LAKSHMI VILAS BANK

Secretarial Department CIN No. L65110TN1926PLC001377

Ref/Sec/205 & 266/47 /2015-2016 June 23, 2015

The General Manager Department of Corporate Services **National Stock Exchange of India** Exchange Plaza, C-1-Block G Bandra Kurla Complex, Bandra-E Mumbai - 400 051	**The General Manager** Department of Corporate Services **BSE Limited** Listing Department Phiroze Jeejeeboy Tower Dalal Street, Fort Mumbai - 400 001

Dear Sir,

Sub: Compliance of Clauses 8(1) and 9(1) of SEBI (Prohibition of Insider Trading) Regulations 2015.

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In compliance with Clause 8(1) and 9(1) of the SEBI (Prohibition of Insider Trading) Regulations 2015, the Board of Directors of our Bank have approved the following codes (enclosed):

(1) Code of Practices and Procedures for fair Disclosure of Unpublished Price Sensitive Information and,
(2) Code of Conduct to regulate, monitor and report trading by Insiders in Securities of the Bank and Forms I to V framed under the Code.

The following officials of the Bank have been designated as 'Compliance Officer' and 'Chief Investors Relations officer' under the regulations.

Compliance Officer:

Mr. A. Rajendran,
DGM- Chief Compliance Officer
Head of Compliance Department
The Lakshmi Vilas Bank Limited
Corporate Office, No.4, Sardar Patel Road,
Guindy, Chennai – 600 032
Ph: 044 22205315
Email: Rajendran.annamalai@lvbank.in

Chief Investors Relations Officer:

Mr. A. J. Vidya Sagar
Chief General Manager & Chief Operating Officer
The Lakshmi Vilas Bank Limited
Corporate Office, No.4, Sardar Patel Road,
Guindy, Chennai – 600 032
Ph: 044 22205307
Email: vidyasagar@lvbank.in

The above mentioned codes will be effective from 15th May 2015 and will be made available on our Bank's website.

Thanking you,

Yours faithfully,

N.Ramanathan
Company Secretary

Encl: As above said.

LAKSHMI VILAS BANK

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. This Code shall come into force from **15th day of May, 2015**.

2. **Definitions:**

For the purpose of this code the following terms shall have the meanings assigned to them hereunder:

i. **"Act"** means the Securities and Exchange Board of India Act, 1992, as amended from time to time.

ii. **"Chief Investor Relations Officer"** means a senior officer designated as one to deal with dissemination of information and disclosure of UPSI referred to in Clause 6 of this Code.

iii. **"Compliance Officer"** means the Compliance Officer appointed pursuant to Code Of Conduct To Regulate, Monitor And Report Trading By Insiders In Securities of The Lakshmi Vilas Bank Limited and the Insider Trading Regulations.

iv. **"Code" or "this Code"** shall mean this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

v. **"Bank" or "the Bank"** means The Lakshmi Vilas Bank Limited.

vi. **"Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis; "Generally Available" with respect to information shall be construed accordingly.

iv. **"Insider Trading Regulations"** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

vi. **"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 of the Bank 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, delisting, disposals and expansion of business and such other transactions;
(e) changes in key managerial personnel; and
(f) material events in accordance with the listing agreement.

3. Corporate Disclosure Policy:

To ensure prompt, timely and adequate disclosure of UPSI.

4. Principles of Fair Disclosure:

The Bank shall ensure:

i. Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
ii. Uniform and universal dissemination of UPSI to avoid selective disclosure.
iii. Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
iv. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
v. Ensuring that information shared with analysts and research personnel is not UPSI.
vi. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
vii. Handling of all UPSI on a need-to-know basis.

5. Prompt disclosure of UPSI:

i. Material information that could impact price discovery shall be given by the Bank to stock exchanges and disseminated on a continuous and immediate basis.

ii. Speculative disclosures or selective disclosures that could have an adverse impact on the market and the price discovery process shall be avoided.

iii. The Bank may also consider ways of supplementing information released to stock exchange by improving investor access to their public announcements.

6. Overseeing and coordinating disclosure:

i. The Bank shall designate a senior officer as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.

ii. The Chief Investor Relations Officer shall be responsible for ensuring that the Bank complies with Continuous disclosure requirements, overseeing and coordinating disclosure of price sensitive information to stock exchange, analysts, shareholders and media, and educating staff on disclosure policies and procedure.

iii. Information disclosure/dissemination may normally be approved in advance by the Chief Investor Relations Officer for the purpose.

iv. If UPSI is accidentally disclosed without prior approval of Chief Investor Relations Officer, the person responsible may inform the Chief Investor Relations Officer immediately.

7. Responding to market rumours:

The Managing Director, Chief Financial Officer, Company Secretary or any other person nominated by the Board of Directors (Individually referred to as "**Designated Official**") will respond to any queries or requests for verification of market rumours by exchanges or regulatory authorities.

The Designated Official for corporate disclosure shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

8. Disclosure/dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors:

The Bank should follow the guidelines given hereunder while dealing with analysts and Institutional investors:-

i. **Only Public information to be provided:**
The Bank shall provide only public information to the analyst/research persons/large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.

ii. **Discussions with Analysts, etc:**
In order to avoid misquoting or misrepresentation, it is desirable that at least two Bank representative be normally present at meetings with Analysts, brokers or Institutional Investors.

iii. **Handling of unanticipated questions:**
The Bank should be careful when dealing with Analysts / Press questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes unpublished price sensitive information, a public announcement should be made before responding.

iv. **Simultaneous release of Information:**
When a Bank organizes meetings with analysts, the Bank shall post relevant information on its website after every such meet.

9. Medium of disclosure/dissemination:

i. Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.
ii. The Bank shall ensure that disclosure to stock exchanges is made promptly.
iii. The Bank may also facilitate disclosure through the use of their dedicated website.
iv. The Bank website may provide a means of giving investors a direct access to analyst briefing material, significant background information, etc.
v. The information filed by the Bank with exchanges under continuous disclosure requirement under the listing agreement with stock exchanges may be made available on the Bank's website.

10. Submission of disclosures and prescribed forms:

All submissions, forms etc., envisaged in this code should be addressed to the Compliance Officer and forwarded to the Bank's corporate office at Chennai, for information and for taking appropriate action.

THIS POLICY IS ONLY INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. IT WILL BE THE RESPONSIBILITY OF EACH EMPLOYEE TO ENSURE COMPLIANCE OF SEBI REGULATIONS AND OTHER RELATED STATUTES FULLY.

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CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS IN SECURITIES OF THE LAKSHMI VILAS BANK LIMITED

1. Purpose of the Code:

On January 15, 2015 the Securities and Exchange Board of India ("**SEBI**") notified the SEBI (Prohibition of Insider Trading Regulations) 2015 ("**Insider Trading Regulations**") replacing the two-decade old insider trading norms in India i.e., SEBI (Prohibition of Insider Trading) Regulations of 1992 ("**1992 Regulations**"). The Insider Trading Regulations of SEBI are formulated in order to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework.

With the intention on codifying the Insider Trading Regulations for the Bank, this Code of Conduct to Regulate, Monitor and Report Trading by Insiders in Securities of The Lakshmi Vilas Bank Limited, as amended ("**Code**") has been formulated. The said Code may be modified by the Board of Directors of the Bank from time to time. This Code supersedes the Code of Conduct for Prevention of Insider Trading in shares of The Lakshmi Vilas Bank Limited formulated under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.

This Code has been formulated to regulate, monitor and ensure reporting of trading by the Employees and other connected persons towards achieving compliance with the Insider Trading Regulations and is designed to maintain the highest ethical standards of dealing in securities of the Bank by persons to whom it is applicable. The provisions of the Code are designed to prohibit a Designated Person and his Immediate Relative(s) from trading in the Bank's Securities when in possession of unpublished Price Sensitive Information.

2. Effective date: Code shall come into force from the **15th day of May, 2015.**

3. Definitions:

For the purpose of this Code the following terms shall have the meanings assigned to them hereunder:

i. **"Act"** means the Securities and Exchange Board of India Act, 1992, as amended from time to time.

ii. **"Bank" or "the Bank"** means The Lakshmi Vilas Bank Limited.

iii. **"Code" or "this Code"** shall mean this Code of Conduct to Regulate, Monitor and Reporting Trading by Insiders in Securities of the Lakshmi Vilas Bank Limited as amended from time to time.

iv. **"Compliance Officer"** means the Head of the Compliance Department of the bank appointed as the Compliance Officer by the Board of Directors, pursuant to Clause 4 of this Code, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the Insider Trading Regulations under the overall supervision of the Board of Directors of the Bank.

v. **"Connected person"** shall be as defined under Clause 2(1)(d) of the SEBI (Prohibition of Insider Trading) Regulations 2015 and as modified by the authorities from time to time and shall also include the "promoters" of the Bank.

vi. **"Designated Person"** shall include:

a. Directors of the Bank;
b. All employees of the Board Secretariat;
c. All employees of the Managing Director's Secretariat;
d. Key Managerial Personnel appointed under the Companies Act, 2013;
e. All Executives of the Bank in the cadre of General Managers and above;
f. All employees of Risk Management department;
g. All employees of the Accounts department; and
h. Such other persons as may be notified by the Board of Directors from time to time.

vii. **"Director"** shall mean and include a member of the Board of Directors of the Bank.

viii. **"Employee(s)"** shall mean and include

a. All Employees of the Bank appointed either on full time or part-time basis. ;

ix. **"Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis; "Generally Available" with respect to information shall be construed accordingly.

x. "**Grey List Securities**" shall mean listed or to be listed securities of those body corporates in respect of which a proposal relating to merger, de-merger, acquisition, delisting, buy-back, disposal, expansion of business and such other transaction has been placed before the board of the Bank (or a committee thereof) and which has not been made public / abandoned.

xi. **"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.

xii. **"Insider"** means any person who is:

a. a connected person; or
b. in possession of or having access to unpublished price sensitive information

xiii. **"Insider Trading Regulations"** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

xiv. **"Promoter"** means the promoter of the Bank. The expression shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof.

xv. **"Securities of the Bank"** or **"Bank's Securities"** shall include Equity shares of the Bank, or any other security of the Bank.

xvi. **"Trading in Bank's Securities"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in securities of the Bank, and "trade" shall be construed accordingly.

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

xviii. **"Unpublished Price Sensitive Information"** shall be as defined under Clause 2(1)(n) of the SEBI (Prohibition of Insider Trading) Regulations 2015 and as modified by the authorities from time to time 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 of the Bank 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, delisting, disposals and expansion of business and such other transactions;
e. changes in key managerial personnel; and

f. material events in accordance with the listing agreement.

All definitions stated and explained above shall be always construed and deemed to be laid out in accordance with the SEBI (Prohibition of Insider Trading) Regulations 2015. In the event of the authorities prescribing any changes or modifications to the said definitions from time to time, the same shall apply to this Code irrespective of whether any change has been specifically made herein or not.

4. Compliance Officer:

The Bank shall appoint a Compliance Officer for the purpose of the Insider Trading Regulations and this Code. The Compliance Officer shall report to the Board of Directors and shall provide reports to the Chairman of Audit Committee on quarterly basis.

The Compliance Officer shall be responsible for:

(i) monitoring trades and the implementation of this Code under the overall supervision of the Board of Directors of the Bank;
(ii) compliance with policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information;
(iii) reviewing the trading plan and assessing the potential of the plan for violating the Insider Trading Regulations;
(iv) approving and monitoring the implementation of the plan;
(v) notifying the trading plan to the stock exchanges where the securities of the Bank are listed, upon approval of the plan;
(vi) providing reports to the Board of Directors or the Chairman of the Audit Committee on a quarterly basis on the compliance status and such other additional reports as the situations may warrant.
(vii) accessing the declaration received for pre-clearances in order to ascertain whether such a declaration is reasonably capable of being rendered inadequate.

The Compliance Officer shall assist the Designated Persons in addressing any clarifications regarding the Insider Trading Regulations, the Code and the Bank's Code of Corporate Disclosure Practices for Prevention of Insider Trading.

5. Preservation, Communication and Procurement of Unpublished Price Sensitive Information:

Designated Persons and other Employees shall maintain the confidentiality of all Unpublished Price Sensitive Information. They shall not pass on such information to any person directly or indirectly.

Unpublished Price Sensitive Information is to be handled within and outside the Bank on a "need to know" basis and no such unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. 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.

All Unpublished Price Sensitive Information directly received by any employee should immediately be reported to the head of the Department, who in turn will communicate the information regarding possession of the Unpublished Price Sensitive Information to the Compliance Officer.

If, in the performance of duties, it becomes necessary for the Designated Person and other employee to disclose any price sensitive information to any person outside the Bank, e.g., Advisors, Auditors, Consultants, Merchant Bankers, etc., the Designated Person and other employee shall ensure that the concerned Advisor, Auditor, Consultant, Merchant Banker, etc., executes a confidentiality agreement in the prescribed format with the Bank.

No Designated Person shall procure from or cause the communication by any Insider, of Unpublished Price Sensitive Information, relating to a Bank or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

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

Chinese wall procedures ("**Chinese Walls**") shall be used to manage confidential information and prevent the inadvertent spread and misuse of price sensitive information. In general, Chinese Walls procedures are used to separate those departments which routinely have access to price sensitive information ("**Insider Areas**") from those departments who do not have such access to such information ("**Public Areas**").

The following practice is designed to operate as barriers to the passing of price sensitive information and other confidential information.

1. The Employees in the Insider Areas are not allowed to communicate any UPSI to anyone in the Public Areas.

2. The establishment of Chinese Walls is not intended to suggest that price sensitive information can circulate freely within Insider Areas. The 'need-to-know' principle shall be fully in effect within Insider Areas. In exceptional circumstances, Employees from the Public Areas may be allowed to 'cross the wall' and given price sensitive information by following the 'need-to-know' principle, under intimation to the Compliance Officer. The Compliance Officer would duly record reasons for crossing the wall in writing.

6. Prevention of misuse of Unpublished Price Sensitive Information

6.1 All Designated Persons or their Immediate Relative(s) or Employees shall not use Unpublished Price Sensitive Information for trading in Securities in any manner.

6.2 All Designated Persons and their Immediate Relative(s) shall be subject to the trading restrictions as enumerated below:

6.3 Trading Window

The Designated Person and his/ her Immediate Relative(s) shall trade in securities of the Bank only during a specific trading period called "Trading Window" specified by the Bank. The Trading Window shall be closed during the time the information mentioned hereunder is unpublished:

a. financial results;
b. dividends;
c. change in capital structure;
d. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
e. changes in key managerial personnel; and
f. material events in accordance with the listing agreement.

*[**Note**: The list will stand expanded on notification of amended clause 36 of the listing agreement from time to time]*

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 be in possession of an Unpublished Price Sensitive Information.

In respect of declaration of financial results, the Trading Window shall remain closed at least for 3 (three) days before the meeting of Board of Directors scheduled to be held for considering the quarterly, half-yearly or yearly financial results, as the case may be, till 48 (forty-eight) hours from the time the results are communicated to the Stock Exchanges on the date of the meeting.

In other cases the timing for closing and re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the Unpublished Price Sensitive Information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than 48 (forty-eight) hours after the information becomes generally available.

When the trading window is open, trading by Designated Persons shall be subject to pre-clearance by the Compliance Officer, if the value of the proposed trades is above thresholds stipulated in Clause 6.4. No Designated Person shall 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 open.

As regards declaration of interim dividend and other matters referred to in (b) to (f) above, the Managing Director/Chief Executive Officer shall, well before initiation of such activity/project, form a core team of Designated Persons and/or designated group of persons who would work on such assignment. The Managing Director/Chief Executive Officer shall also designate a senior Employee who would be in-charge of the project. Such team members will execute an undertaking not to deal in the Securities of the Bank till the price sensitive information regarding the activity/project is made public or the activity/project is abandoned and the Trading Window would be regarded as closed for them.

The Trading Window shall be opened 48 (Forty-eight) hours after the information referred to above is made public or the activity/project is abandoned.

The Designated Persons and their Immediate Relative(s) shall conduct all their dealing in the Bank's Securities during a valid Trading Window and shall not deal in any transaction involving the purchase or sale of the Bank's Securities during the periods when Trading Window is closed or during any other period as may be specified by the Bank from time to time.

Further, Designated Persons shall not Exercise Options when the trading window will be closed. The trading window shall also be applicable to any person having contractual or fiduciary relation with the Bank such as auditors, accountancy firms, law firms, analysts, consultants etc. assisting or advising the Bank. Closure of trading window would be communicated by the Designated Person / Compliance Officer to such persons as specified in the Non-Disclosure / Confidentiality Agreement entered into with them.

6.4 Pre-clearance of trades:

All Designated Person and their Immediate Relative(s) who intend to deal in the Bank's Securities, when the trading window is open, should pre-clear the transactions, by making an application in the prescribed form and containing the prescribed undertaking to the Compliance Officer **(Form II)** where the aggregate value of the Bank's Securities to be dealt during a calendar month exceed the value specified by the board of the Bank. Currently, the value stipulated by the board is Rs. 10,00,000 Lakhs. It is clarified that it shall be the responsibility of the Designated Persons to obtain approvals in respect of the aforesaid transactions proposed to be entered into by their Immediate Relative(s) also. While seeking such approval, the Designated Person must give a declaration to the Compliance Officer that he / she is not in possession of any Unpublished Price Sensitive Information. The Compliance Officer shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

All Designated Persons and their Immediate Relatives who intend to trade in Grey List Securities should pre-clear the transactions, by making an application in the prescribed form and containing the prescribed undertaking to the Compliance Officer. The Compliance Officer shall maintain a list of 'Grey List Securities' which shall be used as the basis for approving or rejecting applications for preclearance of trades.

The pre-cleared trade should be executed by the Designated Person or their Immediate Relative, as the case may be, within 7 (seven) Trading Days, failing which fresh pre-clearance will be required for the respective trades to be executed.

In case the Compliance Officer or any of his immediate relative(s) wish to deal in the Bank's Securities, he would have to make the application in the prescribed Form to the Managing Director of the Bank who would consider the requested deal within 7 (seven) Trading Days as aforesaid. The remaining provisions of this clause, as applicable to Designated Person, would also apply to the Compliance Officer. On

days when the Compliance Officer is unavailable due to leave or otherwise, the Managing Director is authorized to delegate the power to clear the pre-clearance requests to any other person in the Senior Management Cadre with such expertise as is prescribed for a Compliance Officer.. The person approving such pre-clearance requests shall submit a report of the clearances issued by him to the Compliance Officer, on his return.

7. Other restrictions:

The Designated Persons shall not, within six months of buying or selling any number of Securities of the Company, enter into an opposite transaction i.e. sell or buy, as the case may be, any number of the Securities of the Bank ("**Contra Trade**"). This restriction would apply to exercise of options (i.e. a Designated Person cannot exercise options for a period of six months post sale of shares and vice versa).

The Compliance Officer can grant relaxation from strict application of the above restriction after obtaining prior approval of the Board in this regard provided that such relaxation does not violate the Insider Trading Regulations. It may however, be noted that in terms of the Insider Trading Regulations, no such purchase/ sale will be permitted when the Trading Window is closed.

Inadvertently or otherwise, if any trade is executed in violation of the Contra Trade restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

8. Trading Plans:

The Insider Trading Regulations recognize the concept of Trading Plans. Any Designated Person intending to formulate a Trading Plan shall consult the Compliance Officer to discuss the applicable rules and procedure. The Compliance Officer shall only approve a Trading Plan in accordance with the applicable provisions of the Regulations.

9. Reporting Requirements for transactions in securities:

The disclosures are required to be made by every promoter, the Designated Persons, their Immediate Relatives and by any other person for whom such person is taking trading decisions. In addition to the disclosures specified by the Regulations under Clause 7, the Designated Persons shall also be obliged to provide the following disclosures

Initial Disclosures:

a. Initial disclosure of Bank's Securities held by the Designated Persons of the Bank to be made within thirty (30) trading days from the date of the Insider Trading Regulations being effective (**Form I)**.

Initial disclosure of Bank's Securities held by the Designated Persons to be made within seven (7) trading days upon becoming a designated person. (**Form I).**

In the event an Immediate Relative acquiring Securities of the Bank for the first time or any existing Immediate Relative ceasing to be Dependent, the concerned Designated Person shall forthwith give a Notice in writing of such development to the Compliance Officer. **(Form I)**

Continual Disclosures:

b. Continual Disclosure of Bank Securities acquired or disposed of by the promoter, director and Employee, in case the value of securities traded, whether in one transaction or a series of transactions over a calendar quarter, aggregates to a traded value in excess of Rs. 10,00,000 (Rupees Ten Lakhs) shall be made within two (2) trading days of such transaction by such concerned person to the bank. (In **Form IV** as may be amended by SEBI from time to time.)

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

The Compliance Officer shall maintain records of all the declarations in appropriate forms given by the Designated Person for a minimum period of (5) five years.

10. Penalty for contravention of the Code:

Every Employee, Director, promoter and Designated Person shall be individually responsible for complying with the applicable provisions of this Code (including to the extent the provisions hereof are applicable to their Immediate Relatives). Breach of the provisions of the Code by any Employee, Director, promoter or Designated Person attracts serious penal consequences. All such breaches should be notified by the Compliance Officer to the Board of Directors, who may determine the penalty for the contravention.

The persons who violate this Code shall, in addition to any other penal action that may be taken by the Bank pursuant to law, also be subject to disciplinary action which in respect of an Employee may include wage freeze, suspension or termination of employment.

The action taken by the Bank shall not preclude SEBI from taking any action in case of violation of the Insider Trading Regulations or any other applicable laws/rules/regulations.

In case it is observed by the Compliance Officer that there has been a violation of the Insider Trading Regulations, SEBI shall be informed by the Bank.

11. Jurisdiction:

In the event of any dispute arising from the provision of the Code or its interpretation, the same shall be subject to the exclusive jurisdiction of the Courts at Chennai.

12. Confirmation:

The Insider Trading Regulations and the Code have been uploaded on website of the Bank. All Employees/Designated Person hereby acknowledge to have read and fully understood their obligation under the Insider Trading Regulations and the Code and have undertaken to unconditionally abide by the same. They can contact the Compliance Officer for any clarification/assistance.

The responsibility of complying with the provisions of the Insider Trading Regulations and the Code shall be entirely on the Employees and Designated Persons including any violation by their Immediate Relative.

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LAKSHMI VILAS BANK

FORM I

(Initial Disclosure from Designated Person(s) for their and their Immediate Relatives under the Code of Conduct to regulate, monitor and report for prevention of Insider Trading,)

From
Shri/Smt : _____
Address : _____
_____
_____
PAN No. : _____
***Designation** : _____
*** Staff number** : _____
*(applicable to employees only)

The Compliance Officer **Date:**
Lakshmi Vilas Bank
Dear Sir,

SUB: INITIAL DISCLOSURES

1. **Initial Disclosure of my shareholding and / or positions in Securities (Including Derivatives) in The Bank**

In terms of the requirement of the Bank's Code of Conduct to regulate, monitor and report for prevention of Insider Trading, the details of my shareholding and/or positions in securities (including derivatives) in the Bank, is specified hereunder:

FOLIO NUMBER (IN CASE OF PHYSICAL HOLDING)	**DP I.D. & CLIENT I.D. (IN CASE OF DEMAT HOLDING)**	**NUMBER OF SHARES HELD**		
		In Physical Mode (A)	**In Demat Mode (B)**	**Total Shares Held (A + B)**

I further confirm that as on date, I do/do not hold any outstanding position in Derivative in respect of Shares of the Bank.

I undertake to immediately square off the outstanding position in Derivatives in respect of Shares of the Bank, if any.

2. **Declaration of my Immediate Relative(S)**

In terms of the requirement of the Bank's Code for prevention of Insider Trading, the details of my Immediate Relative(s) are specified hereunder:

SR. NO.	**NAME OF MY IMMEDIATE RELATIVE(S)**	**RELATIONSHIP**	**PAN NO.**

LAKSHMI VILAS BANK

I undertake to inform any change in my Immediate Relatives status within a period of seven days from the occurrence of such a change. ***For the purpose of this Code "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.***

3. Initial Disclosure of Shareholding in the Bank by my Immediate Relative(S)

In terms of the requirement of the Bank's Code for prevention of Insider Trading, the details of shareholding in the Bank of my Immediate Relative(s), is specified hereunder:

NAME OF SHARE HOLDER WHO IS IMMEDIATE RELATIVE ON THE DECLARANT	**PAN NO.**	**RELATIONSHIP**	**FOLIO NUMBER (IN CASE OF PHYSICAL HOLDING)**	**DP I.D.& CLIENT I.D. (IN CASE OF DEMAT HOLDING)**	**NUMBER OF SHARES HELD**		
					In Physical Mode Held (A)	**In Demat Mode (B)**	**Total Shares (A + B)**

[Note: In the event your immediate relatives do not hold any shares of the Bank, please mention NIL against the number of shares held.]

Thanking you,

_____

(SIGNATURE)

*(Delete whatever is not applicable)

Note: In the event you do not hold any shares of the Bank, please mention NIL against the number of shares held.

LAKSHMI VILAS BANK

FORM II

(Application and Undertaking for pre-clearance of trade by Designated Person(s) / Compliance Officer under the Bank's Code of Conduct for prevention of Insider Trading – applicable to trading exceeding the value Rs.10,00,000 lakhs in Bank's securities during a quarter

From
Shri/Smt : _____
Address : _____
_____
_____
*Designation : _____
* Staff Number : _____
*(applicable to employees only)

The Compliance Officer
The Lakshmi Vilas Bank Limited

[Note: The letter to be addressed 'The Managing Director. The Lakshmi Vilas Bank in case of the Compliance Officer seeking pre-clearance]

Date:

Dear Sir,

SUB: PRECLEARANCE OF TRADES

*I, Shri/Smt _____, having PAN No. _____ intend to trade in Equity Shares of the Bank for which purpose *I request to pre-clear the trade.

The particulars of intended trade are as under:

SR. No.	DETAILS OF THE PROPOSED TRADE	INFORMATION PROVIDED BY DECLARANT
01	Number of shares proposed to be traded	
02	Demat A/C details (in case of demat mode) In case of Physical mode	DP I.D.: Client I.D.: Folio No.:
03	Nature of Trade	* Buy / Sale
04	The Depository for this Trade	* NSDL /CDSL
05	My current holding (i.e. as on date)	

My undertaking for the purpose of pre-clearance is furnished herein below. This is to request you to pre-clear the proposed trade.

I am aware that the pre-cleared trade/ transaction is to execute within seven trading days of the pre-clearance.

If the pre-cleared proposed trade is not executed within seven trading days of the pre-clearance, then I would have to pre-clear the transaction again.

Thanking You

_____
(SIGNATURE)
*(Delete whatever is not applicable)

LAKSHMI VILAS BANK

UNDERTAKING

* I on my own behalf do hereby solemnly state as under:

(a) That I do not possess or have any access any "Unpublished Price Sensitive Information" till the time of signing this undertaking.

(b) That in case I get access to or receives "Unpublished Price Sensitive Information" after the signing of this undertaking but before the execution of the transaction I shall inform the Compliance Officer of the change in my position and that I would completely refrain from trading in the securities of the Bank till the time such information is made generally available.

(c) That I have not entered into contra trade i.e. purchased /sold any number of shares during the preceding six months prior to the proposed transaction.

(d) That I have not contravened 'the Code of Conduct to regulate, monitor and report trading by Insiders' for prevention of insider trading as notified by the Bank from time to time.

(e) That I have made a full and true disclosure in the matter.

Given under my hand this _____ day of _____ 20___

_____
(SIGNATURE)
*(Delete whatever is not applicable)

FOR OFFICE USE:

APPROVED ☐ **DISAPPROVED** ☐

REASONS FOR DISAPPROVAL, IF ANY: _____

_____

DATE:

Form III

Agreement for Confidentiality and No-trading in securities of

The Lakshmi Vilas Bank Limited

(On the Letterhead of The Lakshmi Vilas Bank Limited)

Date
To
Name of the consultant
Address

Dear Sir,

We have agreed to appoint you as our advisor/consultant /auditor/merchant banker/share transfer agent/for providing any other service(s) to the Bank in respect of our business and in this connection would provide you from time to time various information related to The Lakshmi Vilas Bank Limited and/or its group and associate company/ies (hereinafter collectively referred to as "**LV Bank**") which is not generally available or is proprietary in nature (such oral or written information and all copies of, extracts from, analysis and other materials based on, containing or otherwise reflecting such information shall herein be referred to as the "**Information**"). As a condition to you being furnished with any Information and as consideration for such, you (the "**Recipient**") agree as follows:

(1) (a) **Non-disclosure**: Recipient recognizes and acknowledges the competitive value of the Information and the damage that could result from the disclosure thereof to third parties. Accordingly, Recipient agrees to keep the Information strictly confidential and will not, without the prior written consent of LV Bank., disclose/communicate such Information to any person in any manner whatsoever, in whole or in part, except that Recipient may disclose the Information to those of Recipient's directors, officers, employees, agents or other representatives (collectively, "**Representatives**") who (i) need to know the Information for the purpose for which the Recipient has been appointed or for legitimate purposes or to perform its duties assigned or to discharge its legal obligations (ii) have been informed of the confidential nature of the Information and (iii) have agreed in writing to keep the Information confidential and be bound by the terms of this Agreement as if they were parties hereto. Recipient agrees to be responsible for and to indemnify LV Bank and its representatives against any breach by any of Recipient's Representatives of the matters referred to herein.

(b) **Restrictions on Use:** The Information will not, without the prior written consent of LV Bank, be used by Recipient or its Representatives, directly or indirectly, for any purpose other than the purpose for which the Recipient has been appointed and such use shall absolutely cease at the request of LV Bank. In addition, Recipient hereby acknowledges that Recipient is aware (and, if applicable, that Recipient's Representatives have been advised) that Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments thereto, if any, prohibits any person, who possesses or having access to unpublished price sensitive information about the Bank, from trading securities of such Bank or from communicating such information to a third party under circumstances in which it is reasonably foreseeable that such third party is likely to purchase or sell such securities.

(c) **Return of Information:** Upon the request of the LV Bank., Recipient shall, and shall cause its Representatives to promptly return all Information to LV Bank, without retaining any copies, summaries or extracts thereof. In the event of such request, all documents, analysis, compilations, studies or other materials prepared by Recipient or its Representatives that contain or reflect Information shall be destroyed and no copy thereof shall be retained (such destruction to be confirmed in writing by a duly authorized officer of Recipient). Notwithstanding the return or destruction of the Information, Recipient and its Representatives shall continue to be bound by their obligations of confidentiality and other obligations hereunder. With respect to those portions of the Information that consist of analysis, compilations, studies or other materials prepared by Recipient or its Representatives, LV Bank may, in its

sole discretion, permit the retention of such Information for evidentiary purposes. Notwithstanding such retention, Recipient and its Representatives shall continue to be bound by their obligations of Confidentiality and other obligations hereunder.

For purpose of this Agreement, the term "Information" shall not include such portions of the Information that (i) are or become generally available to the public other than as a result of disclosure by Recipient or its Representatives, (ii) become available to Recipient on a non-confidential basis from a source not subject to a confidentiality obligation to LV Bank, whether by contractual, legal or fiduciary obligation or otherwise or (iii) were, as evidenced by written records or other documentation satisfactory to LV Bank, in Recipient's possession on a non-confidential basis prior to LV Bank's disclosure to Recipient.

(2) Without LV Bank's prior written consent, Recipient shall not and Recipient shall cause each of its Representatives not to, directly or indirectly, alone or in concert with others, trade in securities of LV Bank or encourage any third party to trade in securities of LV Bank, The term "securities of LV Bank" shall mean and include the Equity Shares of LV Bank and such other securities issued by LV Bank and listed on any recognised Stock Exchange. The term "trade" used herein shall mean to subscribe, buy, sell, deal or agreeing to subscribe, buy, sell or deal, directly or indirectly, in securities of LV Bank by any person either as principal or agent.

(3) In the event that Recipient or its Representatives are requested or become legally compelled (by oral questions, interrogatories, request for information or documents, subpoena, investigative demand or similar process) to disclose any of the Information, Recipient and its Representatives will promptly provide LV Bank with written notice so that LV Bank may seek a protective order or other appropriate remedy and/or waive compliance with the provisions of this Agreement. If, in the absence of a protective order or other remedy or waiver, Recipient or its Representatives are, in the opinion of LV Bank's counsel, legally compelled to disclose such Information to any tribunal or else, in the opinion of LV Bank's counsel, stand liable for contempt or suffer other censure or penalty, Recipient or its Representatives will furnish only that portion of the Information which is legally required to be furnished and each will exercise its best efforts to obtain reliable assurance that confidential treatment will be accorded to such Information.

(4) The Recipient hereby agrees that money damages could be only a part remedy for any breach or threatened breach of this Agreement by the Recipient or its Representatives. In addition to the money damages, LV Bank shall be entitled, without the requirement of posting a bond or other security, to specific performance and injunctive or other equitable relief in the event of any such breach or threatened breach, in addition to all remedies available to LV Bank at law or in equity. In the event of litigation relating to this Agreement, if a court of competent jurisdiction determines that the Recipient has breached this Agreement, then the Recipient shall be liable and pay to the non-breaching Party the legal fees and expenses incurred by LV Bank in connection with such litigation, including any appeals therefrom.

(5) The Recipient further agrees to indemnify, defend, and hold harmless LV Bank and its affiliates and any directors, officers, employees, agents, advisors or other representatives thereof (each an "Indemnified Person") from and against any losses, claims, damages or liabilities arising out of a breach or alleged breach of this Agreement and to reimburse each Indemnified Person for all costs and expenses (including counsel fees) incurred in connection therewith. Such indemnity agreement shall be in addition to any other liabilities that may be available to any Indemnified Person. If you agree to the terms and conditions of this Agreement, please indicate your acceptance by signing and returning to the undersigned the duplicate copy of this Agreement**.**

Yours faithfully,
For The Lakshmi Vilas Bank Limited

Signature:

Name:
Designation:

Agreed to as of the

Dated first written above:

For *(Name of the consultant/advisor)*

Signature:

Name:

Designation:
PAN No.:

Form IV

(Continual Disclosure from Promoter, Director and Employee under Code for prevention of Insider Trading)

From :
Shri/Smt. : _____
Address : _____
_____

*Designation :_____
*
Staff Number :_____
*(applicable to employees only)

The Compliance Officer **Date :**

Lakshmi Vilas Bank

Dear Sir,

SUB : CONTINUAL DISCLOSURE OF MY SHARE HOLDING IN THE BANK

In terms of the requirement of the Lakshmi Vilas Bank Limited Code for prevention of Insider Trading, for continual disclosures the following details of my shareholding and changes is furnished herewith:

Name & PAN No.	Desi-Gnation	Department	No. of Shares held before the transaction	Name of Transaction			Date of Tran-Saction	No. of Shares Tran-Sacted	Whether Approval Obtained	Date of Approval	Approval No. :	Balance Holding on _____	Folio No.:/ DP ID/ Client ID
				Purchase	Sale	Others (Specify)							

I/ We Declare that I/ We have not entered into an opposite transaction i.e. purchased /sold any number of shares of the Bank during the preceding six months prior to this transaction.

Thanking You,

_____
(SIGNATURE)

NOTES:

1. This disclosure is required to be given if the value of the securities traded, whether in one transaction or series of transactions over any calendar quarter aggregates to traded value in excess of Rs.10,00,000 lakhs
2. This disclosure shall be made within 2 trading days to the Bank by Promoters, Directors and Employees on such transaction.

LAKSHMI VILAS BANK

FORM V

Annual Disclosure from Promoter, Director, Employee and their Immediate Relative(s) under Code for prevention of Insider Trading

From
Shri/Smt : _____
Address : _____
_____
_____
PAN No. : _____
***Designation** : _____
***Staff Number** : _____
*(applicable to employees only)

The Compliance Officer Date :
The Lakshmi Vilas Bank Limited

Dear Sir,

SUB: QUARTERLY STATEMENT

1. **Annual Statement of my Shareholding in the Bank**

In terms of the requirement of the Code for prevention of Insider Trading, for periodic disclosure the following details of my holding is furnished herewith:

Period of disclosure	Number of shares held by me as on 1/4/200_	Number of shares bought during the FY --	Number of shares sold during the FY --	Number of shares held as at the end of FY	Folio No./ Client ID/ DP ID
* Annual					

2. **Annual Statement of Shareholding of my Immediate Relative(s) in the Bank**

In terms of the requirement of The Lakshmi Vilas Bank Limited's Code for prevention of Insider Trading, for continual disclosures the following details of my Immediate Relative(s) holdings and changes is furnished herewith:

Number of shares held by my Immediate Relative(s) as of date	Date of my last Declaration for my Immediate Relative(s)	Number of shares held by my Immediate Relative(s) at the time of last declaration	Change in shareholding from last declaration to this date

I/We Declare that I/We have not entered nor have any of my Immediate Relative(s) entered into an opposite transaction i.e. purchased/sold any number of shares during the preceding six months prior to any transaction in the shares of the Bank.

Thanking You,

_____
(SIGNATURE)
* (Delete whatever is applicable)

NOTES :
This disclosure is required to be made within 15 days from the end of the Financial Year.