Central Bank of India Code of Conduct for Prevention of Insider Trading

NEED AND OBJECTIVE OF THE CODE

Regulation 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 **("the Regulations")** requires the Bank to formulate a code of conduct to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with these regulations, adopting the minimum standards set out in Schedule B to these regulations, without diluting the provisions of these regulations in any manner.

The objective of the Code is to prevent Insider Trading in Bank's securities by prohibition / restriction in dealing, communicating or counseling on matters relating to insider trading.

Accordingly the Bank has laid down this **Code of Conduct for Prevention of Insider Trading.**

1. Applicability

The Code will be applicable to Bank's Directors, Designated Person, Connected Persons and persons deemed to be Connected Persons**.**

2. **Definitions**:

As used in this Code:

(a) "Act" means Securities and Exchange Board of India Act, 1992

(b) **"**Bank**"** means Central Bank of India

(c) **"**Board**"** means Board of Directors of the Bank"

(d) **"**Code**"** means "**Central Bank of India Code of Conduct for Prevention of Insider Trading**", as applicable, including modifications and amendments made thereto from time-to-time.

(e) "Compliance Officer" means Company Secretary in charge of Investor Relation activities of the Bank who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of this Code under the overall supervision of the Board of Directors of the Bank.

(f) **"**Connected Person**"** means, -

i. any person who is or has during the six months prior to the concerned act been associated with a Bank, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Bank or holds any position

including a professional or business relationship between himself and the Bank whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

ii. without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,

a. an immediate relative of connected persons specified in clause (i); or
b. a holding company or associate company or subsidiary company; or
c. an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
d. an investment company, trustee company; asset management company or employee or director thereof; or
e. an official of a stock exchange or a clearing house or corporation; or
f. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
g. a member of the board of directors or an employee of a public financial institution as defined in section 2(72) of the Companies Act, 2013; or
h. an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
i. a 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 percent of the holding or interest**.**

(g) **'Designated Persons" means:**

i) General Managers of the Bank in Head Office.
ii) All Officers associated with the offices of the Chairman and Managing Director, the Executive Directors, the Board Secretariat, Central Accounts Department, Central Audit and Inspection Department, Merchant Banking Division which also looks after Investor Services activities, Risk Management.
iii) Connected persons identified by the Compliance Officer, who in his opinion can come in possession of Unpublished Price Sensitive Information based on their functional areas and the propensity to generate such information such as but not limited to Auditors, Consultants, Accounting Firms, Law Firm, analysts, etc.

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

(i) "**Generally Available Information**" means - information that is accessible to the public on a non-discriminatory basis.

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

(k) **"Insider"** means any person who is

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

(l) **"Key Managerial Personnel (KMP)"** means those persons who have the authority and responsibility for planning, directing and controlling the activities of the Bank. Only Executive Directors & Chairman and Managing Director are considered as KMP.

(m) "**Promoter**" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issued of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof.

(n) "**SEBI**" means the Securities and Exchange Board of India.

(o) "**Securities**" shall have the meaning assigned to it under the Securities Contracts (Regulations) Act, 1956 or any modification thereof except units of a mutual fund.

(p) "**Specified**" means specified by SEBI in writing.

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

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

(s) "T**rading Plan**" means the 'trading plan' as described in Regulation 5 of the Regulations.

(t) "**Takeover Regulations**" means the Securities and Exchange of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.

(u) **"Unpublished Price Sensitive Information**" means any information, relating to a Bank or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:--

(i) Financial Results
(ii) Dividends
(iii) Change in capital structure
(iv) Mergers, demergers, acquisitions, delistings, disposals and expansion of business and such other transactions
(v) Changes in key managerial personnel; and
(vi) Material events in accordance with the listing agreement.

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

3. **PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION [UPSI]:**

I. The Insider shall maintain confidentiality of all UPSI. No Insider shall communicate, provide or allow access, directly or indirectly, to any unpublished price sensitive information relating to the Bank or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

UPSI shall be handled on a "need to know" basis. "Need to Know" basis means that UPSI should be disclosed only to those within the Bank who need the information to discharge their duty.

II. No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the Bank or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

In terms of extant provisions of the Regulations, the 'Code' contains norms for appropriate "Chinese Wall" procedures and processes for permitting any designated person to 'cross the wall'. The term "Chinese Wall" refers to separation of those areas of the organization which routinely have access to confidential information considered "inside areas" from other areas or departments considered "public areas".

Designated Persons will be treated as persons belonging to the 'Inside areas'. In terms of "Chinese Wall", the designated persons in the inside area shall not communicate any UPSI to anyone in public area. In exceptional circumstances, employees from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to Compliance Officer.

If the Compliance Officer is reported of any breach committed / accidental crossing of 'Chinese Wall' by an Insider, immediate action will be initiated to stop the information from being further misused.

III. An UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:-

a. entail an obligation to make an open offer under the Takeover Regulations where the Board of Directors of the Bank is of informed opinion that the proposed transaction is in the best interests of the Bank;

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 proposed transaction is in the best interests of the Bank and the information that constitute UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.

c. The Board of Directors shall for the purposes of transactions mentioned in clauses 3.I and 3.II require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep the information so received confidential, except for the purpose mentioned in clause 3.3 and shall not otherwise trade in securities of the Bank when in possession of unpublished price sensitive information.

4. TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

1. No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information:

Provided that the insider may prove his innocence by demonstrating the circumstances including the following:-

i. the transaction is an off-market *inter-se* transfer between promoters who were in possession of the same unpublished price sensitive information without being in breach of the provisions of Clause 3 as stated in the Code and both parties had made a conscious and informed trade decision;

ii. in the case of non-individual insiders: –

a. the individuals who were in possession of such UPSI were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to trade; and

b. appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no UPSI was communicated by the individuals possessing the information to

the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

iii. the trades were pursuant to a trading plan as provided in Clause 5 of the Code.

2. In the case of connected persons the onus of establishing that they were not in possession of UPSI shall be on such connected persons and in other cases, the onus would be on the SEBI.

5. PREVENTION OF MISUSE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

i. Trading Plan

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

ii. A Trading Plan shall

i. not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;

ii. not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the Bank and the second trading day after the disclosure of such financial results;

iii. entail trading for a period of not less than twelve months;

iv. not entail overlap of any period for which another trading plan is already in existence;

v. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and

vi. not entail trading in securities for market abuse.

iii. The Compliance Officer shall review the Trading Plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan in terms of these Regulations.

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

Provided that, the implementation of the trading plan shall not be commenced, if any UPSI in possession of the insider at the of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event, the commencement of the Trading Plan shall be deferred until such UPSI becomes generally available information. Further, the Insider shall also not be allowed to deal 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.

v. 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 ITS CLOSURE

i. "Trading Window" is defined as the period during which the purchase or sale of securities of the Bank is allowed for Insiders subject to their satisfying the conditions laid down by the Code.

ii. The trading window shall be closed atleast 7 days prior to unpublished price sensitive information becoming public.

iii. Directors / Designated Persons and their immediate relatives who can reasonably be expected to have possession of UPSI shall not trade when Trading Window is closed or during any other period as may be specified by the Bank from time to time.

iv. The Compliance Officer of the Bank shall intimate the closure of Trading Window to the Insiders when any of the following events occur:

   i. Financial Results;
   ii. Dividends
   iii. Change in capital structure
   iv. Mergers, demergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
   v. Material events in accordance with the listing agreement

v. The Trading window will be re-opened forty-eight hours after the UPSI becomes generally available.

vi. 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.

7. PRE-CLEARANCE OF TRADES

I. All Directors and Designated Persons shall:

- execute trades subject to the Compliance with the Code
- trade only when "Trading Window" is open.
- trade in the securities of the Bank from and above 2000 numbers of securities only on seeking pre-clearance in Form E from the Compliance Officer.

II. An Undertaking shall be executed in favour of the Bank by such Directors and Designated Persons incorporating, *inter alia*, the following clauses, as may be applicable:

a. That the Directors and Designated Persons do not have any access or have not received UPSI up to the time of signing the Undertaking.

b. That in case the Directors and Designated Persons have access to or receive UPSI after the signing of the Undertaking but before the execution of the transaction they shall inform the Compliance Officer of the change in their position and that they would completely refrain from dealing in the securities of the Bank till the time such information becomes public.

c. That they have not contravened the 'Central Bank of India Code of Conduct for Prevention of Insider Trading' as notified by the Bank from time to time.

d. That they have made a full and true disclosure in the matter.

III. The Compliance Officer may after

- seeking such information as may be necessary from the applicant ensuring that the applicant is not in the possession of UPSI;
- confirming that the request for trade is in accordance with the Trading Plan submitted by the applicant earlier;
- applicant has not done any prior contra trade within the previous period of six months,
- ensuring that declaration, if any, made at the time of seeking pre-clearance is correct, grant the Pre-Clearance. The Pre-Clearance shall be valid for a maximum period of 7 trading days. In

case of failure to execute trade within the stipulated period fresh application for obtaining pre-clearance has to be sought.

IV. Pre-clearance shall be required even if the transaction is only in the nature of transfer of beneficiary rights to any of the immediate relatives of the applicant.

V. The applicant shall be required to disclose the details of the trade within two days of such trade. In the event the applicant does not trade during the period, the applicant shall report to the Compliance Officer, the reasons for the same.

VI. The applicants shall not execute a contra trade for a period of 6 months within which a trade is permitted.

VII. The Compliance Officer may grant relaxation to a contra trade for reasons recorded in writing provided that such relaxation does not violate the Code or the Regulations.

VIII. In case a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI.

IX. In case securities are to be allotted to any Director or employee in terms of the ESOP/ESPS Scheme of the Bank, there shall be no restriction on allotment of securities even during the Trading Window Closure period. However, the employee shall not be permitted to dispose off the securities during the Trading Window Closure period.

8. OTHER RESTRICTION

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

9. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

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

(a) Initial Disclosures

i. Every Promoter, Director, Key Managerial Personnel and Designated Person of the Bank shall disclose his holding of securities (including derivatives) of the Bank as on 15th May 2015 within thirty days to the Compliance Officer in Form A;

ii. Every person on appointment as a director, key managerial personnel or as a Designated Person of the Bank or upon becoming a promoter shall disclose his holding of securities (including derivatives) of the Bank as on the date of appointment or becoming a promoter,to the Compliance Officer within seven days of such appointment or becoming a promoter in Form B.

(b) Continual Disclosure

i. Every promoter, director and designated person of the Bank shall disclose to the Compliance Officer in Form C the number of securities acquired or disposed of within two trading days of such transaction, if the value of the securities (including derivatives) traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees.

ii. The Compliance Officer shall notify the particulars of such trading to the stock exchanges on which the securities (including derivatives) are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

(c) Disclosures by other connected persons.

The Compliance Officer may, at his discretion require any other connected person to make disclosures of holdings and trading in securities of the Bank in such form and at such frequency as may be determined by the Compliance Officer in order to monitor compliance with these Regulations in Form D.

Note: The disclosure of the incremental transactions after any disclosure made aforesaid shall be made when the transactions effected after the prior disclosure crosses the threshold specified as stated above.

10. REPORTS

i. The Compliance Officer shall submit a compliance report to the Audit Committee of the Board at the end of every quarter.

ii. The Compliance Officer shall within seven days of coming to know of any contravention of the Code or the Regulations, immediately bring the same to the notice of the Chairman of the Audit Committee and also notify SEBI of the contravention.

11. PENALTY AND PUNISHMENT FOR CONTRAVENTION OF CODE OF CONDUCT

a. Any Person to whom the Code is applicable and who deals in securities or communicates any Unpublished Price Sensitive information, in violation / contravention of this Code shall be penalized

by the Bank. The Bank may take appropriate action against such person and such action may include disciplinary action viz., wage freeze, suspension, ineligibility for future participation in employee stock option plans etc. for contravention of the Code.

b. Such a person shall also be subject to any action that may be taken by SEBI for violation of the Code in accordance with the provisions of the Act reproduced as under:

Section 15G of the Act: Penalty for Insider Trading - If any insider who:

i. either on his own behalf or on behalf of any other person, deals in securities of a body corporate listed on any stock exchange on the basis of any unpublished price-sensitive information (UPSI); or

ii. communicates any unpublished price-sensitive information to any person, with or without his request for such information except as required in the ordinary course of business or under any law; or

iii. counsels, or procures for any other person to deal in any securities of any body corporate on the basis of unpublished price-sensitive information,

shall be liable to a penalty which shall not be less than ten lakh rupees but which may extend to twenty-five crore rupees or three times the amount of profits made out of insider trading, whichever is higher.

FORM A

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7(1) (a) read with Regulation 6(2)]

Name of the Bank : CENTRAL BANK OF INDIA

ISIN of the Bank :

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and Designated Persons of the Bank as mentioned in the Code

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/KMP/ Directors /Designated Persons/ Immediate relative/ others etc.)	Securities held as on 15.05.2015		% of Shareholding	Open Interest of the Future – contracts held as on 15.05.2015		Open Interest of the Option Contracts as on 15.05.2015	
		Type of security (For e.g. Shares, Warrants, covertible Debentures etc.)	No.		Number of units (contract* lot size)	Notional value in Rupee terms	Number of units (contract* lot size)	Notional value in Rupee terms
1	2	3	4	5	6		7	

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date:

Place:

FORM B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7(1) (b) read with Regulation 6(2)]

Name of the Bank : CENTRAL BANK OF INDIA

ISIN of the Bank :

Details of Securities held on appointment of Director, Key Managerial Personnel (KMP) and Designated Persons of the Bank as mentioned in the Code

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/KMP/ Directors /Designated Persons/ Immediate relative/ others etc.)	Date of appointment of Director/KMP or Date of becoming Promoter or Designated Person	Securities held at the time of becoming Promoter/Designated Persons/ Appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/Designated Persons/appointment of Directors/KMP		Open Interest of the Option contracts held at the time of becoming Promoter/Designated Persons/appointment of Directors/KMP	
			Type of security (For e.g. Shares, Warrants, covertible Debentures etc.)	No.		Number of units (contract * lot size)	Notional value in Rupee terms	Number of units (contract * lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7		8	

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date:

Place:

FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7(2) read with Regulation 6(2)]

Name of the Bank : CENTRAL BANK OF INDIA

ISIN of the Bank :

Details of change in holding of Securities of Promoter, Director and Designated Persons of the Bank as mentioned in the Code

Name, PAN No., CIN/DIN & address of Promoter/Designated Employee/Director with contact nos.	Category of Person (Promoters/KMP/Directors/Designated Employee / Immediate relative/ others etc.)	Securities held prior to acquisition /disposal		Securities acquired / Disposed		% of Shareholding		Date of allotment advice/acquisition of shares/sale of shares (specify)		Date of intimation to Bank	Mode of acquisition (market purchase/public rights/preferential offer/ off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
												Buy		Sell		
		Type of security (For e.g. Shares, Warrants, convertible Debentures etc.)	No.	Type of security (For e.g. Shares, Warrants, convertible Debentures etc.)	No.	Pre - transaction	Post - transaction	From	To			Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date:

Place:

FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Regulation 7(3) – Transaction by Other connected persons as identified by the company

Name, PAN No., CIN/DIN & address of connected persons, as identified by the Bank with contact nos.	Connection with Bank	Securities held prior to acquisition /disposal		Securities acquired / Disposed		% of Shareholding		Date of allotment advice/acquisition of shares/sale of shares (specify)		Date of intimation to Bank	Mode of acquisition (market purchase/public rights/preferential offer/ off market/Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
												Buy		Sell		
		Type of security (For e.g. Shares, Warrants, convertible Debentures etc.)	No.	Type of security (For e.g. Shares, Warrants, convertible Debentures etc.)	No.	Pre-transaction	Post-transaction	From	To			Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date:

Place:

FORM E

APPLICATION FOR PRE-CLEARANCE

To
The Compliance Officer,
Central Bank of India,
Head Office, Chandermukhi,
Nariman Point,
Mumbai-400 021

With reference to **Central Bank of India Code of Conduct for Prevention of Insider Trading**, I seek approval to subscribe to / agree to subscribe to / purchase / sell / deal as an agent / principal in _____ (nos.) shares/securities of the Bank.

The statement of shareholding /holding in securities in Form 'F' as on _____ and Undertaking in the Form 'G' are enclosed for your perusal in this connection.

Date _____ Signature

Place _____ Name _____

Designation_____

PRE-CLEARANCE ORDER

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

Date :

Place : Compliance Officer

FORM F

FORM FOR STATEMENT OF SHAREHOLDING/SECURITIES HOLDING AT THE TIME OF PRE-CLEARANCE

Date :

To
The Compliance Officer,
Central Bank of India,
Head Office, Chandermukhi,
Nariman Point,
Mumbai-400 021

I. Details of shareholding/Securities holding of Director / Designated employee held in their own name

Name	Designation	Dept/ Branch	No. of shares/Securities held	Folio No./DP ID/Client ID	Nature of transaction for which approval is sought	No. of shares/Securities to be dealt

II. Details of shares/securities held by dependent family members:

Name	Relationship	No. of shares/securities held	Folio No./DP ID/Client ID	Nature of transaction for which approval is sought	No. of shares/Securities to be dealt

Name of the Director / Designated Employee _____

Designation _____

Department _____

Signature of the

Director / Designated Employee

FORM G

UNDERTAKING TO BE SUBMITTED ALONGWITH THE APPLICATION FOR PRE-CLEARANCE

I, _____ (Name, Designation and Department) residing at _____, am desirous of dealing in _____ (nos.) shares/securities of the Bank as mentioned in my application dated _____ for pre-clearance of the transaction.

As required by the **Central Bank of India Code of Conduct for Prevention of Insider Trading**, I hereby state that-

a) I have neither access to nor have any information that could be construed as "Unpublished Price Sensitive Information (UPSI)" as defined in the code upto the time of signing this undertaking;

b) In the event that I have access to or receive any information that could be construed as "Unpublished Price Sensitive Information (UPSI)" as defined in the code, after signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the bank till such information becomes public;

c) I have not contravened the provisions of the **Central Bank of India Code of Conduct for Prevention of Insider Trading** as notified by the Bank from time to time.

d) I have made full and true disclosure in the matter.

Date :

Place:

Signature of the

Director / Designated Employee