

## BOARD OF DIRECTORS OF THE BANK:

The Bank's Board of Directors are broad-based and its constitution is governed by the provisions of the Companies Act 2013 and Banking Regulation Act 1949. The Board functions directly as well as through various Board Committees constituted to provide focused governance in the important functional areas of the Bank. The list of Board of Directors of the Bank is provided on the below mentioned link:

<https://www.ippbonline.com/web/ippb/board-of-directors>

## COMMITTEES :

The Board of Directors of the Bank has constituted various sub-committees of Directors and / or Executives to look into different areas of strategic importance in terms of Reserve Bank of India / SEBI / Government of India guidelines on Corporate Governance and Risk Management. Following are the Board level Committee:

- 1) Audit Committee of the Board (ACB)
- 2) Vigil Mechanism
- 3) Risk Management Committee
- 4) Nomination & Remuneration Committee
- 5) Customer Service Committee
- 6) HR Steering Committee (Formerly known as - Recruitment Advisory Committee)
- 7) IT Strategy Committee
- 8) Marketing & Business Strategy Committee

### **1) AUDIT COMMITTEE**

The Audit Committee of the Company has been constituted in accordance with provisions of Section 177 of the Companies Act, 2013. The Committee has six members with Mr. Navneet Kakkar, Independent Director as Chairman. The Audit Committee assists the Board in its responsibility of overseeing the quality and integrity of the accounting, auditing and reporting practices of the Bank and its compliance with the legal and other regulatory requirements. The Committee's purpose is to oversee the accounting and financial process of the Company and review the quarterly and annual financial accounts of the Bank.

The Terms of Reference of the Audit Committee are in accordance with Section 177 of the Companies Act, 2013. The few list of functions inter-alia includes the following:

1. recommendations for remuneration of Auditors of the Company;
2. review and monitor the Auditor's independence and performance, and effectiveness of the audit process;
3. examination of the financial statements and the auditors' report thereon;

4. approval or any subsequent modification of transactions of the Company with related parties;
5. scrutiny of inter-corporate loans and investments;
6. valuation of undertakings or assets of the Company, wherever considered necessary;
7. evaluation of internal financial controls and risk management systems;
8. monitoring the end use of funds raised through public offers and related matters.
9. any other responsibilities as may be assigned by the Board from time to time.

## **2) VIGIL MECHANISM**

The Company has in place a vigil mechanism in the form of Whistle Blower Policy. It aims at providing avenues for employees to raise complaints and to receive feedback on any action taken and seeks to reassure the employees that they will be protected against victimization and for any whistle blowing conducted by them in good faith. The policy is intended to encourage and enable the employees of the Company to raise serious concerns within the organization rather than overlooking a problem or handling it externally.

The Company is committed to the highest possible standard of transparency, probity and accountability. It contains safeguards to protect any person who uses the Vigil Mechanism by raising any concern in good faith. The Company protects the identity of the whistle blower if the whistle blower so desires. However, the whistle blower needs to attend any disciplinary hearing or proceedings as may be required for investigation of the complaint. The mechanism provides for a detailed complaint and investigation process.

If circumstances so require, the employee can make a complaint directly to the Chairman of the Audit Committee. The Company also provides a platform to its employees for having direct access to the Managing Director. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice.

## **3) Risk Management Committee**

The Risk Management Committee of the Company had been constituted on 28th June, 2017. The Committee has six members with Mr. Veenay Ganoo, Independent Director as Chairman. The Company has in place a risk management policy which aims to have balance between risk and return. It entails the identification, measurement and management of risks in the business of the Company. As per the policy monitoring and corrective actions are taken on a continuous basis. The committee has overall responsibility of managing entire risk of the bank, devising suitable risk management policy including market and operational risks, risk integration, implementation of best risk management practices, setting up various risk limits and review of the cyber security of the bank. The Company has duly implemented Risk Management Policy.

#### **4) Nomination & Remuneration Committee**

The Nomination Remuneration Committee of the Company had been constituted on 28th June, 2017 in accordance with provisions of Section 178 of the Companies Act, 2013 and rules made thereunder. The Committee has five members with Ms. Jayshree Vrajlal Doshi, Independent Director as Chairman. The Committee is constituted for undertaking due diligence to determine the “Fit and Proper Criteria” status of the persons to be elected as Directors under clause (i) of sub section 3 of Section 9 of Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970. Further, Govt. of India wide notification dated 30.08.2019 directed to constitute a single Nomination and Remuneration Committee for carrying out the functions of both Nomination and Remuneration Committee with the composition as specified by RBI Master Direction dated 02.08.2019.

#### **5) Customer Service Committee**

The Customer Service Committee of the Company had been constituted on 28th June, 2017 to bring about ongoing improvements on a continuous basis in the quality of customer service provided by the Bank. The Committee has five members with Dr. Jatin Kumar Mohanty, Independent Director as Chairman and Lead Customer Service Officer as a special Invitee.

#### **6) HR Steering Committee (Formerly known as - Recruitment Advisory Committee)**

The HR Steering Committee of the Company had been constituted on 01<sup>st</sup> December, 2017 The Committee has three members with Ms. Jayshree Vrajlal Doshi, Independent Director as Chairman and Chief Human Resource Officer as a special Invitee.

#### **7) IT Strategy Committee**

The IT Strategy Committee erstwhile IT Steering Committee of the Board had been constituted on 05<sup>th</sup> December, 2018. The Committee has six members with Mr. Kaliannan A. Independent Director as Chairman. CTO is the permanent invitee to the committee. The Broad functions of the IT Strategy Committee of the Board are to:

1. Approve IT Strategy and Policy ensuring that the management has put an effective strategic planning process in place.
2. Support and provide directions on Talent sourcing to ensure that the IPPB Technology Organization structure complements the business model.
3. Guide the management in building a system architecture focused on best practice technology implementations.

4. To approve the investments in Technology on the below business parameters ensuring a balance of risk and benefit along with alignment to new technology alternatives and cost considerations towards:
  - a. New revenue lines
  - b. Enhancing customer experience
  - c. Regulatory compliance
  - d. Building process efficiency

#### **8) Marketing & Business Strategy Committee**

The Marketing & Business Strategy Committee was constituted on 23<sup>rd</sup> February, 2023. The Committee has five members with Dr. Jatin Kumar Mohanty, Independent Director as Chairman.

#### **Special Committee of the Board for Monitoring and Follow-up of cases of frauds (Formerly known as Special Committee to monitor & review all the frauds of Rs. 10 million (Rs. 1 crore) and above**

The Special Committee to monitor & review fraud of Rs. 10 million (Rs. 1 Crore) and above was constituted on 25<sup>th</sup> November, 2023. Board in its 75<sup>th</sup> meeting held on 09<sup>th</sup> January, 2025 approves the re-naming of the existing “Special Committee to monitor and Review all the fraud of Rs. 1 Cr. And above as “Special Committee of the Board for Monitoring and Follow-up of cases of Frauds”(SCBMF) with the scope as mentioned in 2.1.3.2 of the RBI Master Direction (Ref. No. RBI/DOS/2024-25/118 DOS.CO.FMG.SEC.No.5/23.04.001/2024-25) dated July 15, 2024.

The Committee has five members with Mr. Veenay Ganoo, Independent Director as Chairman.

2.2 "2.1.3.2-SCBMF shall oversee the effectiveness of the fraud risk management in the bank. SCBMF shall review and monitor cases of frauds, including root cause analysis, and suggest mitigating measures for strengthening the internal controls, risk management framework and minimising the incidence of frauds. The coverage and periodicity of such reviews shall be decided by the Board of the bank."