



IIDFC

Industrial and Infrastructure Development Finance Company Limited
Financial Solutions Under one Umbrella

IIDFC CODE OF CONDUCT AND ETHICS

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**IIDFC**Industrial and Infrastructure Development Finance Company Limited
Financial Solutions Under one Umbrella

NOTE FROM THE MANAGING DIRECTOR, IIDFC

Dear Colleagues,

Ethics is an integral part of any business operation. It is particularly very important for the financial institutions as the financial institutions are in the business of fund management. Everyone who works in a financial institution is answerable to the clients.

The banking sector is becoming more and more challenging in our country. The sector has seen many shifts recently. These changes have made ethical compliance a necessity for day to day operation regarding banking services.

In these changing times, we, at IIDFC, want to send a clear message that we do not compromise with ethical compliances and moral obligations. For this very purpose, this **Code of Conduct and Ethics** has been prepared as a guideline that the employees of IIDFC can consult with it regarding ethical compliances. Conducting business responsibly and ethically is critical to protecting the reputation of the company. It can also create a definitive competitive advantage for our organization. This Code is prepared so that any employee can seek guidance from this Code if he/she has any questions and concerns about any kind of business conducts.

All of our employees must read this code and must adhere to its letter and spirit. Our reputations are defined by our actions and the decision we make every day. As such, we should commit ourselves to this Code and should bring forward our maximum efforts to uphold this Code.

Thank You

.....
Md. Asaduzzaman Khan

Managing Director

IIDFC



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PROLOGUE

This Code is all about respect. Respect for the law. Respect for each other. Respect for our company and its assets. Respect for our customers. Respect for our competition. And respect for the community outside of IIDFC. The requirements set forth in this Code are intended to supplement and clarify IIDFC's "Values and Business Principles". As an employee of IIDFC, one must carefully read and comply with this Code. Violations of this Code or other company policies, or failure to report known violations, can subject an employee to disciplinary procedures, which may include termination of employment. This Code of Ethics does not address to all situations that may arise. It is a general guideline and not a complete set of rules and regulations for all situations. Should any question arise as to the interpretation of a particular principle or situation, an employee should refer that question to the supervisor or the department head, or the members or head of the Ethics Committee (Processes for asking questions or for reporting violations, as well as key contacts, are provided at the end of this Code). This Code is also about taking ownership for doing the right thing and acting accordingly. This document provides guidance when an employee should speak up and contact for doing so and also to ensure that an employee has a safe and supportive environment to report any possible violations of policy. All employees are expected to act with courage and integrity in doing so. This guiding principle means having the courage to make decisions based on doing the right thing but without ever compromising the ethical standards and integrity on which the company has been built. This code is set to protect the interests of customers, owners and employees, stakeholders in addition to the wider interests of the society as a whole. This guideline will be treated as a minimum requirement but not limited to this instruction given.

(This Code does not create any contractual rights of any kind between IIDFC and its employees. In addition, all employees should understand that this Code does not modify their employment relationship, whether at will or governed by contract)

PURPOSE OF THE CODE OF CONDUCT AND ETHICS

The purpose of this Code of Ethics is to promote honest and ethical conduct and compliance with the law, particularly relating to the maintenance of the company's financial books and records and the preparation of its financial statements. As an employee of the company, one is expected to:

- Engage in and promote ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.
- Carry out one's responsibilities honestly, in good faith and with integrity, with due care and diligence, exercising at all times the best independent judgment.
- Assist in the production of full, fair, accurate, timely and understandable disclosure in reports and documents that the firm and its subsidiaries file with, or



submit to, the Central bank (Bangladesh Bank) and other regulators and in other public communications made by the company.

- Comply with applicable government laws, rules and regulations of the government and local bodies and other appropriate regulatory agencies.
- Promptly report (anonymously, if an employee wish to do so) to the Audit Committee of the Board of Directors any violation of this Code or any other matters that would compromise the integrity of the firm's financial statements.
- Never to take, directly or indirectly, any action to coerce, manipulate, mislead or fraudulently influence the company's independent auditors in the performance of their audit or review of the company's financial statements.
- **Compliance with this Code is a term and condition of an employee's employment.** The company will take all necessary actions to enforce this Code, up to and including immediate dismissal. Violations of this Code may also constitute violations of law, which may expose both the employee and the company to criminal or civil penalties.

If any question arises about how this Code should be applied in a particular situation, concerned employee should promptly contact any member of the Ethics Committee.

STAKEHOLDERS

GOVERNMENT AND REGULATORS

- Ministry of Finance (MOF);
- Bangladesh Bank (BB);
- National Board of Revenue (NBR);
- Bangladesh Securities and Exchange Commission (BSEC);
- Bangladesh Investment Development Authority (BIDA);
- Comptroller and Auditor General of Bangladesh etc.

INVESTORS, BENEFICIARIES, ANALYSTS AND EXTERNAL AUDITORS

- Shareholders and market investors;
- Business community, including chambers, associations and business clubs;
- Rating agencies and the users of ratings;
- Financial analysts/financial professionals;
- External Auditors;
- Brokers and dealers in shares, securities, debentures etc.

CUSTOMERS AND CLIENTS

- Customers and users of goods/products and services;
- Suppliers-both backward and forward linkages;
- Service providers and receivers of all categories.

STAFF AND STAFF ASSOCIATIONS/CLUBS

- Employees of all levels;
- Trade Unions/Welfare Associations;



- Consumer Welfare Associations;
- Other interest groups such as ethicists, environmentalists, gender welfare groups, etc.

OTHERS

- Civil society-elite groups;
- Social Media-print and electronic;
- Authorities of related books and journals, and advertising Agencies;
- Brokers and dealers;
- Whole sellers and retailers;
- Agents and facilitators;
- Transport and Courier Companies.

CODE OF CONDUCT FOR EMPLOYERS

The following issues must be addressed:

- Ensuring a pleasant working environment in terms of presence of well set and well defined compensation package, clearly set goal orientation, as well as performance-led job description;
- Must provide scope for both professional and career development of the employees;
- Working environment as well as procedures in the Banks/NBFIs must be well designed and well maintained so as to make it reasonably and promptly responsive to the customer needs, along with compliance of legal and regulatory requirements;
- Training should be provided to the employees so that they can discharge their duties efficiently;
- Addressing other issues which will uphold and embolden the image of the company. In an ethical way.

EXPECTATIONS FROM THE EMPLOYEE AT A GLANCE

Each and every employee should:

- Be dependable and do the right thing,
 - Stand firm for what is right, deliver on commitments, be resilient and trustworthy,
 - Take personal accountability, be decisive, use judgment and common sense, empower others.
- Be open to different ideas and cultures,
 - Communicate openly, honestly and transparently, value challenge and learn from mistakes,
 - Listen, treat people fairly, be inclusive, value different perspectives.
- Be connected to customers, communities, regulators and each other,
 - Build connections, be aware of external issues, and collaborate across boundaries,
 - Care about individuals and their progress, show respect, being supportive and responsive.



AREAS TO BE DICTATED UNDER THIS CODE

RESPONSIBILITY TO SHAREHOLDERS

Employees should conduct their duties in a way to preserve the lawful benefits and interests of the shareholders. The employers should make utmost endeavor to maximize profit and increase payout ratio for the stakeholders.

COMPLIANCE WITH LAWS AND REGULATIONS

All the employees are expected to comply with the laws and regulations governing the sector. It is expected from the employees that they will keep themselves up to date with all relevant circulars from the regulatory bodies i.e. Bangladesh Bank.

MONEY LAUNDERING

Engaging in financial transactions with knowledge that the proceeds are from illegal activity is a crime. In addition, money laundering leads to the erosion of public confidence in the banking system. IIDFC personnel therefore must comply aggressively with the provisions of the Money Laundering Act and particularly the reporting of unusual transactions.

BRIBERY

IIDFC is committed to compliance with the Bribery Act. Employees are prohibited from making, offering or soliciting any payment or other benefit that is in the nature of a bribe, kickback or other illegal payment to any customer or supplier of IIDFC or to any other person in order to obtain their business or to influence their policies or decisions. This prohibition includes any payment to any foreign or domestic government official, employee or agent not required by law. It also includes payments by third parties associated with IIDFC. This code also prohibits the making of any "kickback" or the sharing of fees with those who represent customers or suppliers of the IIDFC.

FINANCIAL, TAX AND OTHER REPORTING

IIDFC is fully committed to complying with all applicable tax laws. IIDFC shall ensure that its reports and communication are true, complete and accurate and shall not be misleading. Employees in IIDFC are prohibited from assisting clients in any activities intended to breach tax obligations and employees are required to comply with all applicable tax laws.

INVESTIGATIONS

The employees at IIDFC are required to cooperate with any duly authorized government or internal investigation. The employees must tell the full, complete truth in such inquiries and are expected to provide the maximum level of cooperation.



CONFLICTS OF INTEREST

As part of employment responsibilities, the employees at IIDFC are expected to act in a way that contributes to the financial success of IIDFC, enhances its reputation and fosters customer relationships. This requires the employees to look after their own private financial interests in such a way that they do not profit improperly from their position with IIDFC. A "conflict of interest" arises when one's personal interest in a transaction comes into conflict with that person's obligation to IIDFC, its customers, and its shareholders. This includes using one's position to advance his or her own personal gain or advantage on the basis of sensitive information gained during his or her employment.

The apparent causes or reasons behind such a conflicting situation may include the followings:

- Dissatisfaction with salary and remunerations;
- Unpleasant working environment;
- Lack of opportunities for promotion, or deprivation from promotion;
- Undue influence and/or pressure from others;
- Greed to or from colleagues and employer;
- Lack of job security.

To avoid creating Conflict of Interest an employee needs to do the following:

- ✓ Performing his/her duties with a view to preserve and protect his/her own benefits at the cost of his/her employer,
- ✓ Getting involved in any kind of financial activities relating to his/her personal gain,
- ✓ Giving any advice, consultancy, direction or suggestion to anybody or to any institution that may cause losses to his/her employer;
- ✓ Any practice/exercise that may benefit him/her at the cost of institution's assets either monetary or non-monetary;
- ✓ Doing anything that may damage the goodwill, image and reputation of the institution;
- ✓ Doing anything that may hamper the secrecy and privacy of any affairs/information of the company;
- ✓ Getting involved or taking part in any business dealing like share holding, profit sharing, partnership of any business company or manufacturing industry or servicing centre for personal benefit;
- ✓ Getting any unusual or illegitimate benefits directly or indirectly for himself/herself and family or family members, and relatives either explicitly, or implicitly by disguising identity;
- ✓ Receiving any charitable contribution from others and/or make any charitable contribution to his/her family members and relatives if those charitable contributions are made by/under his/her power and position;
- ✓ Receiving any gift (in cash or kind) from those who are directly benefited or assisted by his/her office or by his/her power and position.



GIFTS, MEALS, ENTERTAINMENT AND FOREIGN AWARDS

Employees must not accept or offer any personal benefits (including all types of gifts, meals, and entertainment) that are likely to conflict with their duties to or from any customer, supplier, services provider or any member of the IIDFC Group. Employees should actively but sensitively, discourage customers, suppliers or service providers from offering personal benefits in any circumstances. Company policy allows some personal benefits, subject to limitations, approvals, and recording. Gifts of cash or cash equivalents may not be provided or received under any circumstances. Gift items received via postal or courier services must be immediately handed over to the higher authority for disposal. If any gift is offered by a head or representative of a foreign state, the employee concerned should attempt to avoid acceptance of such a gift if he/she can do so without offending that party. If, however, the concerned cannot do so, he/she shall accept the gift and shall report to the authority for orders as to its disposal. No employee of banks and NBFIs shall accept a foreign award, title or honor without the approval of the competent authority.

CUSTOMER NEEDS

The employees should understand and honor the customer needs, as well as serve them indifferently, promptly and honestly. Employees are expected to treat information entrusted to them by the customers and employees as they perform their duties for IIDFC as confidential. This includes information relating to deposit and loan balances, information concerning the management, financial condition and future plans of customers' businesses, employee/salary information and information obtained in the course of fiduciary relationships. The employees must not disclose confidential information to anyone either inside or outside IIDFC except in compliance with IIDFC's information protection policies. The employees' obligation to maintain the confidentiality of the information continues even after they leave IIDFC. The employee should issue notice with reasonable time in case of closure of bank accounts for any legitimate reason, provide customers with requested account statement accurately and promptly, keep the customers updated regarding any suspicious operations in his account, exercise due diligence in the operation of customer accounts and keep customers fully informed with all banking and financial products.

USE OF IIDFC'S IT SYSTEMS

Employees are granted access to IIDFC's various IT systems to perform their job duties. Each employee is expected to protect the access granted to him or her and to keep any associated passwords restricted at all times. Usage will be monitored to ensure compliance with IIDFC's Information Technology policies.

IIDFC RECORDS

IIDFC's books and records and other essential data are to be maintained with accuracy and honesty in strict compliance with applicable laws, accounting principles and management's general authorization. When preparing such records, employees are not to make false or misleading entries in records nor permit the existence of any fund or asset or liability which is



not fully and properly recorded on IIDFC's books. No transactions, agreements, programs, plans, obligations or payments shall be entered into, made or recorded with the understanding that their use is for other than the stated purpose. Employees shall not make any false or misleading statements about such records or conceal information from management or IIDFC's auditors.

RESPECT FOR THE CUSTOMERS

In dealing with customers, IIDFC is dedicated to offering top quality products and services and to supplying only honest information about them. IIDFC will offer products and services on a competitive basis and will not tolerate the use or attempted use of improper incentives to obtain business. With regard to suppliers, the selection of products and services by employees with purchasing duties for IIDFC is based solely on quality, price and service. Employees should never take unfair advantage of anyone through manipulation, concealment, abuse of confidential information, misrepresentation of material facts, or any other unfair-dealing practice. IIDFC will not discriminate any client based on racial and demographic profiling such as age (provided the applicant has the legal capacity to enter into a binding contract), color, disability, familial status, marital status, national origin, race, receipt of public assistance income, religion or gender.

RESPECT FOR THE COMPETITION

IIDFC believes in the free enterprise system and is dedicated to the maintenance of fair competition in an open market. Employees are to avoid any circumstances that will, or would appear to, violate antitrust or competition laws. Employees shall refrain from discussing or entering into any arrangements or understandings with competitors concerning prices, production limits, and allocation of customers, products or territories, boycotting certain customers or suppliers or in any way engaging in other anti-competitive practices. Normal business activities occasionally require contacts with competitors, but on such occasions discussion of any of the above-mentioned subjects must be avoided.

DISCRIMINATION AND HARASSMENT

IIDFC promotes a work environment where diversity is embraced and where differences are valued and respected. IIDFC prohibit discrimination, harassment or intimidation that is unlawful or otherwise violates company policies, whether committed by or against a manager, co-worker, client, supplier, or visitor. Discrimination and harassment, whether based on a person's race, sex, gender, gender identity or expression, color, creed, religion, national origin, nationality, citizenship, age, disability, culture, ancestry, veteran's status, socioeconomic status, or other legally protected personal characteristic, are repugnant and completely inconsistent with IIDFC's tradition of providing a respectful, professional and dignified workplace. Retaliation against individuals for raising claims of discrimination or harassment, or participating in the investigation of a claim, is also prohibited.



FAIR & EQUAL EMPLOYMENT OPPORTUNITY

IIDFC is committed to provide equal opportunity in employment on the basis of individual merit and personal qualifications. IIDFC believes in fostering a professional work environment where all applicants will be given an equal and fair opportunity to work in cohesion.

HEALTH & SAFETY

Health and safety of the employees is of utmost importance to IIDFC. Physical premises are maintained in a way to prevent any security breaches as well as to promote a culture of security and safety awareness. This involves managing health and safety care as any other critical business activity with periodic reporting, appraisals and improvements made.

WORKPLACE ENVIRONMENT

All employees of IIDFC are expected to behave in a civil manner regarding any issues and they are also expected to keep the workplace friendly, congenial, transparent, free from harassment and corruption.

EMPLOYEE GRIEVANCE

A grievance is defined as any type of problem, concern, dispute and complaint related to work and the work environment that cannot be resolved through normal day to day communication. Grievances may arise due to differences in perception, misconduct, unfair treatment, intra-personal problems of individual employees, dissatisfaction with working conditions etc. If employees have a grievance, they should try to resolve this informally first. But, if the complainant feels unable to tackle the complaint informally, and cannot reach a satisfactory conclusion through the informal process, he/she may pursue a formal grievance mitigation application.

UNETHICAL USE OF POSITION

It is expected that an official shall use his/her position and delegated power to do his/her jobs appropriately. Any deviations from this shall be treated as abuse of position and power. An employee is supposed to exercise his/her power attributed to his/her position for the benefit of the institution as well as the country. But it becomes injurious and illegal if the exercise of his/her power relating to his/her position is led towards personal benefit. The endorsement of one's position is also similar to the abuse of position.

POLITICAL AND CHARITABLE CONTRIBUTIONS

Concerned persons are prohibited from making political contributions for the purpose of obtaining or retaining advisory contracts with government entities.

FRAUD, THEFT OR ILLEGAL ACTIVITIES

Employees shall be vigilant about the frauds, theft or illegal activities and shall not engage in such activities at any cost. If any such activity comes into any employee's notice, he/she shall



immediately report the same to his/her immediate superior/s or management to protect the interest of the organization. He/she shall act as a whistle blower thereby.

RESPONSIBILITY TO COMMUNITY/SOCIETY

IIDFC is committed to the welfare of the community/society. The employees are expected to conduct their duties in a way which would not harm the welfare of the society.

COMMITMENT TO THE ENVIRONMENT

IIDFC is committed to address the environmental issues. IIDFC is also committed to the sustainable economic growth of the country. The employees must have firm commitment to choose and do the right things, along with the compliance of legal requirements regarding the environmental issues. Risks inherent to environmental and social events/activities also need to be taken into consideration.

EMPLOYEE COMPLIANCE AND RESPONSIBILITIES

The employees should:

- ❖ Protect all confidential information, whether it relates to the company itself or the co-workers, customers, suppliers or others the company does business with.
- ❖ Protect all company assets including: information; intellectual property; physical, technology and financial assets and business relationships.
- ❖ Comply with Company rules in public communications, including the use of electronic communications and social media.
- ❖ Be accurate and complete in recordkeeping and comply with all internal controls, policies and procedures.
- ❖ An employee shall not use the corporate brand and goodwill of the bank/NBFI for non-official purposes like taking house rent, renewal of car license, buying own flat and other assets.
- ❖ An employee shall be cautious about the intellectual property rights of others.
- ❖ An employee shall not provide any information to third party without prior approval of competent authority.
- ❖ An employee shall not accede to or use customers' information excepting related business purposes.
- ❖ He/she shall protect the confidentiality and security of customer information.
- ❖ Any information of govt. agencies shall not be disclosed without prior approval of competent authority.
- ❖ An employee shall keep all information of the organization, current or old, secret and confidential.
- ❖ An employee shall keep information about the purchase of goods or services confidential and price quoted, methods, business policy etc. of the vendors should not be disclosed.
- ❖ All employees should carefully control their conducts outside the office premises.
- ❖ The employees should adhere to proper etiquette and dress code.
- ❖ Follow all company procedures regarding document maintenance, retention and destruction.



- ❖ Assume information is confidential unless it known otherwise.
- ❖ Refrain from acting on the company's behalf in any transaction or relationship where the employees' families have a significant personal connection or financial interest.
- ❖ Act in a way so that their activities outside IIDFC reflect adversely on IIDFC or suggest a conflict of interest.
- ❖ Handle their personal finances responsibly, ethically and in compliance with the law.
- ❖ Refrain from seeking or provide recommendations of fellow employees, customers or suppliers of IIDFC without authorization.
- ❖ Refrain from using their positions at IIDFC to gain any type of personal benefit or advantage in a business decision or transaction.
- ❖ Know when it's appropriate to give and accept gifts and when it's not and should keep in mind that some gifts are not appropriate under any circumstances.
- ❖ The employees will not participate in the name of other persons in the supplying of materials to bank or selling bank's/NBFI's old assets.
- ❖ The employees will apply own judgment and ethical concerns in using organization's phones, electronic mail or computing systems for personal requirement.
- ❖ The employees will refrain from using company Letter Head for personal correspondence.
- ❖ Be aware of the responsibilities they have to IIDFC even after the end of employment.
- ❖ Treat others with dignity, and respect the diversity of cultures, backgrounds and experiences that make up the workforce.
- ❖ If you know or suspect violations of our harassment or discrimination policies, report it immediately.
- ❖ Be alert to and report any activity that could pose a threat to the physical security of employees or individuals doing business at our Company.
- ❖ Do their part to promote a safe, alcohol-free and drug-free workplace.
- ❖ Feel free to become involved in the political process and exercise their rights as a citizen, but must make sure political activities and contributions comply with the law and company policies.
- ❖ Refrain from involving the company in any political activities or using company resources in connection with political activities.
- ❖ Comply with all applicable environmental laws and regulations.
- ❖ Cooperate as directed with any investigation, inquiry, examination or litigation related to the company's business.
- ❖ Report any breach in "IIDFC Code of Conduct and Ethics" and reach out to the ethics committee for guidance.



ETHICS COMMITTEE AND ETHICAL GUIDANCE

ETHICS COMMITTEE

To perform as the custodian of “IIDFC Code of Conduct and Ethics”, a five member Ethics Committee has been formed as per the directives of Bangladesh Bank. The Ethics Committee will provide guidance regarding any issues related to ethical dilemmas and code of conduct, will be responsible for implementing “IIDFC Code of Conduct and Ethics” and will perform its duties to sort out any complaints regarding the breach of this code.

ETHICAL GUIDANCE

ETHICAL ACTION

For every business decision the employees are going to make while working for IIDFC, they must “ask the right questions.” These questions will allow the employees to know whether the decisions they are making are ethical or not. The questions and answers to look for are the following:

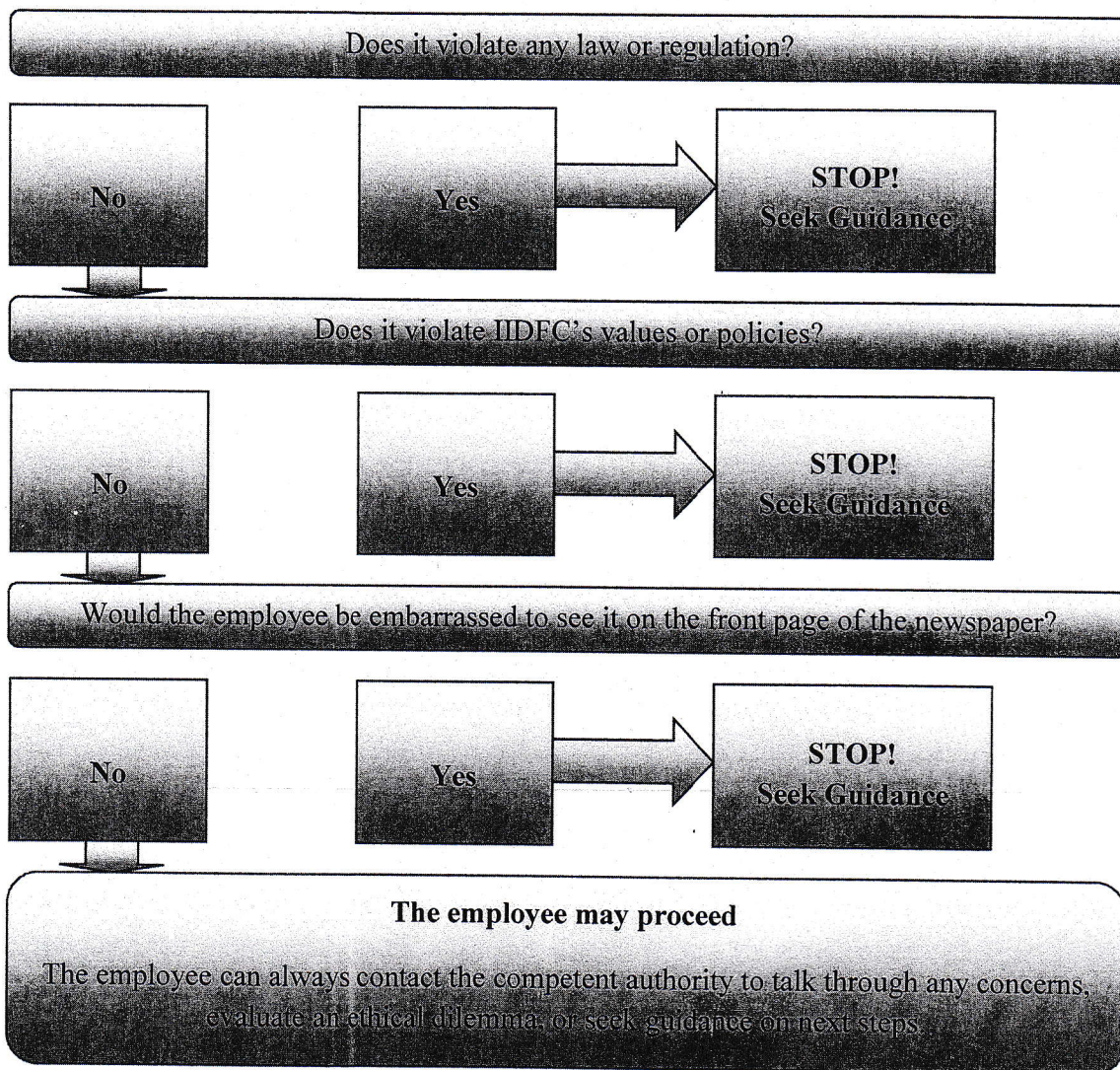
- **Is it legal and compliant?**
 - The employees need to meet both the letter and the spirit of the law.
- **Is it commercially sensible?**
 - The business decision must be commercially sensible and risky projects should be avoided at all costs and major decisions must be taken with the consent of the higher management authority at the company.
- **Does the employee really know the prospective clients?**
 - The concerned employee must have the knowledge about the prospective clients and in case of an unfamiliar prospective client, must conduct investigation to learn about the background of the client.
- **Does it protect and enhance our reputation?**
 - Any business decisions that might harm company reputations must not be taken and decisions which can enhance company reputations should be taken by adhering with all the right practices.
- **Does it serve the interests of our communities?**
 - The employees at IIDFC must see whether the business decision may have detrimental impact on the community. If there is any detrimental effect on the community, the decision must not be made.



WHEN TO SEEK ETHICAL GUIDANCE?

The employees of IIDFC should follow the following guideline before deciding on whether to proceed with any complaint regarding breach in "IIDFC Code of Conduct and Ethics".

When making a decision, an employee should ask himself/herself the following questions:



ZERO TOLERANCE TO VIOLENCE AGAINST WHISTLEBLOWER

IIDFC ensures full protection of any whistleblower against any acts of violence or threats of violence by any employee against any whistleblower. The organization has zero tolerance for violence against any member of the workforce or its property.

DISCIPLINARY PROCEDURES AND ACTIONS

IIDFC ensures fair, transparent, consistent and proportionate process for any disciplinary hearings and actions. Any disciplinary actions undertaken shall take into account the gravity of the

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misconduct, previous records (if any) and any other extenuating or aggravating circumstances which may exist.

ADHERENCE TO THE “IIDFC CODE OF CONDUCT AND ETHICS”

Management at all levels have a special duty to act with integrity, to understand the rules and regulations applying to the activities for which they have responsibility, promote adherence to IIDFC’s compliance culture and take appropriate action if laws or policies are breached. A strong culture of compliance is essential to IIDFC’s reputation, sustainability and success. As such, a culture of compliance must be the cornerstone of IIDFC’s business and drive everything that the company does. All who represent IIDFC have a duty to act in a lawful manner, demonstrate the highest standards of business and personal conduct, to act with honesty and integrity towards customers, suppliers, regulators, the public and each other, and to adhere to “IIDFC Code of Conduct and Ethics”.

AMENDMENTS OR MODIFICATIONS OF THE CODE OF CONDUCT

IIDFC reserves the right and authority to amend or modify the code of conduct entirely or partly as and when deems necessary. Any change or modification will be duly notified to all the concerned people. For any other guidance, the concerned stakeholders should also refer to the “Code of Conduct for Banks & Non-Bank Financial Institutions” issued by Bangladesh Bank through DFIM Circular No: 04 dated December 12, 2017.
