

Constitution of the Board of Directors and various Committees of the Board along with their functions

(As on March 28, 2023)

I. BOARD OF DIRECTORS

1	Shri Sivasubramanian Ramann	Chairman & Managing Director
2	Shri V. Satya Venkata Rao	Deputy Managing Director
3	Shri Sudatta Mandal	Deputy Managing Director
4	Dr. Rajneesh	Government Director
5	Shri Bhushan Kumar Sinha	Government Director
6	Shri K. Sampath Kumar	Nominee of State Bank of India
7	Shri Krishna Singh Nagnyal	Nominee of Life Insurance Corporation of India
8	Shri Monomoy Mukherjee	Nominee of National Bank for Agriculture & Rural Development
9	Shri G. Gopalakrishna	Co-opted Director
10	Smt. Nupur Garg	Co-opted Director
11	Shri Amit Tandon	Co-opted Director

Functions

The general superintendence, direction and management of affairs and business of Small Industries Development Bank of India vests in the Board of Directors.

II. EXECUTIVE COMMITTEE

- 1 Shri Sivasubramanian Ramann, Chairman
- 2 Shri V. Satya Venkata Rao
- 3 Shri Sudatta Mandal
- 4 Shri K. Sampath Kumar
- 5 Shri G. Gopalakrishna

Functions

The EC considers i. approval of credit and investments related proposals (under various schemes of assistance) as per credit exposure norms/delegation, ii. sanction of refinance assistance to Banks/SFB involving relaxation in norms beyond the relaxable caps prescribed under the scheme, iii. sanctions, OTS, restructuring etc to Banks and SFCs under Institutional Finance, iv. proposals for approval / sanction of exposure and securitization/ assignment of specified portfolio w.r.t NBFCs under

Institutional Finance, v. approval of proposals involving any relaxation in benchmark norms for sanction, eligibility parameters and other parameters for sanction as per DoP and proposals involving Connected Lending provisions, vi. sanction of commitments to SEBI registered Alternative Investment Funds on the recommendation of Venture Capital Investment Committee, vii. disinvestment of equity stake in TCOs below reserve price and viii. the Executive Committee shall discharge such functions as may be prescribed or as may, be delegated to it by the Board from time to time.

III. AUDIT COMMITTEE

- 1 Shri V. Satya Venkata Rao
- 2 Shri Sudatta Mandal
- 3 Shri Bhushan Kumar Sinha
- 4 Shri K. Sampath Kumar
- 5 Shri Krishna Singh Nagnyal
- 6 Smt. Nupur Garg

Functions

The main functions of Audit Committee, constituted in terms of the RBI guidelines, shall be as under:

- Overview of the SIDBI financial reporting process and the disclosure to ensure that the financial statement is correct, sufficient and credible.
- Review of the financial statement and auditor's report thereon.
- To review the functioning of the whistle blower mechanism.
- Evaluation of internal financial controls and risk management systems.
- To review the performance of statutory and internal auditors, adequacy of the internal control systems.
- To review internal audit reports, statutory auditors report, RBI inspection report and action taken thereon.
- To review cases if any of frauds and action taken thereof.
- Compliance with listing and other legal requirements relating to financial statements.
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.

- Recommendation for appointment, remuneration and terms of appointment of auditors.
- To approve/recommend related party transactions.
- Scrutiny of inter-corporate loans and investments.
- To look into the reasons for substantial defaults in the payment, if any, to the depositors, debenture holders/shareholders and statutory dues.
- Such other matters as may be delegated to it by the Board.

IV. RISK MANAGEMENT COMMITTEE

- 1 Shri Amit Tandon, Chairman
- 2 Shri V. Satya Venkata Rao
- 3 Shri Sudatta Mandal
- 4 Shri K. Sampath Kumar
- 5 Shri Monomoy Mukherjee

Functions

The Risk Management Committee shall assess various risks associated with the business of the Bank and their mitigation and such other matters as may be delegated to it by the Board. The broad role of the Risk Management Committee shall include the following:

- To formulate Risk Management policies and recommend to the Board for approval.
- To monitor and oversee implementation of the risk management policy.
- identification of internal and external risks specifically faced by SIDBI.
- Measures for risk mitigation including systems and processes for internal control of identified risks.
- Business continuity plan.
- Carry out periodic review of the risk policies and risk framework.
- Review risk capital charge calculation methodology (ICAAP) and impact on Bank's capital.
- Approval for roll-out of New Products and modifications in existing Products.

V. SPECIAL COMMITTEE TO MONITOR LARGE VALUE FRAUDS

- 1 Shri Sivasubramanian Ramann, Chairman
- 2 Shri V. Satya Venkata Rao
- 3 Shri Sudatta Mandal
- 4 Shri Bhushan Kumar Sinha
- 5 Shri K. Sampath Kumar
- 6 Smt. Nupur Garg

Functions

The major functions of the Special Committee to Monitor Large Value Frauds shall be to monitor and review all frauds of `1 crore and above to:

- Identify systemic lacunae, if any, that facilitated perpetration of the fraud and put in place measures to plug the same.
- Identify the reasons for delay in detection, if any, reporting to top management of the Bank and RBI.
- Monitor progress of CBI/Police investigation and recovery position.
- Ensure that staff accountability is examined at all levels in all the cases of frauds and staff side action, if required, is completed.
- Review the efficacy of the remedial action taken to prevent recurrence of frauds, such as strengthening of internal controls.
- Put in place other measures as may be considered relevant to strengthen preventive measures against frauds.

VI. INFORMATION TECHNOLOGY STRATEGY COMMITTEE

- 1 Shri G Gopalakrishna, Chairman
- 2 Shri Sudatta Mandal
- 3 Shri Mekin Maheshwari (External Expert)
- 4 Shri Rajesh Doshi (External Expert)
- 5 Shri Pushpinder Singh (External Expert)

Functions

Information Technology Strategy Committee gives direction to the Bank's IT function, especially with regard to IT vision, policy and strategy so as to align with business objectives. In addition, the Committee also guides the Bank for IT long term plan and provide oversight of IT implementation and

management. The Committee also acts as apex committee for Information and Cyber Security and take strategic and financial decisions on the information security plan to maintain a satisfactory level of information security in the Bank. The broad role of the Information Technology Strategy Committee shall include the following:

- Approving IT vision, strategy and IT policy documents.
- Ensuring that the IT organizational structure complements the business model and its direction.
- Monitoring IT resources needed to achieve strategic goals and provide high-level direction for sourcing and use of IT resources.
- Monitoring IT risks and controls.
- Establishing structure for implementation of information security programme.
- Establishing strong cyber security system and processes.
- Establishing necessary organizational processes for information security and providing necessary resources for successful information security.

VII. CUSTOMER SERVICE COMMITTEE

- 1 Shri Sivasubramanian Ramann, Chairman
- 2 Shri V. Satya Venkata Rao
- 3 Shri Sudatta Mandal
- 4 Shri K. Sampath Kumar
- 5 Shri G Gopalakrishna

Functions

The Customer Service Committee reviews the status of customer service in the Bank and suggest measures to improve quality of customer services. The Committee also monitors the customer grievances and timely resolution thereof.

VIII. RECOVERY REVIEW COMMITTEE

- 1 Shri Sivasubramanian Ramann, Chairman
- 2 Shri V. Satya Venkata Rao
- 3 Shri Sudatta Mandal
- 4 Shri Bhushan Kumar Sinha
- 5 Shri G. Gopalakrishna

Functions

The Recovery Review Committee reviews SMA, restructured and NPA cases having principal outstanding of `5 crore and above.

IX. REVIEW COMMITTEE ON WILFUL DEFAULTERS & NON-COOPERATIVE BORROWERS

- 1 Shri Sivasubramanian Ramann, Chairman
- 2 Shri G. Gopalakrishna

Functions

The Review Committee on Wilful Defaulters & Non-Cooperative Borrowers has been constituted to review the orders passed by the Committee for Identification of Wilful Defaulters & Non-Cooperative Borrowers identifying cases as wilful defaulters & non-cooperative borrowers. The Committee will also review, on half-yearly basis, cases of wilful default and non-cooperative borrowers and declassification, if any, thereof.

X. DEPUTY MANAGING DIRECTOR - MANAGEMENT COMMITTEE

- 1 Shri V. Satya Venkata Rao, Chairman
- 2 Shri Sudatta Mandal
- 3 Shri K. Sampath Kumar
- 4 Shri Krishna Singh Nagnyal
- 5 Smt. Nupur Garg

Functions

The Deputy Managing Director - Management Committee considers i. approval of One Time Settlement (OTS) involving principal sacrifice as per DoP approved from time to time, ii. approval of OTS / Part settlement of Wilful default /Non-Cooperative / fraud cases, iii. approval of reduction in rate of interest on OTS amount / waiver of such interest under all schemes of OTS for OTS cases sanctioned by DMD-MC or higher Committee(s) and iv. approval of list of assets for sale to Banks/ FIs/ NBFCs/ ARCs as per DoP approved from time to time.

XI. NOMINATION & REMUNERATION COMMITTEE

- 1 Shri Bhushan Kumar Sinha
- 2 Shri Krishna Singh Nagnyal
- 3 Shri G. Gopalakrishna
- 4 Smt. Nupur Garg

Functions

Nomination & Remuneration Committee considers and approves the 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. Further, the Committee shall formulate criteria for evaluation of performance of the Board of Directors.

XII. COMMITTEE ON SUSTAINABLE DEVELOPMENT GOALS

- 1 Shri Amit Tandon, Chairman
- 2 Shri V. Satya Venkata Rao
- 3 Shri Royston Braganza (External Expert)
- 4 Ms. Rekha Krishnan (External Expert)
- 5 Shri Shankar Venkateswaran (External Expert)
- 6 Shri Rajesh Gupta (External Expert)

Functions

The committee on “Sustainable Development Goals” formulates strategy for the Bank for helping the MSMEs / stake holders achieving SDGs. It monitors and reviews the initiatives of the Bank related to SDG and guide the Bank for effective implementation of SDG agenda particularly climate change, carbon neutrality, sustainability, etc. It guides and supervises development of guidelines for environmental, social, and governance (ESG), relevant for MSME Sector and monitor implementation thereof.

XIII. STAKEHOLDERS RELATIONSHIP COMMITTEE

- 1 Shri G. Gopalakrishna, Chairman
- 2 Shri V. Satya Venkata Rao
- 3 Shri Sudatta Mandal
- 4 Shri K. Sampath Kumar
- 5 Shri Krishna Singh Nagnyal

Functions

The Committee looks into the redressal of Shareholders' and Investors' complaints regarding transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. Further, the Committee shall review measures taken for effective exercise of voting rights by shareholders and adherence to the service standards adopted by the SIDBI in respect of various services being rendered by the Registrar & Share Transfer Agent.
