

# SURYODAY SMALL FINANCE BANK LIMITED



# SURYODAY

A BANK OF SMILES

## ANNEXURE I

### COMPLIANCE REPORT ON CORPORATE GOVERNANCE QUARTER/ HALF YEAR ENDED AS ON 30TH SEPTEMBER 2021

1. Name of Listed Entity - Suryoday Small Finance Bank Limited
2. Quarter ending - 30<sup>th</sup> September 2021

#### i. Composition Of Board of Director

Title (Mr./ Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive /Non-Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Ramachandran Rajaraman	01953653	AAGPR2084R	Chairperson Non-Executive - Independent Director	07-Jun-2014	24-Sep-2020	-	87	01-Jan-1952	NA		1	1	1	1
Mr.	Mrutunjay Sahoo	00015715	AEAPS6948B	Non-Executive - Independent Director	22-Sep-2016	22-Sep-2021	-	61	16-Mar-1954	NA		1	1	2	0
Mr.	Jyotin Kantilal Mehta	00033518	AAHPM2575M	Non-Executive - Independent Director	13-Feb-2017	13-Feb-2017	-	55	16-Feb-1958	NA		3	3	8	4
Ms.	Meena Hemchandra	05337181	AAIPH0653G	Non-Executive - Independent Director	15-Dec-2018	15-Dec-2018	-	33	20-Nov-1957	NA		1	1	1	0
Mr.	John Arunkumar Diaz	00493304	AECDP6518C	Non-Executive - Independent Director	16-Dec-2019	16-Dec-2019	-	21	09-Aug-1951	NA		1	1	2	2
Mr.	Ranjit Shah	00088405	AACPS6095B	Non-Executive - Nominee Director	02-Nov-2018	02-Nov-2018	-		30-May-1958	NA		1	0	2	0
Mr.	Aleem Remtula	02872107	ZZZZZ9999Z	Non-Executive - Nominee Director	15-Dec-2018	15-Dec-2018	-		27-Oct-1979	NA		1	0	0	0

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Mr.	Baskar Babu Ramachandran	02303132	AGEPR3388L	Executive Director (Managing Director & CEO)	23-Jan-2017	23-Jan-2020	-		26-Jul-1969	NA		1	0	0	0
Mr.	Krishna Nair Prasad	02611496	AATPN7753J	Non-Executive - Independent Director	22-Jul-2021	22-Jul-2021	-	2	24-May-1959	NA		2	2	1	0

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 Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) §	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		The Board re-constituted the Committees with effect from August 13.,2021.
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	30-Mar-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	
2	Ramachandran Rajaraman	Non-Executive - Independent Director	Member	06-Feb-2019	
3	Jyotin Kantilal Mehta	Non-Executive - Independent Director	Member	30-Mar-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	

<b>Company Remarks</b>	* Appointed as Chairperson of Risk Management Committee w.e.f. August 13, 2021
Whether Permanent chairperson appointed	Yes

**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	22-Jan-2020	
4	Krishna Nair Prasad	Non-Executive - Independent Director	Member	13-Aug-2021	
5	Ranjit Shah	Non-Executive - Nominee Director	Member	06-Feb-2019	

<b>Company Remarks</b>	
Whether Permanent chairperson appointed	Yes

**iii. Meeting of Board of Directors**

<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met</b>	<b>Number of Directors present</b>	<b>Number of Independent Directors present</b>
22-Apr-2021	22-Jul-2021	Yes	3	5
25-May-2021	12-Aug-2021	Yes	3	6
27-May-2021	23-Aug-2021	Yes	2	5
22-Jun-2021	16-Sep-2021	Yes	3	6

<b>Company Remarks</b>	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)	29

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	22-Apr-2021		Yes	1	3
Audit Committee	24-May-2021		Yes	1	3
Audit Committee	27-May-2021		Yes	0	3
Audit Committee		22-Jul-2021	Yes	1	3
Audit Committee		28-Jul-2021	Yes	1	3
Audit Committee		12-Aug-2021	Yes	1	3
Audit Committee		27-Sep-2021	Yes	0	4
Nomination & Remuneration Committee	21-Apr-2021		Yes	2	3
Nomination & Remuneration Committee	25-May-2021		Yes	1	3
Nomination & Remuneration Committee	27-May-2021		Yes	1	3
Nomination & Remuneration Committee	11-Jun-2021		Yes	0	3
Nomination & Remuneration Committee		22-Jul-2021	Yes	1	3
Nomination & Remuneration Committee		11-Aug-2021	Yes	0	3
Nomination & Remuneration Committee		16-Sep-2021	Yes	1	4
Stakeholders Relationship Committee	25-May-2021		Yes	0	2
Risk Management Committee	22-Apr-2021		Yes	2	3
Risk Management Committee	24-May-2021		Yes	1	3
Risk Management Committee	26-May-2021		Yes	1	3
Risk Management Committee		11-Aug-2021	Yes	1	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]	55

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:

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

ANNEXURE III  
Affirmations

<i>Broad Heading</i>	<i>Regulation Number</i>	<i>Compliance Status</i>	<i>Company Remark</i>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	-
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	-
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	-
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	-
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	-

Sd/-

**Name** : **Geeta Krishnan**  
**Designation** : **Company Secretary & Compliance Officer**

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## 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			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
-							

**(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: NA**

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)
<i>Promoter or any other entity controlled by them</i>			
<i>Promoter Group or any other entity controlled by them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>			
<i>KMPs or any other entity controlled by them</i>			

**(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: NA**

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

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

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### 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:**

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