

**SURYODAY SMALL FINANCE BANK LIMITED**
**ANNEXURE I**
**COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER ENDED AS ON SEPTEMBER 30, 2022**

1. Name of Listed Entity - **Suryoday Small Finance Bank Limited**
2. Quarter ending - **30-Sep-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 Cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	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 provision 17A (1)]	No of member ships 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 Company	Remarks
Mr.	Ramachandran Rajaraman	01953653	AAGPR2084R	Chairperson Non-Executive Independent Director		24-Sep-2015	24-Sep-2020		84	01-Jan-1952	No				Active	NA		1	1	1	1	SC, RC, NRC	
Mr.	Mrutunjay Sahoo	00015715	AEAPS6948B	Non-Executive Independent Director		22-Sep-2016	22-Sep-2021		72	16-Mar-1954	No				Active	NA		1	1	2	0	AC, SC, NRC	
Mr.	Jyotin Kantilal Mehta	00033518	AAHPM2575M	Non-Executive Independent Director		31-Aug-2017	31-Aug-2022		61	16-Feb-1958	No				Active	NA		4	4	9	5	AC, RC	
Mr.	John Arunkumar Diaz	00493304	AECPD6518C	Non-Executive Independent Director		16-Dec-2019	16-Dec-2019		33	09-Aug-1951	No				Active	NA		1	1	1	0	AC, RC, NRC	
Mr.	Ranjit Shah	00088405	AACPS6095B	Non-Executive Nominee Director		02-Nov-2018	02-Nov-2018			30-May-1958	No				Active	NA		1	0	2	0	AC, SC, NRC	
Mr.	Aleem Remtula	02872107	ZZZZZ9999Z	Non-Executive Nominee Director		15-Dec-2018	15-Dec-2018	01-Sep-2022		27-Oct-1979	No				Inactive	NA		0	0	0	0		Mr. Aleem Remtula (DIN: 02872107) is a Foreign

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																							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		14	24-May-1959	No				Active	NA		2	2	1	0	AC, NRC	
Ms.	Mandeep Maitra	06937451	AALPM9585D	Non-Executive Independent Director		28-Jul-2022	28-Jul-2022		2	16-Oct-1965	No				Active	NA		1	1	1	0	SC, NRC	
Mr.	Baskar Babu Ramachandran	02303132	AGEPR3388L	Executive Director		23-Jan-2017	23-Jan-2020			26-Jul-1969	No				Active	NA		1	0	0	0	RMC	

Company Remarks	<p>1) During the quarter, the Board of Directors have appointed Ms. Mandeep Maitra (DIN: 06937451), as an Independent (Woman) Director of the Bank with effect from July 28, 2022.</p> <p>2) During the quarter, Mr. Aleem Remtula (DIN: 02872107), ceased to be Director (Investor Director) of the Bank due to his resignation w.e.f. September 01, 2022.</p> <p>3) The Committees of the Board were re-constituted by the Board of Directors with effect from September 08, 2022.</p>
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

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## 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	Krishna Nair Prasad	Non-Executive Independent Director	Member	08-Sep-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	<p>1) During the quarter, the Board of Directors have appointed Ms. Mandeep Maitra (DIN: 06937451), as an Independent (Woman) Director of the Bank with effect from July 28, 2022.</p> <p>2) During the quarter, Mr. Aleem Remtula (DIN: 02872107), ceased to be Director (Investor Director) of the Bank due to his resignation w.e.f. September 01, 2022. Hence, the details of the Committee position against his name, as on date of Report of Corporate Governance, kept as Nil; since, he was not associated with the Bank as on the end of quarter / date of the Report. Prior to his resignation, he was member of the Risk Management Committee, IT Strategy Committee, Credit Committee and Corporate Social Responsibility Committee of the Bank.</p> <p>3) The Committees of the Board were re-constituted by the Board of Directors with effect from September 08, 2022.</p> <p>4) Details are provided only for Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee.</p>
Whether Permanent chairperson appointed	Yes

### b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Ramachandran Rajaraman	Non-Executive Independent Director	Chairperson	08-Sep-2022	
2	Mrutunjay Sahoo	Non-Executive Independent Director	Member	29-Mar-2017	
3	Ranjit Shah	Non-Executive Nominee Director	Member	06-Feb-2019	
4	Mandeep Maitra	Non-Executive Independent Director	Member	08-Sep-2022	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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**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	John Arunkumar Diaz	Non-Executive Independent Director	Chairperson	08-Sep-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	Baskar Babu Ramachandran	Executive Director	Member	29-Mar-2017	

Company Remarks	
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	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	
6	Mandeep Maitra	Non-Executive Independent Director	Member	08-Sep-2022	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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### iii. Meeting of Board of Directors

Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent Directors present
28-Apr-2022	Yes	9	7	6
18-May-2022	Yes	9	8	6
19-May-2022	Yes	9	8	6
26-May-2022	Yes	8	8	5
02-Jun-2022	Yes	8	8	5
21-Jun-2022	Yes	8	7	5
28-Jun-2022	Yes	8	8	5
05-Jul-2022	Yes	8	7	5
21-Jul-2022	Yes	8	8	5
04-Aug-2022	Yes	9	9	6
15-Sep-2022	Yes	8	8	6
29-Sep-2022	Yes	8	7	6

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Maximum gap between any two consecutive (in number of days)	41

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**iv. Meeting of Committees**

Name of the Committee	Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Total Number of Directors attended the meeting (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	11-Apr-2022	Yes	5	4	4	0
Audit Committee	19-May-2022	Yes	5	4	4	0
Audit Committee	21-Jun-2022	Yes	4	3	3	0
Audit Committee	28-Jun-2022	Yes	4	3	3	0
Audit Committee	05-Jul-2022	Yes	4	3	3	0
Audit Committee	04-Aug-2022	Yes	4	4	3	0
Audit Committee	29-Aug-2022	Yes	4	4	3	0
Audit Committee	29-Sep-2022	Yes	5	4	4	0
Nomination & Remuneration Committee	28-Apr-2022	Yes	5	4	4	0
Nomination & Remuneration Committee	19-May-2022	Yes	5	4	4	0
Nomination & Remuneration Committee	21-Jul-2022	Yes	5	4	4	0
Nomination & Remuneration Committee	13-Sep-2022	Yes	6	5	5	0
Stakeholders Relationship Committee	11-May-2022	Yes	4	3	3	0
Stakeholders Relationship Committee	03-Aug-2022	Yes	4	3	3	0
Risk Management Committee	18-May-2022	Yes	5	5	3	0
Risk Management Committee	16-Jun-2022	Yes	4	4	2	0
Risk Management Committee	28-Jun-2022	Yes	4	4	2	0
Risk Management Committee	14-Sep-2022	Yes	4	4	3	0

Company Remarks	<p>1) During the quarter, the Board of Directors have appointed Ms. Mandeep Maitra (DIN: 06937451), as an Independent (Woman) Director of the Bank with effect from July 28, 2022.</p> <p>2) During the quarter, Mr. Aleem Remtula (DIN: 02872107), ceased to be Director (Investor Director) of the Bank due to his resignation w.e.f. September 01, 2022. Hence, the details of the Committee position against his name, as on date of Report of Corporate Governance, kept as Nil; since, he was not associated with the Bank as on the end of quarter / date of the Report. Prior to his resignation, he was member of the Risk Management Committee, IT Strategy Committee, Credit Committee and Corporate Social Responsibility Committee of the Bank.</p> <p>3) The Committees of the Board were re-constituted by the Board of Directors with effect from September 08, 2022.</p> <p>4) Details are provided only for Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee.</p>
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	5) Members of Risk Management Committee consist of only Board Members.
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	30

**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

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**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 :** Krishna Kant Chaturvedi  
**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**

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			

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(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
<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**

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**Name:**  
**Designation:**  
**Place:**  
**Date:**