

Annexure-5

Brief description of Policies/Code

Sr. No.	Policy Name	Brief Description
1.	Policy for determination of materiality of events / information for disclosures	<ol style="list-style-type: none"> 1. The Bank in compliance with Regulation 30 of SEBI Listing Regulations, has implemented the Policy for determination of materiality of events / information for disclosures. 2. Objective of the Policy is <ol style="list-style-type: none"> a. To ensure that the Bank complies with the Listing Regulations b. To ensure that the information disclosed by the Bank is timely and transparent. c. To ensure that corporate documents and public statements are accurate and do not contain any misrepresentation. d. To protect the confidentiality of Material / Price sensitive information within the framework of the Bank's disclosure obligations. e. To provide a charter that supports and fosters confidence in the quality and integrity of information released by the Bank. f. To ensure uniformity in the Bank's approach to disclosures, raise awareness and reduce the risk of selective disclosures.
2.	Code of Conduct for Prevention of Insider Trading and Code of Fair Disclosure and Conduct	The Bank pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, has formulated and implemented the Code to elucidate and inform all the Designated Persons of the Bank that they have a responsibility and duty to preserve the confidentiality of all unpublished price sensitive information obtained in the ordinary course of business and in association with the Bank. No Designated Person shall use his or her position to gain personal benefit or to provide benefit to any third party.
3.	CSR Policy	<ol style="list-style-type: none"> 1. Bank has framed this Policy as per Section 135 of the Companies Act, 2013 and Companies (CSR Policy) Rules, 2014. 2. The following are the objectives of the Policy: <ol style="list-style-type: none"> a. To comply with the statutory and regulatory requirements pertaining to CSR. b. To define what CSR means to the Bank and the approach for the same c. To lay down the guidelines & mechanism to carry out CSR programme/project & to report the work in reporting format as prescribed by the Rules in the Act. d. To constitute review mechanism of monitoring the progress of CSR projects/ programmes and implementation of CSR policy by CSR Committee e. To ensure that the surplus arising of CSR projects/programmes/ activities shall not form part of the business profit of the Bank
4.	Dividend Distribution Policy	<ol style="list-style-type: none"> 1. The Bank has formulated this Policy in compliance with the provisions of Companies Act, 2013 ("Act") and Rules made thereunder, provisions of Banking Regulation Act, 1949 and Guidelines/circulars issued by Reserve Bank of India ("RBI") and Regulation 43A of the SEBI Listing Regulations and RBI Requirements 2. The objective of the Policy is to appropriately reward shareholders through dividends for reposing their confidence in Bank while retaining the capital required for supporting future growth. The Bank shall consider and comply with the Policy while declaring any dividend on equity shares or preference shares issued by the Bank. In the event of a conflict between the Policy and the Regulatory guidelines, the Regulatory guidelines will prevail. The Bank shall pay dividend on equity shares or preference shares only after ensuring compliance with the Companies Act, 2013, Banking Regulation Act, 1949 and Guidelines/circulars issued by RBI, SEBI Listing Regulations and Secretarial Standard-3 issued by the Institute of Company Secretaries of India.

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5.	Familiarisation Programme for Independent Director	<p>1. The Programme aims to provide insights into the Bank to enable the independent directors to understand their roles, rights, responsibilities in the Bank and get updated on the business and operations of the Bank that would facilitate the directors to contribute significantly to the Bank. The Bank has formulated this familiarisation programme for the Independent Director with the objective of giving insight into:</p> <ol style="list-style-type: none"> a. Nature of Business of the Bank and business environment in which it operates b. Business model of the Bank c. Organisation structure d. Structure of Board and Board Committees e. Role and responsibilities of the Board Committees and Senior Management f. Delegation of powers to various authorities by the Board g. Regulatory Framework applicable to the Bank h. Strategic Plan including Vision, Mission and Values of the Bank i. Cyber-safe environment and awareness about fine nuances of the cyber threats j. Financial and other controls and systems and k. Economic features of the market and competitive environment
6.	Nomination and Remuneration Policy	<p>1. The Bank recognises its role as a corporate citizen and endeavours to adopt the best practices and the highest standards of Corporate Governance through transparency in business ethics, accountability to its customers, government and other shareholders. The Bank's activities are carried out in accordance with good corporate practices and the Bank is constantly striving to better them and adopt the best practices. This policy seeks to document the practices and procedures to be followed by the Bank for appointment of directors and their remuneration.</p> <p>2. The key objectives of this Policy are as under:</p> <ol style="list-style-type: none"> a. Ensure compliance with applicable laws, rules and regulations as well as 'Fit and Proper criteria' of directors before their appointment b. Institutionalise a mechanism for the appointment/ removal/ dismissal of directors and lay down selection criteria for appointment of director c. Formulate criteria for determining qualifications, positive attributes and independence of directors d. Retain, motivate and promote talent and to ensure long term sustainability of talented KMP e. Devise a policy on Board diversity f. Develop and regularly review succession plan for the Board and senior management g. Formulate the criteria for evaluation of performance of all the Directors on the Board h. Establish standards on compensation/ remuneration including fixed and variable, which are in alignment with the applicable rules and regulations and is based on the trends and practices of remuneration prevailing in the industry i. Define internal guidelines for payment of perquisites to the directors and KMP
7.	Policy on Archival of Documents	<p>1. The purpose and objective of the Policy is to comply with Regulation 30(8) of SEBI Listing Regulations.</p> <p>2. The Bank shall ensure that all the information shall be hosted under "Disclosures to Stock Exchanges" section of the website of the Bank for a period of 5 (Five) years and thereafter will be archived for a period of 1 (One) year and shall be hosted under "past event/information" section of the website of the Bank."</p>

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8.	Policy on Board Diversity	<ol style="list-style-type: none"> 1. The Bank believes that Board diversity plays very important role in the transparency in the decision making process in the Boardroom. 2. The purpose and objective of this Policy is to comply with the SEBI Listing Regulations and ensure the diversity of thought, experience, knowledge, perspective and gender in the Board. 3. The Bank promotes social diversity and professional diversity in the Boardroom. The primary objective of this Policy is to provide a framework and set standards for having a diversified Board with ability to base its decisions after evaluating multiple options as compared to homogeneous Boards and help improve the performance of the Bank significantly.
9.	Policy on Code of Conduct	<ol style="list-style-type: none"> 1. Bank expects all its employees, directors (including independent directors) and senior management 'to act in accordance with high professional and ethical standards'. 2. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 also requires listed entities to adopt a formal code of conduct for directors on the Board and senior management. 3. This Code of Conduct attempts to set forth the guiding principles and values on which the Bank's employees shall operate and conduct business with various stakeholders of the Bank, government and regulatory agencies, media, and anyone else with whom the Bank is connected. 4. The Bank recognises that maintaining the trust and confidence of all its stakeholders is crucial to its continued growth and success. 5. The Code sets the standards to be adopted by all employees and outlines the duties of the directors of the Board and also described guidelines of professional conduct, role and functions and duties of the Independent Directors.
10.	Record Retention and Maintenance Policy	<ol style="list-style-type: none"> 1. Record retention and maintenance is concerned with the selection, classification, storage, retrieval and timely destruction of information. This requires a structured approach in order to comply with the applicable laws and regulations and to meet business needs. 2. This Policy governs the obligations and responsibilities of all staff at the Bank in relation to the management of official records. Under this policy, each department has an obligation to maintain official records and keep them in good order and condition. This obligation applies not only to the capture, storage, maintenance and disposal of physical records, but also to records in electronic form. Proper retention practices shall enable compliance with regulatory and statutory requirement and contribute to more efficient business processes. 3. The purpose of this Policy is to ensure that all necessary records and documents of the Bank are adequately protected and maintained and to ensure that the records that are no longer required or are of no value are discarded at the proper time.
11.	Related Party Transaction Policy	<ol style="list-style-type: none"> 1. The Bank has framed and implemented the Policy pursuant to the requirement of Regulation 23 (1) of the SEBI Listing Regulations. 2. The Board, on the recommendation of the Audit Committee, has adopted this Policy along with associated procedures for regulating Related Party Transactions, in line with the requirements of the Companies Act and Listing Regulations. 3. The Policy seeks to define a mechanism to handle Related Party Transactions ("RPT") in order to ensure the transparency, substantive and procedural fairness of such transactions and that the RPT is being entered in accordance with provisions of applicable laws. 4. The Policy also seeks to provide guidance on identification of related parties and basis on which materiality of RPT will be determined and the proper conduct and documentation of all RPT. This Policy is intended to ensure that proper review, approval, monitoring, reporting and disclosure processes are in place for all transactions between the Bank and its Related Parties. 5. The Policy specifically provides the review and approval mechanism of Related Party Transactions keeping in mind the potential or actual conflict of interest that may arise as a result of such transactions.

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12.	Whistle Blower Policy	<ol style="list-style-type: none"> 1. The Bank in compliance with Section 177 of Companies Act, 2013 and Regulation 22 of SEBI Listing Regulations, has established vigil mechanism by way of whistle blower policy for its directors and employee to report instance of unethical practices, illegal activities and/or actual or suspected fraud or violation of the Bank's code of conduct or ethics policy. 2. The vigil mechanism provide for adequate safeguard against victimisation of persons who avail the mechanism and also provide for direct access to the chairperson of Audit Committee in appropriate cases.
13.	Terms and Conditions of Appointment of Independent Directors	<ol style="list-style-type: none"> 1. The Bank has formulated the Terms and Conditions of Appointment of Independent Directors pursuant to the provisions of Schedule IV to the Companies Act, 2013. 2. It prescribes Terms of Appointment, Role, Duties and Responsibilities, Remuneration and Training & Development among other things.
14.	Policy on Appointment of Statutory Auditors	<ol style="list-style-type: none"> 1. The Bank has formulated the Policy on Appointment of Statutory Auditors ("Policy") pursuant to the requirement of the Circular bearing reference no. RBI/2021-22/25 Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 issued by the Reserve Bank of India ("RBI"). 2. Apart from conforming to all relevant statutory/regulatory requirements in addition to the instructions mentioned in aforesaid RBI Circular, this Policy affords necessary transparency and objectivity for most key aspects of Statutory Audit and assurance function.

For and on behalf of the Board of Directors

Sd/-
B.A. Prabhakar
Part-Time Chairman and Independent Director
DIN: 02101808

Sd/-
Ittira Davis
MD & CEO
DIN: 06442816

Date: May 18, 2024
Place: Bengaluru