

# INDUSIND BANK LIMITED

## FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

### I. Regulatory Landscape:

Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) requires every listed entity to familiarise its Independent Directors through various programmes, including:

- Nature of the industry in which the listed entity operates;
- Business model of the listed entity;
- Roles, Rights, Responsibilities of Independent Directors; and
- Any other relevant information.

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.

### II. Objective:

The Programme aims to provide to the Independent Directors an insight into the Bank’s functioning, to familiarise them with roles and responsibilities, to provide Industry overview so as to help them contribute significantly during the deliberations in the Board / Committee meetings, and facilitate active participation in managing the Bank.

### III. Orientation Programme upon induction of new Directors:

- Upon induction of a new Director on the Board of the Bank, a familiarisation kit is forwarded containing a brief note on the Bank’s profile, Vision and Mission Statements, Organisational Structure, Committees of the Board and their Charters, profiles of the Directors and Top Executives, etc. in order to familiarise them with the environment of the Bank.
- 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 forwarded for acceptance of the Independent Directors.
- The Director is provided with a copy of the Annual Report, Bank’s Business Brochure, Code of Conduct for Prevention of Insider Trading, Shareholding Pattern, etc.

### IV. Other initiatives to update Directors on a continuing basis:

- The Bank shall, through its Executive Directors / Core Executive Team (CET), Top Executives conduct Programmes / Presentations at quarterly / half-yearly / annual intervals, familiarise the Independent Directors with the strategy, operations and functioning of the Bank.
- External domain experts are invited to provide trainings on different topics, viz., Corporate Governance, Risk Management, CSR, Changes in the Regulatory environment as applicable to the Bank, etc.

- Directors are encouraged to attend external Training Programmes conducted by reputed Institutions.
- Directors are encouraged to visit Bank's website for Financial Results, Annual Reports, Shareholding Pattern, Transcripts of Analysts' Meets, Press Releases, etc.
- Brief insights on Economic Overview, Market indicators, New Developments, Funds Management, etc.
- Bank's Business Plan for a particular planning cycle and the Budget – Presentation and discussion among the Board members and the Leadership teams.

#### **V. Feedback on Effectiveness / Participation of Board Members in Meetings**

By the Board members, collectively.

**INDUSIND BANK LIMITED**  
**Details of Familiarisation Programmes imparted to the Independent Directors**  
**During the Financial Year 2016-17**

Sr. No.	Name of the Director	Training Programme /	Details of Training / Programme	Venue of the Programme	Date of Programme	Number of Programmes attended		Number of hours spent in Programmes	
						FY 2016-17	Cumulative up to March 31, 2017	FY 2016-17	Cumulative up to March 31, 2017 (In hours)
1	Mrs. Kanchan Chitale	-Performance Evaluation exercise	- Presentation on the evaluation process of the Board as a whole, its Committees, and individual directors.	-Onsite	May 12, 2016	1	4	30 minutes	25.30
		-Programme for Executive and Non-Executive Directors	- Four-days Residential Workshop on 'Board Governance and Effectiveness'.	-ISB, Hyderabad	September 17 - 20, 2016	1		24 hours	
		-Cyber Security Awareness Session for Board of Directors'	- Awareness Programme on integrated and automated system to detect breaches / attempts at breaching of the Bank's Cyber space, incorporating security features for its people, processes and technology.	Mr. Anil Bhasin, MD – India and SAARC, Palo Alto Networks (Onsite)	November 16, 2016	1		30 minutes	
		- Financial Reporting using	- Presentation on the Implementation of Ind AS	KPMG (Onsite)	November 16, 2016	1		30 minutes	

		Indian Accounting Standards (Ind AS)	pursuant to RBI circular dated February 11, 2016.						
2	Mr. Vijay Vaid	-Performance Evaluation exercise	- Presentation on the evaluation process of the Board as a whole, its Committees, and individual directors	-Onsite	May 12, 2016	1	3	30 minutes	1.30
		-Cyber Security Awareness session for Board of Directors'	- Awareness Programme on integrated and automated system to detect breaches / attempts at breaching of the Bank's Cyber space, incorporating security features for its people, processes and technology.	Mr. Anil Bhasin, MD – India and SAARC, Palo Alto Networks (Onsite)	November 16, 2016	1		30 minutes	
		- Financial Reporting using Indian Accounting Standards (Ind AS)	- Presentation on the Implementation of Ind AS pursuant to RBI circular dated February 11, 2016	KPMG (Onsite)	November 16, 2016	1		30 minutes	
3	Mr. T. Anantha Narayanan	-Performance Evaluation exercise	- Presentation on the evaluation process of the Board as a whole, its Committees, and individual directors	-Onsite	May 12, 2016	1	3	30 minutes	1.30
		-Cyber Security Awareness session for Board of Directors'	- Awareness Programme on integrated and automated system to detect breaches / attempts at breaching of	Mr. Anil Bhasin, MD – India and SAARC,	November 16, 2016	1		30 minutes	

		- Financial Reporting using Indian Accounting Standards (Ind AS)	<p>the Bank's Cyber space, incorporating security features for its people, processes and technology.</p> <p>- Presentation on the Implementation of Ind AS pursuant to RBI circular dated February 11, 2016</p>	<p>Palo Alto Networks (Onsite)</p> <p>KPMG (Onsite)</p>	November 16, 2016	1		30 minutes	
4	Mr. Ranbir Butola	<p>- Performance Evaluation exercise</p> <p>- Cyber Security Awareness session for Board of Directors'</p> <p>- Financial Reporting using Indian Accounting</p>	<p>- Presentation on the evaluation process of the Board as a whole, its Committees, and individual directors</p> <p>- Awareness Programme on integrated and automated system to detect breaches / attempts at breaching the Bank's Cyber space, incorporating security features for its people, processes and technology.</p> <p>- Presentation on the Implementation of Ind AS pursuant to RBI circular dated February 11, 2016</p>	<p>- Onsite</p> <p>Mr. Anil Bhasin, MD – India and SAARC, Palo Alto Networks (Onsite)</p> <p>KPMG (Onsite)</p>	<p>May 12, 2016</p> <p>November 16, 2016</p> <p>November 16, 2016</p>	<p>1</p> <p>1</p> <p>1</p>	3	<p>30 minutes</p> <p>30 minutes</p> <p>30 minutes</p>	1.30

		Standards (Ind AS)							
5	Mr. Yashodhan Kale	<p>-Performance Evaluation exercise</p> <p>-Cyber Security Awareness session for Board of Directors'</p> <p>- Financial Reporting using Indian Accounting Standards (Ind AS)</p>	<p>- Presentation on the evaluation process of the Board as a whole, its Committees, and individual directors</p> <p>- Awareness Programme on integrated and automated system to detect breaches / attempts at breaching of the Bank's Cyber space, incorporating security features for its people, processes and technology.</p> <p>- Presentation on the Implementation of Ind AS pursuant to RBI circular dated February 11, 2016</p>	<p>-Onsite</p> <p>Mr. Anil Bhasin, MD – India and SAARC, Palo Alto Networks (Onsite)</p> <p>KPMG (Onsite)</p>	<p>May 12, 2016</p> <p>November 16, 2016</p> <p>November 16, 2016</p>	<p>1</p> <p>1</p> <p>1</p>	<p>3</p>	<p>30 minutes</p> <p>30 minutes</p> <p>30 minutes</p>	<p>1.30</p>
6	Mr. Shanker Annaswamy	<p>-Performance Evaluation exercise</p> <p>-Cyber Security Awareness session for Board of Directors'</p>	<p>- Presentation on the evaluation process of the Board as a whole, its Committees, and individual directors</p> <p>- Awareness Programme on integrated and automated system to detect breaches / attempts at breaching of the Bank's Cyber space, incorporating security</p>	<p>-Onsite</p> <p>Mr. Anil Bhasin, MD – India and SAARC, Palo Alto</p>	<p>May 12, 2016</p> <p>November 16, 2016</p>	<p>1</p> <p>1</p>	<p>4</p>	<p>30 minutes</p> <p>30 minutes</p>	<p>6.30</p>

		<ul style="list-style-type: none"> <li>- Financial Reporting using Indian Accounting Standards (Ind AS)</li> <li>- Induction Programmes for Independent Directors</li> </ul>	<p>features for its people, processes and technology.</p> <ul style="list-style-type: none"> <li>- Presentation on the Implementation of Ind AS pursuant to RBI circular dated February 11, 2016</li> <li>- Induction Programme for newly inducted Directors to provide overview about: <ul style="list-style-type: none"> <li>a) Bank's Business model</li> <li>b) Organisation Structure</li> <li>c) Roles and Responsibilities of Independent Directors</li> <li>d) Industry Overview</li> </ul> </li> </ul>	<p>Networks (Onsite)</p> <p>KPMG (Onsite)</p> <p>Internal / In-house Training</p>	<p>November 16, 2016</p> <p>January 16 &amp; 17, 2017s</p>	<p>1</p> <p>1</p>		<p>30 minutes</p> <p>5 Hours</p>	
7	Dr. T. T. Ram Mohan	<ul style="list-style-type: none"> <li>-Performance Evaluation exercise</li> <li>-Cyber Security Awareness session for Board of Directors'</li> </ul>	<ul style="list-style-type: none"> <li>- Presentation on the evaluation process of the Board as a whole, its Committees, and individual directors</li> <li>- Awareness Programme on integrated and automated system to detect breaches / attempts at breaching of the Bank's Cyber space, incorporating security</li> </ul>	<p>-Onsite</p> <p>Mr. Anil Bhasin, MD – India and SAARC, Palo Alto</p>	<p>May 12, 2016</p> <p>November 16, 2016</p>	<p>1</p> <p>1</p>	<p>4</p>	<p>30 minutes</p> <p>30 minutes</p>	<p>2.00</p>

		<ul style="list-style-type: none"> <li>- Financial Reporting using Indian Accounting Standards (Ind AS)</li> <li>- Induction Programmes for Independent Directors</li> </ul>	<p>features for its people, processes and technology.</p> <ul style="list-style-type: none"> <li>- Presentation on the Implementation of Ind AS pursuant to RBI Circular dated February 11, 2016</li> <li>- Induction Programme for newly inducted Directors to provide overview about: <ul style="list-style-type: none"> <li>e) Bank's Business model</li> <li>f) Organisation Structure</li> <li>g) Roles and Responsibilities of Independent Directors</li> <li>h) Industry Overview</li> </ul> </li> </ul>	<p>Networks (Onsite)</p> <p>KPMG (Onsite)</p> <p>Internal / In-house Training</p>	<p>November 16, 2016</p> <p>May, 2016</p>	<p>1</p> <p>1</p>		<p>30 minutes</p> <p>30 minutes</p>	
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