

UCO Bank Code of Conduct For Prohibition of Insider Trading

[Framed under Securities and Exchange Board of India
(Prohibition of Insider Trading) Regulations, 2015]



UCO Bank
Head Office, 10 B T M Sarani
Kolkata – 700 001

(Last reviewed by Board of Directors at its meeting held on 14th March 2024)

(PART A)

CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

PREAMBLE

SEBI (Prohibition of insider Trading) Regulations, 2015, were notified by SEBI with an objective to govern the conduct of the Insiders, Connected Persons and Persons who are deemed to be connected persons on matters relating to insider trading. The regulations came into force with effect from 15th May, 2015.

Thereafter, SEBI's (Prohibition of Insider Trading) (Amendment) Regulations, 2018 came into force with effect from 01.04.2019. The Regulations require all listed companies and other specified entities to set up appropriate mechanism and to frame and enforce a Code of Conduct for Prohibition of Insider Trading and internal procedures prescribing various disclosures of interest or holding to be made by its Directors and Designated Employees with substantial shareholding . SEBI (Prohibition of insider Trading) (Amendment) Regulations, 2019 came in to force with effect from 21.01.2019. The term "Promoter Group" was included in the Regulations.

A Code of Conduct for Prohibition of Insider Trading was already in place in the Bank which was framed as per the SEBI (Prohibition of Insider Trading) Regulations, 2015.

The important amendments which are applicable w.e.f. 1.4.2019 are narrated below:

1. Regulation 9 requires the Board of Directors of the Bank to formulate a Code of Conduct to regulate, monitor and report trading by its employees and other connected persons in accordance with Schedule B to the Regulations. Schedule B has been amended with respect to trading restriction period and trading window. New sub- regulation (4) in the section required the Board of Directors of the Bank, in consultation with the Compliance Officer (appointed in terms of Regulation. 9(3)) shall specify the designated persons to be covered by the Code of Conduct on the basis of their role and functions in the organisation.
2. Newly inserted Sub-Regulation (2) in Regulation 9 mandates that the Board of Directors of 'Fiduciaries' are also required to formulate code of conduct to regulate, monitor and reporting trading by their designated persons and their immediate relatives in accordance with Schedule C. Every other person who is required to handle Unpublished Sensitive Information (UPSI) in the course of business operations, which include bankers of the listed company, shall be referred as 'fiduciaries'.

3. Newly inserted Regulation 9A requires the MD, CEO of the Bank or fiduciary to put in place adequate and effective system of internal controls to ensure compliance with the requirements of the Regulations. The internal control shall include identifying all the employees who have access to UPSI, executing confidentiality agreement and serving notices, identifying all the UPSI for which confidentiality is to be maintained. The Audit Committee of the Bank and fiduciary shall review compliance at least once in a financial year and shall verify the adequacy and efficacy of internal controls. A whistle –blower policy is also required to be formulated in this regard.
4. Newly inserted Sub- Regulation (2A) in Regulation 3 requires the Board of Directors of a listed company to make a policy for determination of 'legitimate purposes' as part of 'Code of Fair Disclosures and Conduct formulated under Regulation 8. Newly inserted Sub- Regulation. (5) in the Regulation requires the Board of Directors to ensure maintenance of a structured digital database of such persons/entities with whom UPSI is shared under this Regulation.

In conformity with new Regulations, new 'Code of conduct' as well as 'Code of Fair Disclosure and Conduct' are formulated by repealing the existing code of conduct for prohibition of insider trading.

OBJECTIVE

The objective of the Code is to prevent insider trading by prohibiting, dealing, communicating or counseling on matters relating to insider trading.

1. CODE

The Code may be called as **UCO Bank Code of Conduct for Prohibition of Insider Trading**, hereinafter referred to as **Code**, and replaces the existing Code.

The Code has been made pursuant to Regulation 9(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (**hereinafter called as Regulations**) to 'regulate, monitor and report trading by the directors, designated persons and other connected persons of the Bank with a view to comply with the provisions of the Regulations.

2. Applicability

The Code will be applicable to Promoters, Directors, Designated Persons, their Immediate Relatives and Connected Persons.

3. Confidentiality Agreement:

All Directors, Designated Persons would need to sign a confidentiality agreement, agreeing to protect the confidentiality of information obtained by him/her while working with the Bank in Form 8 (**Annexure – VIII**).

4. Definitions

Words and expression used but not defined in this Code shall have the same meaning assign to them in the SEBI (Prohibition of Insider Trading) regulations, 2015 and the amendments thereto. For the purpose of this Code of Conduct,

- (a) **"Act"** means Securities and Exchange Board of India Act, 1992
- (b) **"Bank"** means UCO Bank
- (c) **"Board"** means Board of Directors of the Bank"
- (d) **"Code"** means **UCO Bank Code of Conduct for Prohibition of Insider Trading**" as applicable, including modifications made thereto from time-to-time
- (e) **"Compliance Officer"** means the Compliance Officer appointed by the Bank who is **Financially Literate** * and is capable of appreciating requirements for legal and regulatory compliance under the 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 this Code under the overall supervision of the Board of Directors of the Bank.

"Financially Literate"* shall also mean a person who has the ability to read and understand basic Financial Statements i.e. Balance Sheet, Profit and Loss account and Statement of Cash Flows. The person should also have the requisite qualifications and experience such as –
 - i) Company Secretary / Chartered Accountant / Cost Accountant/ MBA or
 - ii) Persons with 10 year experience in Branch out of which more than 3 years as Branch Head or having experience in working in Corporate Credit Department/Finance Department/FCC Branch for more than 3 years.
- (f) **"Connected Person"** means –
 - (i) Any person who is or has during the six months prior to the concerned act been associated with the Bank, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Bank or holds any position including a professional or business relationship between himself and the Bank whether temporary or permanent, that allows such person, directly or indirectly, access to 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 or
- b. the holding, associate or subsidiary of the Bank 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 banker of the Bank: or
- j. a concern, Firm, Trust, Hindu Undivided Family, Company or Association of persons wherein a Director of a Company or his immediate relative or banker of the Company, has more than ten percent of the holding or interest,

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

- (i) All General Managers, Deputy General Managers and Assistant General Managers of the Bank working in Head Office
- (ii) All the officers in MD & CEO's Secretariat, ED Secretariat, Board Secretariat, Finance Department at Head Office, Personal Secretaries of Dy. General Managers/General Managers posted at Head Office and such other employees designated by the Bank from time to time for the purpose of this Code of Conduct and who may be able to have access to any price sensitive information as defined in the Regulations.

(iii) Connected persons identified by the Compliance Officer (CFO - Chief Financial Officer) in consultation with the Board of Directors, who in their opinion can come in possession of Unpublished Price Sensitive Information based on their functional areas and the propensity to generate such information.

(iv) Disclosures by Designated Persons:

Designated persons shall be required to disclose names and Permanent Account Numbers (PAN) or any other identifier authorized by law of the following persons to the Bank on an annual basis and as and when information changes:

- Immediate Relatives
- Persons with whom such Designated Person(s) shares a “**material financial relationship**”.
- Phone and Mobile numbers which are used by them .
- In addition, the names of educational institutions from which the Designated persons have graduated and the names of their past employers shall also be disclosed on an one time basis.

• **Meaning of “Material Financial Relationship”**

The term “**Material Financial Relationship**” shall mean a relationship in which one person is a recipient of any kind of payment by way of a loan or gift during the immediately preceding twelve(12)months, equivalent to at least 25% of such payer’s annual income but shall exclude such relationship in which the payment is based on ‘arm’s length transactions’ (An arm’s length transaction is one in which the parties involved do not have any relation to each other and both act independently in their own interest and are not subject to any pressure or coercion from other party and also there is no collusion between them).

(h) “**Director**” means a member of the Board of Directors of the Bank

(l) “**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 :

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

(l) “**Key Managerial Persons or Personnel**” means key managerial persons as defined in Section 2 (51) of the Companies Act, 2013.

- (m) **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 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 and includes derivative transactions in the shares of the Bank.
- (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) **"Trading plan"** means the term '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, Delisting, Disposals and Expansion of Business and such other transactions.
 - (v) Changes in key Managerial Personnel ;

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 and the rules and regulations made there under shall have the meanings respectively assigned to them in those legislation.

5. COMPLIANCE OFFICER:

The Chief Financial Officer (CFO) of the Bank is designated as Compliance Officer for the purpose of this code. The CFO shall provide reports on Insider Trading to ACB/Board.

The Compliance Officer (CFO) shall be responsible for setting forth policies, procedures for monitoring and adherence to the rules for the preservation of "Unpublished Price Sensitive Information" pre-clearance of trades of designated employees and their dependents (directly or through respective Department Heads as decided by the Bank) monitoring of trades and Implementation of the Code of Conduct under the overall supervision of the Board of Directors of the Bank.

The Compliance Officer (CFO) shall maintain a record of the designated employees and changes, if any from time to time. The Compliance Officer (CFO) shall advise all the Designated Employees in addressing any clarifications regarding the Regulations and the Bank's Code.

6. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- a) No insider shall communicate, provide, or allow access to any unpublished price sensitive information relating to 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.

"Legitimate Purpose" shall include sharing of unpublished price sensitive information in the ordinary course of business by an Insider with Partners, Collaborators, Lenders, Customers, Suppliers, Merchant Bankers, Legal Advisers, Insolvency Professionals or other Advisers or Consultants provided that sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

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

- b) All the insiders shall maintain confidentiality of all Unpublished Price Sensitive Information and shall not communicate or counsel or procure or pass on, directly or indirectly, any unpublished price sensitive information by way of making a recommendation for the purchase or sale of securities to any person who while in possession of such unpublished price sensitive information shall not deal in securities.
- c) Unpublished Price Sensitive Information shall be handled on a 'need to know' basis. Such 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.

- d) All non-public information directly received by any designated person should be reported to the head of his/ her department/ Compliance Officer (CFO) immediately.
- e) All files containing confidential information shall be kept secure under lock and key. Computer files shall have adequate security of login and Passwords Files containing confidential information should be deleted/ destroyed after its use.
- f) The departments having access to unpublished price sensitive information shall adopt the Chinese wall policy which separates those areas of functions treated as “inside areas” from those areas which deal with non-price sensitive information. If an Insider commits a breach or accidentally crosses the Wall it shall be reported to the Compliance Officer (CFO) and immediate action shall be initiated to stop the information from being further misused.
- g) An unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would
- i) 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.
 - ii) 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 unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.
 - iii) The Board of Directors shall for the purposes of transaction mentioned aforesaid require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential except for the purpose mentioned in 6(g).
- h) The Company Secretary, as Nodal Officer, shall also ensure the maintenance of a structured digital database containing the names of those persons/entities with whom unpublished price sensitive information is shared under this regulation as “Legitimate Purpose”.

The Structure Digital Database contain the following information and features :

- a) Name of the Persons who have shared UPSI and name of the Persons with whom UPSI is shared along with their Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available
- b) Such digital database has been maintained internally with adequate internal controls like password protection, time stamping and audit trail to ensure non-tampering of the database.
- c) It can be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

6.1 PROCESSES AND OBLIGATIONS RELATING TO SHARING OF UNPUBLISHED PRICE SENSITIVE INFORMATION TO THE FIDUCIARIES FOR LEGITIMATE PURPOSES.

“Fiduciary” means: Professional, Firms such as Auditors, Accountancy Firms, Law Firms, Analysts, Insolvency Professional Entities, Consultants, Banks etc. assisting or advising listed companies shall be collectively referred to as Fiduciaries for the purpose of these Regulations.

1. The fiduciary/its employee can be given access to unpublished price sensitive information only after seeking the approval of the Head of the Department handling the said Unpublished Price Sensitive Information. The need for the person to know the information shall also be stated while seeking the approval.
2. The information about sharing of unpublished price sensitive information shall be promptly informed to the Compliance Officer. The Department shall also provide the details of fiduciary/its employee to whom access to unpublished price sensitive information is given to the compliance officer for updating in digital database.
3. The fiduciary/its employee can be given access to unpublished price sensitive information only after ensuring that the organization represented by such person has an appropriate code as per Schedule C of the Regulations in place covering the compliance under sub regulation (1) and sub regulation (2) of regulation 9 of Regulations.
4. The fiduciary/its employee shall enter into confidentiality agreement before accessing unpublished price sensitive information.
5. The fiduciary/its employee to whom access to unpublished price sensitive information is given shall not deal in Bank’s securities during the term of their engagement with the Bank or till such time the information disclosed to them becomes generally available information.

7. Disclosures

I. Initial Disclosure

- (i) Every promoter, key managerial personnel, director and Designated Person of the Bank and their immediate relative shall disclose his holding of securities (including derivatives) of the Bank as on date of these regulations taking into effect to the Bank within thirty days of these regulations taking into effect in **Form 1 (Annexure I)**.
- (ii) Every person on appointment as a key managerial personnel or as a director of the Bank or upon becoming a promoter or a Designated Person, shall disclose their (including the holding of immediate relatives holding of securities (including derivatives) of the Bank as on the date of appointment or becoming a promoter or a Designated Person to the Bank within seven days of such appointment or becoming a promoter or a Designated Person to the Compliance Officer (CFO).

II. Continuous Disclosures

- (i) Every Promoter, Director of the Bank or a Designated Person shall disclose to the Compliance Officer (CFO) the number of such securities acquired or disposed of within two trading days of such transaction, if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter aggregates to a traded value in excess of Rs 10 Lac in Form 2 (**Annexure II**)
- (ii) The Compliance Officer (CFO) shall notify the particulars of such trading to the stock exchange (National Stock Exchange of India Ltd and Bombay Stock Exchange Ltd) on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

Note: The disclosure of the incremental transactions after any disclosure made aforesaid, shall be made when the transactions effected after the prior disclosure cross the threshold specified in 7 (II) (i) above.

8. PREVENTION OF MISUSE OF UNPUBLISHED PRICE SENSITIVE INFORMATION:

I. Trading Plan

An insider shall be entitled to formulate a trading plan and present it to the Compliance Officer (CFO) for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan. The trading plan shall comply with the following requirements.

- (i) Trading can commence only after 6 months from public disclosure of plan.
- (ii) No trading between 20th day prior to closure of financial period and 2nd trading day after disclosure of financial results.
- (iii) It shall be submitted for a minimum period of 12 months.
- (iv) It shall 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.
- (v) The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan

The Compliance Officer (CFO), after review of the plan to assess whether the plan has any potential for violation of the regulations, may approve and monitor implementation of the plan. Upon approval of the trading plan, the Compliance Officer (CFO) shall notify the plan to the stock exchanges on which the securities are listed.

II. Closure of Trading Window:

- i. Promoters, Directors, insiders or Designated Persons or class of Designated Persons who can reasonably be expected to have possession of unpublished price sensitive information and their immediate relatives of the aforesaid persons shall not trade when Trading Window is closed.
- ii. Compliance Officer (CFO) may announce closure of Trading Window for securities of the Bank when any of the following events occur:
 - a. Financial Results;
 - b. Dividends
 - c. Change in Capital Structure
 - d. Mergers, Demergers, Acquisitions, Delisting, Disposals and Expansion of
 - e. Business and such other transactions.
 - f. Any other matter as may be decided by the Board.
- iii. The timing for re-opening of the Trading Window shall be determined by the Compliance Officer (CFO) 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 forty-eight hours after the information becomes generally available.
- iv. In respect of declaration of financial results, Trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results.

- v. The information about close of Trading Window shall be posted on Bank's website (www.ucobank.com) under investor section. The Bank/Compliance Officer (CFO)/Company Secretary shall not be responsible for communicating details of trading window closure to the concerned.

9. PRE-CLEARANCE OF TRADES:

I. The persons mentioned in 8(II)(i) shall:

- execute trades, subject to the compliance with the Code only when "Trading Window" is open.
- trade in the securities of the Bank having transaction value of above Rs. 2,00,000/- on seeking pre-clearance in **Form 3 (Annexure III)** from the Compliance Officer (CFO) along with undertaking as per **Form 4 (Annexure IV)** and with details of shareholding in **Form 5 (Annexure V)**.

II. The Compliance Officer (CFO) may after

- seeking such information as may be necessary from the applicant
- ensuring that the applicant is not in the possession of unpublished price sensitive information;
- 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 in **Form 6 (Annexure VI)**. The pre-clearance shall be valid for a period of days as may be granted by the Compliance Officer (CFO) and in no event more than 7 trading days. In case of failure to execute trade within the stipulated period fresh application for obtaining pre-clearance has to be sought.

I. 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.

II. 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 (CFO) the reasons for the same.

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

IV. The Compliance Officer (CFO) may grant relaxation to a contra trade for reasons recorded in writing in **Form 7 (Annexure VII)** provided that such relaxation does not violate the Code or the Regulations.

V. 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 it.

VI. In case any Director or employee has to be allotted securities 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 of the securities during the Trading Window Closure period.

10. Formats and Reporting Requirements:

- I. The formats of various forms / applications referred to in the Code are annexed.
- II. The Compliance Officer (CFO) shall maintain records of all the declarations in the appropriate forms given by the Directors/Designated Employees for a minimum period of five years.
- III. The Compliance Officer (CFO) shall also submit compliance reports to the Audit Committee of the Board and the Board of Directors at the end of every half-year.
- IV. The Compliance Officer (CFO) 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:

- I. All Designated Person of the Bank and any other person considered as an Insider who deals in securities or communicates any Unpublished Price Sensitive information, in violation/contravention of this code may be penalized by the Bank. The Bank may take appropriate action against such person and such action may include disciplinary action as viz., wage freeze, suspension, ineligibility for future participation in employee stock option plans etc. **or any other disciplinary proceedings as per procedures contained in the UCO Bank Officer Employees' (Discipline & Appeal) Regulations, 1976 and the Memorandum of Settlement on Disciplinary Action procedure for workmen, against an officer /award staff of the bank respectively.**
- II. 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

12 “Institutional Mechanism for Prevention of Insider Trading”

The Chief Financial Officer (CFO) will be assisted by the Company Secretary to implement an Institutional Mechanism for Prevention of Insider Trading which may consist of but not restricted to the following:

- I. All employees who have access to unpublished price sensitive information to be identified as “Designated Person”.
- II. Confidentiality of unpublished price sensitive information to be maintained by all such “Designated Person(s)”.
- III. Adequate restrictions to be placed on communication & procurement of price sensitive information. CFO shall formulate procedures & policies in case of leak or suspected leak of unpublished price sensitive information, which shall be approved by the Board of Directors.
- IV. Whistle Blower Policy: Bank is already having in place a Whistle Blower Policy and employees, who report instances of leak or suspected leak of unpublished price sensitive information, are to be guided by the procedure laid down therein and safeguards to protect the identity of the complainant in such cases shall also be accorded.
- V. The CFO shall report to the Audit Committee of the Bank (ACB), which shall review compliance of these Regulations, atleast once in a Financial Year and shall verify that the systems for internal controls are adequate & operating effectively.

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UCO BANK CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

ANNEXURE –II

Form 2

STATEMENT OF TRANSACTIONS IN THE SECURITIES OF THE BANK

Code 7 (II) (i)

Name, PAN No.CIN/DIN & Address of Director/Designated employee with contact no.	Category of person(Director/KMP/Immediate relatives/ Others)	Securities held prior to acquisition/disposal		Securities Acquired/Disposed		% of share holding		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	Trading in derivative(specify type of contract, futures or options etc.				Exchange on which trade was executed	
		Type of Security(Shares, Warrants ,Convertible Debentures)	No.	Type of Security(Shares, Warrants ,Convertible Debentures)	No.	Pre transaction	Post transaction	From	To			Buy		Sell			
												Value	No. of union (Contacts lot size)	Value	No. of union (Contacts lot size)		
	Designated Employee												-	-	-	-	

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

Place :

Date:

(Signature)

UCO BANK Code of Conduct for Prohibition of Insider Trading

Form 3

APPLICATION FORM FOR PRE-CLEARANCE OF TRADES IN BANK'S SECURITIES

**To,
THE CHIEF FINANCIAL OFFICER (CFO),
(Designated Compliance Officer)
Head Office,
Finance Department**

With reference to UCO Bank Code of Conduct for Prohibition of Insider Trading, I seek your approval to subscribe to/agree to subscribe to/purchase/ sell, deal as an agent/principal in _____ equity shares of the Bank.

The statement of shareholding in Form No.5, as on _____ and undertaking in the prescribed format is enclosed for your perusal.

Details of transaction to be entered into

Name of the person for whom the transaction is to be executed	
Relationship with the applicant	
No. of shares covered by the transaction	
Allotment / Purchase/ Sale	
Depository I.D. No.	
Client I.D. No.	
Particulars of the broker through who the transaction is to be executed	Name :

I request you to kindly pre-clear the above transaction at the earliest.

Thanking you,

Date:

Signature of the Applicant

Encl: 1. Form – 5.

UCO BANK Code of Conduct for Prohibition of Insider Trading

Form 4

THE CHIEF FINANCIAL OFFICER (CFO)
(Designated Compliance Officer)
Finance Department
Head Office, Kolkata

Dear Sir,

I, _____, a Director/ Designated Employee of the Bank hereby confirm:

- a. to maintain confidentiality of all 'Unpublished Price Sensitive Information' that may come into my possession in the discharge of my duties with the Bank.
- b. not to pass on such information to any person directly or indirectly by way of making any recommendation for the purchase or sale of securities of the Bank based on the same ;
- c. to report to the Compliance Officer(CFO), any non-public information that may be directly received by me;
- d. that I did not have any access or received 'Unpublished Price Sensitive Information' up to the date of signing this undertaking;
- e. that in case I have access to or receive 'Unpublished Price Sensitive Information' after the signing of this undertaking but before the execution of the transaction, I shall inform the Compliance Officer(CFO) of the change in my position and that I shall completely refrain from dealing in the securities of the Bank till such time such information becomes public ;
- f. that I have not contravened the Code of Conduct for Prohibition of Insider Trading as notified by the Bank from time to time; and
- g. that I have made full and true disclosure in the matter.

Place: Kolkata	Signature	
Date:	Name of Designated Employee	
	EMP No.	
	Department/Branch	

UCO BANK Code of Conduct for Prohibition of Insider Trading

Form 5

UCO BANK CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING
Statement of shares held in the Bank at the time of preclearance
(Refer Point No. 9(l) of Code)

Name of Designated Employee	
Employee Code No.	
Department	
Location	
For the period ended	

PARTICULARS		PARTICULARS OF SHARE HOLDING	
Name	Relation	Folio/Client ID No.	No. of shares held

I declare that I have complied with the requirement of the minimum holding period of six months with respect of the shares sold.

Place: Kolkata

Date:

(Signature)

UCO BANK Code of Conduct for Prohibition of Insider Trading

ANNEXURE –VI

Form 6

(Draft letter of approval from Compliance Officer-CFO)
(Refer Point No. 9(II) of Code)

Date:

To:

Dear Sir/Madam,

Sub: Pre-clearance of trade in Bank's Securities

Ref: Your application for pre-clearance of transaction for Shares of the Bank in the name of Mr. /Mrs.

With reference to your above application pursuant to Code 9(I) of UCO Bank Code of Conduct for Prohibition of Insider Trading, seeking pre-clearance of your transaction in shares of the Bank, we hereby accord our approval to the proposed transaction.

You may kindly note that pursuant to provisions of Code 9 of the said Code of conduct, the aforesaid transaction shall be executed within one week from the date of receipt of this approval letter, failing which, an application seeking pre-clearance to the proposed transaction together with undertaking in the prescribed format, shall be made afresh within four days from the conclusion of the week stated herein above. As stipulated in Code 9(V) of the Code of Conduct, you shall not execute any contra trade for a period of 6 months with in which the trade was permitted.

You may also note that statement as per Form 2 Annexure – II (enclosed), in respect of the transaction in the securities of the Bank executed by you is to be submitted to the Compliance Officer (CFO), within two days from the date of such transactions. Non-submission of this statement will be in violation/contravention of the above code of conduct.

Thanking you,
Yours faithfully

**For UCO BANK
CHIEF FINANCIAL OFFICER (CFO)**

UCO Bank Code of Conduct for Prohibition of Insider Trading

ANNEXURE – VII

Form 7
(Draft application for waiver of Contra Trade)
(Refer Point No. 9(VI) of CODE)

From

Name	
Employee Code	
Department	
Location	

To
CHIEF FINANCIAL OFFICER (CFO)
(Designated Compliance Officer)
Head Office, Kolkata

Dear Sir,

I request you to grant me waiver pursuant to Code 9 (VI) of the UCO Bank Code of Conduct for Prohibition of Insider Trading to execute contra trade proposed to be done in the name of Mr./Mrs.
(Relation.....) executed on

I desire to deal in the said shares on account of (Give reasons)

Thanking you,

Yours faithfully,

Signature:

(Name of the Applicant)

Waiver Granted / Rejected

Signature:

CHIEF FINANCIAL OFFICER (CFO)

Place:

Date:

UCO Bank Code of Conduct for Prohibition of Insider Trading

Form 8
(Refer Point No. 3 of Code)

CONFIDENTIALITY AGREEMENT

This Agreement is made on this Day of between of the first part and UCO BANK having its Corporate Office at 10 B.T.M. Sarani, Kolkata – 700 001 (hereinafter referred to as the Bank) on the second part.

WHEREAS the Bank has formed a code of conduct known as the "UCO Bank Code of Conduct for Prohibition of Insider Trading" in pursuance of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

In Compliance of which I agree to the following covenants that

I shall not-

- 1) at any time without the consent of the Bank disclose, divulge make public or pass on such Unpublished Price Sensitive Information to any person directly or indirectly by way of making recommendation for the purchase or sale of securities of the Bank based on the same.
- 2) disclose Unpublished Price Sensitive Information to family members, friends, business associates or any other individual.
- 3) discuss Unpublished Price Sensitive Information in public places.
- 4) disclose Unpublished Price Sensitive Information to any employee who does not need to know the information for discharging his or her duties.
- 5) recommend to any one that they may undertake dealing in securities of the Bank while being in possession, control or knowledge of Unpublished Price Sensitive Information.
- 6) be seen or perceived to be dealing in securities of the Bank on the basis of Unpublished Price Sensitive Information.

Signed and delivered by:	Name:
	Signature:
In presence of witness:	Name :
	Designation :
	Signature:

UCO Bank
Code of Conduct
For
FAIR DISCLOSURE OF UNPUBLISHED PRICE
SENSITIVE INFORMATION

[Framed under Securities and Exchange Board of India
(Prohibition of Insider Trading) Regulations, 2015]



UCO Bank
Head Office, 10, B T M Sarani
Kolkata – 700 001

(Last reviewed by Board of Directors at its meeting held on 14th March, 2024)

PART B

CODE OF CONDUCT FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

I. Objective

The objective of the Code of fair disclosure is to formulate a framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities.

II. DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- i. The Bank shall promptly disclose unpublished price sensitive information that would impact price discovery as soon as credible and concrete information is in possession of the Bank.
- ii. Bank discloses unpublished price sensitive information in conformity with the Listing Agreement and SEBI guidelines and thus ensures uniform and universal dissemination of unpublished price sensitive information and avoids selective disclosure.
- iii. In a scenario when Bank selectively discloses any unpublished price sensitive information inadvertently or otherwise, the steps shall be taken to disseminate the same promptly to make such information generally available.
- iv. All unpublished price sensitive information shall be handled by the officials of the Bank and other connected persons on need to know basis and in accordance with the provisions of the Regulations.

III. Overseeing Disclosure Practices

- i. Bank has designated the Compliance Officer (CFO) of the Bank to oversee corporate disclosure practices. The Compliance Officer (CFO) shall be responsible for ensuring that the Bank complies with continuous disclosure requirements, overseeing and coordinating disclosure of price sensitive information to Stock Exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedure. For the Purpose of this code, the Compliance Officer will be Chief Investor Relation Officer.

ii. Determination of Materiality of Event/Information

Bank has in place board approved Policy on Determination of Materiality for Disclosure of Events/Information in terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 which deals with determination of

materiality of event/information. However, for ease of reference, we reiterate the materiality provisions as under :-

Sub-Regulation 4 (i) of Regulation 30 of the LODR Regulations stipulates qualitative and quantitative criteria for determination of materiality of event/information.

Qualitative Criteria :

- the omission of an event or information is likely to result in **discontinuity or alteration** of event or information already available publicly
- the omission of an event or information is likely to result in **significant market reaction** if the said omission came to light at a later date

Quantitative Criteria :

- i. The omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - a) **two percent** of turnover, as per the last audited consolidated financial statements of the Bank;
 - b) **two percent** of net worth, as per the last audited consolidated financial statements of the Bank, except in case the arithmetic value of the net worth is negative;
 - c) **five percent** of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Bank;

In case, where the materiality criteria specified above is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the Bank, the event or information is considered material.

- iii. The Compliance Officer (CFO) shall be assisted in his responsibilities for overseeing corporate disclosure practices by Company Secretary who is designated as the nodal officer for co-ordination and communication with stock exchanges and also for ensuring compliance with various terms and conditions of the listing agreement with stock exchanges.
- iv. All the queries or requests for verification of newspaper reports or market rumors received from stock exchanges or any other regulatory authority shall be handled by the Company Secretary of the Bank who will arrange to obtain the necessary clarifications from the concerned departments, which would be duly approved by respective head of the departments, and will advise the Stock Exchanges accordingly.
- v. The Chief Financial Officer (presently Dy. General Manager, Finance) shall be the designated official responsible for deciding whether a public announcement / disclosure is necessary for verifying or denying rumours and making such announcement/disclosure, if required.

- vi. The Departmental Heads of the Bank shall keep the Chief Financial Officer (presently Dy. General Manager, Finance) posted/advised of all important developments taking place in their respective functional areas that have a bearing on Bank's working and profitability.
- vii. The Departmental Heads of the Bank shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information. The transcripts or records of proceedings of meetings with analysts and other investor relations conferences shall be made available on the Bank's website to ensure official confirmation and documentation of disclosures made.

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