



KOTAK MAHINDRA BANK LIMITED

CODE OF CONDUCT

FOR BOARD OF DIRECTORS

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Annexure I – Confirmation of Compliance to the Code of Conduct of the Bank

1 Introduction

- 1.1 The purpose of this Code is to enhance ethical and transparent process in managing the affairs of the Bank, and thus to sustain the trust and confidence reposed in the Directors by the shareholders of the Bank. Every Director is expected to read, understand, adhere to, comply with and uphold the provisions of this Code and the standards laid down hereunder in the performance of his/her duties, functions and responsibilities.
- 1.2 The principles prescribed in this Code are general in nature and lay down broad standards of compliance and ethics, as required by Clause 49 of the Listing Agreement with The Bombay Stock Exchange Limited and the National Stock Exchange of India Limited.

2 Scope

- 2.1 This Code is applicable to the Board of Directors (Board Members) of the Bank.

3 Effective Date

- 3.1 This Code has been approved by the Board of Directors of the Bank at their meeting held on 7th September 2014 and shall be applicable with immediate effect.

4 Disclosures

- 4.1 The director(s) shall disclose to the Board all the necessary disclosures as required under the provisions of the Companies Act, 2013.

5 Performance of duties

- 5.1 The director(s) shall in carrying on his/her duties as director of the Bank:
- a. use such degree of skill as may be reasonable to expect from a person with his/her knowledge or experience;
 - b. in the performance of his/her duties take such care as he/she might be reasonably expected to take on his/her own behalf and exercise any power vested in him/her in good faith and in the interests of the Bank;
 - c. shall undertake appropriate induction, refresh his/her skills and keep himself/herself informed about the business, activities and financial status of the Bank to the extent disclosed to him/her;
 - d. strive to attend all meetings of the Board and Committees thereof (collectively for the sake of brevity hereinafter referred to as "Board") with fair regularity and conscientiously fulfil his/her obligations as director of the Bank;

- e. shall not seek to influence any decision of the Board for any consideration other than in the interests of the Bank;
- f. shall bring independent judgement to bear on all matters affecting the Bank brought before the Board including but not limited to statutory compliances, performance reviews, compliances with internal control systems and procedures, key executive appointments and standards of conduct;
- g. shall in exercise of his/her judgement in matters brought before the Board or entrusted to him/her by the Board be free from any business or other relationship which could materially interfere with the exercise of his/her independent judgement; and
- h. shall express his/her views and opinions at Board meetings without any fear or favour and without any influence on exercise of his/her independent judgement and where they have concerns about the running of the bank or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- i. seek appropriate clarification or amplification of information and where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Bank;
- j. participate constructively and actively in the committees of the Board in which they are Chairpersons or Members;
- k. strive to attend the general meetings of the Bank;
- l. keep him/her well informed about the Bank and the external environment in which it operates;
- m. not to unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board;
- n. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure himself / herself that the same are in the interest of the Bank;
- o. ascertain and ensure that the Bank has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- p. report concerns about unethical behaviour, actual or suspected fraud or violation of the Bank's code of conduct or ethics policy;

- q. acting within his / her authority, assist in protecting the legitimate interests of the Bank, its shareholders and employees;

6 Fiduciary duty

6.1 The director(s) shall have:

- a. fiduciary duty to act in good faith and in the interests of the Bank and not for any collateral purpose;
- b. duty to act only within the powers as laid down by the Bank's Memorandum and Articles of Association and by applicable laws and regulations; and
- c. duty to acquire proper understanding of the business of the Bank.

6.2 The director(s) shall:

- a. not evade responsibility in regard to matters entrusted to him/her by the Board;
- b. not interfere in the performance of their duties by the whole-time directors and other officers of the Bank and wherever the director has reasons to believe otherwise, he/she shall forthwith disclose his/her concerns to the Board; and
- c. not make improper use of information disclosed to him/her as a member of the Board for his/her or someone else's advantage or benefit and shall use the information disclosed to him/her by the Bank in his/her capacity as director of the Bank only for the purposes of performance of his/her duties as a director and not for any other purpose.
- d. not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

7 Dealings in shares/ Insider trading

- 7.1 The Board Members shall not deal in securities of the Bank either on their own behalf or on behalf of any other person when in possession of any unpublished price sensitive information or communicate, counsel or procure, directly or indirectly any unpublished price sensitive information to any other person except as required in the ordinary course of business or under any law. The Board Members should comply with the Bank's '*EMPLOYEE SHARE DEALING CODE*', processes made there under and any amendments thereof to the extent applicable to them.

8 Regulatory Compliance

- 8.1 Every Director shall, in his business conduct, comply with all applicable laws, rules and regulations, both in letter and in spirit.

9 Annual Confirmation

- 9.1 The Board members shall affirm compliance with the code on an annual basis as per Annexure I. The Annual Report of the Bank shall contain a declaration to this effect signed by the Vice Chairman & Managing Director.

10 Amendment

- 10.1 The Code shall be reviewed from time to time for updation thereof. Any variation in the Code or any waivers from the provisions of the Code shall be approved by the Board of Directors of the Bank.

Annexure I

_____ (Date)

To,
The Company Secretary,
Kotak Mahindra Bank Limited
27BKC, C-27, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051.

Sub : Confirmation of Compliance to the Code of Conduct of the Bank.

I, _____, Director hereby confirm that I have read and understood the provisions of the Code of Conduct of the Bank, and confirm that I will comply with the same.

_____ (Name)

_____ (Signature)