

ORIENTAL BANK OF COMMERCE CODE OF CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY DESIGNATED PERSONS OF THE BANK

This "Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons of the Bank" hereinafter referred to as the "Code" is being framed pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended ("PIT Regulations") and which may be modified by the Board of Directors of the Bank from time to time pursuant to SEBI guidelines. The Board of Directors of the Bank have, at their meeting held on [●], adopted this code of conduct for regulating, monitoring and reporting of trading by insiders.

1. PREFACE

Insider trading is the buying or selling or dealing in the securities of a listed company by an Insider who has knowledge of material 'inside' information not available to the general public. The dealing in securities by an 'insider' is illegal when it is predicated upon the utilization of 'inside' information to profit at the expense of other investors who do not have access to the same information. The prices of most securities generally reflect the available public information about the companies. Hence, any investor who acts on non-public information does so at the cost of public confidence in the securities market and in the process distorts the level playing field.

The Securities and Exchange Board of India (SEBI) notified the PIT Regulations on 15th January 2015 effective from 15th May 2015 and repealed SEBI (Prohibition of Insider Trading) Regulations, 1992 effective that date. Thereafter, with a view to further strengthen the legal framework for prohibition of insider trading SEBI vide its notification dated 31st December, 2018 issued the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

Pursuant to Regulation 9 of the PIT Regulations, the Board of Directors of every listed company registered with SEBI shall formulate a code of conduct with the approval of the Board of Directors to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with the PIT Regulations, adopting minimum standards as set out in Schedule B of the PIT Regulations, without diluting the provisions of the PIT Regulations in any manner.

2. OBJECTIVE

The Bank formulated a Code which came into force with effect from 15th May 2015 to protect the interest of its stakeholders by regulating, monitoring and reporting trading by insiders in compliance with the PIT Regulations.

3. APPLICABILITY

This Code will be applicable to Designated Persons of the Bank. The Designated Persons shall be defined on the basis of their role and function in the Bank and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation.

4. DEFINITIONS

- a) "Act" means the Securities and Exchange Board of India Act, 1992 as amended from time to time.
- b) "Bank" means Oriental Bank of Commerce
- c) "Board" means Board of Directors of the Bank
- d) "Code" means "Oriental Bank of Commerce Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons of the Bank", as applicable, including modifications made thereto from time-to-time.
- e) "Compliance Officer" shall mean General Manager, Merchant Banking Division, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the PIT Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information,



monitoring of trades and the implementation of the Codes specified in the aforementioned regulations under the overall supervision of the Board of Directors of the Bank.

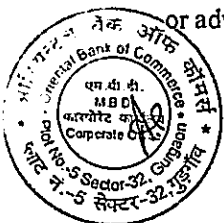
Explanation - The term "financially literate" shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

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,
 - 1) an immediate relative of connected persons specified in clause (i); or
 - 2) the holding, associate or subsidiary Bank; or
 - 3) an intermediary as specified in Section 12 of the Securities & Exchange Board of India Act, 1992 or an employee or director thereof; or
 - 4) an investment company, trustee company; asset management company or employee or director thereof; or
 - 5) an official of a stock exchange or a clearing house or corporation; or
 - 6) 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
 - 7) a member of the board of directors or an employee of a public financial institution as defined in section 2(7) of the Companies Act, 2013; or
 - 8) an official or an employee of a self regulatory organization recognized or authorized by the Board; or
 - 9) a banker of the Bank; or
 - 10) a concern, firm, trust, Hindu undivided Family, company or association of persons wherein a director of a Bank or his immediate relative or banker of the Bank, has more than ten percent of the holding or interest.

g) "Designated Persons" shall have the meaning ascribed to such term in Regulation 9(4) of the PIT Regulations and shall be deemed to also include:

- i) Directors of the Bank
- ii) All the General Managers, Dy. General Managers and Asstt. General Managers, working in Corporate Office, Heads of Large Corporate Branches and Circle Heads.
- iii) All officers working in Managing Director & CEO's Secretariat, Executive Director's Secretariat, GM Secretariat, Board Secretariat, Merchant Banking Division, Integrated Treasury & Investment Vertical, Risk Management Vertical, Risk Based Supervision, Recovery & Law Vertical, Stressed Assets Management Vertical (SAM), International Banking Division and Central Accounts Office at the Corporate Office of the Bank.
- iv) 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 Auditors, Consultants, Accounting Firms, Law Firms, Analysts, etc., assisting or advising the Bank.



- 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 a spouse of a person and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.
- k) "Insider" means any person who is
- a connected person; or
 - 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.
- "Key Managerial Personnel" means
- Managing Director & Chief Executive Officer appointed under The Nationalized Banks (Management and Miscellaneous Provisions) Scheme, 1980;
 - Whole-time director/Executive Director(s);
 - Chief Financial Officer
 - Company Secretary; and
 - such other officer as may be prescribed;
- m) "Legitimate Purpose" shall include sharing of unpublished price sensitive information in the ordinary course of business by an Insider with the partners, auditors, collaborators, lenders, customers, suppliers, merchant banker, legal advisors, insolvency professionals or other advisors or consultants or any other person with whom the unpublished price sensitive information is shared provided that such sharing has not been carried out to evade or circumvent the prohibitions of the PIT Regulations.
- n) "Promoter" and "Promoter Group" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended or any modification thereof;
- o) "PIT Regulations" shall mean SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended.
- p) "SEBI" means the Securities and Exchange Board of India;
- q) "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;
- q) "Specified" means specified by SEBI in writing
- r) "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- s) "Trading day" means a day on which the recognized stock exchanges are open for trading;
- t) "Trading plan" means the term 'trading plan' as described in Regulation 5 of the PIT Regulations;
- u) "Takeover Regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;



v) “Unpublished price sensitive information” or “UPSI” 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 rules and regulations made thereunder shall have the meanings respectively assigned to them in the said legislations.

5. RESTRICTIONS ON COMMUNICATION OR PROCUREMENT OF UNPUBLISHED PRICE SENSITIVE INFORMATION

5.1 The Insider shall maintain confidentiality of all ‘Unpublished Price Sensitive Information’. 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.

‘Unpublished Price Sensitive Information’ shall be handled on a “need to know” basis. “Need to Know” basis means that unpublished price sensitive information should be disclosed only to those within the Bank who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of such information.

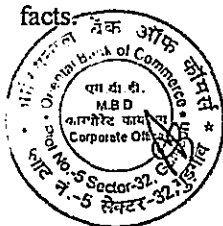
5.2 No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the Bank or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

5.3 Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “Insider” and due Notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with provisions of this Code read with the PIT Regulations.

5.4 An unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which would entail:

- a) an obligation to make an open offer under the Takeover Regulations where the Board of Directors of the Bank is of informed opinion that the sharing of such information is in the best interests of the Bank;
- b) not attract the obligation to make an open offer under the Takeover Regulations but where the Board of Directors of the Bank is of informed opinion that the sharing of such information is in the best interests of the Bank and the information that 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 to be adequate and fair to cover all relevant and material

facts.



5.5 The Board of Directors shall for the purposes of transaction mentioned in clauses 5.4 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 5.4 and shall not otherwise trade in securities of the Bank when in possession of unpublished price sensitive information.

6. TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

(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.

Explanation - When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

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 insiders who were in possession of the same unpublished price sensitive information without being in breach of the provisions of Clause 5 as stated in the Code and both parties had made a conscious and informed trade decision, provided that such unpublished price sensitive information was not obtained under Clause 5.4 of the Code. Further, such off-market trades shall be reported by the insiders to the Bank within two working days.

The Bank shall notify the particulars of such trades to the Stock Exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.

(ii) the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of Clause 5 and both parties had made a conscious and informed trade decision; provided that such unpublished price sensitive information was not obtained by either person under Clause 5.4 of this Code.

(iii) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

(iv) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was predetermined in compliance with applicable regulations.

(v) in the case of non-individual insiders: -

a. the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information 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 unpublished price sensitive information 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;

(vi) the trades were pursuant to a trading plan as provided in Clause 7 of the Code.

(2) In the case of connected persons the onus of establishing that they were not in possession of unpublished price sensitive information shall be on such connected persons and in other cases, the onus would be on SEBI.



7. PREVENTION OF MISUSE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

7.1 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/her behalf in accordance with such plan.

7.2 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.

7.3 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.

7.4 Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan. Further, the trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

7.5 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 at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. In such a situation, the commencement of the Trading Plan shall be deferred until such unpublished price sensitive information becomes generally available information.

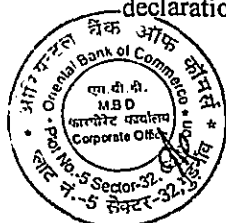
7.6 Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

8. TRADING WINDOW AND ITS CLOSURE

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

(ii) The Trading window will be generally closed for all the specified persons:

- a. For Board meetings to be held for consideration of quarterly/financial results: From the first day of end of each quarter (June, September, December and March) upto 48 (Forty eight) hours after the declaration of quarterly/half yearly/annual financial results



- b. The Bank shall ensure that the gap between the approval of financial results by the Audit Committee of Board and the Board of Directors would be as narrow as possible and preferably on the same day so as to avoid leakage of material information.
- c. From the date of circulation of the agenda for the meeting of the Board of Directors or from the day on which the date of the Board meeting is communicated to the Stock Exchanges, whichever is earlier in which any material, price sensitive and unpublished event, including considering declaration of interim dividend/Final dividend upto 48 (forty-eight) hours after the unpublished price sensitive information becomes generally available.
- (iii) Designated Persons and their immediate relatives who can reasonably be expected to have possession of unpublished price sensitive information 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.
- (v) 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.

9. PRE-CLEARANCE OF TRADES

9.1 All Designated Persons shall:

- execute trades subject to the Compliance with the Code
- Trade in the securities of the Bank from and above 5000 number of securities only on seeking pre-clearance in *Form E* from the Compliance Officer.

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

- That the Designated Persons do not have any access or have not received "unpublished price sensitive information" up to the time of signing the Undertaking.
- That in case the Designated Persons have access to or receive "Unpublished Price Sensitive Information" 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.
- That they have not contravened the Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders as notified by the Bank from time to time.
- That they have made a full and true disclosure in the matter.

9.3 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 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. 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.

- 9.4 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.
- 9.5 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.
- 9.6 The applicants shall not execute a contra trade for a period of 6 months within which a trade is permitted.
- 9.7 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 PIT Regulations.
- 9.8 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. Provided that this shall not be applicable for trades pursuant to exercise of stock options.

10. 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, member of the Promoter Group, Director, Key Managerial Personnel and Designated Person of the Bank has disclosed his holding of securities of the Bank 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 or member of Promoter Group shall disclose his holding of securities 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

Every Promoter, member of Promoter Group, 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 traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs.10 Lakhs.

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 in Clause 10(b)(i) above.

c) Disclosures by other connected persons

The Bank may, at its 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 Bank in order to monitor compliance with these PIT Regulations in *Form D*.

d) Disclosure by the Bank to the Stock Exchanges

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

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



11. REPORTS

- a) The Compliance Officer shall submit a compliance report to the Audit Committee of the Board at the end of every quarter and to the Board of Directors on an annual basis.
- b) The Compliance Officer shall within seven days of coming to know of any contravention of the Code or the PIT Regulations, immediately bring the same to the notice of the Chairman of the Audit Committee and also promptly notify SEBI of the contravention.

12. MECHANISM FOR PREVENTION OF INSIDER TRADING

For ensuring adequate and effective system of internal controls and compliance with the requirements stipulated in the Code read with the PIT Regulations to prevent insider trading, the following procedure shall be followed:

A) Sharing of information pursuant to Legitimate Purpose

- i) Any person in receipt of unpublished price sensitive information pursuant to legitimate purpose shall be considered Insider for the purpose of this Code.
- ii) Advance Notice shall be served by way of email/letter to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with provisions of this Code read with the PIT Regulations.
- iii) Such persons shall ensure compliance of the relevant requirements specified under the PIT Regulations/Code as amended from time to time;

B) Limited Access to Confidential Information

All the unpublished price sensitive information shall be identified and its confidentiality shall be maintained by placing adequate restrictions on communication or procurement of unpublished price sensitive information. Further, files containing confidential information shall be kept secured.

C) Non-Disclosure Agreements

Lists of all employees and other persons with whom unpublished price sensitive information is shared/intends to share shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;

D) Documents to be submitted by Designated Person with the Bank

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

- i) immediate relatives
- ii) persons with whom such designated person(s) shares a material financial relationship
- iii) Phone, mobile and cell numbers which are used by them In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

The term "material financial relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.



E) Chinese Wall

- i) 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".
- ii) The 'Inside areas' of the Bank shall be the Managing Director & CEO Secretariat, Executive Director's Secretariat, GM Secretariat, Board Secretariat, Merchant Banking Division, Integrated Treasury & Investment Vertical, Risk Management Vertical, Risk Based Supervision, Recovery & Law Vertical, Stressed Assets Management Vertical (SAM), International Banking Division and Central Accounts Office.
- iii) In terms of Chinese Wall, the persons in the inside area of the Bank shall not communicate any Unpublished Price Sensitive Information to anyone in public area.
- iv) 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, after intimation to the Compliance Officer.
- v) The Compliance Officer shall make aware individuals of the duties and responsibilities attached to the receipt of inside information, and the liability attached to the misuse or unwarranted use of such information.
- vi) If any breach committed / accidental crossing of 'Chinese Wall' is reported to the Compliance Officer by an Insider, immediate action shall be initiated to stop the information from being further misused.

F) Digital Database

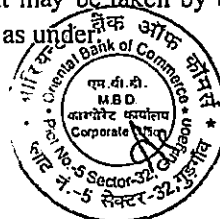
- i) The Bank shall maintain a structured digital database containing the names along with the Permanent Account Number of
 - designated persons and their immediate relatives
 - persons or entities as the case may be with whom the information is shared pursuant to legitimate purposes
- ii) Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

13. REPORTING LEAKAGE OF UNPUBLISHED PRICE SENSITIVE INFORMATION OR SUSPECTED LEAKAGE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- i) The Bank shall make its employees aware of the Whistle Blower Policy which would enable the Bank to report instances of leak of unpublished price sensitive information.
- ii) The Vigilance Department shall intimate the Audit Committee of Board/Board of Directors about the receipt of such information, inquiry initiated against the suspected person and results of such enquiry.
- iii) If an inquiry has been initiated by the Bank in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, the relevant intermediaries and fiduciaries shall co-operate with the Bank in connection with such inquiry conducted by Bank.

14. 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, recovery, clawback etc. 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; 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].

15. COMMUNICATION

This Code will be uploaded on the website of the Bank. The Code will be disseminated to all Designated Persons who shall abide by the same. The responsibility for complying with the provisions of the PIT Regulations shall vest with each Designated Person including any violation by their immediate relatives.

FORM A

Initial disclosure to the Bank

Name of the company: _____

ISIN of the company: _____

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Clause 11 (a) (i)



Name, PAN, CIN / DIN and address with contact nos.	Category of Person (Promoters / KMP / Directors/immediate relative to/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

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

Details of Open Interest (OI) in derivatives of the Bank held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Clause 11 (a) (i)

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Designation:

Date:

Place:



FORM B

Disclosure on becoming a Designated Person / Promoter

Name of the company: _____

ISIN of the company: _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter and other such persons as mentioned in Clause 11 (a) (ii)

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters/ Designated Persons / immediate relative to/others etc.)	Date of appointment of Designated Person OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP/ Designated Person		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

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

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of the Bank and other such persons as mentioned in Clause 11 (a) (ii)

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Designated Persons			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Designated Persons		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature: Designation:

Date:

Place:



FORM C

Continual Disclosure

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, Employee or Director of the Bank and other such persons as mentioned in Clause 11(b) (i)

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters / Designated Persons / immediate relative to/others etc.)	Securities held prior to acquisition / disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/sale of shares specify		Date of intimation to Bank	Mode of acquisition / disposal (on market/public/rights/preferential offer / off market/ Inter-se transfer, ESOPsetc.)
		Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/Sale/Pledge/Revoke/Invoke)	Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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



Details of trading in derivatives of the company by Promoter, Employee or Director of the Bank and othersuch persons as mentioned in Clause 11(b)(ii)

Trading in derivatives (Specify type of contract, Futures or Options etc)					Exchange on which the trade was executed	
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units(contracts * lotsize)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

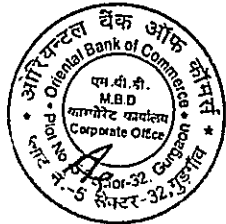
Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:



FORM D

Clause 11(c) – Transactions by Other connected persons as identified by the Bank

Details of trading in securities by other connected persons as identified by the Bank

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the Bank	Connection with Bank	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment/advice/acquisition of shares/sale of shares specify		Date of intimation to Bank	Mode of acquisition/disposal (on market/public/rights/ Preferential offer /off market/Inter-se transfer, ESOPsetc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of share holding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/Sale/Pledge / Revoked /Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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



Details of trading in derivatives by other connected persons as identified by the Bank

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lotsize)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:



FORM E

Pre-Clearance Application Form for Trading in Securities

Date:

The Compliance Officer, Oriental
Bank of Commerce, Corporate
Office,
Gurgaon

Dear Sir / Madam,

Reg. Pre-Clearance Application for Trading in securities of the Bank

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Bank's Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders, I seek approval to purchase / sale / subscribe of _____ equity shares of the Bank as per details given below:

1	Name of the Applicant	
2	Designation	
3	Number of securities held as on date	
4	Folio No. / DP ID / Client ID No.	
5	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
6	Proposed date of dealing in securities	
7	Estimated number of securities proposed to be acquired / subscribed / sold	
8	Price at which the transaction is proposed	
9	Current market price (as on date of application)	
10	Whether the proposed transaction will be through stock exchange or off-market deal	
11	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the Undertaking signed by me.

Yours faithfully,

(Signature of Employee)



Undertaking to be accompanied with the Application for Pre-Clearance

The Compliance Officer, Oriental
Bank of Commerce, Corporate Office,
Gurgaon

I, _____ (Name), _____ (Designation) of the
Bank residing at _____, am
desirous of dealing in _____ * shares of the Bank as mentioned in my
application dated _____ for pre-clearance of the transaction. 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 Regulating, Monitoring and Reporting of Trading by
Insiders (the Code) up to the time of signing this Undertaking. In the event that I have access to or
received any information that could be construed as "any Unpublished Price Sensitive Information" as
defined in the Code, after the signing of this undertaking but before executing the transaction for which
approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain
from dealing in the securities of the Bank until such information becomes public. I declare that I
have not contravened the provisions of the Code as notified by the Bank from time to time. If approval
is granted, I shall execute the deal within 7 trading days of the receipt of approval failing which I shall
seek pre-clearance. I declare that I have made full and true disclosure in the matter.

Date: _____

Signature: _____

* Indicate number of shares



Pre- Clearance Order

To,

Name: _____

Designation: _____ Place

of Posting: _____

This is to inform you that your request for dealing in _____(nos) shares of the Bank as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____(date) that is within 7 trading days from today. In case you do not execute the approved transaction / deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction / deal in the securities of the Bank. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,

for **Oriental Bank of Commerce**

Compliance Officer

Date : _____

Encl: Format for submission of details of transaction

