

**TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS**

The terms and conditions of appointment of Independent Directors are subject to the extant provisions of the applicable laws, including the Companies Act, 2013 and relevant regulations of SEBI LODR Regulations, 2015 and Articles of Association of the Bank and w.r.t provisions of the Banking Regulation Act, 1949 as amended from time to time and the extant guidelines of RBI.

<b>Sr. No.</b>	<b>Name of the Independent Director</b>	<b>Date of Appointment</b>	<b>Tenure</b>
1	Shri. M Narayanan	04.05.2022	Continuation of Second term of Appointment w.e.f 22.08.2021, further w.e.f 04.05.2022 appointed by RBI as Part-time Chairman of the Bank for a period from 04.05.2022 to 03.05.2024.
2	Shri. R Mohan	23.08.2017	Served as Part-time Chairman of the Bank for a period from 04.05.2019 to 03.05.2022 and continue as Independent Director till 27.06.2022 as per the approval accorded by the shareholders at its meeting held on 23.08.2017.
3	Smt. Abarna Bhaskar	25.10.2019	For the second term w.e.f 25.10.2019 to 24.10.2022 approval accorded by the Shareholders at its meeting 29.08.2019
4	Shri. Narayanan Subramaniam	23.08.2017	For a period w.e.f 23.08.2017 to 22.08.2022
5	Dr. T S Sridhar	01.09.2018	For a period w.e.f. 01.09.2018 to 31.08.2023
6	Shri. V N Shivasankar	01.09.2018	For a period w.e.f. 01.09.2018 to 31.08.2023
7	Shri. K Vaidyanathan	29.08.2019	For a period w.e.f 29.08.2019 to 28.08.2024
8	Shri. T K Ramkumar	29.08.2019	For a period w.e.f 29.08.2019 to 28.08.2024

## **TERMS:**

### **1. APPOINTMENT**

The appointment of Directors will be for the period as approved by the shareholders in its Annual General Meeting (“Term”). As Independent Directors, they will not be liable to retire by rotation.

Re-appointment of Directors at the end of the Term shall be based on the recommendation of the Nomination Committee and subject to the approval of the Board and the shareholders.

### **2. COMMITTEE MEMBERSHIPS**

The Directors may be requested to be a member / chairperson of any one or more committees of the Board. The Bank may reconstitute the composition of all/any committees, from time to time and any such change shall be promptly intimated to you. You may also be required to serve on other committee of the Board.

### **3. CODE OF CONDUCT AND DUTIES & RESPONSIBILITIES**

All Non-Executive Directors including Independent Directors are governed by the code of conduct adopted by the Bank and schedule IV of the Companies Act, 2013.

#### **Roles & Duties**

Their role & duties as Independent Director will be those as required of all Directors under the Companies Act 2013 and the Listing Regulations 2015 the Bank has entered into with the stock exchanges, some of which are specifically outlined below:

- a) To act in accordance with the Articles of Association of the Bank.
- b) To act in good faith in order to promote the objects of the Bank for the benefit to all its stakeholders and employees in the best interests of the Bank.
- c) To discharge duties with due and reasonable care, skill and diligence and exercise Independent judgment.

- d) Not to achieve or attempt to achieve any undue gain or advantage either to the Director concerned or to his/ her relatives, partners or associates.
- e) Not to assign his/ her office as Director; any assignment, if made, shall be void.
- f) Not to involve in a situation in which the Director may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Bank.

### **Responsibilities & Functions**

Independent Directors have the same general responsibilities as that of other Directors on the Board.

The major functions of the Board of Directors of the Company besides other are:

- a) Review and approve annual and medium long term plans
- b) Provide strategic guidance
- c) Oversee the performance of the Bank in meeting agreed goals & objectives and monitor the reporting of performance.
- d) Ensure integrity of financial information.
- e) Oversee internal control processes including legal and regulatory compliance framework of the Bank.
- f) Succession planning

## **4. REMUNERATION**

- a) As an Independent Director, they shall be paid sitting fees for attending each Board and Committee meetings of which they are members. The sitting fees for attending Board / its Committees would be as determined by the Board from time to time.
- b) They will be entitled to reimbursement of expenses incurred by them in connection with attending the Board meetings, Board Committee meetings, General meetings and in relation to the business of the Bank

towards hotel accommodation, travelling and other out of pocket expenses etc.

- c) Any other form remuneration payable to them shall be determined by the Compensation and Remuneration Committee / Board subject to the provisions of the Act and the SEBI Listing Regulations and all other applicable laws.

## **5. DISCLOSURES AND CONFLICT OF INTERESTS**

During the term, they agree to promptly notify any change in their Directorships and such other disclosures and information's as required under applicable laws. They shall also notify the Chairman and Company Secretary of the Bank of any potential interest or conflict of interest with their position as Independent Director of the Bank.

Further, they shall promptly provide declaration under Section 149(7) of the Companies Act, 2013, upon change in any circumstances which may affect their status as an Independent Director.

## **6. CHANGES IN PERSONAL DETAILS**

During the term, they shall promptly intimate the Company Secretary and the Registrar of Companies in the prescribed manner, of any change in your personal details as provided to the Bank.

## **7. CONFIDENTIALITY**

All information acquired during the appointment is confidential to the Bank and should not be released, either during their appointment or following termination (by whatever means) to third parties without prior clearance from the Chairman unless required by law or by the rules of any Stock Exchange or regulatory body. On reasonable request, they shall surrender any documents and other materials made available with them by the Bank.

During the term, their attention is also drawn to the requirements under the applicable regulations and the Banks Code of Conduct which concern the disclosure of price sensitive information and dealing in the securities of Bank. Consequently they should avoid making any statements or performing any transactions that might risk a breach of these requirements without prior clearance from the Chairman or the Secretary.

## **8. TERMINATION**

- a) They may resign from the directorship of the Bank by giving a notice in writing to the Bank stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Bank or the date, if any, mentioned by them in the notice, whichever is later.
- b) Their Directorship on the Board of the Bank shall terminate/ cease in accordance with Law and as per the provisions of the Articles of Association of the Company from time to time in force.
- c) They shall promptly submit their resignation in case they fail to meet the criteria of Independence, due to change in the status as independent Director as envisaged under section 149(6) of the Act or the Listing Regulations, from the date of such change.

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