



**DISCLOSURE ON FAMILIARISATION  
PROGRAMMES FOR INDEPENDENT DIRECTORS OF  
THE BANK**

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In terms of the Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), CSB Bank Limited ("Bank") is required to familiarise the Independent Directors through various programmes about the Bank including the 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.

Further, Regulation 46(2)(i) of the Listing Regulations stipulates that the Bank shall disseminate the details of familiarization programmes imparted to Independent Directors in their website and a web link thereto shall also be given in the Annual Report.

The familiarization programmes intends to provide an introductory orientation to the newly inducted Directors and training programmes to Directors regarding the business, operations and compliances of the Bank, external compliance requirements and further to provide them an insight into their expected roles and responsibilities in the Bank.

## **1. Induction programme for new Directors:**

Induction programmes will be conducted by the Bank for the newly co-opted Directors covering areas relating to board governance, finance and accounts, compliance, internal audit, human resources, operations, etc. Further, the inducted Directors are also briefed on their obligations under the various policies/codes and on the terms of reference of the various Committees of the Board of Directors of the Bank.

A formal letter of appointment is issued to the newly appointed Director containing, inter alia, the terms and conditions of appointment stating the roles, rights and responsibilities in line with the requirements of Companies Act, 2013 and RBI guidelines. Along with the letter of appointment, a welcome kit containing the Brief History of the Bank, Memorandum and Articles of Association, Copy of Code of Conduct to Directors and Senior Management, criteria of Independence applicable to Independent Directors, deed of covenant, Do's and Don'ts for the Directors of the Bank as per Reserve Bank of India Circular, Copy of Internal Code of Conduct for Prevention of Insider Trading, Copy of Internal Code of Conduct for dealing in securities of other Listed or to be Listed entities, Copy of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, Copy of the Audited Accounts for that FY, Asset and Liability Products of the Bank in brief, Copy of Credit Policy of the Bank are provided to every Director inducted on the Board.

New Directors are also briefed on their obligations under various policies/ codes and on the terms of reference of various committees of the Board of Directors of the Bank. Further, the new Director shall meet the Chairman of the Board, the Managing Director & CEO. The Members of the Senior Management of the Bank shall brief the new Director on the different aspects of business, regulatory environment and other issues regarding the operations of the Bank.

The Independent Directors of the Bank are provided every opportunity to familiarise themselves with the nature of the Banking industry, business model of the Bank, strategy, industry overview, performance, key regulatory developments and on their role, rights and responsibilities as a Director.

## **2. Familiarization Programme:**

Directors are encouraged and offered the opportunity to attend external training programs to supplement their expertise in specific areas.

An exclusive meeting of the Board of the Bank is convened on an annual basis which includes update on performance review, future strategy, risk management system, emerging developments in the Banking sector, digital initiatives of the Bank, budgetary projections, etc. All senior management personnel, Vertical heads and Divisional heads of various divisions makes presentations in the meeting. Presentations and updations are made at Board meetings which covers performance review, strategy and key regulatory developments of RBI, SEBI and MCA, etc.

DIRECTORS TRAINING REGISTER					
Sl. No	Date of training	Director(s) attended	Subject	Conducted by	No of Days/ Duration
1.	16.03.2018 to 17.03.2018	Shri. Thomas Mathew	Program for Non-Executive Directors on the Boards of Banks and Financial Institutions	Centre for Advanced Financial Research and Learning (CAFRAL)	2 days
2.	29.10.2018 to 30.10.2018	Shri. Alok Kochhar	Program for Non-Executive Directors on Audit & Risk Management Committees	Centre for Advanced Financial Research and Learning (CAFRAL)	2 days
3.	03.12.2018 to 04.12.2018	Shri. Thomas Mathew	Certification programme in IT and Cyber Security for Board Members	Institute for Development and Research in Banking Technology, Hyderabad	2 days
4.	07.03.2019 to 08.03.2019	Shri. Sumit Maheshwari	Certification programme in IT and Cyber Security for Board Members	Institute for Development and Research in Banking Technology, Hyderabad	2 days
5.	16.03.2019	Shri. C. VR. Rajendran	Training programme on Corporate Governance for Board Members	Thangal Kunju Musliar Institute of Management	1 day
6.	20.06.2019 to 21.06.2019	Smt. Bhama Krishnamurthy	Certification programme in IT and Cyber Security for Board Members	Institute for Development and Research in Banking Technology, Hyderabad	2 days

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7.	14.10.2019 to 15.10.2019	Shri. Syed Nagoor Ali Jinnah	Program for Non-Executive Directors on the Boards of Banks	Centre for Advanced Financial Research and Learning (CAFRAL)	2 days
8.	15.05.2020 (Webinar)	Shri. C. VR. Rajendran Shri. Madhavan Menon Shri. Syed Nagoor Ali Jinnah Smt. Bhama Krishnamurthy Shri. Thomas Mathew	Webinar on HR Related issues in Banks' BCP during Pandemics	Centre for Advanced Financial Research and Learning (CAFRAL)	3 Hours
9.	27.07.2020 (Webinar)	Shri. C. VR. Rajendran Shri. Madhavan Menon Shri. Thomas Mathew Shri. Sumit Maheshwari Smt. Bhama Krishnamurthy Shri. Syed Nagoor Ali Jinnah Shri. Madhavan Aravamuthan	Webinar on Discussion Paper (DP) released by Reserve Bank of India on Governance in Commercial Banks in India, proposing to limit the tenure of CEO's, expand the role of the nonexecutive directors, strengthen the independence of risk, compliance, audit and vigilance functions, etc.	Centre for Advanced Financial Research and Learning (CAFRAL)	3 Hours
10.	31.08.2020 to 01.09.2020 (Webinar)	Shri. Madhavan Menon	Virtual Learning Program for Non-Executive Chairpersons & Directors on the Boards of Banks and Financial Institutions- quick review of current and emerging macroeconomic situations, financial sector developments and business environment and also discuss some of the technical aspects of risk, compliance and business opportunity which Board should focus on,	Centre for Advanced Financial Research and Learning (CAFRAL)	2 days

particularly in the intersections of policy, strategy and governance.

11.	24.09.2020 to 25.09.2020 (Webinar)	Shri. C. VR. Rajendran Shri. Syed Nagoor Ali Jinnah Smt. Sharmila Abhay Karve	Certification programme in IT and Cyber Security for Board Members	Institute for Development and Research in Banking Technology, Hyderabad	2 days
12.	26.11.2020 to 27.11.2020	Shri. Syed Nagoor Ali Jinnah Smt. Sharmila Abhay Karve Shri. Madhavan Aravamuthan Smt. Bhama Krishnamurthy	IICA Online Program on Familiarization of Independent Directors	Indian Institute of Corporate Affairs	2 days
13.	02.03.2021 to 03.03.2021	Shri. Madhavan Aravamuthan	Certification programme in IT and Cyber Security for Board Members	Institute for Development and Research in Banking Technology, Hyderabad	2 days
14.	03.06.2021 to 04.06.2021	Shri. Sudhin B Choksey	Certification programme in IT and Cyber Security for Board Members	Institute for Development and Research in Banking Technology, Hyderabad	2 days
15.	10.06.2021	Shri. C. VR. Rajendran Shri. Madhavan Menon	Seminar on Corporate Governance for Directors on the Board of banks	Reserve Bank of India's College of Agricultural Banking.	1 day
16.	20.07.2021	Shri. Sudhin B Choksey	Seminar on Corporate Governance for Directors on the Board of banks	Reserve Bank of India's College of Agricultural Banking.	1 day
17.	03.03.2022 to 04.03.2022	Shri. Madhavan Menon Shri. Sunil Srivastav	Certification programme in IT and Cyber Security for Board Members	Institute for Development and Research in Banking Technology, Hyderabad	2 days`

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18.	30.03.2022	Shri. Madhavan Aravamuthan Smt. Bhama Krishnamurthy Shri. Sudhin Choksey Shri. Sunil Srivastav Smt. Sharmila Abhay Karve Shri. Sharad Kumar Saxena	Familiarisation programme for Independent Directors on Corporate Law & Compliances	M. Damodaran & Associates LLP	1 hour
19.	28.07.2022 to 29.07.2022	Smt. Sharmila Abhay Karve Shri. Sharad Kumar Saxena	Familiarization Program for Independent Directors	Indian Institute of Corporate Affairs	2 days
20.	09.03.2023	Smt. Bhama Krishnamurthy Smt. Sharmila Abhay Karve Shri. Sudhin Choksey Shri. Sunil Srivastav Shri. Sharad Kumar Saxena	Familiarization Programme on “ESG Reporting”	Beyond Compliance Corporate Services Private Limited	One and a half hours