

Suryoday Small Finance Bank Limited [CIN – L65923MH2008PLC261472]
1001, Sharda Terrace, Plot No.65, Sector 11, CBD Belapur, Navi Mumbai – 400 614
Tel: 022-4043 5800 Email: info@suryodaybank.com / Web: www.suryodaybank.com

Familiarization Programme for Independent Directors
Suryoday Small Finance Bank Limited

Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI-Listing Regulations**”) requires that the listed entity shall familiarize the Independent Directors through various programs about the listed entity, including the following:

- i. Nature of the industry in which the listed entity operates.
- ii. Business model of the listed entity;
- iii. Roles, rights, responsibilities of independent directors; and
- iv. Any other relevant information relating to the operations of the Bank.

Regulation 46(2)(i) of the SEBI-Listing Regulations requires the listed entity to disclose in its website the details of familiarization programmes imparted to Independent Directors including:

- i) number of programmes attended by Independent Directors (during the year and on a cumulative basis till date).
- ii) number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date); and
- iii) other relevant details

Regulation 34(3) read with Schedule V, Para C, Clause 2(g) of the SEBI-Listing Regulations provides that the annexures to the Annual Report of the listed entity i.e., the Corporate Governance Report shall contain a web link for details of familiarisation programmes imparted to independent directors being disclosed.

Components of the Familiarisation Program in the Bank:

- a) **Initial Familiarisation Programme:** The Bank issues a formal letter of appointment to the Independent Directors which incorporates all relevant information about the appointment, roles, duties and responsibilities of Independent Directors including the terms and conditions of their appointment. A copy of Schedule IV to the Companies Act, 2013 which contains guidelines for professional conduct, role and functions of Independent Directors, their duties and the Bank’s Code of Conduct for the Directors are shared with the Directors for their information and adherence on an on-going basis. A copy of the Memorandum and Articles of Association and latest Annual Report of the Bank are also provided to the Directors to familiarize them with the Bank’s background.

Interaction with the Senior Management team are being organized for the Directors to enable them to understand and familiarize with the operations of the Bank.

- b) **Quarterly/Half yearly/ Annual updates/Presentations on Operations:** The Independent Directors have complete access to senior management and information about the Bank. Presentations are regularly made at the meetings of the Board and other Committees constituted by the Board, where the Independent Directors get an opportunity to interact with the senior management. Further, detailed presentations on Business Plan/Strategy, Digital transformation, operations, performance of the Bank and industry/peer comparison, etc. are being made before the Meetings of the Board of Directors and the Board level Committees.

- c) **Regulatory updates:** Periodical regulatory updates impacting the business which helps the Directors familiarise themselves with the regulatory framework in which the Bank operates are circulated and discussed.
- d) Besides the above, Directors are also provided the opportunity to attend training programs/seminars organised by reputed organisations on matters of interest to the Directors as well as the Bank.
- e) Specific presentations as per the terms of reference and charter of the Committees are also routinely held- such as presentation on the cyber security matters in the IT Strategy Committee Meeting, updates on CSR projects and initiatives in the Corporate Social Responsibility Committee, Customer Service initiatives in the Customer Service Committee, etc.

Details of Familiarization Programmes imparted to independent directors during FY 2020-21.

All the Directors of the Bank have been associated with the Bank for more than 2 years and have in-depth understanding of the business model, business processes and business environment of the Bank. Each director has special knowledge and practical experience in various areas as required in terms of provisions of Section 10-A (2)(a) of the Banking Regulation Act, 1949. Familiarisation of Independent Directors is an ongoing process.

During FY 2020-21, the external training programs attended by the Independent Directors were through audio-visual mode in view of the Covid-19 situation prevalent in the country.

The Independent Directors attended the following training Programmes:

- a) Webinar on Power Talks on Corporate Governance in Indian Commercial Banks
- b) CAFRAL Program on Digital Lending: Technologies Processes & Regulations
- c) CAFRAL Virtual Learning Program for Non-Executive Directors on the Boards of Banks and Financial Institutions
- d) Independent Directors' Summit

Name of the Independent Director	Duration of the Programmes attended for FY 2020-21
Mr. Jyotin Mehta	27.5 hours
Mr. Arun Diaz	1.5 hours
Mrs. Meena Hemchandra	15 hours

During FY 2021-22, the external training programs attended by the Independent Directors were through audio-visual mode in view of the continuing Covid-19 pandemic prevailing in the country.

The Independent Directors attended the following training Programmes:

- a) Role of the Chairman and Independent Directors on the Board
- b) RBI mandated Certification Programme in IT & Cyber Security for Board Members
- c) Webinar on Cyber Security Risks- Why & How in Board Room Discussion

Name of the Independent Director	Duration of the Programmes attended for FY 2021-22
Mr. Ramachandran Rajaraman	21.15 hours
Mr. Mrutunjay Sahoo	21.15 hours
Mr. Jyotin Mehta	21.15 hours
Mr. John Arunkumar Diaz	21.15 hours
Mrs. Meena Hemchandra	1.50 hours
Mr. Krishna Prasad Nair	37.15 hours

During FY 2022-23, following training Programmes were attended by the Independent Directors:

Sl. No.	Date of the programme	Brief particulars of the Programme	Conducted / Organised by	Participated by (Name of Independent Director)
1.	August 04 and August 26, 2022	Familiarization cum induction program to brief the new Director about the Business of the Bank and introduction with various Business Heads and brief presentations by each of the Business Heads about their respective functions.	In-house by the Management Team of the Bank	Dr. Mandeep Maitra
2.	January 05, 2023	Program on Governance and Assurance for Board of Directors	The Centre for Advanced Financial Research and Learning (CAFRAL)	Mr. Jyotin Mehta
3.	February 21 -22, 2023	Customised Masterclass for Directors on Board	Micro Finance Institutions Network (MFIN)	Mr. Rajaraman Ramachandran Mr. Krishna Prasad Nair
4.	March 10, 2023	SME Development Programme	ASSOCHAM in association with Centre for Corporate Governance & Citizenship, IIM Bangalore	Mr. Jyotin Mehta

Name of the Independent Director	Duration of the Programmes attended for FY 2022-23
Mr. Ramachandran Rajaraman	14:00 hours
Mr. Mrutunjay Sahoo	-
Mr. Jyotin Mehta	16.00 hours
Mr. John Arunkumar Diaz	-
Mrs. Meena Hemchandra (was on the Board of the Bank upto May 22, 2022)	-
Mr. Krishna Prasad Nair	14:00 hours
Ms. Mandeep Maitra (appointed on the Board of the Bank w.e.f. July 28, 2022)	-

Attendance of Directors in the external training programs

Name of Independent Directors	No. of Programmes attended				No. of hours spent in the Programmes attended			
	F.Y. 2020 -21	F.Y. 2021- 22	F.Y. 2022- 23	On cumulative basis till date	F.Y. 2020 -21	F.Y. 2021- 22	F.Y. 2022- 23	On cumulative basis till date
Mr. Ramachandran Rajaraman	-	1	1	2	-	21.15 hours	14.00 hours	35.15 hours
Mr. Mrutunjay Sahoo	-	1	0	1	-	21.15 hours	-	21.15 hours
Mr. Jyotin Mehta	4	1	2	7	27.5 hours	21.15 hours	16.00 hours	64.65 hours
Mr. John Arunkumar Diaz	1	1	0	2	1.5 hours	21.15 hours	-	22.65 hours
Mrs. Meena Hemchandra (was on the Board of the Bank upto May 22, 2022)	2	1	0	3	15 hours	1.50 hours	-	16.50 hours
Mr. Krishna Prasad Nair (Appointed w.e.f. July 22, 2021)	N.A.	2	1	3	N.A.	37.15 hours	14.00 hours	51.15 hours
Ms. Mandeep Maitra (Appointed on the Board of the Bank w.e.f. July 28, 2022)	N.A.	N.A.	-	-	N.A.	N.A.	-	-