

DEPT: SECRETARIAL
REF. No: SEC/PER/1/2023-24

20 November, 2023

Smt. Lakshmi Ramakrishna Srinivas
(DIN: 10365580)
308, Phase-2, Saket Colony,
Road 15, Lane 41, Kapra,
Hyderabad- 500062, Telangana

Madam,

Sub: Appointment as Independent Director

Pursuant to Regulation 17 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and the provisions of Section 149 (4) read with Schedule IV and the provisions of section 161 (1) of the Companies Act, 2013, we have great pleasure in informing you that, the Board of Directors of The South Indian Bank Limited, at the Meeting held on November 20, 2023, have approved your appointment as an **Additional Director (Non-Executive Independent Director) (under Majority Category- Finance, Banking and Human Resource)** on the Board of the Bank on the following terms and conditons:

I. Appointment

- i. You are appointed with effect from November 20, 2023.
- ii. Your appointment shall be subject to the provisions of Regulation 17 of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 and the provisions of Section 149 (4) read with Schedule IV and section 161 (1) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Section 10A and other applicable provisons of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India.

- iii. As per Regulation 17 (1C) of SEBI (LODR) Regulations, 2015, shareholders need to regularize your appointment by way of special resolution within a period of 3 months and you shall hold office for a period of three (3) consecutive years, subject to the approval of Shareholders of the Bank, with effect from 20th November, 2023.
- iv. Being an independent director you may comply with the provisions of sub rule (1) and sub rule (2) to Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014 and may also comply with other regulations, as applicable to an Independent director.

II. Board Committees

- i. As advised by the Board, during the tenure of your office, you may be required to serve on one or more of the Committees of the Board established by the Bank. Upon your appointment to any one or more Committees, you will be provided with the appropriate Committee charter which sets out the functions of that Committee.
- ii. The Board and Committee meeting dates shall be intimated well in advance from time to time.

III. Functions, Responsibilities and Duties of Directors

- i. You shall act in accordance with the Bank's Articles of Association.
- ii. Your role and duties will be those normally required of a Non-Executive Director under Schedule IV of the Companies Act, 2013, SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 and Banking Regulation Act 1949. Copy of the extracts from Schedule IV of the Companies Act, 2013 is enclosed as **Annexure I**.

IV. Remuneration

- i. In terms of remuneration policy of the Bank, you will be paid sitting fees of Rs.80,000/- for attending each Board meetings and Rs. 60,000/- for each meetings of the Committees of the Board or such other terms as may be fixed from time to time.
- ii. By the resolution passed by the shareholders at its 95th Annual General Meeting, you will be eligible for a compensation by way of fixed remuneration up to ₹20,00,000/- (Rupees Twenty Lakh Only) per annum, for each year effective from financial year 2023-24, on a proportionate basis of your office of directorship in the respective financial year, based on profitability at the end of each financial year, as may be approved by the Board of Directors from time to time, in addition to sitting fees payable for attending Board/Committee meetings.

- iii. In addition to the remuneration described in clause iv(i) and (ii), the Bank will, for the period of your appointment, reimburse you for travel, hotel and other incidental expenses incurred by you in the performance of your role and duties.

V. Dealing in Securities and Code of Conduct

- i. Directors are prohibited from dealing in the Bank's securities during the period when the trading window is closed. Directors, being an insider, are entitled to execute trades in pursuance of pre-determined trading plan which has been approved by the Compliance Officer and has been publicly disclosed six months prior to commencement of such trading. Further, directors, being designated officers of the Company for the purpose of insider trading guidelines, are to pre-clear trades as mentioned in the policy from the Compliance Officer. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed and hence he shall not be allowed to trade.
- ii. You are required to comply with the applicable insider trading laws and regulations. You are also required to comply with the Bank's code of conduct and ethics.

It is a pleasure to have you on the Board. I am confident that your association, expertise, professionalism and advices will immensely benefit the Bank and the Board and its Committees.

Warm regards,

Yours sincerely

V J Kurian
Chairman of the Board

Encl: a/a

Schedule IV

[See section 149(8)]

Code for Independent Directors

The Code is a guide to professional conduct for independent Directors. Adherence to these standards by independent Directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent Directors.

I. Guidelines of professional conduct:

An independent director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a bona fide manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (7) refrain from any action that would lead to loss of his independence;
- (8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- (9) assist the company in implementing the best corporate governance practices.

II. Role and functions:

The independent Directors shall:

- (1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (2) bring an objective view in the evaluation of the performance of board and management;
- (3) scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders
- (6) balance the conflicting interest of the stakeholders;
- (7) determine appropriate levels of remuneration of executive Directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive Directors, key managerial personnel and senior management;
- (8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties:

The independent Directors shall—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;

- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

IV. Manner of appointment:

- (1) Appointment process of independent Directors shall be independent of the company management; while selecting independent Directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
- (2) The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.
- (3) The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.
- (4) The appointment of independent Directors shall be formalised through a letter of appointment, which shall set out :

- (a) the term of appointment;
 - (b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
 - (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
 - (d) provision for Directors and Officers (D and O) insurance, if any;
 - (e) the Code of Business Ethics that the company expects its Directors and employees to follow;
 - (f) the list of actions that a director should not do while functioning as such in the company; and
 - (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.
- (5) The terms and conditions of appointment of independent Directors shall be open for inspection at the registered office of the company by any member during normal business hours.
- (6) The terms and conditions of appointment of independent Directors shall also be posted on the company's website.

V. Re-appointment:

The re-appointment of independent director shall be on the basis of report of performance evaluation.

VI. Resignation or removal:

- (1) The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.
- (2) An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within three months from the date of such resignation or removal, as the case may be.
- (3) Where the company fulfils the requirement of independent Directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

VII. Separate meetings:

- (1) The independent Directors of the company shall hold at least one meeting in a financial year, without the attendance of non-independent Directors and members of management;
- (2) All the independent Directors of the company shall strive to be present at such meeting;
- (3) The meeting shall:
 - (a) review the performance of non-independent Directors and the Board as a whole;
 - (b) review the performance of the Chairperson of the company, taking into account the views of executive Directors and non-executive Directors;
 - (c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

VIII. Evaluation mechanism:

- (1) The performance evaluation of independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.
- (2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

Note: The provisions of sub-paragraph (2) and (7) of paragraph II, paragraph IV, paragraph V, clauses (a) and (b) of sub-paragraph (3) of paragraph VII and paragraph VIII shall not apply in the case of a Government company as defined under clause (45) of section 2 of the Companies Act, 2013 (18 of 2013), if the requirements in respect of matters specified in these paragraphs are specified by the concerned Ministries or Departments of the Central Government or as the case may be, the State Government and such requirements are complied with by the Government companies.

Functions, Roles and Responsibilities of Board of Directors

A Director is part of a collective body of Directors called the Board, which is responsible for the superintendence, control and direction of the affairs of the company. The Board of Directors has the ultimate responsibility for the overall management of the Bank. The Board guides the Bank to achieve its objectives in a prudent and efficient manner. The Board shall be primarily responsible for Ensuring that all financial transactions are legal and that all disclosures are made as per regulations.

The Non-Executive/Independent Directors shall execute the 'Deed of Covenant' as per the Report of the Consultative Group of Directors on Banks and Financial Institutions (Dr. 9 Ganguly Group) and also as per the recommendations of RBI and as per the guidelines of Reserve Bank of India for shareholder directors. All the Directors and Senior Management of the Bank shall affirm the Code of Conduct annually as adopted by the Board of Directors of the Bank in compliance with the Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and should adhere to the 'provisions of Code of Conduct to ensure compliance with good Corporate Governance practices. The Annual Report shall contain a declaration to this effect signed by the Managing Director & CEO.

The main functions/responsibilities of the Banks Board as a whole includes the following and is in line with the requirements of Reserve Bank of India, Companies Act, 2013 and Listing Regulations, as amended from time to time:

1. To act in accordance with the articles of the company;
2. Maintain high ethical standards and act in good faith in order to promote the objects of the company for the benefit of its stakeholders as a whole;
3. Ensure that the Governance principles set for the bank comply with all relevant laws, regulations and other applicable codes of conduct;
4. Set the business policies in consultation with the Management of the Bank;
5. Provide strategic guidance for implementation of business policy and structure a management information system for review and course correction;
6. To appoint and replace the Chairman, the Managing Director & Chief Executive Officer and Executive Vice Presidents, determine their compensation, counsel and guide them on important issues, oversee and review their performance, and plan their succession;
7. Ensuring proper implementation of the guidelines of the business & other policies and take action as under:-

- a) establish appropriate systems to regulate the risk appetite and risk profile of the Bank. It will also enable identification and measurement of significant risks to which the Bank is exposed in order to develop an effective risk management system;
 - b) ensure that all supervisory/regulatory directions are submitted and the supervisor's recommendations are utilized in the assessment of the performance of the senior management in implementation of Board philosophy;
 - c) ensure that the IT systems in the Bank are appropriate and have built-in checks and balances to produce data with integrity;
 - d) formulate, adopt and review of the various policies prescribed by various Statutory Authorities from time to time.
 - e) set Standards of Business Conduct and Ethical Behavior for members and Senior Management.
 - f) ensure that the Bank has in place a robust compliance system for all applicable laws and regulations;
 - g) prescribe the forms and frequency of reporting to the Board in respect of each of the above areas of responsibility.
8. Set up sound system of internal controls and audit including Financial, operational and Compliance controls and annual review of such system for their effectiveness;
 9. Monitor the financial performance of the Bank and must ensure that the financial results are prepared in accordance with the generally accepted accounting principles and regulations issued by the RBI and are reported to shareholders and regulators on a timely and regular basis;
 10. Ensure that all material developments of the Bank are disclosed to the public on a timely basis in accordance with the Standard Listing Regulations requirement;
 11. Delegate the responsibilities to mandated/ other recommended Empowered Committees of Directors in discharging of the above governance functions, while retaining its primary accountability.
 12. Members of Board of Directors and key managerial personnel shall disclose to the board of directors whether they, directly, indirectly, or on behalf of third parties, have a material interest in any transaction or matter directly affecting the Bank.

13. In order to fulfil their responsibilities, members of the Board of Directors shall have access to accurate, relevant and timely information.
14. To exercise due and reasonable care, skill and diligence and Independent judgment;
15. To ensure a transparent nomination process to the board of directors with the diversity of thought, experience, knowledge, perspective and gender in the board of directors;
16. To monitor and manage potential conflicts of interest of management, members of the board of directors and shareholders, including misuse of corporate assets and abuse in related party transactions;
17. To avoid undue gain or advantage either to himself or relatives, partners or associates; and
18. Execute such other duties as defined under the Articles of Association of the Bank, Government of India, Banking Regulations, RBI Guidelines, the Companies Act, 2013, *SEBI (Listing Obligations and Disclosure Requirements) Regulations*, and other rules and regulations applicable to the Bank

Duties of Directors

1. shall act in good faith and as per the provisions contained in the Articles of Association of the Bank, to promote the objects of the Bank for the benefit of its members as a whole, and in the best interests of the bank, its employees, the shareholders, the community and for the protection of environment.
2. shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
3. shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Bank.
4. shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
5. shall not assign his office and any assignment so made shall be void.

TERMS OF REFERENCE OF BOARD

Constitution	<ul style="list-style-type: none"> The Chairman of the Board shall be an Independent Director. However, the present Chairman (NED) of the Board is allowed to complete the current term as Chair as already approved by the RBI.
Quorum	<ul style="list-style-type: none"> The Board shall meet with a quorum of 5 members. At least half of the members attending the meeting of the Board shall be independent directors.
Periodicity	Quarterly (a minimum of four board meetings in a year) Not more than 120 days shall elapse between 2 meetings and
New Directors - Induction programme	<p>As per Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") every listed entity to familiarise its Independent Directors about the Bank through various programmes on the below matters:</p> <ul style="list-style-type: none"> ➔ Nature of the industry in which the Bank operates ➔ Business model of the Bank ➔ Roles, rights, responsibilities of independent directors; and ➔ Any other relevant information <p>Pursuant to Regulation 46 of the Listing Regulations, the Bank is also required to disseminate on its website the details of Familiarisation Programmes imparted to Independent Directors and the web link thereto shall also be given in the Annual Report.</p> <p>Orientation Programme for new Directors:</p> <p>Upon induction of a new Director on the Board of the Bank, induction programme will be conducted by the Bank on various aspects including Bank's profile, business overview, Vision and Mission Statements, Organisational Structure, finance and accounts, human resource, internal audit, compliance etc. in order to familiarise them with the environment of the Bank.</p> <p>A formal Letter of Appointment explaining the role, function, duties and responsibilities expected of him / her as a Director, Remuneration and Performance Evaluation Process, Insurance Cover, Code of Conduct for Directors and Senior Management is issued to the newly appointed Director. Further, a welcome kit containing Memorandum and Articles of Association, Annual Reports, Code of Conduct for Board Members and Senior Management Personnel, Deed of Covenant, Code of Conduct for Prevention of Insider Trading, Terms of references of various committees of Board of Directors etc. is provided to every newly inducted Directors.</p> <p>At present, majority of the Directors of the Bank have been associated with the Bank for more than 3 years.</p> <p>All the directors have special knowledge and experience in various areas as required in terms of various provisions of Banking Regulation Act, 1949.</p> <p>In compliance with provisions of schedule IV & Section 149 of Companies Act, 2013 and rules made there, an appointment letter to be issued to all the Independent Directors, on induction, detailing the terms of appointment as stipulated.</p>

Other Training Programmes to Directors:	<p>Directors are encouraged to attend external Training Programmes conducted by reputed Institutions to expertise in specific areas. External domain experts are invited to provide trainings on different topics, viz., Corporate Governance, Risk Management, IT and Cyber Security, CSR, Changes in the Regulatory environment as applicable to the Bank, etc.</p> <p>In co-ordination with external institutes, Bank also facilitates specialised training to all the directors on a periodical basis. Strategic meetings of the Board of Directors of the Bank are convened to update on performance review, future strategy, risk management etc. in which all senior management personnel, Department and Divisional Heads share their presentations and updation.</p>
Dos and Don'ts	<p>(a) Dos</p> <ul style="list-style-type: none"> ➤ Attend Board meetings regularly and participate in the deliberations and discussions effectively. ➤ Study the Board papers thoroughly and enquire about follow-up reports on definite time schedule. ➤ Involve actively in the matter of formulation of general policies ➤ Be familiar with the broad objectives of the Bank and the policies laid down by the Government and the various laws and legislations. ➤ Ensure confidentiality of the Bank's agenda papers, notes and Minutes. ➤ help to create and maintain a culture of high ethical standards and commitment to compliance. ➤ To intimate the Board, any changes in interest and details furnished in the Fit & Proper Declaration submitted by the director immediately. ➤ To comply with all RBI guidelines issued vide RBI/2019-20/204 DoR.Appt.No.58/29.67.001/2019-20 dt. March 31, 2020, DBOD.No.BC.No.95/29.39.001/2010-11 dated May 23, 2011, other applicable RBI Guidelines, Companies Act, 2013, Companies Rules, SEBI Regulations etc. <p>(b) Don'ts</p> <ul style="list-style-type: none"> ➤ Do not interfere in the day to day functioning of the bank (Except The Senior Management) ➤ Do not reveal any information relating to any constituent of the Bank to anyone. ➤ Do not display the logo / distinctive design of the Bank on their personal visiting cards / letter heads. ➤ Do not sponsor any proposal relating to loans, investments, buildings or sites for Bank's premises, enlistment or empanelment of contractors, architects, auditors, doctors, lawyers and other professionals etc. ➤ Do not use the Bank's property or position for personal gain. ➤ Do not do anything, which will interfere with and / or be subversive of maintenance of discipline, good conduct and integrity of the staff.
Consideration of Agenda, Circular Resolution and circulation of Minutes	<p>All the Agenda to the Board / Committee meetings are to be circulated well in advance in compliance with Companies Act, 2013 and Secretarial Standards, except for agenda which are in urgent nature. The agenda which are circulated on a shorter period will be considered in compliance with the provisions of Secretarial Standard -1 (SS-1),</p>

	<p>with the consent of all the Board/ Committee members to consider the agenda on a shorter notice, considering the urgency of the same. The same to be separately recorded in the minutes of meeting.</p> <p>In case of urgency where an immediate Board or committee is not scheduled, as permitted by Companies Act and secretarial Standards, without waiting for a formal meeting of the Board/ Committee, an agenda with draft resolution will be circulated among Board / Committee members for passing it by circulation as provided under Section 175 of the Companies Act, 2013.</p> <p>Unless otherwise specified in the Minutes of Meeting all the resolutions are presumed to be passed unanimously. If any agenda is descended by any of the director(s), the same to be recorded separately in the minutes of meeting, even if the resolution is passed with requisite majority.</p> <p>All the Directors to communicate approval/comments on proposed agenda within a period of 2 days or other date as specified in the Circular Resolution.</p> <p>All the Directors to communicate any Modification/suggestions in draft minutes of Board/ Board Committees circulated within two days.</p>
Functions, Roles and Responsibilities of Board of Directors	All the Functions, Roles and Responsibilities of Board of Directors are detailed in <i>Bank's Code of Conduct for Board Members and Senior Management Personnel</i> and the same has to be acknowledged by all the Directors.
Other Remarks	<ul style="list-style-type: none"> • The Chairman of the Board Shall Chair the Annual General Meeting of the Bank. • All the Board meetings and AGM are conducted by the Bank in compliance with Secretarial Standards, Companies Act, 2013 and the Rules made thereunder, SEBI Guidelines, RBI Guidelines. • Executive Vice President (s) shall be a Permanent Invitee to the Board meeting. • Other members of Senior Management shall be invited based on the agenda of the meeting.

The list of agenda items to be placed to the Board.

The Board is regularly presented with all information under the following heads whenever applicable and materially significant. These are submitted either as a part of the agenda papers well in advance of the Board/Committee meetings or are tabled in course of the Board/Committee meetings. Video conferencing facility is provided to facilitate Directors to participate in the meetings. The members of the Board exercise due diligence in performance of their functions as Directors of the Bank and follow highest degree of business ethics, transparent practices and code of good governance amidst cordial environment.

The approval required/information provided to the Board shall include but not be limited to the following:

Sl. No.	Name of Agenda item
1	Approval of Bank's strategic and business plans and forecasts; periodical review of achievement of business targets, implementation of strategic initiatives and plans.
2	Approval of Annual operating plans and budgets including capital budgets and updates.
3	Detailed scrutiny and approval of quarterly and annual financial results
4	Status of NPA management and reported NPA and provisioning integrity
5	Preparation, modification, deviation and review of Policies of the Bank including policies concerning credit, operational, market and liquidity risks
6	Assessing the independence of the risk management function in the Bank. Consider the effectiveness of overall risk management framework in meeting sound corporate risk governance principles and identifying, managing and monitoring the key risks of the Bank.
7	Periodical assessment of Capital Adequacy.
8	Appointment or Removal of Board of Directors, Key Managerial Personnel, other senior managerial personnel one level below Board of Directors and Chief Information Officer, Chief Security Officer, Chief Risk Officer, Chief Compliance Officer.
9	Approval of remuneration, perks and perquisites for Directors including Managing Director, Chairman and other Directors, employees, incentive schemes for employees, promotion policies for employees, training and skill development of employees.
10	Review of priority sector lending; support to microfinance institutions, deposit mobilization from weaker sections; Financial Inclusion initiatives of the Bank etc.
11	Review of observations from the Risk Based Supervision by RBI and from the Long Form Audit Report.
12	Review of action taken report on Board Directions.
13	Sale of investments, assets, Purchase and Sale of subsidiaries which are material nature and not in the normal course of business and other key decisions pertaining to the Subsidiaries.
14	Constitution/re-constitution of Board Committees and review of minutes of meetings of audit committee and other committees of the board including Board minutes of Subsidiary Company.
15	Information and updates as appropriate on Bank's products; development of new products and review of status of customer complaints/grievances.
16	Recruitment/Manpower assessment/succession planning aligning with business strategy of the Bank.
17	According sanction for related party transactions which are not in the ordinary course of business or which are not on arm's length basis.
18	Recommendation of Dividend
19	Issue of Securities/Bonds/Debentures.
20	Review corporate and management controls and systems including procedures;
21	Items arising out of separate meeting of the Independent Directors if so decided by the Independent Directors.
22	Review/Approval of new tie up with exchange houses/ MTSS arrangements/

	Correspondent banks.
23	Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
24	Any material default in financial obligations to by the Bank and non-compliance of any regulatory, statutory or listing requirements.
25	Review of Employee grievance redressal systems/disciplinary proceedings against Officers/employees.
26	Staff accountability review in NPA accounts with GNPA of Rs.25.00 crores and above (Quarterly).
27	Review of report on annual compliance risk assessment.
28	Review on quarterly certificate on compliance for RBI directions.
29	Show cause, demand, prosecution notices and penalty notices which are materially important. Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the Bank or taken an adverse view regarding another enterprise that can have negative implications on the Bank.
30	All agenda items required to be placed to the Board in compliance with Policies of the Bank and as directed by the Board from time to time.
31	Any other agenda items which are not specifically delegated by the Board to any other Committees/sub-Committees.
32	Review of all reports as per the Calendar of Reviews stipulated by the RBI from time to time.
33	Delegation/modification of authority/power entrusted to the Board and change in Organisational structure of the Bank.
34	All relevant information for taking informed decisions in respect of matters brought before the Board.
35	Any other items/information, including the operations/other statements pertaining to the subsidiary Company, as may be prescribed under SEBI (LODR) Regulations, 2015, the Companies Act, 2013 and by Reserve Bank of India.
36	Review the implementation of Environmental, Social and Governance (ESG) Framework of the Bank.

TERMS OF REFERENCE OF COMMITTEE OF INDEPENDENT DIRECTORS OF BOARD

Constitution	<ul style="list-style-type: none"> All Independent Directors. Any Independent Director selected by the Committee of Independent Directors
Quorum	<ul style="list-style-type: none"> 2 members or 1/3rd of the Committee members whichever is greater.
Periodicity	Once in every Financial year
Other Remarks	Nil

The terms of reference of the committee inter-alia, include the following:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the performance of non-independent directors and the Board as a whole to be evaluated by a

Committee comprising of all the Independent Directors of the Bank as on the date of the meeting of the said committee.

Sl. No.	Name of Agenda item
1	To review the performance of non-independent directors and the Board as a whole
2	To review the performance of the Chairman of the Bank taking into account the views of executive directors and non-executive directors
3	To assess the quality, quantity and timeliness of flow of information between the Bank management and the Board that is necessary for the Board to effectively and reasonably perform their duties
4	To perform such other roles as may be prescribed by the Companies Act, 2013, SEBI (LODR) Regulations, 2015, Banking Regulation Act, 1949 and the Circulars/Regulations issued by the Regulatory Authorities from time to time
5	To give reasoned recommendation of any preferential issue after considering all the aspects relating to the preferential issue including pricing, which may result in a change in control of the Bank, and the voting pattern of the said committee's meeting shall be disclosed in the notice calling the general meeting of shareholders. The said meeting of the independent directors for giving reasoned recommendation of the preferential issue shall be attended by all the independent directors on the board