

SURYODAY SMALL FINANCE BANK LIMITED



ANNEXURE I

COMPLIANCE REPORT ON CORPORATE GOVERNANCE QUARTER/ YEAR ENDED AS ON 31ST MARCH, 2022

1. Name of Listed Entity - **Suryoday Small Finance Bank Limited**
2. Quarter ending - **31-Mar-2022**

i. Composition of Board of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Office Separation	Tenure	Date of Birth	Whether 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 Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Ramachandran Rajaraman	01953653	AAGPR2084R	Chairperson Non-Executive - Independent Director		24-Sep-15	24-Sep-20		78	01-Jan-52	NA		1	1	1	1	RMC, NRC	
Mr.	Mrutunjay Sahoo	00015715	AEAPS6948B	Non-Executive – Independent Director		22-Sep-16	22-Sep-21		66	16-Mar-54	NA		1	1	2	0	AC,SC, NRC	
Mr.	Jyotin Kantilal Mehta	00033518	AAHPM2575M	Non-Executive – Independent Director		31-Aug-17	31-Aug-17		55	16-Feb-58	NA		3	3	9	5	AC,RC	
Ms.	Meena Hemchandra	05337181	AAIPH0653G	Non-Executive – Independent Director		15-Dec-18	15-Dec-18		39	20-Nov-57	NA		1	1	1	0	AC,RC	
Mr.	John Arunkumar Diaz	00493304	AECPD6518C	Non-Executive – Independent Director		16-Dec-19	16-Dec-19		27	09-Aug-51	NA		1	1	2	1	AC,SC, NRC	
Mr.	Ranjit Shah	00088405	AACPS6095B	Non-Executive – Nominee Director		02-Nov-18	02-Nov-18			30-May-58	NA		1	0	2	0	AC,SC, NRC	
Mr.	Aleem Remtula	02872107	ZZZZZ9999Z	Non-Executive – Nominee Director		15-Dec-18	15-Dec-18			27-Oct-79	NA		1	0	0	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-21	22-Jul-21		8	24-May-59	NA		2	2	1	0	SC,NRC	
Mr.	Baskar Babu Ramachandran	02303132	AGEPR3388L	Executive Director	CEO -MD	23-Jan-17	23-Jan-20			26-Jul-69	NA		1	0	0	0	RMC	

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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	
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, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Risk Management Committee and Corporate Social Responsibility Committee
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Meena Hemchandra	Non-Executive – Independent Director	Chairperson	06-Feb-2019	
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	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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

SURYODAY SMALL FINANCE BANK LIMITED

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
01-Nov-2021	13-Jan-2022	Yes	8	5
11-Nov-2021	03-Feb-2022	Yes	9	6
09-Dec-2021	10-Feb-2022	Yes	8	6
	18-Feb-2022	Yes	9	6
	25-Mar-2022	Yes	9	6
	30-Mar-2022	Yes	8	6

Company Remarks	In view of Covid-19 pandemic and lockdown announced by the Government of India restricting the movement of persons, all Board Meeting as mentioned here under were convened through Video Conferencing Mode
Maximum gap between any two consecutive (in number of days)	34

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	09-Nov-2021		Yes	4	4
Audit Committee	11-Nov-2021		Yes	4	4
Audit Committee	07-Dec-2021		Yes	4	4
Audit Committee		13-Jan-2022	Yes	5	4
Audit Committee		03-Feb-2022	Yes	4	4
Audit Committee		24-Mar-2022	Yes	5	4
Nomination & Remuneration Committee	13-Oct-2021		Yes	4	4
Nomination & Remuneration Committee	09-Nov-2021		Yes	4	4
Nomination & Remuneration Committee	09-Dec-2021		Yes	4	4
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
Risk Management Committee	10-Nov-2021		Yes	4	3
Risk Management Committee	08-Dec-2021		Yes	5	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
Stakeholders Relationship Committee	09-Nov-2021		Yes	3	3
Stakeholders Relationship Committee		16-Feb-2022	Yes	3	3

Company Remarks	1) Due to Covid 19 pandemic and lockdown announced by Government of India restricting the movement of persons, the Meeting of all Committee as mentioned here under were convened through Video Conferencing. 2) Details are provided only for Audit, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Risk Management Committee and Corporate Social Responsibility Committee.
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	48

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	-
--	---

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 : Geeta Krishnan
Designation : Company Secretary & Compliance Officer

SURYODAY SMALL FINANCE BANK LIMITED



SURYODAY

A BANK OF SMILES

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>	Company Remark	Website
As per regulation 46(2) of the LODR:		-	
Details of business	Yes	-	https://www.suryodaybank.com
Terms and conditions of appointment of independent directors	Yes	-	https://www.suryodaybank.com
Composition of various committees of board of directors	Yes	-	https://www.suryodaybank.com
Code of conduct of board of directors and senior management	Yes	-	https://www.suryodaybank.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	-	https://www.suryodaybank.com
Criteria of making payments to non-executive directors	Yes	-	https://www.suryodaybank.com
Policy on dealing with related party transactions	Yes	-	https://www.suryodaybank.com
Policy for determining 'material' subsidiaries	Not Applicable	-	
Details of familiarization programs imparted to independent directors	Yes	-	https://www.suryodaybank.com
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes	-	https://www.suryodaybank.com
Contact information of the designated officials of the listed entity	Yes	-	https://www.suryodaybank.com
Financial results	Yes	-	https://www.suryodaybank.com
Shareholding pattern	Yes	-	https://www.suryodaybank.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable	-	
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors	Yes	-	https://www.suryodaybank.com
New name and the old name of the listed entity	Not Applicable	-	
Advertisements as per regulation 47 (1)	Yes	-	https://www.suryodaybank.com
Credit rating or revision in credit rating obtained by the entity for all	Yes	-	https://www.suryodaybank.com
Separate audited financial statements of each subsidiary of the listed	Not Applicable	-	
As per other regulations of the LODR:		-	
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	-	https://www.suryodaybank.com
Materiality Policy as per Regulation 30	Yes	-	https://www.suryodaybank.com
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	-	https://www.suryodaybank.com
It is certified that these contents on the website of the listed entity are	Yes	-	https://www.suryodaybank.com
II Annual Affirmations			



Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	22	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	No	There are no related party transaction happened during the year.
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Not Applicable	

SURYODAY SMALL FINANCE BANK LIMITED



SURYODAY

A BANK OF SMILES

<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent Directors</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
--------------------------	--

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

Other Information	
--------------------------	--

Name : Sd/-
 Designation : Geeta Krishnan
 Company Secretary & Compliance Officer

ANNEXURE IV

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

The Disclosure is not applicable. There is no loan, guarantee etc. provided to any Promoter, Director or KMP or their relatives or any entity controlled by any of them.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them	Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them
-							

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			



(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(D) If the Listed Entity would like to provide any other information the same may be indicated here

--

Affirmations	
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company	
Company Remarks in case of non-compliant status	

Name:

Designation:

Place:

Date: