Secretarial Department

FEDERAL BANK
YOUR PERFECT BANKING PARTNER

SD/ F 24/ /2015-16 09th September 2015

The National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E),
Mumbai – 400 051.

Dear Sir,

Sub: Code of Conduct for Regulating, Monitoring and Reporting Trading by Insiders and Code of Practices and Procedures for Fair Disclosure

The Board of Directors of the Bank had in its meeting dated 05th September 2015 approved the Bank's Code of Conduct for Regulating, Monitoring and Reporting Trading by Insiders and code of Practices and Procedures for Fair Disclosure.

We are sending herewith Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information included in the Bank's Code of Conduct for Regulating, Monitoring and Reporting Trading by Insiders and code of Practices and Procedures for Fair Disclosure. The same has also been published on the website of the Bank.

This is for your information and records.

Thanking You

Yours faithfully,

Girish Kumar G
Company Secretary

Encl: as above

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CODE OF PRACTICE & PROCEDURE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

In consonance with the principles of fair disclosure specified in SEBI (Prohibition of Insider Trading Regulations), 2015, (Insider Trading Regulations) the Bank would adhere to following practice and procedure for fair disclosures in respect of unpublished price sensitive information (UPSI) relating to the Bank and/ or its securities

1. Any information that could have a material impact on price of shares/ securities of the Bank shall be promptly disclosed to Stock Exchanges where the shares/ securities of the Bank are listed. Such disclosure would subject to receipt of internal approvals and made through authorised personnel of the Bank, in accordance with applicable corporate and securities laws.

2. Uniform and universal dissemination of UPSI would be ensured by the Bank by adopting a common platform i.e. Stock Exchanges for public disclosure. Once the UPSI is communicated to Stock Exchanges as aforesaid, then other medium of dissemination may also be used to ensure such information is made accessible to the public on a non-discriminatory basis.

3. An officer not below the rank of DGM in CEO's Secretariat would be the 'Chief Investor Relations Officer' of the Bank for the purpose of this code and Insider Trading Regulations. He is authorized by the Bank to ensure proper and timely dissemination of information in the ordinary course of the business of the Bank and also to disclose UPSI relating to the Bank and/ or its securities to the investors/ analysts, press, electronic/social media and other concerned members of the public.

4. In the unlikely event of any UPSI being disclosed selectively, inadvertently or otherwise, at any forum whether in India or abroad, the Chief Investor Relations Officer of the Bank, shall take effective steps to promptly disseminate such information to the Stock Exchanges, for public disclosure.

5. The 'Chief Investor Relations Officer' of the Bank is authorized to respond to any queries that may be received from stock exchanges, press, electronic/ social media or investors of the Bank, for verification of any market rumours relating to the Bank and/ or any of its subsidiaries, subject to internal clearances.

6. In case any disclosure of UPSI is inadvertently made at a meeting with analysts or at any investors relation conference, which if made public could materially impact the price of the securities of the Bank on the stock exchange(s), it would be promptly communicated to the stock exchanges on which the securities of the Bank are listed, so as to ensure such information is generally available to the public.

7. Any information that may be classified as UPSI would be dealt with by the Directors and Employees of the Bank on 'Need to Know' basis only.