

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.

FAMILIARISATION PROGRAMME CONDUCTED FOR INDEPENDENT DIRECTORS DURING THE FINANCIAL YEAR 2017 -18

Sr. No.	Training Program	Details of the Programs or Training	Program conducted by	Name of the Directors	Number of Program attended	Date of Program	Number of hours spent in Programs
1	Program for Non-Executive Directors on the Boards of commercial Banks (Preferably newly inducted on the Board) (Non-residential).	<p>To bring awareness and understanding about various regulatory, supervisory and governance issues relating to banks.</p> <p>Issues like Corporate Governance, Prudential norms, Asset Quality Management, Capital and Risk Management.</p>	The Centre for Advanced Financial Research and Learning (CAFRAL)	<ul style="list-style-type: none"> • Mr. Shanker Annaswamy • Mr. Ranbir Singh Butola 	1	May 29, 2017 upto May 30, 2017	16 hours
2	Impact of Goods and Services Tax.	<ul style="list-style-type: none"> • Realignment of fiscal relationship between the Centre and States. • Comprehensive business realignment. • Goods and Services Tax Network. • Regulatory updates. • Current status of the Project. • Taxation and Valuation of inter- 	M/s Ernst & Young	<ul style="list-style-type: none"> • Mrs. Kanchan Chitale • Mr. Ranbir Singh Butola • Mr. T. Anantha Narayanan • Mr. Shanker Annaswamy • Dr. T. T. Ram Mohan 	1	June 19, 2017	0.5 hours

		<ul style="list-style-type: none"> branch supplies. • Key Products – Revenue positions under GST. • Options for GST Technology changes. • Impact of GST on the Bank. • Planning for GST. 					
3	Data Protection and Cyber Security Landscape.	<ul style="list-style-type: none"> • Information Technology Act 2000 • Aadhaar Data Protection • Data Protection Framework • General Data Protection Regulations (EU-GDPR) • Cyber Security Overview. 	Bestfit Business Solutions Pvt. Ltd.	<ul style="list-style-type: none"> • Mrs. Kanchan Chitale • Mr. T. Anantha Narayanan • Mr. Shanker Annaswamy • Dr. T. T. Ram Mohan 	1	March 26, 2018	1.5 hours
Total hours spent by Independent Directors during 2017 - 18							40.05
Total number of Programmes attended by Independent Directors during 2017 - 18							3
Total hours spent by Independent Directors during 2016 - 17							40
Total number of Programmes attended by Independent Directors during 2016 - 17							5
Cumulative Total hours spent by Independent Directors as on March 31, 2018							80.05
Cumulative Total number of Programmes attended by Independent Directors as on March 31, 2018							8