall be handled within the Bank on a need-to-know basis and no UPSI shall be communicated to any person, and no person shall procure or cause the communication of UPSI, except in furtherance of the “legitimate purposes” (in accordance with the Bank’s policy for determination of “legitimate

purpose”), performance of duties or discharge of legal obligations.

4.2. UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- (a) an obligation to make an open offer under the Takeover Regulations where the board of Directors of the Bank is of informed opinion that the sharing of such information is in the best interests of the Bank; or
- (b) 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 the sharing of such information is in the best interests of the Bank and the information that constitutes UPSI is disseminated to be made Generally Available at least 2 (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 Bank when in possession of UPSI.

4.3. Need to Know

- (a) “Need-to-know” basis means that Unpublished Price Sensitive 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.
- (b) All Unpublished Price Sensitive Information directly received by any employee which is not in accordance with clause (i) above should immediately be reported to the head of the department and the Compliance Officer.

4.4. Limited access to confidential information.

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

4.5. Chinese Walls

In order to prevent unauthorized access to UPSI, the Bank shall, to the extent practical:

- (a) Separate those areas of the Bank and its employees which have access to UPSI (considered “insider areas”), from other areas (considered “public areas”);

- (b) Restrict access to inside areas to persons who are required to access UPSI (on a need-to-know basis);
- (c) If required, employees from the public areas may be brought “over the wall” and given UPSI on a need-to-know basis, for specified time periods; and
- (d) Restrict access to electronic databases where UPSI is stored on a need-to-know basis.

4.6. Sensitive Transactions

- (a) In case of any proposed transactions which are sensitive in nature and may involve UPSI, the access to details/ UPSI shall be restricted on a need-to-know basis, and the constitution of any “deal teams” or additions/ modifications to a “deal team” should be done on a need-to-know basis, and informed to the Compliance Officer.
- (b) At the time of formulation of a deal team or addition/ modification to a deal team, the Compliance Officer shall inform the member/ new members of the deal team regarding their responsibilities and obligations under the SEBI PIT Regulations and the Code of Conduct, including the responsibilities to maintain confidentiality, restrictions on sharing UPSI, and the liability for breaching the SEBI PIT Regulations and the Code of Conduct.

4.7. Structured Digital Database

The Compliance Officer shall ensure 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 Regulation 3 of the SEBI PIT Regulations along with the Permanent Account Number (or any other identifier authorised by law where Permanent Account Number is not available) and shall ensure that 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.

4.8. Inquiry in case of leak or suspected leak of UPSI

Any leak or suspected leak of UPSI shall be investigated as per the relevant policy approved by the board of Directors from time to time.

5. **Prevention of Misuse of UPSI**

- 5.1. Designated Persons and their Immediate Relatives shall be governed by this Code.
- 5.2. An insider shall be entitled to formulate a trading plan (“**Trading Plan**”) for Trading in securities of the Bank and present it to the Compliance Officer for approval and public disclosure (in accordance with the provisions of the Code) pursuant to which Trades may be carried out on his behalf in accordance with such plan.

5.3. Trading Plan shall:

- (a) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- (b) 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;
- (c) entail trading for a period of not less than twelve months;
- (d) not entail overlap of any period for which another trading plan is already in existence;
- (e) 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
- (f) not entail trading in securities for market abuse.

5.4. The Compliance Officer shall review the Trading Plan made as above to assess potential violation of the SEBI PIT Regulations, and shall approve/reject it forthwith. However, he/ she 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 SEBI PIT Regulations. However, pre-clearance of Trades (Clause 6) shall not be required for a Trade executed as per an approved Trading Plan and Trading Window (as defined below) norms and contra trade restrictions (as detailed in Clause 7.1(ii)) shall not be applicable for Trades in accordance with an approved Trading Plan. 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.

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

5.6. Upon approval of the Trading Plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

6. Trading Window and Window Closure

- 6.1. Designated Persons and their Immediate Relatives may execute Trades in Securities of the Bank subject to compliance with the SEBI PIT Regulations. Towards this end, a notional trading window ("**Trading Window**") shall be used as an instrument of monitoring Trading by the Designated Persons and their Immediate Relatives. The Trading Window shall be closed when the Compliance Officer determines that a Designated Person or a class of Designated Persons can reasonably be expected to have possession of UPSI.
- 6.2. The Compliance Officer shall decide the timing for re-opening of the Trading Window after taking into account various factors including the UPSI in question becoming Generally Available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after UPSI becomes generally available.
- 6.3. Further, the Trading Window shall be closed from the end of every quarter till 48 hours after the declaration of financial results. The board of Directors of the Bank shall ensure that the gap between clearance of accounts by the Audit Committee and Board meeting should be as narrow as possible and preferably on the same day to avoid leakage of UPSI.
- 6.4. When the Trading Window is closed, the Designated Persons and their Immediate Relatives shall not Trade in Securities or during any other period as may be specified by the Compliance Officer or the Board from time to time.
- 6.5. In case of employee stock options, exercise of employee stock options may be allowed in the period when the Trading Window is closed. However, subsequent sale of shares allotted on exercise of employee stock options shall not be allowed when Trading Window is closed.
- 6.6. The trading restrictions set out under Clause 6.4 above shall not apply in respect of the exceptions set out under Paragraph 4 (3) of Schedule B of the SEBI PIT Regulations.

7. Pre-clearance of Trades

- 7.1. Subject to the provisions of the Code, Trading by Designated Persons and their Immediate Relatives shall be subject to pre-clearance by the Compliance Officer, if the value of the proposed trade(s) is above a minimum threshold limit of Rs. 10,00,000/- (Rupees Ten Lakh) in value (either in one transaction or series of transaction) over any calendar quarter, or such other limits as the Board may stipulate. This is a mandatory requirement even when the trading window is open. Any designated Persons who carries on any transaction or series of transaction to circumvent this clause shall be in violation of this Code. The designated person's needs to apply for pre-clearance only if he/she or their dependents intends to Trade beyond the threshold limits mentioned above. The pre-clearance procedure shall be as hereunder:

- (a) An application may be made in the prescribed form (Annexure 1) to the Compliance Officer indicating the estimated number of Securities that the Designated Person (and/or his/ her Immediate Relatives) intends to Trade in, the details as to the depository with which he has a security demat account, the details as to the Securities in such depository mode and such other details as may be required by the Compliance Officer.
 - (b) An undertaking (Annexure 2) shall be executed in favour of the Bank by such Designated Person incorporating, *inter alia*, the following clauses, as may be applicable:
 - (i) That the Designated Person/ Immediate Relative(s) do not have any access to or have not received UPSI up to the time of signing the undertaking.
 - (ii) That in case the Designated Person has access to or receives UPSI after the signing of the undertaking but before the execution of the Trade he/she shall inform the Compliance Officer of the change in his/her position and that he/she would completely refrain from Trading in the Securities of the Bank till the time such UPSI becomes Generally Available.
 - (iii) That the Designated Person has not contravened this Code and has made a full and true disclosure of all relevant information while applying for pre-clearance to Trade.
 - (iv) The Compliance officer shall have regard to whether the above undertaking is reasonably capable of being rendered inaccurate.
- 7.2.** All Designated Persons and their Immediate Relatives shall execute their Trades in respect of the Securities of the Bank within 7 (seven) Trading Days from the grant of pre-clearance in the prescribed form (Annexure 3), or such shorter period of less than 7 (seven) Trading Days, in the event the Trading Window is closed prior to the expiry of the period of 7 (seven) Trading Days.
- 7.3.** The Designated Person shall file within 2 (two) Trading Days of the execution of the Trade, the details of such transaction with the Compliance Officer in the prescribed form (Annexure 4). On the failure to undertake the transaction within the abovementioned period(s), the Designated Person shall intimate the same to the Compliance Officer in the prescribed form (Annexure 5). Further, a fresh pre- clearance would be needed for the Trades to be executed.
- 7.4.** All Designated Persons who buy or sell any Securities of the Company shall not enter into an opposite transaction (contra trade) i.e. sell or buy any Securities of the Bank, during the next 6 (six) months following a previous sell or buy transaction. The Compliance Officer may grant a relaxation from the strict application of the abovementioned contra trade restriction for reasons recorded in writing provided that such relaxation does not violate the SEBI PIT Regulations,.
- 7.5.** All Designated Persons shall also not take positions in derivative transactions in the Securities of the Bank at any time.

- 7.6.** Should a contra trade be executed, inadvertently or otherwise, in violation of these restrictions, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

Provided that the restriction set out under this Clause 7.6 shall not apply to (i) trades executed pursuant to exercise of stock options, (ii) trades executed pursuant to an approved trading plan for which pre-clearance is not required, (iii) trading in index futures or such other derivatives where the Securities are part of such derivatives, and (iv) buy back offers, open offers, rights issues, further public offerings, bonus issues and exit offers by the Bank.

8. Reporting Requirements for transactions in Securities

8.1. Initial Disclosure

Every person on appointment as a Key Managerial Personnel or a Director of the Bank or upon becoming a Promoter or member of the Promoter Group shall disclose his holding of Securities of the Bank as on the date of appointment or becoming a Promoter or member of the Promoter Group, within 7 (seven) days of such appointment or becoming a Promoter or member of Promoter Group.

8.2. Continual Disclosure

- (a)** Every Promoter, member of Promoter Group, Designated Person and Directors of the Bank shall disclose to the Bank the number of such Securities acquired or disposed of within 2 (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 INR 10,00,000 (Indian Rupees Ten Lakhs) (or such other threshold as may be prescribed by the Board).
- (b)** The disclosure shall be made within 2 (two) Trading Days of:
 - (i)** the receipt of intimation of allotment of shares, or
 - (ii)** the acquisition or sale of Securities, as the case may be.
- (c)** Particulars of such Trading shall be reported by the Bank to the stock exchanges on which the Securities of the Bank are listed within 2 (two) Trading Days of receipt of the disclosure, or on becoming aware of such information, as the case may be.
- (d)** It is clarified for the avoidance of doubt that the disclosure of incremental transactions after any disclosure is made as above, shall be made when the transactions effected after the prior disclosure given in a calendar quarter exceeds the abovementioned threshold of INR 10,00,000 (Indian Rupees Ten Lakhs) (or such other threshold as may be prescribed by the Board).

8.3. Disclosures by other Connected Persons

The Bank may at his discretion require any other Connected Person or class of Connected Persons to make disclosures of holdings and Trading in Securities of the Bank at such frequency as may be determined by the Compliance Officer in order to monitor compliance with the SEBI PIT Regulations.

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

Within 2 (two) Trading Days of the receipt of intimation under Clause 8.2 (*Continual Disclosure*) or becoming aware of the relevant Trade(s), the Compliance Officer shall disclose to all Stock Exchanges on which the Bank is listed the particulars of the relevant Trades(s).

8.5. Other Disclosure Requirements

All Designated Persons shall be required to submit disclosures setting out certain prescribed details, to the Compliance Officer, in the following manner:

- (a) Annexure 6: Details of all holdings in Securities by the Designated Persons and their Immediate Relatives, along with certain other prescribed details, to be disclosed at the time of joining the organization (for new Designated Persons).
- (b) Annexure 7: Any change in the information disclosed to the Compliance Officer (i.e. name, PAN, Immediate Relatives, persons with whom the Designated Person shares a material financial relationship, phone/ mobile/ cell numbers, educational institutions and past employers) shall be intimated to the Compliance Officer, within a period of 7 (seven) days of such change.
- (c) Annexure 8: An annual disclosure of any Trades in Securities along with confirmation of certain details, to be submitted within 15 (fifteen) days of the end of every financial year.

- 8.6.** The Compliance Officer shall maintain records of all the declarations and information given by the Designated Persons/ their Immediate Relatives for a minimum period of 5 (five) years. Further, the Bank shall maintain updated address and contact details of Designated Persons for a period of one year after their resignation from service.

9. Penalty for contravention of the Code

- 9.1.** Every Designated 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 Immediate Relatives).

- 9.2.** Any Designated Person who contravenes this Code may be penalised and appropriate action may be taken by the Bank.
- 9.3.** Designated Persons who violate the Code shall also be subject to disciplinary action by the Bank, which may include warning, wage freeze, suspension, recovery, clawback, termination, ineligibility for future participation in employee stock option plans, or such other action as maybe determined by the board of Directors in consultation with the Compliance Officer.
- 9.4.** The action by the Bank shall not preclude the Board from taking any action in case of violation of SEBI PIT Regulations.

10. Information to the Board in case of violation of the SEBI PIT Regulations

- 10.1.** In case it is observed by the Bank/ Compliance Officer that there has been a violation of the SEBI PIT Regulations, the Compliance Officer shall promptly inform the Stock Exchanges of the same, in accordance with the procedure and format prescribed by the Board under the SEBI Circular No. SEBI/HO/ISD/ISD/CIR/P/2020/135 dated July 23, 2020 on “Reporting to Stock Exchanges regarding violations under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 relating to the Code of Conduct (CoC).”, or as may be prescribed by the Board from time to time.
- 10.2.** The Compliance Officer shall maintain a database of violations of the Code.

11. Voluntary Reporting by Informants to SEBI

- 11.1.** [Nothing in this Code shall prevent any person from reporting a violation of Insider Trading Laws to the Board, in accordance with the SEBI PIT Regulations, and no Designated Person / employee of the Bank/ Compliance Officer shall have the right to compel disclosure of the identity or existence of an Informant or the information provided by such Informant].
- 11.2.** No Designated Person or employee of the Bank shall be discharged, terminated, demoted, suspended, threatened, harassed, or subject to any form of discrimination whatsoever (whether directly or indirectly) by reason of:
- (a)** filing a Voluntary Information Disclosure Form set out in Annexure 9;
 - (b)** testifying in, participating in or otherwise assisting or aiding the Board in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of Insider Trading Laws, or in any manner, aiding the enforcement action taken by the Board; or
 - (c)** breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with the Board in any manner.
- 11.3.** Nothing in this Code shall restrict, prohibit, limit or affect in any way, whether

directly or indirectly, the ability of any person to provide information to the Board in accordance with Chapter IIIA of the SEBI PIT Regulations.

- 11.4.** Words and expressions used in this clause 11 and not defined herein, but defined in Chapter IIIA of the SEBI PIT Regulations shall have the meanings respectively assigned to them in Chapter IIIA of the SEBI PIT Regulations.
- 12.** [The purpose of the Code is to put in place an adequate and effective system of internal controls to ensure compliance with the relevant requirements of the SEBI PIT Regulations. The board of Directors or the Compliance Officer may, if required, develop and implement further policies and procedures in this regard for compliance with the SEBI PIT Regulations, or otherwise as they deem fit.]

ANNEXURE-1

SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Date:

To,
The Compliance Officer,
CSB Bank Limited,
'CSB Bhavan', St. Mary's College
Road, Post Box No. 502, Thrissur,
Kerala.
Pin – 680 020.

Dear Sir,

Application for Pre-dealing approval in Securities of the Bank

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Bank's Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons, I seek approval to purchase / sale / subscription of __Securities of the Bank 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.	Proposal is for	:	a. Purchase of Securities b. Subscription of 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)

ANNEXURE 2

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

To,

The Compliance Officer,
CSB Bank Limited,
'CSB Bhavan', St. Mary's College Road,
Post Box No. 502, Thrissur,
Kerala – 680 020

Dear Sir/ Madam,

I of
the Bank residing at
.....
....., am desirous of dealing in Securities of
the Bank as mentioned in
my application datedfor pre-clearance of the transaction.

I further declare that I or my Immediate Relative(s) are not in possession of or otherwise privy to any Unpublished Price Sensitive Information (as defined in the Bank 's Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons (the Code)) up to the time of signing this Undertaking.

In the event that I or my Immediate Relative(s) have access to or received any information that could be construed as "Unpublished 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 I or my Immediate Relative(s) shall completely refrain from dealing in the Securities of the Bank until such information becomes public.

I declare that I or my Immediate Relative(s) have not contravened the provisions of the Code as notified by the Bank from time to time.

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

If approval is granted, I or my Immediate Relative(s) shall execute the deal within 7 Trading Days of the receipt of approval failing which I shall seek pre-clearance.

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

Date:

Signature:

ANNEXURE 3

FORMAT FOR PRE- CLEARANCE ORDER

To,

Name:

Designation:

Place:

This is to inform you that your request for dealing in _____(nos) Securities of the Bank 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 Trading 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 Bank. 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 CSB Bank Limited,

Compliance Officer

Date:

Encl: Format for submission of details of transaction

ANNEXURE 4

FORMAT OF CONFIRMATION OF DATE OF COMPLETION OF TRANSACTION

To,

The Compliance Officer,
CSB Bank Limited,
'CSB Bhavan', St. Mary's College Road,
Post Box No. 502, Thrissur, Kerala – 680 020

Dear Madam/Sir,

Re: Date of completion of transaction

hereby confirm that the transaction for Trading in the Securities of _____
_____ for which pre- clearance was granted on _____
_____, was completed on _____
_____ by purchasing * / selling * / * _____ (any
other)
_____ (nos.) equity shares of _____.

Thanking you,

Yours faithfully,

Place :	Signature
	:
Date :	Name :

* - strike out whichever is not applicable

ANNEXURE 5

FORMAT OF REPORTING OF FAILURE OF COMPLETION OF TRANSACTION

To,

The Compliance Officer,
CSB Bank Limited,
'CSB Bhavan', St. Mary's College Road,
Post Box No. 502, Thrissur, Kerala - 680 020

Dear Madam/ Sir,

Re: Reporting of failure to execute transaction

I hereby declare that the transaction for Trading in the Securities of _____ for which, pre-clearance was granted on _____, was not completed within 7 (seven) Trading Days of receipt of the pre-clearance, due to _____. I shall obtain fresh pre-clearance in the event I wish to execute the said Trade again.

Thanking you,

Yours faithfully,

Place :

Signature :

Date :

Name :

ANNEXURE 6

Date:

Name of the Designated Person :

Personal Identification Number :

To,
The Compliance Officer,
CSB Bank Limited,
'CSB Bhavan', St. Mary's College Road,
Post Box No. 502, Thrissur, Kerala – 680 020

Re: Initial Disclosure Declarations

Dear Madam/ Sir,

As per the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons of CSB Bank Limited (hereinafter referred to as the “**Code**”):

I, _____ the undersigned hereby declare the “Securities” holding as on _____ for myself and all my Immediate Relative(s) in the Bank as under: #

Name of the Security							
Quantity. (Nos.)							
DP Name							
DP Id							
Client's Id							
Folio No.(if physical)							

Not applicable to interns. If you are an intern, please strike through the table and write 'N/A'.

I, _____ the undersigned hereby disclose the following information:

Permanent Account Number	
Names of Immediate Relatives*	
Persons with whom I share a material financial relationship**	
Phone number	
Mobile / Cell number	
Educational institutions from which I have graduated	
Names of past employers	

* “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.

** The term “material financial relationship” means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a Designated Person during the immediately preceding 12 (twelve) months, equivalent to at least 25% of the annual income of such Designated Person but shall exclude relationships in which the payment is based on arm’s length transaction.

I, _____ the undersigned, hereby further solemnly declare that I have made full and true disclosures with respect to the Securities held by me and my Immediate Relative(s) as on the above date as well as the other details set out above.

All capitalized terms used herein but not defined shall have the same meaning ascribed to them in the Code.

Place:

Signature:

Date:

Name:

ANNEXURE 7

Date:

Name of the Designated Person :
 Personal Identification Number :
 Employee Code :

To,
 The Compliance Officer,
 CSB Bank Limited,
 'CSB Bhavan', St. Mary's College Road,
 Post Box No. 502, Thrissur, Kerala – 680 020

Re: Intimation of Changes in Disclosed Information

Dear Madam/ Sir,

As per the Code of Internal Procedures and Conduct to Regulate, Monitor and Report Trading by Designated Persons of CSB Bank Limited (hereinafter referred to as the “Code”) I,

_____ the undersigned hereby disclose the following updated holding as on _____ for myself and all my Immediate Relative(s) in the Bank as under;

Category of Person (Promoters/KMPs/Directors/Designated Persons etc..)	
Date of previous intimation	
Securities held prior to acquisition/disposal A. Number of shares B. Percentage of holding	
Present acquisition/disposal A. Number of shares B. Percentage C. Value of securities acquired/disposed D. Mode of acquisition (on market/off market/public issue/ rights/ preferential issue/transfers/ESOS etc..)	
Securities held post acquisition/disposal A. Number of shares B. Percentage of holding	
DP Name	
DP Id	
Client's Id	

I, _____ the undersigned hereby disclose the following updated information as on the date hereof:

Permanent Account Number	
Names of Immediate Relatives*	
Persons with whom I share a material financial relationship**	
Phone number	
Mobile / Cell number	
Names of past employers	

* “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.

**The term “material financial relationship” means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a Designated Person during the immediately preceding 12 (twelve) months, equivalent to at least 25% of the annual income of such Designated Person but shall exclude relationships in which the payment is based on arm’s length transaction.

I, _____ the undersigned, hereby further declare that I have made full and true disclosures with respect to the matters set out above as on the above date.

I further undertake to intimate the Compliance Officer in case of any change in the information provided above.

All capitalized terms used herein but not defined shall have the same meaning ascribed to them in the Code.

Place:

Signature:

Date:

Name:

ANNEXURE 8

Date:

Name of the Designated Person :
Personal Identification Number :

To,
The Compliance Officer,
CSB Bank Limited,
'CSB Bhavan', St. Mary's College Road,
Post Box No. 502, Thrissur, Kerala – 680 020

Re: Annual Disclosure Declarations

Dear Madam/ Sir,

As per the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons of CSB Bank Limited (hereinafter referred to as the "**Code**") I, _____ the undersigned hereby declare the "Securities" holding as on ____ for myself and all my Immediate Relative(s) in the Bank as under:

Permanent Account Number	
Opening balance	
A. Number of shares	
B. Percentage of holding	
(+) Bought during the year (Nos.)	
A. Number of shares	
B. Percentage of holding	
(-) Sold/Transferred during the year	
A. Number of shares	
B. Percentage of holding	
(=) Closing Balance	
A. Number of shares	
B. Percentage of holding	
DP Name	
DP Id	
Client's Id	
Folio No.(if physical)	

(If required, a separate Schedule can be annexed)

* "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.

I, __ the undersigned, hereby further solemnly declare that I have made full and true disclosures with respect to the Securities held by me and my Immediate Relative(s) as on the above date as well as the other details set out above.

All capitalized terms used herein but not defined shall have the same meaning ascribed to them in the Code.

Place:

Signature:

Date:

Name:

ANNEXURE 9

Form for Informant's Voluntary Information Disclosure to be submitted to the Board.

Note: For submission of information through a legal representative, the redacted copy of the Form expunging information that may identify the Informant shall be submitted by the legal representative without expunging any information relating to the legal representative and the details relating to the violation of securities laws.

*Indicates that the required field is non-mandatory, remaining fields are mandatory

I. PERSONAL INFORMATION OF THE INFORMANT		
A.INDIVIDUAL 1:LastName:.....	First Name:.....	Title:.....
Address:	City / State:	PIN:
Telephone (with State Code):	Mobile:	E-Mail address:
Employment Details*:	Permanent Account Number, if available:	
II. LEGAL REPRESENTATIVE (where applicable)		
Last Name:.....	First Name:.....	Title:.....
Firm Name (if not self-employed):		
Contact address :	City / State:	PIN:
Residence address:	City / State:	PIN:
Telephone (with State Code):	Mobile:	E-Mail address:
Bar Council Enrolment Number:		
III. SUBMISSION OF ORIGINAL INFORMATION		
1. Is it a violation of securities laws? Yes / No		
2. If yes to question (1), please describe the type of violation:		
3. Has the violation: Occurred / Occurring / Potential to occur in future		
4. If the violation has occurred, date of occurrence: dd/mm/yy (<i>in case exact date is not known, an approximate period may be entered</i>)		
5. Have the individual(s) or their representatives had any prior communication(s) or representations with the Board concerning this matter?Yes (Details thereof) / No		
6. Does this violation relate to an entity of which the individual is or was an officer,		

<p>director, counsel, employee, consultant or contractor?</p> <p>Yes (Details thereof) / No</p>
<p>7. If yes to question (6), was the original information submitted first to your Head or internal legal and compliance office?</p> <p>Yes / No</p>
<p>8. If yes question (7), then please provide, date of submission of original information: dd/mm/yy</p>
<p>9. Please describe in detail why you think the information submitted is a violation?</p>
<p>10. What facts or supporting material is your allegation based on?</p> <p>Please attach any additional documents to this form, if necessary.</p>
<p>11. Identify any documents or other information in your submission that you believe could reasonably be expected to reveal your identity and explain the basis for your belief that your identity would be revealed if the documents were disclosed to a third party.</p>
<p>12. Provide details of connection amongst the Informant, the company whose securities are involved and the person against whom information is being provided:</p>
<p>IV. DECLARATION</p>
<p>I/we hereby declare that,-</p> <p>A. I/we have read and understood the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;</p> <p>B. I/we accept that mere furnishing of information by me/us does not by itself confer on me/us right to get reward and that I/we may not get any Reward at all. I/we would be bound by the decisions that the authority competent to grant reward may take;</p> <p>C. I/we accept that the Securities and Exchange Board of India is under no obligation to enter into any correspondence regarding action or inaction taken as a result of my/our information.</p> <p>D. I/we accept that the reward would be an ex-gratia payment which, subject to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, shall be granted at the absolute discretion of the competent authority. The decision of the authority shall be acceptable to me/us and I/we shall not challenge it in any litigation, appeal, adjudication, etc.</p> <p>E. In the event of my/our death before the reward is paid to me/us, it may be paid to (Details of nominee)</p> <p>F. I/we declare that the information contained herein is true, correct and complete to the best of my/our knowledge and belief and not obtained from the categories of persons indicated in sub-regulation (2) and sub-regulation (6) of regulation 7G of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and agree to indemnify the Board in case it is not so found. I/we fully understand that I/we may be subject to action under securities laws as well as Section 182 of the Indian Penal Code, 1860 (45 of 1860) and ineligible for Reward if, in my/our submission of information or in any other dealings with the Board, I/we knowingly and wilfully make any false, fictitious, or</p>

fraudulent statements or representations, or use any false writing or document knowing that the writing or document contains any false, fictitious, or fraudulent statement.

Signature:.....

Date: dd/mm/yy

Place:

V. CERTIFICATE BY LEGAL REPRESENTATIVE (where the information is submitted through legal representative)

I hereby certify as follows,-

(a) I have reviewed the completed and signed Voluntary Information Disclosure Form for completeness and accuracy and the information contained therein is true, correct and complete to the best of my knowledge;

(b) I have irrevocable consent from the Declarant, to provide to the Securities and Exchange Board of India, the original Voluntary Information Disclosure Form in the event of a request for it from the Securities and Exchange Board of India due to concerns that the Informant has not complied with these regulations or where the Securities and Exchange Board of India requires the said information for the purpose of verification for declaring any gratuitous reward to the Informant or where the Securities and Exchange Board of India determines that it is necessary to seek such information to accomplish the purpose of the Securities and Exchange Board of India Act including for the protection of investors, sharing with foreign securities regulators and foreign and Indian law enforcement agencies, etc.;

(c) I am and shall continue to be legally obligated to provide the original Voluntary Information Disclosure Form without demur within seven (7) calendar days of receiving such request from the Securities and Exchange Board of India.

Signature:.....

Date: dd/mm/yy

Place: