

PUNJAB NATIONAL BANK
7, BHIKHAIJI CAMA PLACE
NEW DELHI

POLICY FOR PREVENTION OF INSIDER TRADING

DETAILING

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

IN SHARES OF PUNJAB NATIONAL BANK (“PNB”)

BY ITS DIRECTORS AND EMPLOYEES

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INTRODUCTION

SEBI (Prohibition of Insider Trading) Regulations

Securities and Exchange Board of India (SEBI) framed SEBI (Prohibition of Insider Trading) Regulations, 1992, amended subsequently in February 2002, which seek to prohibit persons connected with a listed company from dealing in Company's securities when in possession of unpublished price sensitive and valuable information about a company, to buy or sell the securities of the company and to make undue gain which is not available to the holders of the securities of the company not in possession of such information.

Code of conduct for prevention of Insider Trading

This document embodies the Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices (collectively referred to as the '**Code**') to be adopted by Punjab National Bank ("**PNB**" or the "**Bank**"), whose shares are listed on recognized stock exchanges in India and followed by its directors, officers and other employees. The Code is based on the principle that Directors, Officers, and Employees of the Bank owe a fiduciary duty to, among others, the shareholders of the Bank to place the interest of the shareholders above their own and conduct their personal securities transactions in a manner that does not create any conflict of interest situation. The Code is also intended to serve as a guiding charter for all concerned persons associated with the functioning of the Bank and their dealings in securities of PNB.

1. DEFINITIONS

1.1 As used in this Code:

- (a) "**Board**" means Board of Directors of the Bank.
- (b) "**Code**" means this Code of Conduct for Prevention of Insider Trading, including modifications made thereto from time-to-time.
- (c) "**Bank**" or "**PNB**" means Punjab National Bank constituted under the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 and having its head office at 7 Bhikhaji Cama Place, New Delhi, India
- (d) "**Compliance Officer**" means an Employee appointed by the Board for the implementation of and overseeing compliance with the Regulations (as defined hereunder) and the Code.
- (e) "**Dealing in Securities**" means an act of subscribing to, buying, selling or agreeing to subscribe, buy, sell or deal in the Securities, which shall also include non-convertible Securities, of the Bank by any person, either as principal or agent.

- (f) **“Designated Employee”** means:
- (i) Officers comprising the top three tiers of the Bank management (SMG V and above), that is,
 - a) Chairman and Managing Director
 - b) Executive Director
 - c) General Managers/Deputy General Managers/Assistant General Managers
 - (ii) Every Executive Secretary/Executive Assistant/Personal Secretary/ Personal Assistant/other Secretarial staff to every Employee covered under (i) above,
 - (iii) *All Employees in the Board & Coordination, Finance, MASD, PR&P, Treasury, Share Divisions/Departments (or any other nomenclature changed from time to time) and of the level of Officers and Employees attached with the Chairman and Managing Director and the Executive Director, and*
 - (viii) Any other Employee as may be designated by the Compliance Officer in consultation with the Chairman and Managing Director or Chief Executive Officer of the Bank considering the objectives of the Regulations and the Code.
- (g) **“Director”** means a member of the Board of Directors of the Bank or any person in accordance with whose directions or instructions the Board or any one or more of the Directors is or are accustomed to act.
- (h) **“Dependent”** shall include the spouse, dependent children, dependent parents and such other family members/relatives of the Specified Person as may be notified by him/her.
- (i) **“Employee”** means every Employee of the Bank including the Directors in the employment of the Bank.
- (j) **“Officer”** means *CMD/ED/Director/CGM/GM or Secretary of the Bank.*
- (k) **"Insider"** means any person who, is or was connected with the Bank or is deemed to have been connected with the Bank, and who is reasonably expected to have access, connection, to unpublished price sensitive information in respect of securities of the Bank, or who has received or has had access to such unpublished price sensitive information
- (l) **“Insider Trading”** means trading in the securities of the Bank by insiders on the basis of unpublished price sensitive information.
- (m) **"Investigating Authority"** means any officer of the Board or any other person, not being a firm, body corporate or an association of persons, having experience in dealing with the problems relating to the securities market and who is authorised by the Board under Chapter III of the Regulations
- (n) **“Price Sensitive Information”** or **“PSI”** means any information, which relates directly or indirectly to the Bank and which if published, is likely to materially affect the price of Securities of the Bank.

Explanation:

The following shall be deemed to be Price Sensitive Information:

- (i) periodical audited, reviewed or unaudited financial results of the Bank;
 - (ii) intended declaration of dividends (both interim and final);
 - (iii) issue of Securities or buy-back of Securities;
 - (iv) any major expansion plans or initiation/execution of new projects;
 - (v) amalgamation, mergers or takeovers;
 - (vi) disposal of the whole or a substantial part of the undertaking;
 - (vii) any significant changes in policies, plans or operations of the Bank;
 - (viii) announcement of introduction, or development, of new products;
 - (ix) asset revaluations;
 - (x) considering the nature of business of the Bank, any other information, which in the opinion of the Board, is likely to materially affect the price of Securities of the Bank.
- (o) **“Regulations”** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time.
- (p) **“SEBI”** means the Securities and Exchange Board of India.
- (q) **“Securities”** includes:
- (i) any instruments issued by the Bank which are listed on a recognized stock exchange,
 - (ii) any other instrument through which rights to acquire listed securities of the Bank can be acquired.
- (r) **“Specified Persons”** means, collectively, the Directors, the Officers and the Designated Employees.
- (s) **“Trading Window”** means the trading period i.e. *each quarter of financial year* as specified in Clause 6 of this Code for trading in the Securities
- (t) **“Working day”** means *the working day when the regular trading is permitted on the Stock Exchange where securities of the Bank are listed.*

All terms used in this Code but not defined hereinabove shall have the meanings ascribed to them under the Regulations or the Companies Act, 1956.

2. COMPLIANCE OFFICER

- 2.1 The Board has appointed General Manager (Share Department) as Compliance Officer, to ensure compliance and for effective implementation of the Regulations and also this Code.
- 2.2 The Compliance Officer shall report to the Chairman and Managing Director of the Bank.

- 2.3 The Compliance Officer shall hold the position so long as he/she is in the employment of the Bank. The Chairman and Managing Director/Board of the Bank may, at their discretion change the Compliance Officer of the Bank.
- 2.4 In the performance of his/her duties, the Compliance Officer shall have access to all information and documents relating to the Securities of the Bank.
- 2.5 The Compliance Officer shall act as the focal point for dealings with SEBI in connection with all matters relating to the compliance and effective implementation of the Regulations and this Code.

3. DUTIES OF THE COMPLIANCE OFFICER

- 3.1 The Compliance Officer shall be responsible for:
- (i) prescribing procedures including designing of format for getting undertaking / information for various activities referred to in the Code.
 - (ii) monitoring adherence to the rules for the preservation of Price Sensitive Information.
 - (iii) grant of pre-dealing approvals to the Specified Persons for Dealings in Securities and monitoring of such Dealings in Securities.
 - (iv) implementation of this Code under the general supervision of the Chairman and Managing Director or the Chief Executive Officer, as the case may be.
- 3.2 The Compliance Officer shall maintain a record (either manual or in electronic form) of the Specified Persons and their Dependents (**see Annexure 1**) and changes thereto from time-to-time.
- 3.3 The Compliance Officer shall assist all the Employees in addressing any clarifications regarding the Regulations and this Code.
- 3.4 The Compliance Officer shall place status reports before the Chairman and Managing Director or the Chief Executive Officer, as the case may be, on a half-yearly basis, detailing Dealing in the Securities by the Specified Persons along with the documents that such persons had executed in accordance with the pre-dealing procedure prescribed under the Code.

4. RESPONSIBILITIES OF DIRECTORS, OFFICERS ETC.

4.1 Preservation of Price Sensitive Information (PSI)

- (a) All the Specified Persons shall maintain the confidentiality of all Price Sensitive Information coming into their possession or control.
- (b) To comply with this confidentiality obligation, the Specified Persons shall not:
 - (i) pass on PSI to any person directly or indirectly by way of making a recommendation for the purchase or sale of Securities of the Bank; or
 - (ii) disclose PSI to their Dependents, other family members, friends, business associates or any other individual, or
 - (iii) discuss PSI in public places, or
 - (iv) disclose PSI to any Employee who does not need to know the information for discharging his or her duties, or

- (v) recommend to anyone that they may undertake Dealing in Securities of the Bank while being in possession, control or knowledge of PSI, or
- (vi) be seen or perceived to be Dealing in Securities of the Bank on the basis of unpublished PSI.

4.2 Need to Know

- (a) The Specified Persons who are privy to unpublished PSI, shall handle the same strictly on a “Need to Know” basis. This means the unpublished PSI shall be disclosed only to those persons within the Bank who need to know the same in the course of performance or discharge of their duty and whose possession of unpublished PSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.
- (b) All unpublished PSI directly received by any Employee shall be immediately reported to the respective head of the department.

4.3 Limited Access to Confidential Information

The Specified Persons privy to confidential information shall, in preserving the confidentiality of information, and to prevent its wrongful dissemination, adopt among others, the following safeguards:

- (a) Files containing confidential information shall be kept secure.
- (b) Computer files must have adequate security of login through a password.
- (c) Follow the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time-to-time in consultation with the person in charge of the information technology function.

5. PROHIBITION ON DEALING, COMMUNICATING OR COUNSELING ON MATTERS RELATING TO INSIDER TRADING.

No insider shall:

5.1 Either on his own behalf, or on behalf of any other person, deal in securities of the Bank when in possession of any unpublished price sensitive information:

5.2 Communicate, Counsel or procure, directly or indirectly any unpublished price sensitive information to any person. However, these restrictions shall not be applicable to any communication required in the ordinary course of business or under any law.

6. TRADING RESTRICTIONS (TRADING WINDOW)

All specified persons shall be subject to trading restrictions as enumerated below:

TRADING WINDOW

6.1 The Bank shall specify a trading period, to be called the “Trading Window” for dealing in the securities of the Bank. The Trading Window shall be closed during the time of information referred to in Clause 6.3 is unpublished, as *may be proposed by Compliance Officer*. . **(Each quarter of the Financial Year shall be the trading window when it is open unless it is closed and hosted on Bank’s website).**

- 6.2 The Specified Persons shall not trade in the securities of the Bank during the period when the Trading Window is closed
- 6.3 Unless otherwise specified by the Compliance Officer, the Trading Window for Dealing in Securities of the Bank shall be closed for the following purposes:
- (a) Declaration of financial results (quarterly, half-yearly and annual),
 - (b) Declaration of dividends (interim and final),
 - (c) Issue of Securities by way of public/rights/bonus etc.,
 - (d) Any major expansion plans or execution of new projects,
 - (e) Amalgamation, mergers, takeovers and buy-back,
 - (f) Disposal of whole or substantially whole of the undertaking and
 - (g) Any significant changes in policies, plans or operations of the Bank.
- 6.4 The Trading Window shall be opened 24 (Twenty-four) hours after the information referred to above is made public.
- 6.5 All the Specified Persons shall strictly conduct all their dealings in the Securities of the Bank only when the Trading Window is open and no Specified Person shall deal in the Securities of the Bank during the period the Trading Window is closed or during any other similar period as may be specified by the Compliance Officer from time-to-time.

6A. Disclosure by Officers

- 6(A1) *On becoming a CMD / ED / Director / CGM / GM, they shall disclose to the Bank in Form B(see Annexure 8), the number of shares or voting rights held and positions taken in derivatives by such person and his / her dependents within 2 working days thereof.*
- 6A2) *In case there is a change in such holdings or voting rights since the last disclosure and such change exceeds Rs.5 lakh in value or 25,000 shares or 1% of total shareholding or voting rights, whichever is lower is also to be disclosed **in Form D** (see Annexure 9), by such person within **two working days** to Bank besides to Stock Exchanges where Banks shares are listed presently at NSE & BSE.*

*The above disclosures shall be informed to Stock Exchanges by the department within **2 working days** of receipt of the said disclosure, if any.*

7. PRE-CLEARANCE OF DEALS IN SECURITIES

7.1 Applicability

Every Specified Person, *his / her dependant through such specified person* who intends to deal in Securities of the Bank if the number of Securities intended for transaction is 500 and above in a one time transaction or in several transactions during any one Trading Window, shall obtain a pre-dealing approval for the proposed transaction as per the procedure prescribed hereunder.

7.2 Pre-dealing Procedure

For the purpose of obtaining a pre-dealing approval, the concerned Specified Person shall make an application in the prescribed form (**see Annexure 2**) to the Compliance Officer. The Compliance Officer should submit his/her application for pre-dealing approval to the Chairman and Managing Director/Chief Executive Officer. Such application should be complete and correct in all respects and should be accompanied by such undertakings (see **Annexure 3**) declarations, indemnity bonds and other documents/papers as may be prescribed by the Compliance Officer from time-to-time. Such application for pre-dealing approval with enclosures must necessarily be sent through electronic mail followed by hard copies of all the documents. The electronic mail for this purpose should be sent to the address specifically dedicated for this purpose that is insidercompliance@pnb.co.in with the subject as 'COMPLIANCE OFFICER (INSIDER TRADING)'.

7.3 Approval

- (a) The Compliance Officer shall consider the application made as above and shall approve it forthwith preferably on the same working day but not later than the next working day unless he/she is of the opinion that grant of such an approval would result in a breach of the provisions of the Regulations or this Code. Such approval/rejection would be conveyed through electronic mail.
- (b) Every approval letter shall be issued in such format (**see Annexure 4**) as may be prescribed by the Bank from time to time. Every approval shall be dated and shall be valid for a period of 1 (one) week from the date of approval. *Such approvals shall also be applicable in respect of specified persons.*
- (c) In the absence of the Compliance Officer due to leave etc., the Officer designated by 'Office Order' from time to time shall discharge the function referred to in (a) above.

7.4 Completion of Pre-cleared Dealing

- (a) All the Specified Persons *including their dependants* shall ensure that they complete execution of every pre-cleared deal in the Bank's Securities as prescribed above and no later than 1 (one) week from the date of the approval. The Specified Person shall file within 4 (four) days of the execution of the deal, the details of such deal, with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed (**see Annexure 5**).
- (b) If a deal is not executed by the concerned Specified Person pursuant to the approval granted by the Compliance Officer within 1 (one) week, the Specified Person *including his / her dependents through such specified persons* shall apply once again to the Compliance Officer for pre-clearance of the transaction covered under the said approval.

7.5 Holding Period

- (a) *All specified persons including directors who buy or sell **any number of shares** shall **not enter into an opposite transaction** i.e. sell or buy any number of shares **during the next six months**.*

Such persons shall also not take positions in derivative transactions in the shares of the Bank at any time.

In case of subscription in the primary market / initial public offer the above said provision shall hold their investments for a minimum period of 30 days and the holding period would commence when the securities are actually allotted.

- (b) In case the sale of Securities of the Bank is necessitated due to personal reasons or emergency situations, the holding period referred to in 7.5 (a) above may be waived by the Compliance Officer after recording the reasons in this regard. It may however, be noted that in terms of the Regulations, no such sale will be permitted when the Trading Window is closed.

8. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

8.1 In addition to complying with the reporting requirements as prescribed under this Code, all the Specified Persons shall file with the Compliance Officer, inter alia, the following details of their/their Dependents' holdings and/or dealings in the Securities of the Bank within 15 (fifteen) days of the date of adoption of the Code or date of joining the Bank, whichever is later, and 31st March every year.

- (a) All holdings in Securities of the Bank as on _____ or as on the date of joining the Bank, whichever is later with subsequent changes therein from such date till 31.3.2004 (see **Annexure 6 and Annexure 6A**);
- (b) Annual statements of all holdings in Bank's Securities as on 31st March every year in such form and manner (**see Annexure 7**) and details of purchase / sale of PNB shares etc during the Financial Year as may be prescribed by the Compliance Officer from time to time.

8.2 The Compliance Officer shall maintain records of all the above declarations in an appropriate form for a minimum period of 3 (three) years from the date of the filing thereof.

8.3 The Compliance Officer shall place before the Chairman and Managing Director/Chief Executive Officer or a committee specified by the Bank, as the case may be, on a half-yearly basis all the details of the Dealing in Securities by specified persons including Directors of the Bank and the accompanying documents that such person had executed under the pre-dealing procedure prescribed in this Code.

9 PENALTY FOR CONTRAVENTION

9.1 Every Specified Person shall be individually responsible for complying with the provisions of the Regulations and this Code (including to the extent the provisions hereof are applicable to his/her Dependents).

9.2 The Specified 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 including the termination of employment.

- 9.3 Action taken by the Bank for violation of the Regulations and the Code against any Specified Person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.
- 9.4 Under Section 15G of the Securities and Exchange Board of India Act, 1992, any Insider who indulges in insider trading in contravention of Regulation 3 of the Regulations, is liable to a penalty not exceeding Rs. 25 crores or three times the amount of profits made out of insider trading, whichever is higher.
- 9.5 *Without prejudice to the directions under Regulation 11, if any, person violates provisions of these regulations, he shall be liable for appropriate action under Section 11 11B, 11D, Chapter VIA and Section 24 of the Act.,* SEBI can also pass any or the following orders to an Insider found indulging / abetting in insider trading—
- (a) directing him / her not to deal in the Bank's Securities in any particular manner.
 - (b) prohibiting him/her from disposing of any of the Securities acquired in violation of the Regulations.
 - (c) restraining him/her from communicating or counseling any other person to deal in Bank's Securities.
 - (d) declaring the transactions in Securities as null and void.
 - (e) directing the person who acquired Securities in violation of the Regulations, to deliver the Securities back to the seller or alternatively pay the Seller the price as provided.
 - (f) directing him/her to transfer specified amount to investor protection fund of a recognized Stock Exchange.
 - (g) Punish with imprisonment for a maximum period of ten years or with fine extending upto Rs.25 crores or both.
 - (h) *Direct for calling any information or record.*
- 9.6 Any Director/Specified Person of the Bank and any other person considered as an Insider who deals in securities or communicates any price sensitive information, in violation/contravention of the Code may be penalised by the Bank. The Bank may take appropriate action against such person which action may include disciplinary action viz., wage, freeze, suspension etc.
- 9.7 In case it is observed by the Compliance Officer that there has been a violation of the Regulations by any Director or Specified Person, he/she shall forthwith inform the Board of the Bank about the violation. The penal action will be initiated on obtaining suitable directions from the Board. The Compliance Officer shall simultaneously inform SEBI about such violation. The Specified Person / Directors against whom information has been furnished by the Bank/Compliance Officer to SEBI for violations of the Regulations/Code, shall provide all information and render necessary co-operation as may be required by the Bank/Compliance Officer or SEBI in this connection.

ANNEXURE 2

Date:

To,

The Compliance Officer
Punjab National Bank
New Delhi

For Internal Use only:

Received on:
Time:
Checked by:
Verified by:
Processed by:
Approved on:

Dear Sir,

APPLICATION FOR PRE-DEALING APPROVAL IN SECURITIES OF THE BANK

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 1992 and the Bank's Code of Conduct for Prevention of Insider Trading, I seek approval for purchase/sale/subsription of the securities (.....Share(s)/Debenture(s)/Warrants(s)) of the Bank as per the details given below:

Name of Designated Employee:		
<i>Surname</i>	<i>First Name</i>	<i>Middle Name</i>
Reporting to:		Date of Appointment:
PF No:	Grade:	
Department:	Location:	
Nature of Transaction (<i>please tick</i>)		Buy/Sell/Subscribe
Name of the Proposed Buyer/Seller (<i>applicable only in case off market trade</i>)		
No. of Securities (<i>intended to be purchased/sold/subscribed</i>)		_____ Shares _____ Debentures _____ Warrants
Date of Purchase/allotment (<i>applicable in respect of sale of Securities only</i>)		
Previous approval no. and date for purchase/allotment (<i>applicable only in respect of sale of Securities for which an earlier purchase sanction was granted by the Compliance Officer</i>)		
DP ID / BEN ID of the account/folio no. from which the Securities would be credited/debited		DP ID Client ID Folio No.
No. of Securities held in the said account		_____ Shares _____ Debentures _____ Warrants

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

_____ (Signature)

Note:

- 1) This application has to be necessarily submitted through internal e-mail to "Compliance Officer (Insider Trading)" and has to be followed by a hard copy to Compliance Officer (Insider Trading). Punjab National Bank, New Delhi within 48 hours.
- 2) The Undertaking prescribed forms an integral part of this application and has to be attached along with this application.

ANNEXURE 3

**UNDERTAKING TO BE ACCOMPANIED WITH
THE APPLICATION FOR PRE-DEALING APPROVAL**

Date:

To,
The Compliance Officer,
Punjab National Bank,

Dear Sir,

I, _____, resident of _____, hereby declare that I am an Employee of Punjab National Bank (the Bank).

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

In case I have access to or I receive any Price Sensitive Information after signing this Undertaking but before execution of the transaction, I shall inform the Compliance Officer of the change in my position and I would completely refrain from Dealing in the Securities of the Bank till the time such Price Sensitive Information becomes public.

I declare that I have not contravened the Code as notified by the Bank from time to time.

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

I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Bank, in case the above declarations are found to be misleading or incorrect at any time.

I hereby agree to indemnify and keep the Bank and its Directors indemnified from and against all and any penalties/fines that may be imposed on them by the Securities and Exchange Board of India and/or any other statutory authorities as a result of violation by me of the SEBI (Prohibition of Insider Trading) Regulations 1992 and the Code prescribed by the Bank.

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

_____ (Signature)

Name:

PF No.

Date:

ANNEXURE 4

PUNJAB NATIONAL BANK

FORMAT FOR PRE-DEALING APPROVAL LETTER

To,
Mr/Ms:
PF No.:
Designation:
Location:

<p>Please quote following details for future correspondence: Approved on: Sr No: Valid upto</p>
--

**Re: Pre-dealing approval/disapproval on application submitted through Email dated
_____ / Letter dated _____**

Dear Mr./Ms

With reference to your above application seeking approval for undertaking certain transactions in Securities of the Bank detailed therein, please be informed that you are hereby authorised/not authorised to undertake the transaction(s) as detailed in your said application.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

This approval letter is valid till _____ i.e. for 1 week from the date of this approval letter. If you do not execute the approved transaction on or before this date you would have to seek fresh pre-dealing approval 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 4 days from the date of transaction/deal. In case the transaction is not undertaken a “Nil” report requires to be submitted.

Yours truly,

Compliance Officer

Encl.: Format for submission of details of transaction

ANNEXURE 5

(To be submitted within 4 days of transaction/Dealing in Securities of the Bank)

Date:

To,
The Compliance Officer
Punjab National Bank
Dear Sir,

Ref: Your Approval letter No. _____ dated _____
AND
Details Of Pre-Approved Transaction

I hereby inform you that I

- have not bought/sold/subscribed any Securities of the Bank
 have bought/sold/subscribed to the _____ Shares/Debenture/Warrants as mentioned below on

Name of holder	**First or Joint holder	No. and Type of Securities dealt with	Bought/Sold/Id/Subscribed	DP ID/Client ID or Folio No. where the Sec. Will be debited or credited	Price (Rs)

**indicate "F" in case of first holder or "J" in case of joint holder

I hereby undertake to preserve, for a period of 3 years and produce to the Compliance Officer/SEBI any of the following documents pertaining to the above-mentioned securities:

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

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

I agree to hold the above Securities for a minimum period of 6 months. However, should I desire / need to sell these Securities, I shall approach the Bank (Compliance Officer) for necessary approval.

Yours truly,

Signature:

Name: _____

PF No: _____

Dept/Div. _____

ANNEXURE 6

Date:

To,
The Compliance Officer,
Punjab National Bank.

For Internal Use:

Received on:
Time:
Checked by:
Updated by:
Verified by:

Dear Sir,

I* have read the 'Punjab National Bank Code of Conduct for Prevention of Insider Trading and Punjab National Bank Code of Corporate Disclosure Practices'. I hereby undertake to abide by the same. In particular I hereby undertake:

- i) not to disclose any price sensitive information or information which is not in the public domain to any person or outside agency,
- ii) not to deal in the Bank's securities, either directly or indirectly, without the express approval of the Compliance Officer to the extent that the same is not in consonance with the above Codes.
- iii) *not to enter into an opposite transaction i.e. sell or buy during six months for the prior transaction of buy or sell in number of shares of the Bank.*
- iv) *not to take possession in derivative transactions in shares of the Bank at any time.*

My personal details are as under:

(in Block Letters only)

Name of Designated Employee:		
<i>Surname</i>	<i>First Name</i>	<i>Middle Name</i>
Reporting to:		Date of Appointment:
PF No:	Grade:	
Department:	Location:	Date of Birth:
Contact details	Tel. Nos with STD Code	Mobile:
	(O)	
	(R)	Email

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

Sr No.	Name of the Dependant (in Block Letters only)	Relationship with employee

I* hereby declare that I / my dependants

- do not hold any Securities of the Bank as on date
- hold _____ Shares / _____ Debentures I _____ Warrants as per the details given in the Annexure 6A.

I* hereby undertake to inform the changes in the above details in my holdings of Securities of the Bank from time-to-time. I hereby declare that this declaration will be renewed by me on an annual basis on or before April 15th of every year.

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

* I includes dependants also.

Signature: _____

Name: _____

Office:

Note: This undertaking has to be duly filled, signed and submitted to the Compliance Officer (Insider Trading), Punjab National Bank, New Delhi.

Annexure 7

The General Manager (Shares)
Compliance Officer
Punjab National Bank

Date:

Reg: Statement of shareholdings in the Bank And Purchase & Sale of PNB Shares during 20__ - 20__.

1. I* confirm that I did not trade in Bank's shares during the trading window closure as placed on Bank's website. OR
2. I* traded in Bank's shares during the trading window closures, placed on Bank's website, details given below :

Date of Trading								
	No	Amt(Rs)	No	Amt(Rs)	No	Amt(Rs)	No	Amt(Rs)
No. of Shares Purchased & Amt paid								
No. of Shares Sold & Amt received								

3. I* did not trade in **500** or more shares of the Bank when the **trading window** was open i.e. neither in one lot nor in series of transactions cumulatively.
4. I* traded in Bank's shares 500 and above in one time transaction or in several transactions when the trading window was open for which pre-dealing approval was obtained / not obtained from the Compliance Officer i.e. General Manager (Shares) as per details given below:

Date of Trading								
	No	Amt(Rs)	No	Amt(Rs)	No	Amt(Rs)	No	Amt(Rs)
No. of Shares Purchased & Amt paid								
No. of Shares Sold & Amt received								

5. Other Particulars

Trading done by	Holding as on 31.3.20__				Holding as on 31.3.20__			
	Physical		Demat		Physical		Demat	
	Folio No.	No. of shares	DP/ Client ID	No. of shares	Folio No.	No. of shares	DP/ Client ID	No. of shares
Self								
Dependants (Name & relation)								

6. I confirm that I had not entered into opposite transaction i.e. sell or buy any number of shares of the Bank during the next six months following the prior transactions of buying or selling any shares of the Bank and had also not taken position in derivative transactions in the shares of the Bank during the financial year, OR I have entered into such transactions. The details of which are annexes herewith.

- "I " include dependants also. Delete which ever is not applicable.

Signature of Specified Person

Name:

Designation:

Office:

Note:

- i) Employees must include shares traded by him and his/her dependants. Dependants would include spouse, dependant children, dependent parents and such other family members / relative of the specified persons as may be notified by him/her.
- ii) This form is to be filled in for each dependant separately signed by specified person, if any trading has taken place.
- iii) Delete whichever is not applicable.

ANNEXURE 8

PUNJAB NATIONAL BANK

Form B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

[Regulation 13(2) and (6)]

Regulation 13(2)—Details of shares held or positions taken in derivatives by Director or Officer of a listed company and his dependents

<i>Name, PAN No. & Address of Director/ Officer</i>	<i>Date of assuming office of Director/ Officer</i>	<i>No. & % of shares/voting rights held at the time of becoming Director/ Officer</i>	<i>Date of intimation to company</i>	<i>Mode of acquisition (market purchase/ public/ rights/ preferential offer etc.)</i>	<i>Trading member through whom the trade was executed with SEBI Registration No. of the TM</i>	<i>Exchange on which the trade was executed</i>	<i>Buy quantity</i>	<i>Buy value</i>

Note: The above table shall be applicable with suitable modifications to disclosures for position taken in derivatives also.

PUNJAB NATIONAL BANK

FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

[Regulation 13(4) and (6)]

Regulation 13(4) — Details of change in shareholding by Director or Officer of a listed company and his dependents

<i>Name, PAN No. & Address of Director/ Officer</i>	<i>No. & % of shares/ voting rights held by the Director/ Officer</i>	<i>Date of receipt of allotment/ advice/ acquisition/ sale of shares/ voting rights</i>	<i>Date of intimation to company</i>	<i>Mode of acquisition (market purchase/ public/rights/ preferential offer etc.)</i>	<i>No. & % of shares/ post acquisition/ voting rights sale</i>	<i>Trading member through whom the trade was executed with SEBI Registration No. of the TM</i>	<i>Exchange on which the trade was executed</i>	<i>Buy quantity</i>	<i>Buy value</i>	<i>Sell quantity</i>	<i>Sell value</i>

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