

Suryoday Small Finance Bank Limited [CIN - L65923MH2008PLC261472]
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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 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, the 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 the 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 the 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 Hrs
Mr. Mrutunjay Sahoo	21.15 Hrs
Mr. Jyotin Mehta	21.15 Hrs
Mr. John Arunkumar Diaz	21.15 Hrs
Mrs. Meena Hemchandra	1.50 Hrs
Mr. Krishna Prasad Nair	37.15 Hrs

Attendance of Directors in the external training programs

Name of Independent Directors	No. of Programmes attended		On cumulative basis till date	No. of hours spent in the Programmes attended		On cumulative basis till date
	F.Y. 2020 -21	F.Y. 2021- 22		F.Y. 2020 -21	F.Y. 2021- 22	
Mr. Ramachandran Rajaraman	-	1	1	-	21.15 Hrs	21.15 Hrs
Mr. Mrutunjay Sahoo	-	1	1	-	21.15 Hrs	21.15 Hrs
Mr. Jyotin Mehta	4	1	5	27.5 hours	21.15 Hrs	48.65 Hrs
Mr. John Arunkumar Diaz	1	1	2	1.5 hours	21.15 Hrs	22.65 Hrs
Mrs. Meena Hemchandra	2	1	3	15 hours	1.50 Hrs	16.50 Hrs
Mr. Krishna Prasad Nair (Appointed w.e.f. July 22, 2021)	N.A.	2	2	N.A.	37.15 Hrs	37.15 Hrs