

TERMS AND CONDITIONS FOR APPOINTMENT OF INDEPENDENT DIRECTORS

Date:

To,

Dear Sir / Madam

Sub : Appointment as an Independent Director on the Board of Jana Small Finance Bank Limited

We are pleased to inform you that on , the Board of directors of the Bank have approved your appointment as an Additional Director (Independent) of the Bank, in terms of the relevant provisions of the Banking Regulation Act, 1949, the Guidelines issued by RBI Companies Act, 2013 read with Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. Your appointment for the first term is for a period of 5 years commencing from _____, subject to the approval of Shareholders and you are not liable to retire by rotation.
2. As an Independent Director of the Bank, you will be required to devote sufficient time to the affairs of the Bank as may be necessary for its efficient governance. The Bank's Code of Conduct, Code for Prevention of Insider Trading & other relevant policies apply to you also.
3. You shall not be held liable for any acts either in your individual capacity or as a Board member, except in respect of such acts of omission or commission which had occurred with your knowledge or consent or is attributable through Board processes and or where you have not acted diligently.
4. As an Independent Director, you will be required to discharge your duties as per the provisions of Companies Act, 2013, and the Rules made thereunder including the Code of Conduct of Independent Directors as per Schedule IV of the Companies Act, 2013, Banking Regulation Act, 1949, SEBI Regulations (as amended from time to time), the Articles of Association of the Bank and other Statutes as may be applicable to the business of the Bank from time to time.
5. During the tenure as an Independent Director of the Bank, you may be required to serve as a Member on one or more of the Committee(s) of the Board.
6. The Bank will maintain a Directors and Officers (D and O) Insurance Policy to pay for the personal liability of the Directors for claims made against them while serving on the Board of Directors of the Bank.

7. A copy of the Code for Independent Directors formulated as per Schedule IV of the Companies Act, 2013 is enclosed herewith and as an Independent Director you are expected to abide by these provisions.
8. As an Independent Director you will be expected not to :
 - a) Involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or could potentially conflict, with the interest of the Bank. Realise or attempt to realise any undue gain or advantage either to yourself or to your relatives, partners, or associates at the expense of the Bank.
 - b) Assign your office to any other party and any assignment so made shall be void ab initio.
9. Remuneration will be paid to you by way of sitting fees for attending Board and Committee meetings and expenses for participation in the meetings of the Board and other meetings of the Bank will be reimbursed, as decided by the Board, from time to time. Such payments shall be subject to the provisions of Companies Act, 2013 and any amendments /subsequent legislation applicable to such appointments.
10. Your performance as an Independent Director will be evaluated by the Board as per the provisions of the Companies Act, 2013, Rules made thereunder.

For Jana Small Finance Bank Limited

Managing Director & Chief Executive Officer

Encl : As above