



भारत सरकार का उपक्रम A Government of India Undertaking



## CODE OF CONDUCT FOR DIRECTORS

निवेशक सेवायें प्रभाग, बोर्ड सचिवालय  
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## CODE OF CONDUCT FOR DIRECTORS

### 1. Preface

The Code of Conduct for Directors (“Code”) of the Bank is laid down with an aim to ensure transparency and high ethical standards in managing the affairs of the Bank. This Code of Conduct would be applicable to all the Directors of the Bank and would be observed by all the Directors while carrying out the fiduciary duties conferred upon them by the statute. Every Director shall adhere to the Code of Conduct and the Norms prescribed for monitoring and management of the conflict of interest.

Regulation 17(5) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) requires that the Board of Directors shall lay down a Code of Conduct for all members of Board of Directors of the listed entity. Further, it requires that the Code of Conduct shall suitably incorporate the duties of Independent Directors as laid down in the Companies Act, 2013. Accordingly, the Bank has laid down Code for its Directors on the Board.

### 2. Bank’s Belief System

This Code of Conduct attempts to set forth the guiding principles on which the Bank shall operate and conduct its daily business with its multitudinous stakeholders, government and regulatory agencies, media and anyone else with whom it is connected. It recognises that the Bank is a trustee and custodian of public money and in order to fulfil its fiduciary obligations and responsibilities, it has to maintain and continue to enjoy the trust and confidence of public at large.

The Bank acknowledges the need to uphold the integrity of every transaction it enters into and believes that honesty and integrity in its internal conduct would be judged by its external behaviour. The Bank shall be committed in all its actions to the interest of the countries in which it operates. The Bank is conscious of the reputation it carries amongst its customers and public at large and shall endeavour to do all it can to sustain and improve upon the same in its discharge of obligations. The Bank shall continue to initiate policies, which are customer centric and which promote financial prudence.

### 3. Philosophy of the Code

The Bank expects all Directors to exercise good judgement, to ensure the interests,

safety and welfare of customers, employees & other stakeholders and to maintain a cooperative, efficient, positive, harmonious and productive work environment and business organization. The Directors while discharging duties of their office must act honestly and with due diligence. They are expected to act with the extent of utmost care and prudence, which an ordinary person is expected to take in his/her own business. These standards need to be applied while working in the premises of the Bank, at offsite locations where the business is being conducted whether in India or abroad, at Bank-sponsored business and social events, or at any other place where they act as representatives of the Bank.

The Code envisages and expects -

- (a) Adherence to the highest standards of honest and ethical conduct, including proper and ethical procedures in dealing with actual or apparent conflicts of interest between personal and professional relationships.
- (b) Full, fair, accurate, sensible, timely and meaningful disclosures in the periodic reports required to be filed by the Bank with government and regulatory agencies.
- (c) Compliance with applicable laws, rules and regulations.
- (d) To address misuse or misapplication of the Bank's assets and resources.
- (e) The highest level of confidentiality and fair dealing within and outside the Bank.

### 3.1. Conflict of Interest

A "Conflict of Interest" occurs when personal interest of any member of the Board of Directors interferes or appears to interfere in any way with the interests of the Bank. Every member of the Board of Directors has a responsibility to the Bank, its stakeholders and to each other. Although this duty does not prevent them from engaging in personal transactions and investments, it does demand that they avoid situations where a conflict of interest might occur or appear to occur. They are expected to perform their duties in a way that they do not conflict with the Bank's interest such as:

- (i) **Business Interests** - If any member of the Board of Directors considers investing in securities issued by the Bank's customer, supplier or competitor, they should ensure that these investments do not compromise their responsibilities to the Bank. Many factors including the size and nature of the investment; their ability to influence the Bank's decisions; their access to confidential information of the Bank, or of the other entity, and the nature of the relationship between the Bank and the customer, supplier or competitor should be considered in determining whether a conflict exists. Additionally, they should disclose to the Bank any interest that they have which may conflict with the business of the Bank.

(ii) **Related Parties** - As a general rule, the Directors shall ensure that he/she or any of their relatives or any other person or any firm, Company or Association in which the relative or other person is associated in any significant role, shall not enter into any transaction with the Bank.

(iii) Relatives shall include:

- (a) Members of HUF
- (b) Spouse
- (c) Father (including step-father)
- (d) Mother (including step-mother)
- (e) Son (including step-son)
- (f) Son's wife
- (g) Daughter (including step-daughter)
- (h) Daughter's husband
- (i) Brother (including step-brother)
- (j) Sister (including step-sister)

If such a related party transaction is unavoidable, they must fully disclose the nature of the related party transaction to the appropriate authority and take prior permission from Audit Committee of the Board for such Related Party Transactions. Any dealings with a related party must be conducted in such a way that no preferential treatment is given to that party.

In the case of any other transaction or situation giving rise to conflicts of interests, the Audit Committee of the Board should after due deliberations decide on its impact.

**Related Party Transaction Policy** - All the members of the Board shall adhere to the Related Party Transaction Policy of the Bank.

### 3.2. Applicable Laws

The Directors of the Bank must comply with applicable laws, regulations, rules and regulatory orders. They should report any inadvertent non-compliance, if detected subsequently, to the concerned authorities.

### 3.3. Disclosure Standards

The Directors shall make full, fair, accurate, timely and meaningful disclosures of relevant information to the Bank, Board of Directors and Audit Committee of the Board, as may be required by applicable laws, rules and regulations.

### 3.4. Use of Bank's Assets and Resources

Each member of the Board of Directors has a duty to the Bank to inform his legitimate interests while dealing with the Bank's assets and resources. Members of the Board of Directors are prohibited from:

- (i) using corporate property, information or position for personal gain;
- (ii) soliciting, demanding, accepting or agreeing to accept anything of value from any person while dealing with the Bank's assets and resources;
- (iii) acting on behalf of the Bank in any transaction in which they or any of their relative(s) have a significant direct or indirect interest.

### 3.5. Confidentiality and Fair Dealings

#### 3.5.1. Bank's Confidential Information

- (i) The Bank's confidential information is a valuable asset. It includes all trade related information, trade secrets, confidential and privileged information, customer information, employee related information, strategies, administration, research in connection with the Bank and commercial, legal, scientific, technical data that are either provided to or made available to each member of the Board of Directors by the Bank either in paper form or electronic media to facilitate their work or that they are able to know or obtain access by virtue of their position with the Bank. All confidential information must be used for Bank's business purposes only.
- (ii) This responsibility includes the safeguarding, securing and proper disposal of confidential information in accordance with the Bank's policy on maintaining and managing records. This obligation extends to confidential information of third parties, which the Bank has rightfully received under non-disclosure agreements.
- (iii) To further the Bank's business, confidential information may have to be disclosed to potential business partners. Such disclosure should be made after considering its potential benefits and risks. Care should be taken to divulge the most sensitive information, only after the said potential business partner has signed a confidentiality agreement with the Bank.
- (iv) Any publication or publicly made statement that might be perceived or construed as attributable to the Bank, made outside the scope of any appropriate authority in the Bank, should include a disclaimer that the publication or statement represents the views of the specific author and not the bank.

### 3.5.2. Other Confidential Information

- (i) The Bank has many kinds of business relationships with many companies and individuals. Sometimes, they will volunteer confidential information about their products or business plans to induce the Bank to enter into a business relationship. At other times, the Bank may request that a third party provide confidential information to permit the Bank to evaluate a potential business relationship with that party. Therefore, special care must be taken by the Board of Directors to handle the confidential information of others responsibly. Such confidential information should be handled in accordance with the agreements with such third parties.
- (ii) The Bank requires that every Director should be fully compliant with the laws, statutes, rules and regulations that have the objective of preventing unlawful gains of any nature whatsoever.
- (iii) Directors shall not accept any offer, payment promise to pay, or authorization to pay any money, gift, or anything of value from customers, suppliers, shareholders/ stakeholders, etc. that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commission of fraud, or opportunity for the commission of any fraud.

### 3.5.3. Code of Conduct for Unpublished Price Sensitive Information

All the members of the Board shall adhere to Bank's Code of Conduct for Unpublished Price Sensitive Information (UPS) and Code of Conduct for Prohibition of Insider Trading.

## 4. Good Corporate Governance Practices

Each member of the Board of Directors of the Bank should adhere to the following so as to ensure compliance with good Corporate Governance practices:

### 4.1. Do's

- (i) Strive to attend all meetings of the Board and its committees of which he/she is a member;
- (ii) Participate in the deliberations and discussions effectively;
- (iii) Study the Board papers thoroughly and enquire about follow-up reports on definite time schedule;
- (iv) Involve actively in the matter of formulation of general policies;

- (v) Be familiar with the broad objectives of the Bank and the policies laid down by the Government, Reserve Bank of India and under the various laws and legislations;
- (vi) Ensure confidentiality of the Bank's agenda papers, notes and Minutes;
- (vii) Act in good faith in order to further the objects enumerated in the preamble to the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, viz., to meet progressively and serve better the needs of development of the economy in conformity with national policy and objectives, in the best interests of the bank, its shareholders, its employees, the community and for the protection of environment;
- (viii) Exercise her/his duties with due and reasonable care, skill and diligence, and shall exercise independent judgment;
- (ix) Report concerns about unethical behaviour, actual or suspected fraud, or violation of the bank's code of conduct or ethics policy;
- (x) Acting within her/his authority, assist in protecting the legitimate interests of the bank, its shareholders and its employees;
- (xi) Satisfy herself/himself on the integrity of financial information and that financial controls and systems of risk management are robust and defensible;
- (xii) Safeguard the interests of all stakeholders, particularly minority shareholders; and balance the conflicting interest of stakeholders;
- (xiii) To involve himself/herself as Directors on the Board thoroughly in the matter of formulation of general policy and also ensure that performance of the bank is monitored adequately at Board level;
- (xiv) To participate in all constructive ideas for the better management of the bank and make valuable contribution;
- (xv) To work as a team member and not sponsor or be prejudiced against individual proposals;
- (xvi) Strive to give as much of your wisdom, guidance and, knowledge as possible to the management;
- (xvii) Strive to analyse the trends of economy, assist in the discharge of management's responsibility to public and formulation of measures to improve customer service and be generally of constructive assistance to the bank's management;
- (xviii) Directors are expected to ensure confidentiality of the Bank's agenda papers/notes. Ordinarily, it is suggested that by way of abundant precaution, the Board papers may be returned to the Bank after the meeting;
- (xix) 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;

## 4.2. Additional Duties of Independent Directors:

*“Independent Director” means a Non-Executive Director, other than a Nominee Director of the Bank and who can be termed as Independent Director as per Listing Regulations. Pursuant to Ministry of Finance Notification no. F. No. 16/19/2019-BO.1 dated 30.08.2019 and clarification received from Reserve Bank of India, the Board of Directors vide agenda no. B. Sect-A-5 dated 18.09.2019 decided to consider the directors nominated under Section 9(3)(g), (h) and (i) of the Banking Companies (Acquisition & Transfer of Undertakings) Act, 1970 to as Independent Directors.*

*An independent director shall be held liable, only in respect of such acts of omission or commission by the Bank which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently with respect of the provisions contained in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.*

**In addition to the Do’s mentioned above, the independent directors shall also fulfill the following duties:**

- (i) Undertake appropriate induction and regularly update and refresh her/his skills, knowledge and familiarity with the bank;
- (ii) Strive to attend the general meetings of the bank;
- (iii) where she/he has 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;
- (iv) Keep herself/himself well-informed about the bank and the external environment in which it operates;
- (v) Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure herself/himself that the same are in the interest of the bank;
- (vi) Ascertain and ensure that the bank has an adequate and functional vigil mechanism and ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (vii) Help in bringing independent judgment to bear on the Board's deliberations, especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.

## 4.3. Don'ts

- (i) Not to interfere in the day to day functioning of the bank (This stipulation does not apply to Managing Director & CEO and Executive Directors);

- (ii) Not to reveal any information relating to any constituent of the Bank to anyone;
- (iii) Not to display the logo / distinctive design of the Bank on their personal visiting cards / letter heads (This does not prevent the Managing Director & CEO, Executive Directors from using their DO Letterheads or visiting cards/letter heads with Bank's logo thereon);
- (iv) Not to sponsor any proposal relating to loans, investments, buildings or sites for Bank's premises, enlistment or empanelment of contractors, architects, auditors, doctors, lawyers and other professionals etc.;
- (v) Not to do anything, which will interfere with and / or be subversive of maintenance of discipline, good conduct and integrity of the staff;
- (vi) Non Executive Directors are not required to watch the routine of every day's business of the Bank. It is the Managing Director & CEO along with officers who has to manage the affairs of the Bank. The Board has to oversee implementation of policies and performance of the Bank at the corporate level;
- (vii) Not to participate in the discussion in meeting of Board/Committee if a proposal in which the Director is directly or indirectly interested comes up for discussion. Every director shall disclose his interest well in advance to the Chairman of the meeting;
- (viii) Not to involve in a situation in which she/he may have a direct or indirect interest that conflicts, or possibly may contact, with the interest of the bank;
- (ix) Not to achieve or attempt to achieve any undue gain or advantage either ,to herself/himself or to her/his relatives, partners or associates;
- (x) Not to assign her/his office;
- (xi) Not to unfairly obstruct the functioning of the Board or committee thereof;
- (xii) Not to disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price-sensitive information, unless such closure is expressly approved by the Board or is required by law; Not to directly call for papers/files/notes recorded by various departments for scrutiny etc. in respect of agenda items to be discussed in the meetings. All information/clarification that they may require for taking a decision will be made available at the meeting;
- (xiii) Non Executive Directors should desist from sending any instructions to the individual officers of the Bank or give directions to such officers on any matters. Non Executive Directors should discourage the individual employee or unions approaching them in any matter. Such cases, if any, should be routed through the Managing Director & CEO of the Bank.

## 5. Waivers

Any waiver of any provision of this Code of Conduct for a member of the Bank's Board of Directors must be approved by the Board of Directors of the Bank.

## 6. Violation of the Code

The Board shall have the powers to take necessary actions in case of any violation of the Code.

## 7. Affirmation of Compliance of the Code

The matters covered in this Code of Conduct are of the utmost importance to the Bank, its stakeholders and its business partners, and are essential to the Bank's ability to conduct its business in accordance with its value system.

All members of the Board of Directors shall affirm compliance with the Code of Conduct for Directors on an annual basis by signing the below mentioned affirmation and sending the signed copy of the Code to Board Secretariat -

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### AFFIRMATION

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I have received and read the Bank's Code of Conduct for Directors and affirm that I have complied with the said code during the current financial year and also agree to comply with the same in future.

Name :

Signature :

Place & Date :

## References:

1. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
2. The Banking Regulation Act, 1949
3. The Companies Act, 2013
4. Guidelines on the Roles and Functions of Non-Official Directors on the Boards of Nationalised Banks issued by Ministry of Finance dated 5<sup>th</sup> December, 1991
5. Guidelines on Role and Responsibilities and Do's and Don'ts for non-official Directors on the Boards of PSBs issued vide Ministry of Finance's letter no. 9/17/2000-BO.1 dated 19<sup>th</sup> September, 2002
6. PSB Governance Reforms - Enhancing governance through improved effectiveness of Non-Official Directors issued vide Ministry of Finance's letter no. F. No. 6/20/2019-BO.1 dated 30<sup>th</sup> August, 2019