

SURYODAY SMALL FINANCE BANK LIMITED
ANNEXURE I
COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARETR ENDED AS ON JUNE 30, 2022

1. Name of Listed Entity - **Suryoday Small Finance Bank Limited**
2. Quarter ending - **30-Jun-2022**

i. Composition of Board of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	S u b C a t e g o r y	Initial Date of Appointment	Date of Appointment	Date of cessation	T e n u r e	Date of Birth	Whet her special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairpers on in Audit/ Stakeholder Committee held in listed entities including this listed entity	Members hip in Comm ittees of the Compa ny	Remarks
Mr.	Ramachandran Rajaraman	01953653	AAGPR2084R	Chairperson Non-Executive Independent Director		24-Sep-2015	24-Sep-2020		81	01-Jan-1952	NA		1	1	0	0	RMC / NRC	
Mr.	Mrutunjay Sahoo	00015715	AEAPS6948B	Non-Executive Independent Director		22-Sep-2016	22-Sep-2021		69	16-Mar-1954	NA		1	1	2	0	AC, SC, NRC	
Mr.	Jyotin Kantilal Mehta	00033518	AAHPM2575M	Non-Executive Independent Director		31-Aug-2017	31-Aug-2017		58	16-Feb-1958	NA		4	4	9	5	AC, RC	
Ms.	Meena Hemchandra	05337181	AAIPH0653G	Non-Executive Independent Director		15-Dec-2018	15-Dec-2018	23-May-2022	41	20-Nov-1957	NA		1	1	0	0	AC, RC	
Mr.	John Arunkumar Diaz	00493304	AECPD6518C	Non-Executive Independent Director		16-Dec-2019	16-Dec-2019		30	09-Aug-1951	NA		1	1	2	1	AC, SC, NRC	
Mr.	Ranjit Shah	00088405	AACPS6095B	Non-Executive Nominee Director		02-Nov-2018	02-Nov-2018			30-May-1958	NA		1	0	2	0	AC, SC, NRC	



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Mr.	Aleem Remtula	02872107	ZZZZZ9999Z	Non-Executive Nominee Director		15-Dec-2018	15-Dec-2018			27-Oct-1979	NA		1	0	1	0	RMC	Mr. Aleem Remtula (DIN: 02872107) is a Foreign Director and the requirement of PAN is not mandatory in case of Foreign Director.
Mr.	Krishna Nair Prasad	02611496	AATPN7753J	Non-Executive Independent Director		22-Jul-2021	22-Jul-2021		11	24-May-1959	NA		2	2	1	0	SC, NRC	
Mr.	Baskar Babu Ramachandran	02303132	AGEPR3388L	Executive Director	CEO -MD	23-Jan-2017	23-Jan-2020			26-Jul-1969	NA		1	0	0	0	RMC	

Company Remarks	During the quarter, Mrs. Meena Hemchandra, resigned from the position of the Independent Director due to personal reasons and to pursue other career opportunities w.e.f. May 23, 2022. Hence, the details of her Committee position as on date of Report of Corporate Governance kept as Nil; since, she was not associated with the Bank. Prior to her resignation, she was member of Audit Committee of the Suryoday Small Finance Bank Limited.
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees
a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Jyotin Kantilal Mehta	Non-Executive Independent Director	Chairperson	29-Mar-2017	
2	Mrutunjay Sahoo	Non-Executive Independent Director	Member	13-Aug-2021	
3	Meena Hemchandra	Non-Executive Independent Director	Member	06-Feb-2019	23-May-2022
4	John Arunkumar Diaz	Non-Executive Independent Director	Member	13-Aug-2021	
5	Ranjit Shah	Non-Executive Nominee Director	Member	06-Feb-2019	

Company Remarks	Details are provided only for Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee.
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	John Arunkumar Diaz	Non-Executive Independent Director	Chairperson	01-Apr-2020	
2	Mrutunjay Sahoo	Non-Executive Independent Director	Member	29-Mar-2017	
3	Krishna Nair Prasad	Non-Executive Independent Director	Member	13-Aug-2021	
4	Ranjit Shah	Non-Executive Nominee Director	Member	06-Feb-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Meena Hemchandra	Non-Executive Independent Director	Chairperson	06-Feb-2019	23-May-2022
2	Ramachandran Rajaraman	Non-Executive Independent Director	Member	29-Mar-2017	
3	Jyotin Kantilal Mehta	Non-Executive Independent Director	Member	01-Apr-2020	
4	Aleem Remtula	Non-Executive Nominee Director	Member	13-Aug-2021	
5	Baskar Babu Ramachandran	Executive Director (Managing Director & CEO)	Member	29-Mar-2017	

Company Remarks	
Whether Permanent chairperson appointed	No

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Mrutunjay Sahoo	Non-Executive Independent Director	Chairperson	29-Mar-2017	
2	Ramachandran Rajaraman	Non-Executive Independent Director	Member	13-Aug-2021	
3	John Arunkumar Diaz	Non-Executive Independent Director	Member	01-Feb-2020	
4	Krishna Nair Prasad	Non-Executive Independent Director	Member	13-Aug-2021	
5	Ranjit Shah	Non-Executive Nominee Director	Member	06-Feb-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**iii. Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
13-Jan-2022	28-Apr-2022	Yes	7	6
03-Feb-2022	18-May-2022	Yes	8	6
10-Feb-2022	19-May-2022	Yes	8	6
18-Feb-2022	26-May-2022	Yes	8	5
25-Mar-2022	02-Jun-2022	Yes	8	5
30-Mar-2022	21-Jun-2022	Yes	7	5
	28-Jun-2022	Yes	8	5

Company Remarks	Mrs. Meena Hemchandra, Independent Director has been resigned from the Board of the Bank with effect from May 23, 2022.
Maximum gap between any two consecutive (in number of days)	28

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	13-Jan-2022		Yes	5	4
Audit Committee	03-Feb-2022		Yes	4	4
Audit Committee	24-Mar-2022		Yes	5	4
Audit Committee		11-Apr-2022	Yes	4	4
Audit Committee		19-May-2022	Yes	4	4
Audit Committee		21-Jun-2022	Yes	3	3
Audit Committee		28-Jun-2022	Yes	3	3
Nomination & Remuneration Committee	13-Jan-2022		Yes	5	4
Nomination & Remuneration Committee	16-Feb-2022		Yes	4	4
Nomination & Remuneration Committee	24-Mar-2022		Yes	5	4
Nomination & Remuneration Committee		28-Apr-2022	Yes	4	4
Nomination & Remuneration Committee		19-May-2022	Yes	4	4
Stakeholders Relationship Committee	16-Feb-2022		Yes	3	3
Stakeholders Relationship Committee		11-May-2022	Yes	3	3
Risk Management Committee	10-Feb-2022		Yes	4	3
Risk Management Committee	17-Feb-2022		Yes	5	3
Risk Management Committee	25-Mar-2022		Yes	4	3
Risk Management Committee		18-May-2022	Yes	5	3
Risk Management Committee		16-Jun-2022	Yes	4	2
Risk Management Committee		28-Jun-2022	Yes	4	2

Company Remarks	Mrs. Meena Hemchandra, Independent Director has been resigned from the Board of the Bank with effect from May 23, 2022.
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	37

v. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Not Applicable	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 b. Any comments/observations/advice of Board of Directors may be mentioned here:

Sd/-

Name : Krishna Kant Chaturvedi
Designation : Company Secretary & Compliance Officer