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# **IOB Code of Conduct for Prohibition of Insider Trading**

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**INVESTOR RELATIONS CELL**



## Indian Overseas Bank

Investor Relations Cell  
Central Office

### IOB Code of Conduct for Prohibition of Insider Trading

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# Indian Overseas Bank

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## “IOB Code of Conduct for Prohibition of Insider Trading”

### 1. BACKGROUND:

In exercise of the powers conferred by Section 30 read with Clause (g) of sub-section (2) of section 11 and clause (d) and clause (e) of section 12A of the Securities and Exchange Board of India Act, 1992 (15 of 1992) read with Section 31 of the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Securities and Exchange Board of India (SEBI) brought in Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (herein after referred to as “PIT Regulations”) which require all listed companies and other specified entities to set up an appropriate mechanism and to frame & enforce a Code of Conduct for Prohibition of Insider Trading and internal procedures in respect of dealings in securities by Designated Persons/Insiders including disclosures to be made by them from time to time.

Accordingly, a **IOB Code of Conduct for Prohibition of Insider Trading**” (hereinafter referred to as “**Policy**”) was formulated by the Bank which came into effect from 06.06.2015 and amended from time to time, in accordance with the SEBI (PIT) Regulations.

### 2. DEFINITIONS:

As used in the Code:

- **ACT** means Securities and Exchange Board of India Act, 1992.
- **BANK** means Indian Overseas Bank.
- **BOARD** means Board of Directors of the Bank constituted in terms of Section 9 (3) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 / 1980.
- **CODE** means **IOB Code of Conduct for Prohibition of Insider Trading** as applicable, including modifications made thereto from time-to-time.
- **COMPLIANCE OFFICER** means any Senior Officer reporting to the Board of Directors / Chairman of the Board of 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.

The Chief Compliance officer of the Bank shall be the Compliance officer for the purpose of the Policy.

● **CONNECTED PERSON** means:

- a) Designated persons including Directors of the Bank.
- b) Statutory Central Auditors (SCAs) and Secretarial Auditor of the Bank.
- c) any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, 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 company or holds any position including a professional or business relationship, whether temporary or permanent, with the company, that allows such a 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, -
  - A relative of connected persons specified in clause (i); or
  - the associate company or subsidiary company, if any, 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 an employee or director thereof; or
  - an official of a stock exchange or of 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; or
  - an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
  - a banker of the company; or
  - a concern, firm, trust, Hindu undivided family, company, or association of persons wherein a director of a Bank or his relative or banker of the Bank, has more than ten per cent of the holding or interest; or
  - a firm or its partner or its employee in which a connected person specified in clause (d) is also a partner; or

➤ a person sharing household or residence with a connected person specified in clause (d).

- **CONTRA TRADE** means a trade or transaction which involves buying or selling any number of shares of the Listed Entity and within 6 months trading or transacting in an opposite transaction involving sell or buy following the prior transaction.
- **DESIGNATED PERSON(S)** means:
  - All Directors on the Board of the Bank including Chairman, Managing Director and Chief Executive Officer, Executive Director(s).
  - All the Chief General Managers of the Bank.
  - All the General Managers of the Bank.
  - All the Deputy General Managers posted at Central Office.
  - All the Assistant General Manager attached to Balance Sheet Management Department, Risk management Department, Information Technology Department, Treasury Department, Planning Department, Board Secretariat and Secretariats of Chairman, MD & CEO, EDs and GMs.
  - All the officers attached to Investor Relation Cell, Economist Cell, Balance Sheet Management Department, Risk Management Department, Planning Department, Board Secretariat and Secretariats of Chairman, Managing Director & Chief Executive Officer, Executive Directors, Chief General Managers and General Managers, Chief Financial Officer, Company Secretary, Compliance Officer, and such other officer employees designated by Chairman / Managing Director & Chief Executive Officer / Executive Directors from time to time.
  - Any other Employee as may be designated by the Compliance Officer in consultation with the Managing Director & Chief Executive Officer of the Bank considering the objectives of the Regulations and the Code.
- **DIRECTOR** means Member of the Board of Directors of the Bank.
- **FIDUCIARIES** includes professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, registrar and share transfer agents, credit rating agencies banks etc., assisting or advising the Bank.
- **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.
- **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.

- **INFORMANT** means an individual(s), who voluntarily submits to SEBI a Voluntary Information Disclosure Form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under the PIT Regulations, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a reward.
- **INSIDER** means Any person who is:
  - a connected person; or
  - In possession of or having access to unpublished price sensitive information.
- **KEY MANAGERIAL PERSONS OR PERSONNEL”** means: those persons who have the authority and responsibility for planning, directing and controlling the activities of the Bank as prescribed by RBI (only Chairman, Managing Director & Chief Executive Officer, Executive Directors, Chief Financial Officer and Company Secretary, are considered as key managerial persons).
- **LEGITIMATE PURPOSE** shall include sharing of Unpublished price sensitive information on need-to-know basis 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 Regulations.
- **PROMOTER & 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.
- **RELATIVE** shall mean the following:
  - (i) spouse of the person.
  - (ii) parent of the person and parent of its spouse.
  - (iii) sibling of the person and sibling of its spouse.
  - (iv) child of the person and child of its spouse.
  - (v) spouse of the person listed at sub-clause (iii); and
  - (vi) spouse of the person listed at sub-clause (iv)
- **SEBI** means Securities and Exchange Board of India.
- **SECURITIES** shall have the meaning assigned to it under the Securities Contracts (Regulations) Act, 1956 or any modification thereof.
- **SPECIFIED** means Specified by SEBI in writing.

- **TRADING** means subscribing, redeeming, switching buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities (includes both shares and debt, but not limited to it) and "trade" shall be construed accordingly. (In terms of trading / trading in securities of our Bank shall include Bank's Shares and / or Debt Instruments)
- **TRADING WINDOW** means the period during which trading may be carried out in Bank's Securities by Designated Person.
- **TRADING DAY** means a day on which the recognized stock exchanges are open for trading.
- **TAKEOVER REGULATIONS** means Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- **UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSII)** 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 company.
  - i) Fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, 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

company 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 company or any other entity for detecting misstatement 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 company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company.
- n) Outcome of any litigation(s) or dispute(s) which may have an impact on the company.
- o) Giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business.
- p) Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

**NOTE:** *It is intended that information relating to a company or securities, that is not generally available would-be unpublished price sensitive information if it is likely to materially affect the price upon coming into the public domain. The types of matters that would ordinarily give rise to unpublished price sensitive information have been listed above to give illustrative guidance of unpublished price sensitive information.*

**Explanation 1-** *For the purpose of sub-clause (i):*

a. *'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.*

b. *'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 clause 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 Board 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.*

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 shall have the meanings respectively assigned to them in those legislation.

### **3. SCOPE OF THE POLICY:**

This Policy outlines the Bank's code of conduct for prevention of Insider trading and Fair Disclosures and the Policy for determination of Legitimate Purposes form part of it and is in conformity of SEBI (Prohibition of Insider Trading) Regulations, 2015 and amendment thereon.

The Board of Directors, on recommendations by Audit Committee is empowered to review and amend the policy from time to time.

### **4. OBJECTIVE OF THE POLICY:**

Insider trading is the buying or selling or dealing in the securities of a listed entity by a Director, member of management, an employee of the entity or by any other person such as internal and statutory auditor, agent, advisor, analyst, consultant, etc., 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 these 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, he distorts the level playing field.

The Code is based on the principle that Directors, Officers and Employees of the Bank owe a fiduciary duty to, among others, the shareholders of the Bank to place the interest of the shareholders above their own and conduct their personal securities transactions in a manner that does not create any conflict-of-interest situation. The Code is also intended to serve as a guiding charter for all concerned persons associated with the functioning of the Bank and their dealings in securities of IOB.

The Code of Conduct aims to ensure monitoring, regulating, timely reporting and adequate disclosure of price sensitive information by the promoters, directors, key managerial personnel etc. and connected person of the Company. Further, it also aims to transparency and fairness in dealing with the stakeholders and ensuring the adherence to all applicable laws and regulations.

### **5. APPLICABILITY OF THE POLICY:**

The Code will be applicable to Promoters / Directors / Designated Persons, their Immediate Relatives and Connected Persons as mentioned below:

1. All Directors on the Board of the Bank including Chairman, Managing Director and Chief Executive Officer, Executive Director(s).
2. All the General Managers of the Bank.
3. All the Deputy General Managers posted at Central Office.

4. All the Assistant General Manager attached to Balance Sheet Management Department, Risk management Department, Information Technology Department, Treasury Department, Planning Department, Board Secretariat and Secretariats of Chairman, MD & CEO, EDs and GMs.
5. All the officers attached to Investor Relation Cell, Economist Cell, Balance Sheet Management Department, Risk Management Department, Planning Department, Board Secretariat and Secretariats of Chairman, Managing Director & Chief Executive Officer, Executive Directors and General Managers, Chief Financial Officer, Company Secretary, Compliance Officer, and such other officer employees designated by Chairman / Managing Director & Chief Executive Officer / Executive Directors from time to time.
6. Any other Employee as may be designated by the Compliance Officer in consultation with the Managing Director & Chief Executive Officer of the Bank considering the objectives of the Regulations and the Code.

#### **6. CONFIDENTIALITY AGREEMENT:**

All Directors / Designated Persons on becoming director or a Designated person, would need to sign a confidentiality agreement, agreeing to protect the confidentiality of information obtained by him / her while working with the Bank (**Annexure I**).

#### **7. COMPLIANCE OFFICER:**

- a) The Managing Director and Chief Executive Officer are authorized to appoint an Executive of the Bank not below the rank of Deputy General Manager, as the Compliance Officer, under this Code, who shall provide reports on insider trading to the Managing Director and CEO of the Bank periodically. CGM-Compliance Department will be the Compliance Officer for the said Policy.
- b) The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring, and adherence to the rules for the preservation of "Unpublished Price Sensitive Information", pre-clearance of trades of designated employees and their dependents (directly or through respective department heads as decided by the Bank), monitoring of trades and Implementation of the Code of Conduct under the overall supervision of the Board of Directors of the Bank.
- c) The Compliance Officer shall maintain a record of the designated employees and their immediate relatives and changes, if any, from time to time.
- d) The Compliance Officer shall close the trading window for such periods as he/she may deem fit in compliance with the provisions of this code.
- e) The Compliance Officer shall assist all the Designated Employees in addressing any clarifications regarding the PIT Regulations and the Bank's Code.

- f) The Compliance Officer shall administer the code of conduct and other requirements under these regulations.
- g) The Compliance Office shall report the violations of Code of Conduct, if any, to the stock exchanges in the format prescribed.

**8. MAINTENANCE OF SECRECY AND PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI):**

- 8.1 Designated Persons shall maintain confidentiality of all '**UPSI**'. Designated Persons shall not communicate, provide, counsel, procure, pass on, or allow access to, directly or indirectly, any UPSI relating to the Bank or its securities or by way of making a recommendation for the purchase or sale of securities to any person. The Directors and Designated Persons shall not trade in securities of the Bank when in possession of such UPSI.
- 8.2 '**UPSI**' shall be handled on a '**need to know**' basis. Such information should be disclosed only to those within the Bank who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- 8.3 All non-public information directly received by any Designated Person should be reported to the head of his / her department / Compliance Officer immediately.
- 8.4 An Insider will not on his own accord reveal any information to any person unless authorized to do so by the Compliance Officer to further his / her legitimate purposes, performance of duties or discharge of legal obligations.
- 8.5 If an Insider commits any breach or accidentally crosses the Wall, it shall be reported to the Compliance Officer and immediate action shall be initiated to stop the information from being further spread / misused.
- 8.6 An UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
  - a. 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.
  - 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 proposed transaction is in the best interests of the Bank and the information that constitute UPSI 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.

- c. 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 of sub-regulation (8.6) and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

## 9. DISCLOSURES:

### Initial Disclosure:

Every person on appointment as a Key Managerial Personnel or a Director of the Bank or upon becoming a Promoter or member of Promoter Group, shall disclose the holding of securities (including derivatives) of the Bank by such person and his / her immediate relatives as on the date of appointment or on becoming a Promoter / member of Promoter Group or a Designated Person to the Bank within **Seven Days** of such appointment or becoming a promoter or a member of Promoter Group to the Compliance Officer in **Form B (Annexure III)**.

### Continual Disclosures:

- i. **To Bank:** Every Promoter, member of the promoter group, Designated Person including Director shall disclose to the Compliance Officer the number of such securities (including derivatives) acquired or disposed of within **Two Trading Days** of such transaction, if the value of the securities (including derivatives) 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** in **Form C (Annexure IV)**.
- ii. **To Stock Exchanges:** The Compliance Officer shall notify the particulars of such trading to the stock exchange (National Stock Exchange of India Limited and BSE Limited) on which the securities (including derivatives) are listed within **Two Trading Days** of receipt of the disclosure or from becoming aware of such information.
- iii. All Directors / Designated Persons shall within thirty days from the closure of each quarter forward to the Compliance Officer the details of change in holding of shares held by such person and his / her immediate relatives and by any other person for whom such person takes trading decisions during the quarter in Quarterly Disclosure Format in **Form L (Annexure XII) and Form No. C (Annexure IV)**.

Note: The disclosure of the incremental transactions after any disclosure made aforesaid shall be made when the transactions effected after the prior

disclosure cross the threshold specified in Clause 8.2 (i) above.

- iv. The Bank may at its discretion require any other Connected Person to make disclosures of holdings and trading in securities of the Bank in **Form D – Annexure V** in such frequency as may be determined by the Bank in order to monitor compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

#### **Disclosure of Name & PAN etc. by Designated Employees:**

All designated persons shall be required to submit Names and Permanent Account Number (PAN) or any other identifier authorized by law (such as Aadhaar, Voter ID, Passport etc.) of the following to the Bank on an annual basis and as and when the information changes:

- a. immediate relatives.
- b. persons with whom such designated person(s) shares a material financial relationship.
- c. Phone, and mobile 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.

Explanation – 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.

All designated employees shall submit the above disclosure to Investor Relation Cell on an Annual basis.

#### **Other Internal Controls to prevent Insider Trading:**

- The Compliance Officer is authorized to identify any employee who have access to unpublished price sensitive information as designated employee even if he is not covered under the definition of designated employee under the Code and all the provisions of the Code shall be applicable to such employee.
- All the unpublished price sensitive information shall be identified by the Department Heads and its confidentiality shall be maintained as per the requirements of the Code.
- Adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by these regulations.
- Lists of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements shall be signed, or notice shall be served to all such employees and persons.

- All other relevant requirements specified under these regulations shall be complied with.
- Periodic process review shall be conducted to evaluate effectiveness of such internal controls.

## **10. PREVENTION OF MISUSE OF UNPUBLISHED PRICE SENSITIVE INFORMATION:**

### **Trading Plan:**

i. 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.

ii. Such trading plan shall: –

a. not entail commencement of trading on behalf of the insider earlier than one hundred and twenty calendar days from the public disclosure of the plan.

b. not entail overlap of any period for which another trading plan is already in existence.

c. set out following parameters for each trade to be executed:

(i) either the value of trade to be effected or the number of securities to be traded.

(ii) nature of the trade.

(iii) either specific date or time period not exceeding five consecutive trading days.

(iv) 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:

a. 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 twenty per cent higher than such closing price.

b. 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 twenty per cent lower than such closing price.

Explanation:

(i) While the parameters in sub-clauses (i), (ii) and (iii) shall be mandatorily mentioned for each trade, the parameter in sub-clause n(iv) shall be optional.

(ii) The price limit in sub-clause (iv) shall be rounded off to the nearest numeral.

(iii) Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus

issue and stock split occurring and after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.

f. not entail trading in securities for market abuse.

iii. The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the 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 shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

iv. 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 that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.

Provided further that if the insider has set a price limit for a trade under sub-clause (iv) of clause (v) of sub-regulation 2, 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.

Explanation: In case of non-implementation (full/partial) of trading plan due to either reason enumerated in sub-regulation 4 or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

(i) The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer 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 along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.

(iii) The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.

(iv) In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct.

(v) 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 securities are listed, on the day of approval

**Closure of Trading Window:**

i. The trading window shall be closed during the time the information referred to in para below becomes generally available.

ii. The Compliance Officer or the Company Secretary shall announce Closure of Trading Window for securities of the Bank when any of the following events occur:

a. Financial Results\*

b. Dividends

c. Change in capital structure

d. Mergers, demergers, acquisitions, delisting, disposals and expansion of business and such other transactions.

e. Changes in Key Managerial Personnel.

**\*Trading restriction period shall, be made applicable from the end of every quarter till 48 hours after the declaration of the Financial Results.**

iii. The Trading Window shall be inter-alia closed:

a. From the end of each 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 and Managing Director and Chief Executive Officer.

iv. 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 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.

v. All Designated 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.

vi. In case any Director or employee has to be allotted securities in terms of the ESOP / ESPS Scheme of the Bank, there shall be no restriction on allotment of securities even during the Trading Window Closure period. However, the employee shall not be permitted to dispose off the securities during the Trading Window Closure period

vii. Promoters, Insiders, Fiduciaries or Designated Person including Directors who can reasonably be expected to have possession of unpublished price sensitive information and their immediate relatives of the aforesaid persons shall not trade when Trading Window is closed.

viii. The trading window may not be closed for unpublished price sensitive information not emanating from within the Bank (w.e.f. 10th June, 2025).

#### **INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING:**

- 1 No insider shall communicate, provide or allow access 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.
- 2 The Bank shall maintain a **Structured Digital Database**, which shall not be outsourced and shall be maintained internally by the Bank, containing the names of such persons or entities with whom UPSI is shared along with PAN, or any other identifier authorized by law (where PAN is not available) with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
- 3 The Bank shall ensure that the structured digital database is 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.
- 4 The Bank shall serve a notice on or sign a Confidentiality Agreement / Non-Disclosure Agreement with the persons with whom UPSI is shared, informing him

/ her that he / she must ensure the compliance of the PIT regulations while in possession of UPSI shared with him / her.

- 5 The Bank has an approved policy for conducting inquiry in relation to misconduct by the employees which will be applicable for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and shall accordingly initiate appropriate inquiries on becoming aware of leak of UPSI or suspected leak of UPSI and inform SEBI promptly of such leaks, inquiries and results of such inquiries.
- 6 The Bank has in place a Whistle Blower Policy and employees are aware of the Policy to enable them to report instances of leak of UPSI.
- 7 The Audit Committee shall review compliance with the provisions of the PIT regulations at least once in a financial year and shall verify that the systems for internal control are adequate and operating effectively.
- 8 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.

#### **11. PRE-CLEARANCE OF TRADES:**

11.1 All Designated Persons and their immediate relatives who intend to or trade in the securities of the Bank shall:

- execute trades subject to the Compliance with the Code
- trade only when "**Trading Window**" is open.
- trade in the securities of the Bank where the traded value of securities is Rs. 10,00,000/- and above only on seeking pre-clearance in **Form E (Annexure VI)** from the Compliance Officer along with declaration as per **Form F (Annexure VII)** and undertaking as per **Form G (Annexure VIII)**.

11.2 The Compliance Officer may after

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

- 11.3. 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.
- 11.4. The applicant shall be required to disclose the details of the trade within two days of such trade in **Form J (Annexure X)**. In the event the applicant does not trade during the period, the applicant shall report to the Compliance Officer the reasons for the same.
- 11.5. The applicants shall not execute a contra trade for a period of 6 months following the transaction for which a trade is permitted.
- 11.6. 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 and the request for waiver is made as per **Form K (Annexure XI)**.
- 11.7. In case a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by it.

## **12. PENALTY AND PUNISHMENT FOR CONTRAVENTION OF CODE OF CONDUCT:**

- i. 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.
- ii. 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, etc.
- iii. The Competent Authority to decide the aforesaid monetary penalty shall be a Committee comprising of three GMs of the Bank (including the Compliance Officer) and headed by an Executive Directors of the Bank, duly constituted by the Managing Director & CEO, for the purpose.
- iv. 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.
- v. The action by the Bank shall not preclude SEBI from taking any action in case of contravention of the Regulations.
- vi. Any amount collected under this clause shall be remitted to the Investor Protection and Education Fund (maintained and administered by the SEBI).
- vii. 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.
- viii. Any staff found indulging in insider trading practices to be immediately removed from their current position.

### **13. PRINCIPLES OF FAIR DISCLOSURE FOR PURPOSES OF CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

A code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information that would be followed by the Bank is set out below:

1. 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.
2. Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
3. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. 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.
8. Handling of all unpublished price sensitive information on a need-to-know basis.

### **14. DETERMINATION OF LEGITIMATE PURPOSES:**

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) The legitimate purposes may include:

1) 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.

2) 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.

3) Sharing of relevant unpublished price sensitive information with persons for legitimate business purposes (e.g., attorneys, investment bankers or accountants).

4) Sharing of relevant unpublished price sensitive information with persons who have expressly agreed in writing to keep the information confidential, such as potential customers, joint venture partners and vendors, and not to transact in the Bank's securities on the basis of such information.

5) Sharing of relevant unpublished price sensitive information in case mandatory for performance of duties or discharge of legal 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 the Code of Conduct for Prevention of Insider Trading in shares of Indian Overseas bank (IOB).

e) The employee / insider who intends to share information as given hereinabove (except when statutorily mandated) shall, as and when applicable, ensure that a notice of confidentiality is provided to the recipient or Confidentiality Agreement / Non-Disclosure Agreement is signed with the recipient before sharing such information.

## **15. WHISTLE BLOWER SYSTEM:**

The Whistle Blower System of the Bank is in place and any Informant may utilize the same. The Informant shall voluntarily submit to the Board in writing any alleged

violation of insider trading as per the format specified in PIT Regulations. The policy is also available on the website of the bank.

#### **16. PROTECTION TO THE INFORMANT:**

The Listed Entity shall provide suitable protection to the informant, who has provided information to the Board under Regulation 7 of SEBI (Prohibition of Insider Trading) Regulations, 2015, against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination irrespective of whether the information is considered or rejected by the Board or he / she is eligible for reward under these regulations.

#### **17. FREEZING PAN AT SECURITY (ISIN) LEVEL:**

Securities and Exchange Board of India (SEBI) vide their circular SEBI/HO/ISD/ISD-PoD-2/P/CIR/2023/124 dated July 19, 2023, has issued guidelines on the Framework for restricting trading by Designated Persons ("DPs") and vide their circular SEBI/HO/ISD/ISD-PoD-2/P/CIR/2025/55 dated April 21, 2025 regarding Trading Window closure period under Clause 4 of Schedule B read with Regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") - Extension of automated implementation of trading window closure to Immediate Relatives of Designated Persons, on account of declaration of financial results by freezing PAN at security (ISIN) level.

According to the aforesaid SEBI circulars, all the listed entities are required to provide the information including PAN of Promoter(s), promoter group, director(s) and designated person(s) and their immediate relatives, in any one of the designated depositories (NSDL or CDSL), in the manner as specified by the depositories according to SEBI circular no – SEBI/HO/ISD/ISD/CIR/P/2020/168 dated September 9, 2020. Further, listed entities shall update their designated person list and their immediate relatives list in the manner specified by the depositories on regular basis.

The listed company shall provide the aforesaid details at least 2 trading days prior to the commencement of trading window closure date (T-2 days).

CDSL is the designated depository for our Bank, and we need to add/ update the details of Designated Persons in the CDSL Issuer Portal. As per the aforesaid guidelines, the designated depository (i.e., CDSL) shall provide the details of designated persons their immediate relatives to the Stock Exchanges and other depository by the next Trading Day(T-1). From the T-day, the depositories and Stock Exchanges will freeze the PAN of Designated Persons and their immediate relatives at ISIN Level, till the end of the Trading window Closure period.

**Note:** Presently, the Facility of PAN Freeze is available only in case of Trading window closure for Financial Results.

## **18. POLICY FOR INQUIRY IN CASE OF LEAK / SUSPECTED LEAK OF UPSI:**

The Bank has an approved policy for conducting inquiry in relation to misconduct by the employees. The leak / suspected leak of UPSI will be treated as misconduct and the same policy and procedures shall be applicable to the said leakage / suspected leakage of information.

The employees / stakeholders may report instances of leak of UPSI, if any, as per the reporting procedure laid down in whistle blower policy of the Bank.

Note: Those persons who are not classified as Designated Person but have access to unpublished price sensitive information or are aware of unpublished price sensitive information, will be treated as *Deemed Designated Person / other Connected Person*. Such persons are advised not to trade in IOB's Share / Bonds during their access to UPSI.

## **19. CHINESE WALL:**

- a) 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".
- b) The 'Inside areas' of the Bank shall be the divisions and also include Designated Persons.
- c) 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.
- d) In exceptional circumstances, employees from the public areas may be brought "Over the Wall" and given confidential information on "Need to Know" basis, after intimation to the Compliance Officer.
- e) 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.

## **20. REVIEW OF POLICY:**

This Fair Disclosure Code is subject to review by the Board of Directors as and when deemed necessary. The Board of Directors may amend the same from time to time depending upon the requirements of the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other regulations / Acts as may be applicable to the Bank.

The Board of Directors shall be empowered to amend, modify, and interpret these Rules and such Rules shall be effective from such date that the Board may notify in this behalf.

The Bank is committed to continuously review and update this policy and the Bank therefore reserves the right to amend this Policy at any time, for any reason, subject to any applicable law, for the time being in force.

## **21. DISCLOSURES OF THE POLICY:**

This code and any amendments thereto shall be made available on the website of the Bank.

- The Compliance Officer with the help of Investor relation Cell shall make all required disclosures to stock exchanges within the stipulated time as required in this Code.

## **22. REFERENCES:**

1. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 last amended on 12.03.2025.
2. SEBI Circular dated 09.02.2021 on Revised Disclosure Formats under SEBI (Prohibition of Insider Trading) Regulations, 2015
3. SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

### LIST OF FORMS AND FORMATS

<b>Annexure No.</b>	<b>Form No.</b>	<b>Particulars</b>
I	-	Confidentiality Agreement
II	A	Annual Disclosure and as and when information changes
III	B	Initial Disclosure by Key Managerial Personnel / Directors / Promoters / Promoter Group on the Securities of the Bank held by them
IV	C	Quarterly Return on acquisition or disposal of Securities of the Bank exceeding Rs.10 lakhs in a quarter
V	D	Details of Transaction of securities by other connected persons in a quarter
VI	E	Application for Pre-clearance from The Compliance Officer for trading in securities of the Bank exceeding Rs. 10 lakhs in value in a quarter
VII	F	Declaration of Securities held at the time of pre-clearance
VIII	G	Undertaking to be submitted with every pre-clearance application
IX	H	Letter of approval from The Compliance Officer permitting pre-clearance of transactions
X	J	Details of Trade for which pre-clearance has been obtained
XI	K	Request for waiver of minimum period of holding
XII	L	Quarterly Disclosure Format

**CONFIDENTIALITY AGREEMENT**  
**(Refer Point No. 6 of the Policy)**

This **Agreement** is made on this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_ between \_\_\_\_\_ (hereinafter referred to as \_\_\_\_\_) with **IOB** having its Central Office at 763, Anna Salai, Chennai – 600 002 (hereinafter referred to as the Bank) on the second part.

**WHEREAS** the Bank has formed a Code of Conduct known as the "IOB Code of Conduct for Prohibition of Insider Trading" in pursuance of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments thereon.

In Compliance of which I agree to the following covenants that I shall:

- a. maintain confidentiality of all 'Unpublished Price Sensitive Information' that may come into my possession in the discharge of my duties with the Bank;
- b. report to the Compliance Officer any non-public information that may be directly received by me;

I shall not:

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

**Signed and delivered by**

**FORM A**  
**(Refer Point No. 10.3)**

**ANNUAL DISCLOSURE BY DIRECTORS / DESIGNATED PERSONS AS ON APRIL 1, \_\_\_\_\_ AND AS  
AND WHEN THE INFORMATION CHANGES**  
**[As per IOB PROHIBITION OF INSIDER TRADING CODE]**

To  
The Compliance Officer  
Indian Overseas Bank  
C/o. Investor Relations Cell  
Central Office  
Chennai

Date:

Name	
PAN	
Father/ Husband Name	
Address	
Date of Birth	
Mobile No.	
Email id	
Designation	
Roll No.	
Department	
Aadhaar (UID) No. (optional)	
Passport No. (optional)	
Qualification	
Educational Institution where the Director / Designated Person graduated (to be disclosed once)	
Folio No. / DPID & Client ID / BO ID	
Current shareholding	

**Immediate Relatives** – As per the Code of Conduct for Prohibition of Insider Trading, "Immediate Relatives" means Spouse of a Designated 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 Designated person in taking decisions relating to trading in securities

Name	PAN	Relation	Phone / Mobile No.
		Spouse	
		Son/Daughter*	
		Son/ Daughter*	
		Father*	
		Mother*	
		Brother*	
		Sister*	
		Spouse's father*	
		Spouse's mother*	

		Spouse's brother*	
		Spouse's sister*	
		Any other person*	

**\*The details maybe furnished if the said category of persons are financially dependent on the Designated Person OR consults such designated person in taking decisions relating to trading in securities.**

Persons with whom a Director/ Designated Person shares a material financial relationship			
	<b>Name</b>	<b>PAN</b>	<b>Phone / Mobile No.</b>
	*Material financial relationship means a relationship in which one person is a recipient of any kind of payment such as by way of loan or gift during the immediately preceding 12 months equivalent to at least 25% of such payer's annual income but excludes relationships in which the payment is based on arm's length transactions.		
Past Employer/s (to be disclosed once)	Past Employer name: Employer's CIN/ PAN (optional): Period of Service (From date – to date): Last Position held: Address(optional):		

**Signature:**  
**Designation:**  
**Place:**

## FORM B

## JOB CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

**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 Point No. 9.1 a. and in accordance with Regulation 7 (1) (b) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.**

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoter/ KMP / Director/ immediate relatives/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter / appointment of Director/KMP		% of Shareholding Number of units (contracts *lot size)	Open Interest of the Future contracts held at the time of becoming Promoter / appointment of Director / KMP			Open Interest of the Option Contracts held at the time of becoming Promoter / appointment of Director / KMP		
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Contract Specifications	Notional value in Rupee terms	Number of units (contracts * lot size)	Contract Specifications	Notional value in Rupee terms	Number of units (contracts * lot size)
1.	2.	3.	4.	5.	6.	7.	8.	9.	10.	10.	11.

Signature:

Designation:

Date:

Place:

**FORM C**  
**IOB CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING**

**Details of change in holding of Securities of Promoter, Director / Designated Persons as mentioned in Point No. 9.2 (i) and in accordance with Regulation 7 (2) (a) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.**

Name of the company : \_\_\_\_\_

ISIN of the company : \_\_\_\_\_

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoter/ KMP / Director/ immediate relatives/others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ disposal of shares, specify		Date of intimation to company	Mode of acquisition /disposal (on market/ public/ rights/ preferential offer/ off market/ Inter-se transfer, ESOPs, etc	Exchange on which the trade was executed
		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	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.	15.

**Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6 (2).**

<b>Trading in derivatives (Specify type of contract, Futures or Options etc.)</b>						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts *lot size)	Notional Value	Number of units (contracts * lot size)	
<b>16.</b>	<b>17.</b>	<b>18.</b>	<b>19.</b>	<b>20.</b>	<b>21.</b>	<b>22.</b>

**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

## IOB CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

**Details of Transactions by other connected persons as identified by the Bank in Point No. 9.2. (iv) and in accordance with Regulation 7 (3) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.**

Name, PAN No., CIN / DIN & Address with contact nos.	Category of Person (Promoter / KMP / Director/ immediate relatives/ others etc.)	Securities held prior to acquisition / disposal		Securities acquired / Disposed				Securities held post acquisition / disposal		Date of allotment advice / acquisition of shares / disposal of shares, specify		Date of intimation to company	Mode of acquisition / disposal (on market / public / rights / preferential offer / off- market / Inter-se transfer, ESOPs, etc	Exchange on which the trade was executed
		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	Type of security (For eg. – Shares, Warrants, Convertible Debenture s etc.)	No. and % of Shareholdin g	From	To			
1.	2.	3.	4.	5.	6.	7.	8.	9.	10.	11.	12.	13.	14.	15.

**Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).**

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 * lot size)	Notional Value	Number of units (contracts * lot size)	
16.	17.	18.	19.	20.	21.	22.

**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**  
**IOB CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING**

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

(Refer Point No. 11.1)

Date:  
 From :  
 Name :  
 Designation :  
 Department :

To  
 The Compliance Officer,  
 Investor Relations Cell  
 Central Office,  
 Chennai – 600002.

Dear Sir,  
 (Through Head of the Department / Branch Manager)

With reference to IOB Code of conduct for Prohibition of Insider Trading, I seek your approval to subscribe to/ agree to subscribe to / purchase / sell deal as an agent / principal in \_\_\_\_\_ equity shares of the Bank

The statement of shareholding in Form No. C as on \_\_\_\_\_ and undertaking in the prescribed format are enclosed for your perusal.

Details of transaction to be entered into:

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

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

Thanking you,  
 Yours faithfully,

Signature of the Applicant

**Form F**  
**IOB CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING**

**STATEMENT OF SHARES HELD IN THE BANK AT THE TIME OF PRE-CLEARANCE**  
**(Refer Point No. 11.1)**

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

Details of Shares held by Directors / Designated Persons and their Immediate Relatives:

PARTICULARS		PARTICULARS OF SHAREHOLDING	
Name	Relation	Folio / DPID / Client ID. No.	No. of shares held

I / We hereby declare that the shares to be sold have been held by me / us for a minimum period of 6 months.

I/we declare that I/we undertake not to enter into an opposite transaction i.e., sell or buy any number of shares of the Bank, during the six months following the transaction for which pre-clearance is sought.

Place:

Date:

Signature

## Form G

**IOB CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING  
(Draft undertaking to be accompanied with every pre-clearance application)****(Refer Point No. 11.1)**

The Compliance Officer,  
Indian Overseas Bank,  
Investor Relations Cell  
Central Office  
Chennai – 600002.

Dear Sir,

I, \_\_\_\_\_, a Director/Designated Person of the Bank, am desirous of dealing in \_\_\_\_\_ (#) Securities of the Bank as mentioned in my application dated \_\_\_\_\_ for pre-clearance of the transactions.

As required by the IOB Code of Conduct for Prevention of Insider Trading, , I hereby state/confirm that:

- a. that I did not have any access or receive 'Unpublished Price Sensitive Information' upto the date of signing this undertaking ;
- b. that in case I have access to or receive 'Unpublished Price Sensitive Information' after the signing of this undertaking but before the execution of the transaction, I shall inform the Compliance Officer 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;
- c. that I have not contravened the Code of Conduct for Prohibition of Insider Trading as notified by the Bank from time to time; and
- d. that I have made full and true disclosure in the matter.

Name of Director / Designated Employee:

Employee Code No:

Place:

Department:

Date:

Location:

(#) indicate number of Securities

Form H  
IOB CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

(Draft letter of approval from Compliance Officer)

**(Refer Point No. 11.2)** Date:

To:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Dear Sir,

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

Ref: **Your application dated \_\_\_\_\_, for pre-clearance of transaction for \_\_\_\_\_ shares of the Bank in your name / in the name of \_\_\_\_\_.**

With reference to your above application pursuant to Clause 9.1 of IOB Code of Conduct for Prohibition of Insider Trading, seeking pre-clearance of your transaction in \_\_\_\_\_ Securities of the Bank, we hereby accord our approval to the proposed transaction.

You may kindly note that pursuant to provisions of Clause 9.2 of the said Code of Conduct, the aforesaid transaction shall be executed within seven 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 the seven days period stated hereinabove. As stipulated in Clause \_\_\_\_ of the Code of Conduct, the shares so purchased shall be held for six months from the date of acquisition thereof in order to be considered as being held for investment purposes.

Thanking you,

Yours faithfully,

For IOB  
Compliance Officer

## Form J

**IOB CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING  
STATEMENT OF TRANSACTIONS IN THE SECURITIES OF THE BANK**

**(Refer Point No. 11.4)**

Name of Director /Designated Person	
Employee Code No.	
Department	
Location	

Sl. No.	Date of application for pre-clearance	Date of receipt of pre-clearance	Date of Execution of transaction / allotment	No. of shares transacted

\_\_\_\_\_  
(Signature of Director / Designated Person)

Place:

Date:

Form K

## IOB CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

(Draft application for waiver of Minimum period)(Refer Point No. 11.6)

The Compliance Officer  
 IOB Code of Conduct of Prohibition of Insider Trading  
 Central Office: Investor Relations Cell  
 CHENNAI

From

Name	
Employee Code	
Department	
Location	

Dear Sir,

I request you to grant me waiver of the minimum period of six months for not entering into contra trade as required under the IOB Code of Conduct for Prohibition of Insider Trading with respect to \_\_\_\_\_ shares of the Bank held by me / \_\_\_\_\_ (name of the immediate relative) acquired on \_\_\_\_\_. I desire to deal in the said shares on account of \_\_\_\_\_. (Give reasons)

Thanking you,

(Name of the Applicant)

\_\_\_\_\_  
 (Signature)

**Form L**  
**QUARTERLY DISCLOSURE FORMAT**  
**(For the Quarter ended \_\_\_\_\_)**

**JOB CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING**

**STATEMENT OF DISCLOSURE OF CHANGE IN HOLDING OF SECURITIES OF PROMOTER, DIRECTOR / DESIGNATED PERSONS / RELATIVES**

[Ref. Point No. 11.2 (iii)]

Name of Director / Name of Designated Employee	
Roll No. (Employee)	
Director / Designation of Employee	
Department (Employee)	
Location	
For the Quarter ended	

PARTICULARS		PARTICULARS OF SHAREHOLDING				
Name	Relation	Folio No or / DP ID and Client ID	No of shares held on	No of shares acquired during the period	No of shares sold during the period	No of shares held on

I declare that I have not entered / will not enter, as the case may be, into an opposite transaction i.e. buy / sell during the period following the transaction detailed above, if any.

Please also incorporate the shareholding details, if any, of your immediate relatives ie. your spouse and your / your spouse's father / mother / brother / sister / son / daughter, any of whom is either dependent financially on you or consults you in taking decisions relating to trading in securities.

Place:

Date:

\_\_\_\_\_  
(Signature)