# FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

**TABLE OF CONTENTS**

## PREAMBLE

As per Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Listed Entity shall familiarize the independent 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 OBJECTIVE

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 Independent 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 Independent 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 Policy
    g. Code of Conduct of Board and Senior Management
    h. Broad aspects for evaluation of performance of Board Members and
    i. A note on the Bank's vision, core values, ethics, history and milestones, various business function in the Bank, business plan for the year, Regulatory Framework applicable to the Bank, Cyber-safe environment and awareness about fine nuances of the cyber threats, Delegation of powers to various authorities by the Board, Financial and other controls and systems and Economic features of the market and competitive environment.

## CONTINUOUS FAMILIARISATION PROGRAMME

At various Board Meetings held during the year, presentations were 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 committees meeting 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 is reviewed and discussed in the Customer Service Committee meetings etc.

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

Note : Details of the familiarisation programmes conducted is provided as annexure.

## REVIEW

The Board of the Bank shall review the familiarisation programme on annual basis and may make revisions or changes in the existing programme at any time during the year, if required.

## STATUTORY/ REGULATORY DISCLOSURES

In compliance with Regulation 46(2) and Schedule V of Listing Regulations, the details of familiarisation programmes have to be disclosed on the website of the Bank and link thereof shall be disclosed in the section of Corporate Governance Report of the Annual Report of the Bank.

## Annexure

## Details of the familiarisation programmes conducted

| Date of Programme | Topic | Conducted by | Hours |
|---|---|---|---|
| August 20 – 21, 2020 | Certification Programme for IT & Cyber Security for Board Members | Institute for Development & Research in Banking Technology. | 14 hours |
| March 03 – 04, 2023 | Certification Programme for IT & Cyber Security for Board Members | Institute for Development & Research in Banking Technology. | 15 hours |
| August 31, 2024 – September 02, 2024 | Field Exposure Visit and Strategy Meeting | Secretarial Department | 24 hours |
| October 29, 2024 | Compliance - Critical Role in Corporate Governance & Expectations from Top Management. | Compliance Department and Learning & Development Division. | 2 hours |
| November 20, 2024 | Artificial Intelligence in Banking - Issues, Challenges and Recent Developments. | Compliance Department and Learning & Development Division. | 2 hours |
| March 03 – 04, 2025 | Certification Programme for IT & Cyber Security for Board Members | Institute for Development & Research in Banking Technology. | 14 hours |

| | | | |
|---|---|---|---|
| March 24 – 25, 2025 | Certification Programme for IT & Cyber Security for Board Members | Institute for Development & Research in Banking Technology. | 15 hours |
| August 30, 2025 | Customer Service in Banks- RBI expectations and Expectation from Customers. | Compliance Department and Learning & Development Division. | 1 hour |
| December 17, 2025 | Credit Risk Management – Building Blocks & BCBS Principles for Credit Risk Management, 2025. | Compliance Department and Learning & Development Division. | 1 hour |
| January 16–17, 2026 | Induction Programme for Newly Appointed Directors. | Secretarial Department and Learning & Development Division. | 16 hours |
| January 30, 2026 | ESG and Climate Risk – Orientation Programme. | Care Edge. | 2 hours |
| July 31, 2026 | DPDP Awareness Session for Board of Directors | Ernst & Young | 1 hour |
| September 24, 2026 | Induction Programme for Newly Appointed Directors. | Secretarial Department and Learning & Development Division. | 2.5 hours |
| **Number of programs attended by Independent Directors (during the financial year and on a cumulative basis till date)** | | | **13** |
| **Number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date)** | | | **109.5 hours** |

**Details of the familiarisation programmes attended**

| Name of independent Directors | Number of Programmes attended | | | | | | | | Number of hours spent in the programmes attended | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | FY 20-21 | FY 21-22 | FY 22-23 | FY 23-24 | FY 24-25 | FY 25-26 | FY 26-27 | Cumulative | FY 20-21 | FY 21-22 | FY 22-23 | FY 23-24 | FY 24-25 | FY 25-26 | FY 26-27 | Cumulative |
| P.R Ravimohan | 1 | - | - | - | 1 | - | - | 2 | 14 | - | - | - | 24 | - | - | 38 |
| Dr. Joseph Vadakkekara Antony | 1 | - | - | - | 1 | - | - | 2 | 14 | - | - | - | 24 | - | - | 38 |
| Thomas Jacob Kalappila | 1 | - | - | - | - | - | - | 1 | 14 | - | - | - | - | - | - | 14 |
| Vinod Vijayalekshmi Vasudevan | - | - | - | - | 1 | - | 1 | 2 | - | - | - | - | 38 | - | 1 | 39 |
| Ravi Venkatraman | - | - | 1 | - | - | - | - | 1 | - | - | 15 | - | - | - | - | 15 |
| Kolasseril Chandramohanan Ranjani | - | - | - | - | 1 | - | 1 | 1 | - | - | - | - | 57 | - | 1 | 58 |
| Biju Varkkey | - | - | - | - | 1 | - | 1 | 1 | - | - | - | - | 43 | - | 1 | 44 |
| Karthikeyan Manickam | - | - | - | - | - | 1 | 1 | 1 | - | - | - | - | - | 18 | 1 | 19 |
| Ajay Sharma | - | - | - | - | - | 1 | 1 | 1 | - | - | - | - | - | 18 | 1 | 19 |
| Ashok Tukaram Dhamankar | - | - | - | - | - | - | 1 | 1 | - | - | - | - | - | - | 2.5 | 2.5 |

Dr Joseph Vadakkekara Antony retired from the Board w.e.f November 17, 2025
P R Ravimohan retired from the Board w.e.f December 20, 2025
Ravi Venkatraman retired from the Board w.e.f December 12, 2025
Karthikeyan Manickam appointed to the Board w.e.f December 21, 2025
Ajay Sharma appointed to the Board w.e.f December 12, 2025
Thomas Jacob retired from the Board w.e.f March 09, 2026
Ashok Tukaram Dhamankar appointed to the Board w.e.f September 01, 2026