

Ref.: SSFB/CS/46/2022-23

Date: August 27, 2022

To,

National Stock Exchange of India Limited

Listing Department

Exchange Plaza, C-1, Block G,

Bandra Kurla Complex,

Bandra (East)

Mumbai – 400 051

Symbol: **SURYODAY****BSE Limited**

Corporate Relations Department

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort,

Mumbai-400 001

Scrip Code: **543279**

Dear Sir/Madam,

Sub.: Results of E-Voting (i.e. Remote E-Voting as well as Instapoll during the AGM) on the Resolutions placed for approval of the Members at the 14th Annual General Meeting (“AGM”) of Suryoday Small Finance Bank Limited (the “Bank”)

In continuation of our letter no. Ref.: SSFB/CS/45/2022-23 of even date, we hereby submit the combined results of E-Voting (i.e. Remote E-Voting as well as Instapoll/E-Voting during the AGM,) on all the Resolutions set out in the Notice dated July 30, 2022 convening the 14th AGM of the Bank:

Date of the Meeting	August 26, 2022
Total number of shareholders on record date	97,746
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	2
Public:	49

All the Resolutions placed at the AGM were passed with requisite majority.

In this regard, please find attached the following:

- i) Voting results as required under Regulation 44 of the SEBI Listing Regulations (**Annexure 1**); and
- ii) Scrutinizer’s Consolidated Report on e-voting pursuant to Section 108 of the Companies Act, 2013 and the Rules made thereunder (**Annexure 2**).

The above is submitted for your kind information and appropriate dissemination.

Thanking You,

For **Suryoday Small Finance Bank Limited****Krishna Kant Chaturvedi**

Company Secretary & Compliance Officer

Encl: As above

SURYODAY SMALL FINANCE BANK LIMITED

Reg. & Corp. off: 1101, Sharda Terraces, Plot. 65, Sector 11, CBD Belapur, Navi Mumbai: 400614 Tel: 022-40435800

E Mail: info@suryodaybank.com / Web: www.suryodaybank.com CIN: L65923MH2008PLC261472 / GSTIN NO: 27AAMCS5499J1ZG

Annexure 1
VOTING RESULTS

With respect to Resolutions set out in the Notice dated July 30, 2022 convening the 14th AGM of the Bank

Sr. No.	Description of Resolutions	Type of Resolution	Mode of Voting	Result of Voting
Ordinary Business:				
1.	To consider and adopt the Audited Financial Statements of the Bank for the financial year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon.	Ordinary	Remote E-Voting and Instapoll / E-voting during AGM	Passed with requisite majority
2.	To appoint a director in place of Mr. Ranjit Jayant Shah (DIN: 00088405), who retires by rotation, and being eligible, offered himself for re-appointment.	Ordinary	Remote E-Voting and Instapoll / E-voting during AGM	Passed with requisite majority
Special Business:				
3.	To re-appoint Mr. Jyotin Kantilal Mehta (DIN:00033518) as an Independent Director of the Bank.	Special	Remote E-Voting and Instapoll / E-voting during AGM	Passed with requisite majority
4.	To appoint Ms. Mandeep Maitra, (DIN: 06937451) as an Independent Director of the Bank.	Special	Remote E-Voting and Instapoll / E-voting during AGM	Passed with requisite majority
5.	To approve the re-appointment of Mr. Baskar Babu Ramachandran (DIN: 02303132) as Managing Director & Chief Executive Officer (MD & CEO) of the Bank.	Special	Remote E-Voting and Instapoll / E-voting during AGM	Passed with requisite majority
6.	To approve remuneration payable to Mr. Baskar Babu Ramachandran (DIN: 02303132), Managing Director & Chief Executive Officer (MD & CEO) of the Bank.	Special	Remote E-Voting and Instapoll / E-voting during AGM	Passed with requisite majority

SURYODAY SMALL FINANCE BANK LIMITED

Reg. & Corp. off: 1101, Sharda Terraces, Plot. 65, Sector 11, CBD Belapur, Navi Mumbai: 400614 Tel: 022-40435800

E Mail: info@suryodaybank.com / Web: www.suryodaybank.com CIN: L65923MH2008PLC261472 / GSTIN NO: 27AAMCS5499J1ZG

1.	Resolution required: Ordinary	To consider and adopt the Audited Financial Statements of the Bank for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon.						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting (Remote e- voting as well voting by electronic means during the AGM)	2,97,34,732	2,97,22,821	99.96	2,97,22,821	0	100.00	0.00
Public Institutions		3,34,97,180	1,88,50,572	56.27	1,88,50,572	0	100.00	0.00
Public Non-Institutions		4,29,26,837	75,89,589	17.68	75,65,248	24,341	99.68	0.32
Total		10,61,58,749	5,61,62,982	52.90	5,61,38,641	24,341	99.96	0.04

2.	Resolution required: Ordinary	To appoint a director in place of Mr. Ranjit Jayant Shah (DIN: 00088405), who retires by rotation, and being eligible, offered himself for re-appointment.						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting (Remote e- voting as well voting by electronic means during the AGM)	2,97,34,732	2,97,22,821	99.96	2,97,22,821	0	100.00	0.00
Public Institutions		3,34,97,180	1,88,50,572	56.27	1,87,73,575	76,997	99.59	0.41
Public Non-Institutions		4,29,26,837	75,70,628	17.64	75,63,222	7,406	99.90	0.10
Total		10,61,58,749	5,61,44,021	52.89	5,60,59,618	84,403	99.85	0.15

3.	Resolution required: Special	To re-appoint Mr. Jyotin Kantilal Mehta (DIN: 00033518) as an Independent Director of the Bank.						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	2,97,34,732	2,97,22,821	99.96	2,97,22,821	0	100.00	0.00
Public Institutions	(Remote e- voting as well voting by electronic means during the AGM)	3,34,97,180	1,88,50,572	56.27	1,88,50,572	0	100.00	0.00
Public Non-Institutions		4,29,26,837	75,89,516	17.68	75,62,271	27,245	99.64	0.36
Total		10,61,58,749	5,61,62,909	52.90	5,61,35,664	27,245	99.95	0.05

4.	Resolution required: Special	To appoint Ms. Mandeep Maitra (DIN: 06937451) as an Independent Director of the Bank.						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	2,97,34,732	2,97,22,821	99.96	2,97,22,821	0	100.00	0.00
Public Institutions	(Remote e- voting as well voting by electronic means during the AGM)	3,34,97,180	1,88,50,572	56.27	1,88,50,572	0	100.00	0.00
Public Non-Institutions		4,29,26,837	75,89,467	17.68	75,64,930	24,537	99.68	0.32
Total		10,61,58,749	5,61,62,860	52.90	5,61,38,323	24,537	99.96	0.04

5.	Resolution required: Special		To approve the re-appointment Mr. Baskar Babu Ramachandran (DIN: 02303132) as Managing Director & Chief Executive Officer (MD & CEO) of the Bank.					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	2,97,34,732	**1,84,32,821	61.99	**1,84,32,821	0	100.00	0.00
Public Institutions	(Remote e- voting as well voting by electronic means during the AGM)	3,34,97,180	1,88,50,572	56.27	1,88,50,572	0	100.00	0.00
Public Non-Institutions		4,29,26,837	75,89,516	17.68	75,63,351	26,165	99.66	0.34
Total		10,61,58,749	4,48,72,909	42.27	4,48,46,744	26,165	99.94	0.06

**50,50,000 votes considered as invalid and accordingly have not been considered for votes in favour and excluded from No. of votes polled under Promoter and Promoter Group category.

6.	Resolution required: Special		To approve remuneration payable to Mr. Baskar Babu Ramachandran (DIN: 02303132), Managing Director & Chief Executive Officer (MD & CEO) of the Bank.					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	2,97,34,732	**1,84,32,821	61.99	**1,84,32,821	0	100.00	0.00
Public Institutions	(Remote e- voting as well voting by electronic means during the AGM)	3,34,97,180	1,88,50,572	56.27	1,88,50,572	0	100.00	0.00
Public Non-Institutions		4,29,26,837	75,84,973	17.67	75,58,607	26,366	99.65	0.35
Total		10,61,58,749	4,48,68,366	42.27	4,48,42,000	26,366	99.94	0.06

**50,50,000 votes considered invalid and accordingly have not been considered for votes in favour and excluded from No. of votes polled under Promoter and Promoter Group Category.

For Suryoday Small Finance Bank Limited

Krishna Kant Chaturvedi
Company Secretary & Compliance Officer

TUSHAR SHRIDHARANI

B. Com., LL.B., F.C.S.

Tel. : (022) 7963 3947
Email : tushar@tusharshri.com

10, New Marine Lines
417, Jolly Bhavan No. 1
Mumbai – 400 020
Maharashtra

SCRUTINIZER’S CONSOLIDATED REPORT ON VOTING

[Pursuant to applicable provisions of the Companies Act, 2013 and Rules made thereunder]

27th August, 2022

To,

Mr. R. Ramachandran, Chairman of the Board of Directors
Suryoday Small Finance Bank Limited
1101, Sharda Terraces, Sector 11,
CBD Belapur
Navi Mumbai – 400 614.

Subject: Scrutinizer's Report on remote e-voting and e-voting at the AGM conducted in terms of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the circulars issued by the Ministry of Corporate Affairs, SEBI and the Guidance/Clarification note issued by ICSI.

Dear Sir,

I, Tushar Shridharani, Practicing Company Secretary was appointed as a Scrutinizer by the Board of Directors of the Suryoday Small Finance Bank Limited (“**the Bank**”) on 21st July, 2022 in pursuance of section 108 of the Companies Act, 2013 (“**the Act**”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) to scrutinize the voting conducted through remote e-voting and voting by electronic means at the Annual General Meeting (“**AGM**”) on all the resolutions as set out in the notice convening the 14th AGM of the Bank held on 26th August, 2022.

The notice dated 30th July, 2022 was sent in respect of the resolutions to be passed at the AGM of the Bank through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”) to those members whose email addresses were registered with the Bank / Depositories and in compliance with the circulars dated 5th May, 2022, 14th December, 2021, 5th May, 2020, 13th April, 2020 and 8th April, 2020 issued by the Ministry of Corporate Affairs and also circular dated 13th May, 2022 and 12th May, 2020 and, issued by the Securities and Exchange Board of India (“**SEBI**”).

Remote e-voting:

- i. Shareholders of the Bank were provided remote e-voting facility whereby they could cast their votes during the e-voting period, which commenced at 9.00 a.m. on the 23rd August, 2022 and ended at 5.00 p.m. on the 25th August, 2022 (both Indian Standard Time - IST).
- ii. In pursuance of rule 4(xii) of The Companies (Management and Administration) Rules, 2014; the votes cast during e-voting period were unblocked on Thursday, the 25th August, 2022 and after the conclusion of the AGM and was witnessed by -2- (Two) witnesses, CS Nandini Parekh (FCS – 6240) and CS Ameer Yagnik (ACS – 51172), who are not in employment of the Bank and / KFin

Technologies Limited, (formerly known as KFin Technologies Private Limited) (“KFin”), the Registrar and Transfer Agent of the Bank.

- iii. Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted “in favour” or “against” on each of the resolutions that was put to vote, were generated from the e-voting website of KFin, i.e. <http://evoting.kfintech.com>. Based on the report generated, the data regarding the remote e-voting was scrutinized by me.

Voting by electronic means at the AGM:

- i. A few members attending the AGM through VC / OAVM, who had not cast their votes through remote e-voting period have voted on resolutions through facility of voting by electronic means during the AGM. Instructions for e-voting were laid down in the notice convening the AGM.
- ii. After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was stopped by KFin.
- iii. The e-votes cast were unblocked on Friday, the 26th August, 2022 after the conclusion of the AGM.
- iv. Based on the report generated by the KFin and relied upon by me, data regarding the e-voting was scrutinized by me.

Management’s and Scrutinizer’s Responsibilities:

- i. Management of the Bank is responsible to ensure compliance with the requirements of the Act and the Rules relating to e-voting prior and during the AGM on the resolutions contained in the notice of the AGM.
- ii. My responsibility as scrutinizer for the voting is restricted to making a Scrutinizer’s Report of the voted cast in favour or against the Resolutions.

Report:

This report has been issued at the request of the Bank for its compliance requirements in pursuance of relevant provisions of the Act and Rules and accordingly this report is not to be used by anyone for any other purpose.

Information with respect to AGM as well shareholders participated in the AGM is provided in **Annexure 1** to this Report. And the Consolidated Result of total votes cast, whether in favour or against, is annexed to this Report and marked as **Annexure 2**.

You are requested to acknowledge receipt of this report.

Tushar Ramesh
Shridharani

Digitally signed by Tushar Ramesh Shridharani
DN: cn=Tushar Ramesh Shridharani, o=Practicing Company Secretary, ou=Practicing Company Secretary, email=tushar@practising.com, c=IN
Date: 2022.08.27 21:22:15 +05'30'

(Tushar Shridharani)

Practicing Company Secretary

Membership No.: FCS 2690

Certificate of Practice No.: 2190 / Peer Review Certificate No.: 1509/2021

UDIN: F002690D000861011

Acknowledgment and countersigned by:

For Suryoday Small Finance Bank Limited

Baskar Babu

Digitally signed by Baskar
Babu Ramachandran

Ramachandran

Date: 2022.08.27 21:22:15
+05'30'

(Baskar Babu Ramachandran)

Managing Director and Chief Executive Officer

DIN: 02303132

Annexure 1

Date of the Annual General Meeting	26 th August, 2022
Total number of shareholders on record date (i.e. cut-off date for voting purpose 19 th August, 2022):	97,746
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	2
Public:	49

Annexure 2

1.	Resolution required: Ordinary	To consider and adopt the Audited Financial Statements of the Bank for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon.						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	2,97,34,732	2,97,22,821	99.96	2,97,22,821	0	100.00	0.00
Public Institutions	(Remote e-voting as well voting by electronic means during the AGM)	3,34,97,180	1,88,50,572	56.27	1,88,50,572	0	100.00	0.00
Public Non-Institutions		4,29,26,837	75,89,589	17.68	75,65,248	24,341	99.68	0.32
Total		10,61,58,749	5,61,62,982	52.90	5,61,38,641	24,341	99.96	0.04

2.	Resolution required: Ordinary	To appoint a director in place of Mr. Ranjit Jayant Shah (DIN: 00088405), who retires by rotation, and being eligible, offered himself for re-appointment.						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
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Promoter And Promoter Group	E-Voting	2,97,34,732	2,97,22,821	99.96	2,97,22,821	0	100.00	0.00
Public Institutions	(Remote e- voting as well voting by electronic means during the AGM)	3,34,97,180	1,88,50,572	56.27	1,87,73,575	76,997	99.59	0.41
Public Non-Institutions		4,29,26,837	75,70,628	17.64	75,63,222	7,406	99.90	0.10
Total		10,61,58,749	5,61,44,021	52.89	5,60,59,618	84,403	99.85	0.15

3.	Resolution required: Special		To re-appoint Mr. Jyotin Kantilal Mehta (DIN: 00033518) as an Independent Director of the Bank.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
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Promoter And Promoter Group	E-Voting (Remote e- voting as well voting by electronic means during the AGM)	2,97,34,732	2,97,22,821	99.96	2,97,22,821	0	100.00	0.00
Public Institutions		3,34,97,180	1,88,50,572	56.27	1,88,50,572	0	100.00	0.00
Public Non-Institutions		4,29,26,837	75,89,516	17.68	75,62,271	27,245	99.64	0.36
Total		10,61,58,749	5,61,62,909	52.90	5,61,35,664	27,245	99.95	0.05

4.	Resolution required: Special	To appoint Ms. Mandeep Maitra (DIN: 06937451) as an Independent Director of the Bank.						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	2,97,34,732	2,97,22,821	99.96	2,97,22,821	0	100.00	0.00
Public Institutions	(Remote e- voting as well voting by electronic means during the AGM)	3,34,97,180	1,88,50,572	56.27	1,88,50,572	0	100.00	0.00
Public Non-Institutions		4,29,26,837	75,89,467	17.68	75,64,930	24,537	99.68	0.32
Total		10,61,58,749	5,61,62,860	52.90	5,61,38,323	24,537	99.96	0.04

5.	Resolution required: Special	To approve the re-appointment Mr. Baskar Babu Ramachandran (DIN: 02303132) as Managing Director & Chief Executive Officer (MD & CEO) of the Bank.						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter And Promoter Group	E-Voting (Remote e- voting as well voting by electronic means during the AGM)	2,97,34,732	**1,84,32,821	61.99	**1,84,32,821	0	100.00	0.00
Public Institutions		3,34,97,180	1,88,50,572	56.27	1,88,50,572	0	100.00	0.00
Public Non-Institutions		4,29,26,837	75,89,516	17.68	75,63,351	26,165	99.66	0.34
Total		10,61,58,749	4,48,72,909	42.27	4,48,46,744	26,165	99.94	0.06

**50,50,000 votes considered as invalid and accordingly have not been considered for votes in favour and excluded from number of votes polled under Promoter and Promoter Group. category

6.	Resolution required: Special	To approve remuneration payable to Mr. Baskar Babu Ramachandran (DIN: 02303132), Managing Director & Chief Executive Officer (MD & CEO) of the Bank.						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter And Promoter Group	E-Voting (Remote e- voting as well voting by electronic means during the AGM)	2,97,34,732	**1,84,32,821	61.99	**1,84,32,821	0	100.00	0.00
Public Institutions		3,34,97,180	1,88,50,572	56.27	1,88,50,572	0	100.00	0.00
Public Non-Institutions		4,29,26,837	75,84,973	17.67	75,58,607	26,366	99.65	0.35
Total		10,61,58,749	4,48,68,366	42.27	4,48,42,000	26,366	99.94	0.06

**50,50,000 votes considered invalid and accordingly have not been considered for votes in favour and excluded from number of votes polled under Promoter and Promoter Group. Category.

Tushar Shridharani, Practicing Company Secretary

Tushar Ramesh
Shridharani

Digitally signed by Tushar Ramesh Shridharani, DN: cn=Tushar Ramesh Shridharani, o=Practicing Company Secretary, ou=Practicing Company Secretary, email=tushar@practising.com, c=IN, date=2021.05.14 10:44:45 +05'30'

(Tushar Shridharani)

Practicing Company Secretary / Membership No.: FCS 2690/Certificate of Practice No.: 2190

Peer Review Certificate No.: 1509/2021

UDIN: F002690D000861011