

The Constitution of various Committees are as under:

3.1 Audit Committee (AC)

As on March 31, 2022, the Audit Committee comprised the following:

| Name of Director | Type | Particulars |
|---------------------------|---|-------------|
| Smt. Nupur Garg | Non Executive (Independent) Director | Member |
| Shri Pankaj Jain | Non Executive (Government Nominee) Director | Member |
| Shri V. Satya Venkata Rao | Executive Director | Member |
| Shri Sudatta Mandal | Executive Director | Member |
| Shri Ashish Gupta | Non Executive (Independent) Director | Member |

The Committee is entrusted with the responsibility of overseeing the functioning of the Audit Vertical and reviewing its major observations, providing guidance in matters relating to finalisation of accounts of the Bank and observations made in RBI Inspection report.

During FY 2021-22, four meetings of the Audit Committee were held i.e. (i) May 25, 2021 (ii) August 07, 2021 (iii) November 06, 2021 (iv) February 02, 2022.

The details of the meetings attended by members during FY 2021-22 are as follows:

| Name of the members | Designation | No. of meetings held | No. of meetings attended |
|---------------------------------------|---|----------------------|--------------------------|
| Smt. Nupur Garg (w.e.f. 25/10/2021) | Non Executive (Independent) Director | 4 | 1 |
| Shri Pankaj Jain (up to 31.03.2022) | Non Executive (Government Nominee) Director | 4 | 3 |
| Shri V. Satya Venkata Rao | Executive Director | 4 | 4 |
| Shri Sudatta Mandal | Executive Director | 4 | 4 |
| Shri Ashish Gupta | Non Executive (Independent) Director | 4 | 4 |
| Shri V Satya Kumar (up to 28.10.2021) | Non Executive (Nominee) Director | 4 | 2 |

The Bank is in the process of reviewing the constitution/functioning of the committee in line with LODR 2015 which inter alia includes:

- ▶ At least 2/3rd of the Committee members are Non Executive (Independent) Directors.
- ▶ Designate the Company Secretary of the Bank as secretary of the Committee.
- ▶ Evaluation by the committee of internal financial controls and risk management systems.
- ▶ Review the functioning of the whistle blower mechanism.
- ▶ Disclosure of any related party transaction.

3.2 Nomination and Remuneration Committee (N&RC)

SIDBI is an all India Financial Institution constituted under SIDBI Act 1989, as per which the appointment of CMD & other whole time Directors and fixation of their remuneration are decided by Central Government. However, SIDBI has constituted a Nomination and Remuneration Committee as per the provisions of section 12 of SIDBI Act 1989. Pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 coming into effect, the constitution and functions need to be aligned in line with the LODR by March 31, 2023.

As on March 31, 2022, the Nomination and Remuneration Committee comprised the following:

| Name of Director | Type | Particulars |
|----------------------------|---|-------------|
| Shri Pankaj Jain | Non Executive (Government Nominee) Director | Chairman |
| Smt. Nupur Garg | Non Executive (Independent) Director | Member |
| Shri Krishna Singh Nagnyal | Non Executive (Nominee) Director | Member |
| Shri G Gopalakrishna | Non Executive (Independent) Director | Member |

The committee is at present entrusted with approval of payment of Performance Linked Incentive to CMD and DMDs of the Bank in terms of the guidelines provided by Government of India. Further, the Committee also recommends the names of candidates for co-option as a Director on the Board of SIDBI for consideration of the Board of Directors after verifying compliance of "fit and proper" criteria by them.

During FY 2021-22, the Committee met once on 07/08/2021. The meeting was attended by the following members as under:

| Name of the members | Designation | No. of meetings held | No. of meetings attended |
|------------------------|---|----------------------|--------------------------|
| Shri Pankaj Jain | Non Executive (Government Nominee) Director | 1 | 1 |
| Smt. Nupur Garg | Non Executive (Independent) Director | 1 | 1 |
| Shri L.R. Ramachandran | Non Executive (Nominee) Director | 1 | 1 |

The management is in the process of reviewing the Constitution, Role and Terms of Reference of the Nomination and Remuneration Committee in line with the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 which inter alia includes the following:

- ▶ At least two-thirds of the directors shall be Non executive (independent) directors.
- ▶ Devise a policy on diversity of Board of Directors.
- ▶ Matters relating to remuneration of Non executive (independent) directors / senior management.

At present, the Non executive (Independent) directors are not paid any remuneration or incentive. They are only paid sitting fee for attending the meetings of the Board/committees of the Board.

3.3 Stakeholders' Relationship Committee

This is one of the mandatory committees required to be constituted under the SEBI LODR 2015. The constitutions and functions inter alia are as under:

- ▶ The committee should consist of at least 3 directors including at least 1 Non executive (independent) director.
- ▶ Chairperson of the committee shall be a non-executive director.
- ▶ The committee shall meet at least once in a year.
- ▶ The responsibility of the committee involves resolution of the grievances of the security holders (shareholders, debenture holders and other security holders).

SIDBI at present does not have such committee. Management is in the process of constituting the same in order to comply with the SEBI regulations by 31/03/2023.

3.4 Risk Management Committee (RiMC)

SIDBI has constituted a Risk Management Committee as per the provisions of section 12 of SIDBI Act 1989. Pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 coming into effect, the constitution and functions need to be aligned in line with the LODR 2015 by March 31, 2023.

As on March 31, 2022, the Committee comprised the following:

| Name of Director | Type | Particulars |
|---------------------------|--------------------------------------|-------------|
| Shri Amit Tandon | Non Executive (Independent) Director | Chairman |
| Shri V. Satya Venkata Rao | Executive Director | Member |
| Shri Sudatta Mandal | Executive Director | Member |
| Shri B Sankar | Non Executive (Nominee) Director | Member |
| Shri Monomoy Mukherjee | Non Executive (Nominee) Director | Member |

The RiMC at present is entrusted with laying down policy and strategy for Integrated Risk Management of the Bank. During FY 2021-22, five meetings of the Committee were held.

During FY 2021-22, five meetings of the RiMC were held i.e. (i) May 25, 2021 (ii) August 04, 2021 (iii) October 08, 2021 (iv) November 02, 2021 and (v) January 31, 2022.

The details of the meetings attended by members during FY 2021-22 are as follows:

| Name of the members | Designation | No. of meetings held after appointment during FY | No. of meetings attended |
|--|--|--|--------------------------|
| Shri Amit Tandon (w.e.f. 25/10/2021) | Non Executive (Independent) Director | 2 | 2 |
| Shri V. Satya Venkata Rao | Executive Director | 5 | 5 |
| Shri Sudatta Mandal | Executive Director | 5 | 5 |
| Shri B Sankar (w.e.f. 02/07/2021) | Non Executive (Nominee) Director | 4 | 0 |
| Shri Monomoy Mukherjee (w.e.f. 11/01/2022) | Non Executive (Nominee) Director | 1 | 1 |
| Shri V. Sathya Kumar (Up to 28/10/2021) | Nominee of Life Insurance Corporation of India | 3 | 3 |
| Shri G.K. Kansal (Up to 28/06/2021) | Nominee of State Bank of India | 1 | 1 |
| Shri L.R. Ramachandran (Up to 28/12/2021) | Nominee of National Bank for Agriculture & Rural Development | 1 | 1 |

Present structure and function is broadly in compliance with the SEBI LODR 2015. The function of the committee is being reviewed by the management to incorporate / expand the scope of the committee to include inter alia the following :

- ▶ formulate a detailed risk management policy including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk.
- ▶ business continuity plan.
- ▶ appointment, removal and terms of remuneration of the Chief Risk Officer (if any)

3.5 In addition to the above, the Bank also has in place other Board level Committees constituted under section 12 of SIDBI Act, 1989.

A brief detail of all Board level Committees as on May 31, 2022 is as under:

| S. No. | Committee | Composition |
|--------|---|---|
| 1 | Executive Committee (14 meetings) | 1 Shri Sivasubramanian Ramann, Chairman |
| | | 2 Shri V. Satya Venkata Rao |
| | | 3 Shri Sudatta Mandal |
| | | 4 Shri B. Sankar |
| | | 5 Shri G. Gopalakrishna |
| 2 | Audit Committee (4 meetings) | 1 Shri Lalit Kumar Chandel |
| | | 2 Shri V. Satya Venkata Rao |
| | | 3 Shri Sudatta Mandal |
| | | 4 Shri Ashish Gupta |
| | | 5 Smt. Nupur Garg |
| 3 | Risk Management Committee (5 meetings) | 1 Shri Amit Tandon, Chairman |
| | | 2 Shri V. Satya Venkata Rao |
| | | 3 Shri Sudatta Mandal |
| | | 4 Shri B. Sankar |
| | | 5 Shri Monomoy Mukherjee |
| 4 | Special Committee to Monitor Large Value Frauds (4 meetings) | 1 Shri Sivasubramanian Ramann, Chairman |
| | | 2 Shri V. Satya Venkata Rao |
| | | 3 Shri Sudatta Mandal |
| | | 4 Shri Lalit Kumar Chandel |
| | | 5 Shri B. Sankar |
| | | 6 Smt. Nupur Garg |
| 5 | Information Technology Strategy Committee (4 meetings) | 1 Shri G Gopalakrishna, Chairman |
| | | 2 Shri Sudatta Mandal |
| | | 3 Shri Ashish Gupta |
| | | 4 Shri Mekin Maheshwari (External Expert) |
| | | 5 Shri Rajesh Doshi (External Expert) |
| | | 6 Shri Pushpinder Singh (External Expert) |

| S. No. | Committee | Composition |
|--------|--|---|
| 6 | Customer Service Committee (4 meetings) | 1 Shri Sivasubramanian Ramann, Chairman |
| | | 2 Shri V. Satya Venkata Rao |
| | | 3 Shri Sudatta Mandal |
| | | 4 Shri B. Sankar |
| | | 5 Shri G Gopalakrishna |
| 7 | HR Steering Committee (No meeting) | 1 Shri Sivasubramanian Ramann, Chairman |
| | | 2 Shri V. Satya Venkata Rao |
| | | 3 Shri Sudatta Mandal |
| | | 4 Shri Lalit Kumar Chandel |
| | | 5 Shri B. Sankar |
| | | 6 Dr. Chitra Rao (External Expert) |
| 8 | Recovery Review Committee (4 meetings) | 1 Shri Sivasubramanian Ramann, Chairman |
| | | 2 Shri V. Satya Venkata Rao |
| | | 3 Shri Sudatta Mandal |
| | | 4 Shri Lalit Kumar Chandel |
| | | 5 Shri G. Gopalakrishna |
| 9 | DMD-Management Committee (7 meetings) | 1 Shri V. Satya Venkata Rao, Chairman |
| | | 2 Shri Sudatta Mandal |
| | | 3 Shri B. Sankar |
| | | 4 Shri Krishna Singh Nagnyal |
| | | 5 Smt. Nupur Garg |
| 10 | Review Committee on Wilful Defaulters & Non-cooperative Borrowers (No meeting) | 1 Shri Sivasubramanian Ramann, Chairman |
| | | 2 Shri G. Gopalakrishna |
| | | 3 Shri Ashish Gupta |
| 11 | Nomination & Remuneration Committee (1 meeting) | 1 Shri Krishna Singh Nagnyal |
| | | 2 Shri G. Gopalakrishna |
| | | 3 Smt. Nupur Garg |
| | | 4 Shri Lalit Kumar Chandel |
| 12 | Committee on P&D Activities (No meetings) | 1 Shri Devendra Kumar Singh |
| | | 2 Shri Lalit Kumar Chandel |
| | | 3 Shri V. Satya Venkata Rao |

Note: Number in brackets indicate meetings held during FY 2021-22