

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

Oriental Bank of Commerce Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

Pursuant to regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, ("PIT Regulations") a code of practices and procedures for fair disclosure of unpublished price sensitive information has been framed by the Oriental Bank of Commerce (the "Bank") and detailed hereunder so as to ensure timely and adequate disclosure of price sensitive information with respect to the Bank. The Board of Directors of the Bank have, at their meeting held on [●], adopted this code of practices and procedures for fair disclosure of UPSI.

(I) Applicability

This Code shall apply in relation to disclosure by the Bank of unpublished price sensitive information. The scope, exceptions as given in Applicable Law shall be applicable for the purpose of this Code as well.

(II) Definitions

- 1) "Applicable Law" shall mean the PIT Regulations, or any statute, law, listing agreement, regulation, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, policy, requirement, notifications and clarifications, circulars or other governmental instruction and/or mandatory standards and or guidance notes as may be applicable in the matter of trading by an Insider.
- 2) "Connected Person" shall mean such persons as defined in Regulation 2(1)(d) of the Applicable Law.
- 3) "Chief Investor Relations Officer" means the General Manager (MBD) who is also the Compliance Officer in terms of Bank's Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons of the Bank appointed by the Board of directors to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information in a fair and unbiased manner. The name and designation of such officer shall be published on the website of the Bank.
- 4) "Generally available information" means information that is accessible to the public on a non-discriminatory basis.
- 5) "Insider" means any person who is
 - i) a connected person; or
 - ii) in possession of or having access to unpublished price sensitive information

Provided that any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these regulations and due notice shall be given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.

- 6) "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,



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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 Regulations.

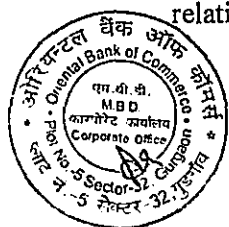
- 7) "Selected Group of Persons" includes securities analysts or selected institutional investors, brokers, investment advisers and institutional managers, investment companies, hedge funds or any other person.
- 8) "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- 9) "Unpublished Price Sensitive Information (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; and
 - v) changes in key managerial personnel;

Words and phrases not specifically defined herein but defined in the 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.

(III) Sharing of Unpublished Price Sensitive Information for legitimate purpose

Unpublished price sensitive information is in the nature of information relating to the Bank, directly or indirectly, of precise nature that can have an impact on the prices of the securities of the Bank if made public. Till the unpublished price sensitive information becomes generally available information, it can be shared only on a need-to-know basis and for legitimate purpose as provided hereunder and not to evade or circumvent the prohibitions stipulated under the Applicable Law: The following are covered under this clause:

- Sharing of relevant unpublished price sensitive information with consultants, advisors engaged by the Bank in relation to the subject matter of the proposed deal/ assignment in relation to such information;
- Sharing of relevant unpublished price sensitive information with intermediaries/ fiduciaries viz. merchant bankers, legal advisors, auditors in order to avail professional services from them in relation to the subject matter of the unpublished price sensitive information;



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- Sharing of relevant Unpublished Price Sensitive Information with persons for legitimate business purposes (e.g., attorneys, investment bankers or accountants);
- Sharing of relevant unpublished price sensitive information with persons who have expressly agreed in writing to keep the information confidential, such as potential customers, other developers, joint venture partners and vendors, and not to transact in the Bank's securities on the basis of such information.
- Sharing of relevant unpublished price sensitive information in case mandatory for performance of duties or discharge of legal obligations.

Before sharing of the unpublished price sensitive information, the concerned person sharing such information shall comply with the requirements in relation to circumstances and procedure as provided in the Code of Conduct for Regulating, Monitoring & Reporting of Trading by Designated Persons of the Bank.

(IV) The Compliance Officer shall maintain record of the details of the recipients including their PAN, Address etc. of unpublished price sensitive information on legitimate purpose including the following:

- i) Whether the concerned unpublished price sensitive information is required to be shared.
- ii) Why the information is required by the recipient.
- iii) Who had shared the unpublished price sensitive information and whether he was authorized to do so?
- iv) Whether the Compliance Officer was intimated before such sharing of unpublished price sensitive information.
- v) Whether non- disclosure agreements were signed.
- vi) Whether notice to maintain confidentiality of the shared unpublished price sensitive information has been given.

(V) Functions of the Chief Investor Relations Officer

- i) Prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- ii) Dealing with universal dissemination and disclosure of unpublished price sensitive information.
- iii) Determination of questions as to whether any particular information amounts to unpublished price sensitive information.
- iv) Determination of response, if any, of the Bank to any market rumour in accordance with this Code.
- v) Dealing with any query received by any Insider about any Unpublished Price Sensitive Information.
- vi) Ensuring appropriate and fair responses to queries on news reports and requests for verification of market rumours by regulatory authorities. Providing advice to any Insider as to whether any particular information may be treated as Unpublished Price Sensitive Information.

If an Insider receives a query about any Unpublished Price Sensitive Information related to the Bank, he shall not comment on the same and shall forward such query to the Chief Investor



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Relations Officer. The Chief Investor Relation Officer shall deal with such query in accordance with Applicable Law and this Code in consultation with Managing Director or CEO of the Bank.

(VI) Disclosures/ dissemination

- i) The Bank shall make prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- ii) The Bank shall make uniform and universal dissemination of Unpublished Price Sensitive Information through prompt intimation to Stock Exchanges to avoid selective disclosure.
- iii) The Bank shall promptly disseminate unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- iv) The Bank may also facilitate disclosure through the use of their dedicated internet website.
- v) The Bank website may provide a means of giving investors direct access to analyst briefing material, significant background information and questions and answers.
- vi) If an Insider 'selectively' discloses any Unpublished Price Sensitive Information to any person including the Selected Group of Persons then prompt disclosure of such information shall have to be made by the Bank to the public. Such disclosure must be made not later than 48 hours after the Chief Investor Relations Officer learns that communication of such information has taken place that information shared with analysts and research personnel is not Unpublished Price Sensitive Information.

(VII) The following guidelines shall be followed while dealing with Selected Group of Persons:

The Bank shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made. The best practices while dealing with analysts and institutional investors shall include the following:-

- i) Only public information shall be provided.
- ii) In order to avoid misquoting or misrepresentation, at least two Bank representatives shall be present at meetings with analysts, media persons and institutional investors.
- iii) Sufficient care should be exercised while dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- iv) Uploading the following information on the website of the Bank:
 - Any Power Point Presentation or similar material used by the analysts or institutional investors in such meeting.
 - Any earnings guidance or any other similar material distributed during press conference.
 - Any material information about business plans of the Bank provided in response to analyst queries or during discussions in a meeting or any other information which may lead to price discovery has been shared.



(VIII) Timely Reporting of shareholdings/ ownership and changes in ownership

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Disclosure of shareholdings/ ownership by major shareholders and disclosure of changes in ownership as provided under any regulations made under the Act shall be made in a timely and adequate manner.

(IX) Rumours: Verification of Market Rumours and response to queries

The Bank shall give appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.

(X) Need to know handling of Unpublished Price Sensitive Information

The Bank shall handle Unpublished Price Sensitive Information only on a need to know basis. Such information shall be provided only when needed for legitimate purposes, performance of duties or discharge of legal obligations. All insiders shall adhere to the conditions of strict confidentiality and shall not share any Unpublished Price Sensitive Information except for the purposes listed in the Code.

(XI) Amendment

In any circumstance where the terms of this Code differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Code.

This Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or the Applicable Law and any amendment, re-amendment or reenactment thereto.

(XII) Disclosure of Code on Public Domain

This Code shall be made available on the website of the Bank, www.obcindia.co.in.

