

**Suryoday Small Finance Bank Limited [CIN - L65923MH2008PLC261472]**

Regd. & Corporate Office: Unit No.1101, Sharda Terrace, Plot No.65, Sector 11, CBD Belapur, Navi Mumbai – 400 614  
Tel: 022-4043 5800 Email: [info@suryodaybank.com](mailto:info@suryodaybank.com) /Web: [www.suryodaybank.com](http://www.suryodaybank.com)

**Familiarization Programme for Independent Directors**

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 and responsibilities of the Independent Directors; and
- iv. Any other relevant information relating to the Finances/ 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 the trainings imparted to the independent directors and details of familiarization programmes imparted to the Independent Directors including:

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

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 where the details of Familiarisation Programmes imparted to the Independent Directors is disclosed.

The Familiarisation Program may include any orientation programs/presentations / training sessions to be conducted to provide an opportunity to the Independent Directors to interact with the senior leadership team of the Bank and help them to understand the Bank’s strategy, Business model, Group Structure, Operations, Services, and Products offerings, Markets, Organisation Structure, Finance, Human Resources, Technology, Quality, Facilities, Risk Management Strategy, Governance, Policies, designated channels for flow of information and such other areas as may be deemed necessary.

**Components of the Familiarisation Program in the Bank:**

- a) **Initial Induction cum 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 and presentation on relevant information and details is being organized for the Independent Directors to enable them to understand and familiarize them with the nature business, operations and strategies of the Bank.

The Independent Directors are also facilitated for visiting few of the Branches / Offices of the Bank to understand and familiarize themselves with the business 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 and seek various updates on the business and operations of the Bank. Further, the detailed presentations on Business Plans /Strategy, Digital transformation, operations, performance of the Bank and industry/peer comparison, etc. are being made time-to-time 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 to familiarise themselves with the regulatory framework in which the Bank operates are shared and discussed with the Directors.
- d) Besides the above, Directors are also provided the opportunity to attend training programs/ seminars organised by reputed organisations, professional bodies and other regulatory bodies, on the 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.

**The financial year wise Familiarization cum Training Programmes organized for the Directors is given below:**

**1) Details of Familiarization Programmes imparted to Independent Directors during FY 2020-21.**

The majority of 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 the 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

## 2) Details of Familiarization Programmes imparted to independent directors during FY 2021-22

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:

- Role of the Chairman and Independent Directors on the Board
- RBI mandated Certification Programme in IT & Cyber Security for Board Members
- 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

## 3) Details of Familiarization Programmes imparted to independent directors during FY 2022-23

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)	-

#### 4) **Details of Familiarization Programmes imparted to Independent Directors during FY 2023-24**

During FY 2023-24, following internal and external 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.	September 07 & September 08, 2023	Certification Programmes in IT & Cyber Security for Board Members	Institute for Development and Research in Banking Technology ("IDRBT")	Mr. John Arunkumar Diaz
2.	November 29, 2023 to December 01, 2023	Boardroom Strategy Masterclass	Economic Times	Dr. Mandeep Maitra and; Mr. Jyotin Mehta
3.	December 04, 2023 to December 08, 2023	Challenges of Managing Inclusive Finance in India	IIMB	Mr. Krishna Prasad Nair
4.	December 07 & December 08, 2023	Certification Programmes in IT & Cyber Security for Board Members	Institute for Development and Research in Banking Technology ("IDRBT")	Dr. Mandeep Maitra
5.	February 14, 2024	Familiarization cum induction program to brief the new Independent 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, CSR Overview.	In-house by the Management Team of the Bank	Mrs. Swati Datye
6.	February 15, 2024	Visited the Chembur Branch and had Employees' and Customers' Interactions	In-house by the Management Team of the Bank	Mrs. Swati Datye
7.	February 20, 2024	Site visit at Regional Office, Shivaji Nagar Branch, Kothrud Branch at Pune, had Employee and Customer Interactions	In-house by the Management Team of the Bank	Mrs. Swati Datye
8.	March 06, 2024 & March 07, 2024	Certification Programme in IT and Cyber Security for Board Members	Institute for Development and Research in Banking Technology (IDRBT)	Mrs. Swati Datye
9.	March 13, 2024	Presentation on HR and CSR overview	In-house by the Management Team of the Bank	Mrs. Swati Datye

Name of the Independent Director	Duration of the Programmes attended for FY 2023-24
Mr. Ramachandran Rajaraman (was on Board of the Bank upto September 23, 2023)	-
Mr. Mrutunjay Sahoo	-
Mr. Jyotin Mehta	12 Hours
Mr. John Arunkumar Diaz	14 Hours
Mrs. Meena Hemchandra (was on the Board of the Bank upto May 22, 2022)	-
Mr. Krishna Prasad Nair	40 Hours
Ms. Mandeep Maitra (appointed on the Board of the Bank w.e.f. July 28, 2022)	26 Hours
Mrs .Swati Datye (appointed on the Board of the Bank w.e.f. February 01, 2024 )	16 Hours

<b>Attendance of Directors in the External Training Programmes#</b>										
<b>Name of Independent Directors</b>	<b>No. of Programmes attended</b>					<b>No. of hours spent in the Programmes attended</b>				
	<b>F.Y. 2020 - 21</b>	<b>F.Y. 2021- 22</b>	<b>F.Y. 2022- 23</b>	<b>F.Y. 2023- 24</b>	<b>On cumulative basis till date</b>	<b>F.Y. 2020 -21</b>	<b>F.Y. 2021- 22</b>	<b>F.Y. 2022- 23</b>	<b>F.Y. 2023- 24</b>	<b>On cumulative basis till date</b>
Mr. Ramachandran Rajaraman	-	1	1	0	2	-	21.15 hours	14.00 hours	0	35.15 hours
Mr. Mrutunjay Sahoo	-	1	0	0	1	-	21.15 hours	-	0	21.15 hours
Mr. Jyotin Mehta	4	1	2	1	8	27.5 hours	21.15 hours	16.00 hours	12.0 hours	76.65 hours
Mr. John Arunkumar Diaz	1	1	0	1	3	1.5 hours	21.15 hours	-	14.00 hours	36.65 hours
Mrs. Meena Hemchandra (was on the Board of the Bank upto May 22, 2022)	2	1	0	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	1	4	N.A.	37.15 hours	14.00 hours	40.00 hours	91.15 hours
Ms. Mandeep Maitra (Appointed on the Board of the Bank w.e.f. July 28, 2022)	N.A.	N.A.	-	2	2	N.A.	N.A.	-	26.00 hours	26.00 Hours
Mrs. Swati Datye (Appointed on the Board of the Bank w.e.f. February 01, 2024)	N.A.	N.A.	N.A.	1	1	N.A.	N.A.	N.A.	16.00	16.00 Hours
<b>Cumulative till the date (Since April 1, 2020)</b>	<b>7</b>	<b>7</b>	<b>4</b>	<b>6</b>	<b>24</b>	<b>44.00</b>	<b>123.25</b>	<b>44.00</b>	<b>108.00</b>	<b>319.25 hours</b>

#This table includes the details on the training cum familiarization programmes from external renowned training institutes. Further, in addition to the external training programmes as mentioned above, the Bank has been regularly conducting various induction cum familiarization programmes to familiarize the Independent Directors of the Bank, about their roles, rights, responsibilities in the Bank, nature of business and operations of the Bank, Business Model, Risk Management System and Technology Architecture of the Bank so as to help them contribute significantly during the deliberations in the Board/ Committee meetings. Further, various updates and 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 and seek various updates / clarifications on the business and operations of the Bank.