



Code of Conduct (Employee)

The Officers including the Executive Directors shall affirm compliance with the Code on an annual basis. The Annual Report of the Bank shall contain a declaration to this effect signed by the Vice Chairman & Managing Director.

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 Officers by the shareholders of the Bank. Officers are expected to understand, adhere to, comply with and uphold the provisions of this Code and the standards laid down hereunder in their day-to-day functioning.

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 (collectively referred to as "Stock Exchanges"). The Officers should also review other applicable policies and procedures of the Bank for specific instructions and guidelines, which are to be read in conjunction with this Code.

The Bank currently has in place a corporate policy manual on conflict of interest, confidential and proprietary information, which governs the conduct of all employees of the Bank including Executive Directors but excluding Non Executive Directors. This Code has now been framed specifically in compliance with the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges. In respect of the Bank's Executive Directors and Senior Management Personnel, this Code is to be read in conjunction with the corporate policy manual on conflict of interest, confidential and proprietary information.

Scope

This Code is applicable to the Senior Management Personnel (Officers) of the Bank. "Officers" shall mean personnel of the Bank who are members of its core management team excluding the Board of Directors and would comprise of all members of management one level below the Executive Directors, including head of departments directly reporting to Executive Directors. In addition to the Code of Conduct for the Board of Directors of the Bank, this Code is also applicable to the Executive Directors of the Bank to the extent as may be required in the capacity of an employee of the Bank.

Dealings in shares/ Insider trading

The Officers including the Executive Directors shall not deal in securities either on his 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 Officers

including the Executive Directors should comply with the Bank's 'EMPLOYEE SHARE DEALING CODE', processes made there under and any amendments thereof.

Ethical conduct/ Conduct at workplace

Every Officer including the Executive Directors shall act within the authority conferred upon him by the Company and under applicable law, keeping the best interests of the Company in view and shall:

Act with professionalism, utmost care, skill, diligence, honesty, good faith and integrity as well as high moral and ethical standards.

Act fairly and transparently and not participate in any decision-making process on a subject matter in which a conflict of interest exists or is likely to exist such that an independent judgment of the Company's best interest cannot be exercised.

Fulfill their fiduciary obligations without allowing their independence of judgment to be compromised.

Conduct oneself in the letter and spirit of the applicable laws, rules and regulations, comply with the procedures and policies laid down by the Bank and encourage other officers and employees to do the same.

Provide and enhance equal opportunities for men and women, to prevent, stop, and redress sexual harassment at the workplace and to promote good employment practices.

Demand, demonstrate and promote professional behaviour and encourage employees to acquire skills, knowledge and training to expand/enhance their skills and specialised knowledge.

Not misuse, for personal gain or otherwise, the assets of the Bank, and shall employ them for the purpose of conducting the business for which they are duly authorized.

Not discriminate employees based on colour, race, religion, caste, creed or gender. The Bank is committed to providing a work environment that is fair and non-discriminatory.

Not have any material association with a firm, company or body corporate engaged in a line of business similar to that of the Bank or any of its subsidiaries, without obtaining the prior consent of the Vice Chairman and Managing Director of the Bank.

Not accept gifts or other benefits other than of nominal value from any individual or concern having official dealings with the Bank or from any junior officer so as to avoid any possibility of such gifts or benefits even appearing to compromise business or official relationships. Officers must use their discretion in being satisfied that the gifts are indeed of nominal value.

Regulatory Compliance

Every Officer including the Executive Directors shall, in his business conduct, comply with all applicable laws, rules and regulations, both in letter and in spirit.

Amendment

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.

Violation

The Board shall have the powers to take necessary action in case of any violation of the code. The Company Secretary of the Bank shall be responsible for ensuring the compliance of the provisions of this Code.