

Policy for Prevention of Insider Trading including-

- a) Code of Conduct for Prevention of Insider Trading for dealing in shares of UCO Bank
- b) Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

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



Shares Section
Finance Department
Head Office
Kolkata

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1. Overview :

1.1 Our Bank is constituted under the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970. Bank, being a *listed entity*, is required to comply with the regulations issued by the SEBI.

1.2. This Policy for Prevention of Insider Trading has been formulated pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended [“SEBI PIT Regulations”].

1.3 SEBI PIT Regulations 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 of securities. The regulations came into force with effect from 15th May, 2015.

1.4 This Policy for Prevention of Insider Trading comprises a) Code of Conduct for Prevention of Insider Trading for dealing in shares of UCO Bank and b) Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (collectively referred to as “**Code**”) adopted by UCO Bank, whose shares are listed on National Stock Exchange and Bombay Stock Exchange.

2. Code of Conduct for Prevention of Insider Trading for dealing in Shares of UCO Bank

2.1 Background

2.1.1 SEBI PIT Regulations required all listed companies and other specified entities to set up appropriate mechanism and frame and enforce a Code of Conduct for Prohibition of Insider Trading and internal procedures in respect of dealings in securities of UCO Bank Shares by Designated Persons /Insiders including disclosures to be made by them from time to time.

2.1.2 Accordingly, this code of conduct was formulated by the Bank which came into effect from 15.05.2015 and amended from time to time, in accordance with the SEBI PIT Regulations.

2.2 Objective

2.2.1 Insider trading is the buying, selling, or dealing in securities of a listed company by individuals who possess material, non-public information. This includes Directors, management, employees, and others such as auditors, advisors, analysts, etc. with access to unpublished price sensitive information. Trading based on this unpublished price sensitive information is illegal as it allows insiders to profit at the expense of other investors who lack access to the same data. Such actions undermine public confidence in the market and disrupt its fairness, as security prices should reflect all available public information.

2.2.2 The Code is grounded in the principle that Directors, Officers, and Employees of the Bank have a fiduciary duty to prioritize the interests of the Bank's shareholders over their own. It ensures that personal securities transactions are conducted in a way

that avoids conflicts of interest. Additionally, the Code serves as a guiding framework for all individuals associated with the Bank, outlining proper conduct regarding their dealings in UCO Bank Shares.

2.3 Applicability

The Provision of this Code will be applicable to Connected Persons/Insiders as detailed in the Policy.

2.4 Confidentiality Agreement

All 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.

2.5 Definitions

- i. "Act" means Securities and Exchange Board of India Act, 1992
- ii. "Bank" means UCO Bank
- iii. "Board" means Board of Directors of the Bank
- iv. "Code" means **UCO Bank Code of Conduct for Prevention of Insider Trading** as applicable, including modifications made thereto from time-to-time
- v. "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. 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.
- vi. "Connected Person" means
 - a. Designated persons.
 - b. Statutory Central Auditors (SCAs) and Secretarial Auditor of the Bank
 - c. 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.
 - d. 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,-

- an immediate relative of connected persons or
- the holding, associate or subsidiary of the Bank or
- an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
- an Investment Company, Trustee Company; Asset Management Company or Employee or Director thereof : or
- an official of a Stock Exchange or a Clearing House or Corporation; or
- 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
- 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
- an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
- a banker of the Bank or
- 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,
- a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or
- a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d).

vii. Designated Person means

- a. All Directors on the Board of the Bank;
- b. All Chief General Managers, General Managers, Deputy General Managers and Assistant General Managers of the Bank posted in the Head Office;
- c. All the staff members in MD & CEO's Secretariat, ED Secretariats, Board Secretariat, Finance Department at Head Office, Personal Secretaries of General Managers/Chief General Managers posted at Head Office;
- d. Any other employees designated by the Compliance Officer from time to time for the purpose of this Code of Conduct as designated persons who have access to any price sensitive information as contained in the Code.

Provided that the following employees from the above shall not be considered as 'Designated Persons':

- a. Employees on deputation outside the Bank.
- b. Employees on long-term leave such as sabbatical, etc.

Further staff members of any scale or cadre attached to any Head Office department, having access to Unpublished Price Sensitive Information, identified by respective Department/Vertical Head may also be categorized as Designated Person.

viii. "Director" means a member of the Board of Directors of the Bank

- ix. "Generally available information" means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media
- x. "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.
- xi. "Insider" means any person who is :
 - a. a connected person;
 - b. in possession of or having access to unpublished price sensitive information
- xii. "Key managerial persons or personnel" for the purpose of this code means:
 - a. the Managing Director & Chief Executive Officer
 - b. Executive Director(s);
 - c. Chief Financial Officer; and
 - d. Company Secretary.
 - e. such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
 - f. such other officer as may be prescribed;
- xiii. "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 advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI PIT Regulations.
- xiv. "Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issued of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- xv. "Promoter Group" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issued of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- xvi. "relative" shall mean the following:
 - a. spouse of the person;
 - b. parent of the person and parent of its spouse;
 - c. sibling of the person and sibling of its spouse;
 - d. child of the person and child of its spouse;
 - e. spouse of the person listed at sub-clause (c); and
 - f. spouse of the person listed at sub-clause (d)
- xvii. "SEBI" means the Securities and Exchange Board of India;

- xviii. "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.
- xix. "Specified" means specified by SEBI in writing.
- xx. "Trading" means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- xxi. "Takeover regulations" means the Securities and Exchange of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto:
- xxii. "Trading Day" means a day on which the recognized stock exchanges are open for trading
- xxiii. "Trading plan" means the term 'trading plan' as described in Clause 2.10 of the Code:
- xxiv. "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:
- a) Financial Results;
 - b) Dividends;
 - c) Change in capital structure;
 - d) Mergers, Demergers Acquisitions, Delisting, Disposals and Expansion of Business, award or termination of order/contracts not in the normal course of business and such other transactions;
 - e) Changes in key Managerial Personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
 - f) change in rating(s), other than ESG rating(s);
 - g) fund raising proposed to be undertaken;
 - h) agreements, by whatever name called, which may impact the management or control of the Bank;
 - i) fraud or defaults by the Bank, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the Bank, whether occurred within India or abroad;
 - j) resolution plan/ restructuring or one time settlement in relation to loans/borrowings from banks/financial institutions;
 - k) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the Bank as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
 - l) initiation of forensic audit, by whatever name called, by the Bank or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;

- m) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the Bank or its directors, key managerial personnel, promoter or subsidiary, in relation to the Bank;
- n) outcome of any litigation(s) or dispute(s) which may have an impact on the Bank;
- o) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the Bank not in the normal course of business;
- p) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1- for the purpose of sub-clause (i)-

'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this para as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the SEBI from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.

Note: The amended definition of Unpublished Price Sensitive Information shall be effective from 10th June 2025.

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.

2.6 Compliance Officer

- i. The Chief Financial Officer (CFO) of the Bank is designated as Compliance Officer for the purpose of this code by the Board. The CFO shall provide reports on Insider Trading to Audit Committee of the Board. In the performance of his/her duties, the Compliance Officer shall have access to all information and documents relating to the securities of the Bank.
- ii. The Compliance Officer shall act as the focal point for dealings with SEBI in connection with all matters relating to the compliance and effective implementation of this Code.
- iii. Duties of Compliance Officer
 - Prescribing the procedures including format for undertaking/information for various activities referred to in the Code in accordance with the SEBI (PIT) Regulations.

- Monitoring adherence to the rules for the preservation of Price Sensitive Information.
- Granting prior approval to the Designated Persons for dealings in securities and monitoring of such dealings in securities.
- The Compliance Officer (CFO) shall maintain a record of the designated persons and their immediate relatives and changes thereto from time to time.
- The Compliance Officer (CFO) shall assist all the Designated Persons in addressing any clarifications regarding the Bank's Code.
- The Compliance Officer shall place status report on the compliance of the Code before the Audit Committee of the Board (ACB) on an annual basis.
- The Compliance Office shall report the violations of Code of Conduct, if any , to the stock exchanges in the format prescribed.

2.7 Maintenance of Secrecy and Prevention of misuse of Unpublished 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.

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, shall use the information only furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

- 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 through proper channel 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) No Insider shall trade in securities of the Bank that are listed or proposed to be listed on a Stock Exchange when in possession of unpublished price sensitive information. the Insider may prove his innocence by demonstrating the circumstances as stipulated in the SEBI PIT Regulations.

- e) In the case of connected person, the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected person and in other cases, the onus would be on the Board.
- f) All non-public information directly received by any designated person should be reported to the head of his/ her department/ Compliance Officer (CFO) immediately.
- g) 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.
- h) 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.
- i) 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) and shall not otherwise trade in securities of the Bank when in possession of unpublished price sensitive information.
- j) The Compliance 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 :

- i. Name of the Persons who have shared UPSI and name of the Persons with whom unpublished price sensitive information is shared along with their Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available
- ii. 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.
- iii. With effect from 10th June, 2025, the entry of information, not emanating from within the Bank, in structured digital database may be done not later than 2 calendar days from the receipt of such information.
- iv. Structure Digital Database 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.

2.8 Pre-clearance of Trade

All the Designated Persons and their immediate relative shall :

- execute trades subject to the compliance with the Code.
- trade only when trading window is open
- seek pre-clearance from Compliance Officer if the traded value of securities of the Bank is more than Rs.5,00,000/- (Rupees Five Lakhs) in a calendar quarter in one or series of transactions.

No pre-clearance is required if the traded value of securities of the Bank is less than or equal to Rs. 5,00,000 (Rupees Five Lakhs) in a calendar quarter, whether in one or multiple transactions.

The procedure for seeking pre-clearance shall be as described hereunder:

- a) An application to be made to Compliance Officer in Form A (Annexure I) along with an undertaking as per Form C (Annexure III) and details of shareholding at the time of pre-clearance in Form B (Annexure II).
- b) On receipt of application, the compliance officer shall grant the pre-clearance in Form D (Annexure IV), after -
 - a) ensuring that the applicant is not in the possession of unpublished price sensitive information;
 - b) confirming that the request for trade is in accordance with the Trading Plan submitted by the applicant earlier, if any.
 - c) ensuring that applicant has not done any prior contra trade within the previous period of six months,
 - d) seeking further information, if required.

- c) The pre-clearance shall be valid for seven trading days and in case of failure to execute trade within the seven trading days, fresh application for obtaining pre-clearance has to be sought.
- d) In case, the Designated Person or his/her immediate relative decides not to execute the trade after securing pre-clearance, he/she shall inform the Compliance Officer of such decision along with reasons thereof immediately.
- e) After execution of the transaction, a Statement as per Form E (Annexure V) relating to change in holdings of the Securities of the Bank shall be submitted by the Designated Person to the Compliance Officer, within two trading days from the date of such transaction(s). Non-submission of the Statement shall be in violation/contravention of the above Code.
- f) It shall be the responsibility of Designated Persons to ensure compliance of provisions contained in Para 2.8 above, in case of their immediate relatives also.

2.9 Contra Trade

- a) The designated person, who is permitted to trade, shall not execute a contra trade for a period of 6 months. (Note - Contra trade is a trade that involves buying or selling shares of a Bank and then doing the opposite transaction within 6 months).
- b) The Compliance Officer may grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the regulations.
- c) In case a contra trade is executed inadvertently or otherwise, the profits from such trade shall be liable to be disgorged for remittance to the Investor Protection and Education Fund (IPEF) administered by the SEBI.

Provided that Contra trade restriction shall not be applicable for trades pursuant to exercise of stock options.

2.10 Trading Plan

- A. An insider shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan. The trading plan shall comply with the following requirements.
 - i. Trading can commence only after 120 calendar days from public disclosure of the plan.
 - ii. Trading Plan shall not overlap with any active trading plan
 - iii. Following parameter to be observed for each trade to be executed:
 - a) either the value of trades or the number of securities to be traded
 - b) nature of the trade
 - c) either specific date or time period not exceeding five consecutive trading days

- d) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
- for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto 20% higher than such closing price;
 - for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto 20% lower than such closing price.

B. 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. Provided that pre-clearance of trades and trading window norm shall not be required/applicable for a trade executed as per an approved trading plan.

C. The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the Bank's share are listed, on the day of approval.

D. The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

Provided further that if the insider has set a price limit for a trade, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

E. In cases where the insider is unable to implement the plan due to factors like price limits being breached or inadequate liquidity in the Bank's share, the following procedure must be followed:

- i. The Insider must inform the Compliance Officer about the non-implementation (full/partial) of trading plan within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.
- ii. Upon receipt of information from the insider, the compliance officer shall place such information to the Audit Committee in the immediate next meeting, along with a recommendation to accept or reject the insider's explanation.
- iii. The Audit Committee will decide whether such non-implementation (full/partial) was bona fide or not,
- iv. The decision of the Audit Committee shall be notified by the Compliance Officer on the same day to the stock exchanges on which the Bank's share are listed.

- v. If the Audit Committee does not accept the submissions made by the insider, the compliance officer will take appropriate action according to the code of conduct.

2.11 Disclosure

A. Disclosure 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.

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).

B. Initial Disclosure

Every person on appointment as key managerial personnel or a director of the Bank or upon becoming a promoter, shall disclose their holding of securities of the Bank as on the date of appointment or becoming a promoter to the Bank within seven days of such appointment or becoming a promoter to the Compliance Officer (CFO) in Form F (Annexure VI)

C. Continual Disclosure

Every Designated Person and their immediate relatives 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 Lakh (Rupees Ten Lakh) in Form E (Annexure V)

The Compliance Officer shall notify the particulars of such trading to the stock exchange (National Stock Exchange of India Ltd and Bombay Stock Exchange Ltd) within two trading days of receipt of the disclosure or from becoming aware of such information.

2.12 Closure of Trading Window

- i. The trading window shall be closed when the Compliance Officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to securities of the Bank to which such unpublished price sensitive information relates.
- ii. Directors, insiders or Designated Persons or other connected persons and their immediate relatives of the aforesaid persons, who can reasonably be expected to have possession of unpublished price sensitive information, shall not trade when Trading Window is closed.
- iii. Compliance Officer (CFO) shall announce closure of Trading Window for securities of the Bank for any of the event occur as mentioned in definition of Unpublished Price Sensitive Information in Para no.2.5 (Clause no. xxiv, (a) to (n) of this policy
- iv. The Trading Window shall be inter-alia closed:
 - a. From the end of each quarter i.e. from the 1st day after the close of the quarter up to 48 (forty-eight) hours after the declaration of quarterly/ half yearly/annual financial results. Further the Bank shall ensure that the gap between the approval of financial results by the Audit Committee of Board and the Board of Directors of the Bank would be as narrow as possible and preferably on the same day so as to avoid leakage of material information;
 - b. At least 2 days prior to the date of Board meeting for declaration of interim dividend and final dividend.
 - c. At least 2 days prior to the date of Board meeting for change in capital structure like issue of securities by way of public/right/bonus, buyback, etc.
 - d. At least 2 days prior to the Board Meeting to approve any mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions.

However, if the circumstances so warrant the time for closing the window may be increased or decreased with the approval of Compliance Officer.
- v. The trading window shall be re-opened 48 hours after information referred to above becomes generally available. 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.
- vi. The trading window may not be closed for unpublished price sensitive information not emanating from within the Bank (w.e.f. 10th June, 2025).

- vii. All the Designated Persons, Connected Persons and their immediate relatives shall conduct all their trading in the securities of the Bank only in a valid trading window and shall not trade in Bank's securities during the periods when trading window is closed, as referred to above or during any other period as may be specified by the Bank from time to time.
- viii. In case any Designated person is/was 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.
- ix. 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.
- x. However, trading window restriction shall not be applicable for those case specifically contained in Schedule B of SEBI PIT Regulations, as amended from time to time.

2.13 Freezing of PAN :

As per SEBI Circular dated SEBI/HO/ISD/ISD-PoD-2/P/CIR/2023/124) dated July 19, 2023, the Bank shall confirm/update with the Designated Depository (NSDL), the details with respect to the ISIN of equity shares of the Bank, Name, PAN, and confirm the Demat account number viz. DP ID and Client ID (in case of PAN exempted cases) of the Designated Persons.

Further, Bank shall update 'Trading Window Closure Period' i.e. 'Commencement Date' and 'End Date' on portal/platform of NSDL.

[Note: Presently, the facility of freeze pan is available only in case of trading window closure for Financial Results]

2.14 Formats and Reporting Requirements

- I. The formats of various forms / applications referred to in the Code are annexed.
- II. The Compliance Officer 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 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.

2.15 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. all the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of SEBI (PIT) Regulations;
- III. adequate restrictions to be placed on communication & procurement of unpublished price sensitive information as required under SEBI (PIT) Regulations.
- IV. All Designated Persons shall be informed about the Code and the requirements of SEBI (PIT) Regulations, 2015 through various communications including Circulars, emails, etc. and display on the Bank's website/ internal portals.
- V. Whistle Blower Policy: Bank has a Whistle Blower Policy and has made employees aware of such policy to enable employees to report instances of leak of unpublished price sensitive information. The employees may report instances of leak of UPSI, if any, as per the reporting procedure laid down in whistle blower policy of the Bank.
- VI. 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.

2.16 Penalty for Contravention of Code of Conduct

- a) The Bank may impose monetary penalty on any Designated Person/Insider who trades in securities or communicates any price sensitive information, in contravention of the Code.
- b) The Bank may take appropriate disciplinary action in terms of existing disciplinary mechanism given under the regulations of the Bank governing the officer/workmen staff members, which may include wage/ salary freeze, suspension, recovery, withholding of promotions, ineligibility for future participation in employee stock option plans, employee share purchase scheme, etc.
- c) The Competent Authority to decide the aforesaid monetary penalty shall be a Committee comprising of one Chief General Manager, two General Managers, and Compliance Officer (CFO) which will be headed by either of the Executive Director of the Bank, and the same will duly be constituted seeking approval of the Managing Director & CEO, for that purpose.
- d) In case the contravention is made by any Director of the Bank, ACB shall be the Competent Authority to decide on the penalty/appropriate action to be taken.

- e) The action by the Bank shall not preclude SEBI from taking any action in case of contravention of the Regulations.
- f) Any amount collected under this clause shall be remitted to the Investor Protection and Education Fund (maintained and administered by the SEBI).
- g) In case of contravention of the Code / Regulations, the Bank shall promptly inform the Stock Exchanges where the shares of the Bank are listed, in such form and such manner as may be specified by the SEBI from time to time.

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

3.1 Background:

- i The Securities and Exchange Board of India (SEBI) framed SEBI (Prohibition of Insider Trading) Regulations, 2015 ("SEBI (PIT) Regulations"), as amended, which prohibit persons, connected with a listed entity from dealing in the entity's securities when in possession of unpublished price sensitive information related to the entity, in any manner whether to buy or sell the securities of the entity and make undue gain which is not available to the holders of the securities of the entity not in possession of such information.
- ii Pursuant to SEBI (PIT) Regulations, the Bank is required to formulate a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, inter alia, containing the principles of fair disclosure as stipulated in the SEBI (PIT) Regulations.

3.2 Objective:

The Code of Practices and Procedures for Fair Disclosures has been formulated to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the Bank's securities and to maintain uniformity, transparency and fairness in dealing with all stakeholders.

3.3 Contents of the Code

3.3.1 Definitions

The words/terms used in the Code shall have the same meaning as assigned to them in the Bank's Code of Conduct for Prohibition of Insider Trading in shares of UCO Bank forming part of this Policy.

Other Words and phrases not specifically defined in the aforesaid Code shall have the meaning as assigned to them under SEBI (PIT) Regulations as amended from time to time.

3.3.2 Principles for disclosure of Unpublished Price Sensitive Information:

The Bank will adhere to the following Principles of Fair Disclosure for purposes of Code of Practices for Fair Disclosure of Unpublished Price Sensitive Information :

- 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.

Unpublished Price Sensitive Information shall be informed by the Bank to the Stock Exchanges promptly by uploading on the information on the portals of stock exchanges and also made the information available on Bank's official website.

- ii. Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

Unpublished Price Sensitive Information shall be disclosed on a continuous, prompt, and consistent basis, ensuring universal dissemination through public announcements by uploading on the information on the portals of stock exchanges.

- iii. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

Chief Financial Officer (CFO) is the chief investor relations officer (CIRO) for the purpose of this code to deal with dissemination of information and disclosure of unpublished price sensitive information.

- iv. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

If any unpublished price sensitive information is disclosed selectively, inadvertently or otherwise, the Compliance Officer shall take prompt action to ensure that such information is made generally available. This is to rectify any information asymmetry in the market and to uphold equal access to material information for all investors.

- v. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

- CFO will provide response to queries on news reports and requests for verification of market rumours by regulatory authorities after gathering information from the respective departments.

- Any such communication from the Stock Exchanges/SEBI shall be responded by the Company Secretary after obtaining the necessary clarifications from the concerned Departments and seeking approval from the Compliance Officer i.e. CFO.

- vi. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.

The role of the CFO includes regular interaction with Institutional Investors; organizing Investors' Conferences and Road Shows; and arranging conference calls on financial results with Institutional Investors and Analysts on a periodic basis.

CFO shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.

- vii. Developing 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.

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Bank follows the practice of uploading transcripts or recording of proceedings from meetings with analysts and investor relations conferences on its official website as well as on the websites of the Stock Exchanges to ensure transparency and provide equal access to information for all stakeholders.

viii. Handling of all unpublished price sensitive information on a need-to-know basis.

Unpublished Price Sensitive Information shall be handled on a “need to know” basis, i.e., Unpublished Price Sensitive Information shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

a) “Legitimate purposes of sharing the Unpublished Price Sensitive Information”

The Unpublished Price Sensitive Information may be shared for a legitimate purpose which shall include sharing of such information in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI (PIT) regulations.

b) Legitimate purposes for sharing Unpublished Price Sensitive Information (UPSI) may include, but are not limited to, the following:

(i) Sharing UPSI with consultants or advisors engaged by the Bank for matters directly related to a proposed transaction, assignment, or project, where such information is necessary for the execution of their professional responsibilities.;

(ii) Sharing UPSI to intermediaries or fiduciaries, such as merchant bankers, legal advisors, auditors, and other professionals, for the purpose of obtaining services in relation to the subject matter of such information.;

(iii) Sharing UPSI to individuals or entities in the ordinary course of business for genuine business needs, such as attorneys, investment bankers, or accountants, where such sharing is aligned with the Bank’s operational requirements.;

(iv) Sharing UPSI with third parties, such as potential customers, vendors etc., who have formally agreed in writing to maintain the confidentiality of the information and to abstain from dealing in the Bank’s securities while in possession of such information.

(v) Sharing UPSI when mandated for the performance of statutory duties or the fulfilment of legal or regulatory obligations.

c) Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “Insider” for purposes of this Policy and due notice shall be given to such persons to maintain confidentiality of such

unpublished price sensitive information in compliance with the SEBI (PIT) Regulations.

d) Prior to 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 this Code.

4. Disclosure of the Code

This Policy and any amendment thereto will be disclosed on Bank's website.

5. Ownership, Validity & Review of the Code:

The Share Section (Finance Department, HO) shall be responsible for formulating/ reviewing/ periodic updation of the Policy.

This Policy shall be valid for 12 months from the date of approval by the Board. However, this Policy shall be subject to annual review due to amendments in SEBI regulations or changes in internal governance. In case of any regulatory change or amendment before the next review of the policy, the same shall be construed to form part of the Policy till such time the same are incorporated therein.

6. References

- Securities and Exchange Board of India (SEBI) framed SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended upto March 11, 2025.
- SEBI vide 'Master Circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities' (Ref. No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.)

Form A

Application Form for Pre-Clearance of Trades in Bank's Securities

The Compliance Officer (CFO)
UCO Bank

Dear Sir,

With reference to Code of Conduct for Prevention of Insider Trading for dealing in shares of UCO Bank, 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. B, as on _____ and undertaking in the prescribed format is enclosed for your perusal.

The details of the transaction proposed to be entered are as under -

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	
DP ID	
Client I.D. No.	
Particulars of the broker/Depository Participant (DP) through whom the transaction is to be executed	Name : Address :

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

Thanking you,

Yours Faithfully

Signature :

Name of Designated Person :

Emp no.:

Department :

Relationship with Designated Person :

Place :

Date :

Encl – Form B

Form B

Statement of shares of the Bank at the time of Pre-clearance

Name of Designated Person	
Employee no.	
Department	
For the period ended	

PARTICULARS		PARTICULARS OF SHARE HOLDING	
Name of the Person	Relationship with the Designated Person	Folio/Client ID No.	No. of shares held

Yours Faithfully

Signature :

Name of Designated Person :

Emp no.:

Department :

Relationship with Designated Person :

Place :

Date :

Form C

Undertaking to be accompanied with every Pre-clearance application

The Compliance Officer (CFO)
UCO Bank

Dear Sir,

I _____ a Designated Person of the Bank or on behalf of _____ (my immediate relative) hereby confirm that I have read and understood the provision contained in the Policy and that -

- a. I/ my immediate relative shall maintain confidentiality of all 'Unpublished Price Sensitive Information' that may come into my possession in the discharge of my duties with the Bank.
- b. I/ my immediate relative shall not 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. I/ my immediate relative shall report to the Compliance Officer(CFO), any non-public information that may be directly received by me;
- d. I/ my immediate relative did not have any access or received 'Unpublished Price Sensitive Information' up to the date of signing this undertaking;
- e. in case I/ my immediate relative 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. I/ my immediate relative have not contravened the Code of Conduct for Prevention of Insider Trading as notified by the Bank from time to time;
- g. I declare that I/ my immediate relative shall not execute Contra trade i.e. sell or buy (as the case may be) any number of shares of the Bank during the next six months following the proposed transaction.
- h. I shall immediately inform the compliance officer in case I/ my immediate relative decide not to execute the trade after securing pre-clearance along with reasons thereof.
- i. that I have made full and true disclosure in the matter.

Yours Faithfully

Signature :

Name of Designated Person :

Emp no. (if applicable) :

Department (if applicable) :

Relationship with Designated Person :

Place :

Date :

Form D

Pre-Clearance-Draft Letter of approval from Compliance Officer

To,

Dear Sir,

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

With reference to your application dated _____ pursuant to Para 2.8 of Code of Conduct for Prevention of Insider Trading in shares of UCO Bank, seeking pre-clearance, approval is hereby accorded to the proposed transaction.

You may kindly note that pursuant to provisions of Para 2.8 of the said Code, the aforesaid transaction shall be executed within *seven trading days* 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 seven trading days stated here in above.

Please ensure that no contra trade, i.e., sale/purchase (as the case may be) of equity securities of the Bank is executed during the next six months following the transaction, in respect of which approval is being accorded.

You may also note that a Statement in Form E (as per Annexure –V of the Code), in respect of the transactions in the securities of the Bank executed by you, is required to be submitted to the undersigned, within two trading days from the date of such transactions. Non-submission of this statement (Form E) will be treated as violation/contravention of the above code of conduct.

Thanking you,

Yours faithfully,

Compliance Officer (CFO)
UCO Bank

Form E

Statement of Transaction to be submitted for trade executed pursuant to Pre-clearance/Continual Disclosure - Regulation 7(2) read with Para 2.8 (e) and 2.11(C) of the Code of Conduct for Prevention of Insider Trading in shares of UCO Bank

Details of change in holding of Securities of Designated Person and/or immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN No. CIN/DIN & Address with contact no.	Category of person(Designated Persons/Directors/Immediate Relative/Others)	Securities held prior to acquisition/ disposal		Securities Acquired/Disposed		% of share holding		Date of allotment advice/acquisition of shares/disposal of shares (please specify)		Date of intimation to Bank	Mode of acquisition/disposal (market purchase/Public rights/preferential offer/Off market/inter-se transfer/ESOPs 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			
1	2	3	4	5	6	7	8	9	10	12	13	14

Yours Faithfully

Signature :

Name :

Emp no. :

Department :

Place :

Date :

Form F

Disclosure on becoming a KMP/Designated Person/ Director - Regulation 7(1)(b) read with Para 2.11(B) of the Code of Conduct for Prevention of Insider Trading in shares of UCO Bank

(Part A)

Name, PAN No. CIN/DIN & Address with contact no. (1)	Category of person(KMP/ Designated Persons/Directors /Others) (2)	Date of assuming office of Director/ Designated Person. (3)	Additional Information (4)		DP ID/Client ID or Folio No. (*Mention all the Demat A/c particulars in which Shares of UCO Bank are lying) (5)	Mode of Acquisition (Market Purchase/ESPS/IPO 's etc.) (6)	Securities held at the time of appointment of KMP/ Designated Persons/Directors o	
			Educational Qualification [4(a)]	Previous Employment Details [4(b)]			Type of Securities [7(a)]	Number [7(b)]

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

I have read the Bank's Policy for Prevention of Insider Trading and assure to strict adherence with the provision contained in the Policy for Prevention of Insider Trading

Yours Faithfully

Signature :

Name :

Emp no. :

Department :

Place :

Date :

(Part B)

Disclosure of Information on Immediate Relatives and Persons with whom Designated Persons Shares Material Financial Relationship

Immediate Relatives* of Designated Persons			Person With whom Designated Persons shares Material Financial Relationship**		
Name of Immediate Relatives	PAN no.	No. of Shares of UCO Bank held as on date (if any)	Name of Immediate Relatives	PAN no.	No. of Shares of UCO Bank held as on date (if any)

Note: * **Immediate Relative** – 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.

** 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 from a designated person during the immediately preceding twelve (12) months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions.

Yours Faithfully

Signature :

Name :

Emp no. :

Department :

Place :

Date :