

**SURYODAY SMALL FINANCE BANK LIMITED**

**ANNEXURE I**

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARETR ENDED AS ON DECEMBER 31, 2022**

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

**i. Composition of Board of Director**

T i t l e  ( M r . / M s )	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	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 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	ID, C & NED		24-Sep-2015	24-Sep-2020		87	01-Jan-1952	No				Active	NA		1	1	1	1	SC, RC, NRC	
Mr.	Mrutunjay Sahoo	00015715	AEAPS6948B	ID		22-Sep-2016	22-Sep-2021		75	16-Mar-1954	No				Active	NA		1	1	2	0	AC, SC, NRC	
Mr.	Jyotin Kantilal Mehta	00033518	AAHPM2575M	ID		31-Aug-2017	31-Aug-2022		64	16-Feb-1958	No				Active	NA		4	4	9	5	AC, RC	
Mr.	John Arunkumar Diaz	00493304	AECPD6518C	ID		16-Dec-2019	16-Dec-2019		36	09-Aug-1951	No				Active	NA		1	1	1	0	AC, RC, NRC	
Mr.	Ranjit Shah	00088405	AACPS6095B	NED, ND		02-Nov-2018	02-Nov-2018			30-May-1958	No				Active	NA		1	1	2	0	AC, SC, NRC	
Mr.	Krishna Nair Prasad	02611496	AATPN7753J	ID		22-Jul-2021	22-Jul-2021		17	24-May-1959	No				Active	NA		2	2	1	0	AC, NRC	
Ms	Mandeep Maitra	06937451	AALPM9585D	ID		28-Jul-2022	28-Jul-2022		5	16-Oct-1965	No				Active	NA		1	1	2	0	SC, NRC	
Mr.	Baskar Babu Ramachandran	02303132	AGEPR3388L	ED		23-Jan-2017	23-Jan-2020			26-Jul-1969	No				Active	NA		1	0	1	0	SC, RC	
Mr.	Aleem Remtula	02872107	ZZZZZ9999Z	NED, ND		15-Dec-2018	15-Dec-2018			27-Oct-1979	No				Inactive	NA		0	0	0	0		Mr. Aleem Remtula (DIN: 02872107) is a Foreign Director and the requirement of PAN is not mandatory in case of Foreign Director.

**SURYODAY SMALL FINANCE BANK LIMITED**

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Company Remarks	<p>The Stakeholders Relationship Committee was reconstituted by the Board of Directors on 24-11-2022, wherein Mr. Baskar Babu Ramachandran (DIN: 02303132), MD &amp; CEO was inducted as Member of the Committee.</p> <p>During the quarter ended 30-09-2022, Mr. Aleem Remtula (DIN: 02872107), ceased to be Director (Investor Director) due to his resignation w.e.f. 01-09-2022, hence, the details of the Committee position against his name as on date of Report of Corporate Governance has been kept as Nil.</p>
Whether Regular 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 Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
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	1) The Stakeholders Relationship Committee was re-constituted by the Board of Directors with effect from November 24, 2022. 2) Details are provided only for Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee.
Whether Regular chairperson appointed	Yes

**b. Stakeholders Relationship Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
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	
5	Baskar Babu Ramachandran	Executive Director	Member	24-Nov-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

**c. Risk Management Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
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 Regular chairperson appointed	Yes

**d. Nomination and Remuneration Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
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 Regular chairperson appointed	Yes

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**iii. Meeting of Board of Directors**

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	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)	No. of Independent Directors attending the meeting
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
11-Nov-2022	Yes	8	6	4
24-Nov-2022	Yes	8	8	6
23-Dec-2022	Yes	8	6	5
28-Dec-2022	Yes	8	7	6

Company Remarks	
Maximum gap between any two consecutive (in number of days)	42

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**iv. Meeting of Committees**

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (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	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
Audit Committee	11-Nov-2022	Yes	5	5	4	0
Audit Committee	28-Nov-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
Nomination & Remuneration Committee	24-Nov-2022	Yes	6	6	5	0
Stakeholders Relationship Committee	03-Aug-2022	Yes	4	3	3	0
Stakeholders Relationship Committee	07-Nov-2022	Yes	4	3	2	0
Risk Management Committee	14-Sep-2022	Yes	4	4	3	0
Risk Management Committee	28-Nov-2022	Yes	4	4	3	0

Company Remarks	<p>1) The Stakeholders Relationship Committee was re-constituted by the Board of Directors with effect from November 24, 2022.</p> <p>2) Details are provided only for Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee.</p> <p>3) Members of Risk Management Committee consist of only Board Members.</p>
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	42

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**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 1000 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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