

**Familiarisation Programme for Directors**

**Commissioned by:** Secretarial Department

**Approved by:** Board of Directors

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## Document Version Control

Version	Date	Document by	Reviewed by	Remarks
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## **Preamble**

As per Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Listed Entity shall familiarize the Directors through various programmes about the listed entity, including the following:

- (a) Nature of the industry in which the listed entity operates;
- (b) Business model of the listed entity;
- (c) Roles, rights, responsibilities of independent directors; and
- (d) Any other relevant information.

Regulation 46(2)(i) of Listing Regulations, The Listed Entity shall disclose the details, on the website of the Bank, of familiarization programmes imparted to independent directors including the following details:-

- i) Number of programmes attended by independent directors (during the year and on a cumulative basis till date)
- ii) Number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date) and
- iii) Other relevant details.

## **Purpose and Objectives**

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 and contribute significantly to the Bank.

The Bank has formulated this familiarization programme for the Independent Director with the objective of giving insight into:

1. Nature of Business of the Bank and business environment in which it operates
2. Business model of the Bank
3. Organisational structure
4. Structure of Board and Board Committees
5. Role and responsibilities of the Board Committees and Senior Management
6. Delegation of powers to various authorities by the Board,
7. Regulatory Framework applicable to the Bank
8. Strategic Plan including Vision, Mission and Values of the Bank
9. Cyber-safe environment and awareness about fine nuances of the cyber threats
10. Financial and other controls and systems and
11. Economic features of the market and competitive environment

## **Initial Familiarisation Programme**

An Induction/orientation program for newly inducted director shall constitute the following.

1. An Appointment Letter incorporating the role, duties and responsibilities, shall be issued to the new inductee.
2. The newly inducted director shall be provided with the induction kit containing following documents
  - a. Memorandum and Article of Association of the Bank
  - b. Annual Report of the Bank for Last two years
  - c. A brief note on the profile of Bank and profiles of top executives
  - d. Structure of the Board and Board Committees
  - e. Organisation Structure of the Bank with details of all functional designations including designations at the field level.
  - f. Applicable Policies such as Whistle blower policy and Nomination and Remuneration Policy
  - g. Code of Conduct of Board and Senior Management and
  - h. Broad aspects for evaluation of performance of Board Members

## **Continuous Familiarisation Programme**

At various Board Meetings during the year, presentations are made to the Board on Risk Management, Financial & Business performance, Capital Adequacy, ICAAP, Portfolio Quality with areas of improvement, Working Capital Management, Fund Management, changes in Senior Management, BASEL framework, financial inclusion, matters relating to corporate governance, stress testing etc.

Various committee specific presentations as per their terms of reference are also presented in the Committee meetings such as presentation on the cyber security framework in the IT Strategy Committee Meeting, Risk Management Systems and process in Risk Management Committee meeting, matters relating to Customer Services was reviewed and discussed in the Customer Service Committee meetings etc.

Usually the Board and Committee Meetings are held quarterly, where each business head presents the performance of his business. Apart from this the Board and Committee meets on need basis.

Management presents the latest circulars and notifications released by regulatory & statutory authorities, including all notifications from CSITE on a quarterly basis to the Board for their review and noting. All circulars and notifications directly applicable to the Bank or circulars that require specific noting & review of the Board are presented by them to the Board/Board Committees.

The Bank shall provide need-based training programmes / seminars/ workshops as may be designed to acquaint its directors with emerging developments/challenges facing the banking sector.

The Bank ensures that the directors are exposed to the latest managerial techniques, technological developments in banks, and financial markets, risk management systems etc. so as to discharge their duties to the best of their abilities.

**Annual review of the familiarization programme.**

The Board shall review the policy annually and make necessary changes as required.