

Suryoday Small Finance Bank Limited [CIN - L65923MH2008PLC261472]

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Familiarization Programme for Independent Directors

Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") requires that the listed entity shall familiarize its 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 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 Familiarization Program in the Bank:

- a) **Initial Induction cum Familiarization Program:** 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, latest Annual Report of the Bank and other general information are also provided to the Directors to familiarize them with the Bank.

Interaction with the Senior Management team and presentations 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, wherein 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 Bank's 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 with 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 Recent Trends & Practices on the Risk Management, Cyber Security matters, updates on CSR projects and initiatives being taken by the Bank in the CSR front, various Customer Service initiatives etc. are presented to the Board / respective Board Committees.

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

1) Details of Training cum 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	27.30 hours
Mr. Arun Diaz	1.30 hours
Mrs. Meena Hemchandra	15 hours

2) Details of Training cum 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:

- 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	1.30 hours
Mr. Krishna Prasad Nair	37.15 hours

3) Details of Training cum 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	Induction cum Familiarization 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 Training cum 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	Induction cum Familiarization 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

5) Details of Training cum Familiarization Programmes imparted to the Directors during FY 2024-25

During FY 2024-25, following internal and external training Programmes were attended by the Directors:

Sl. No.	Date of the program	Brief particulars of the Programme	No. of Programme hours	Conducted / Organised by	Participated by (Name of Independent Director)
1.	April 01, 2024	Induction cum Familiarization program to brief the new Independent Director about the Business of the Bank and introduction with various Business Heads, Governance Functions and brief presentations by each of the Business Heads about their respective functions.	8 hours	In-house by the Management Team of the Bank	Mr. Hemant Shah
2.	April 02, & 03, 2024	Visited the various IF Branch and Bank Branches	16 hours	In-house by the Management Team of the Bank	Mr. Hemant Shah
3.	April 04, 06 and 10, 2024	Meeting with Business Heads and Support & Governance Functions	12 hours	In-house by the Management Team of the Bank	Mr. Hemant Shah
4.	April 05, 2024	Field Visit - Mortgages, CV , Distribution	8 hours	In-house by the Management Team of the Bank	Mr. Hemant Shah
5.	April 08, 2024	Visited Pune (Regional Office and Branch Visits)	8 hours	In-house by the Management Team of the Bank	Mr. Hemant Shah
6.	April 11 & 12, 2024	CSR Program Site Visits, meeting with heads of Market, Credit, Operation Risk	6 hours	In-house by the Management Team of the Bank	Mr. Hemant Shah
7.	April 23 & 24, 2024	Induction cum Familiarization program to brief the new Independent Director about the Business of the Bank and introduction with various Business Heads, Governance Functions and brief presentations by each of the Business Heads about their respective functions.	12 hours	In-house by the Management Team of the Bank	Mr. Deepak Kumar Sharma
8.	April 29, 2024	Facilitated the Branch visit for Employees' and Customers' Interactions	8 hours	In-house by the Management Team of the Bank	Mr. Deepak Kumar Sharma
9.	August 21 & 22, 2024	Program for Non-Executive Chairman & Directors on the Boards of Banks, NBFCs, FIS	16 hours	Centre for Advanced Financial Research and Learning (CAFRAL)	Mr. Deepak Kumar Sharma and Ms. Swati Datye
10.	September 23 & 24, 2024	Certification Programmes in IT & Cyber Security for Board Members	16 hours	IDRBT	Mr. Hemant Shah

11.	September 27, 2024	Conference organised by RBI with the Directors of Small Finance Banks	7 hours	Reserve Bank of India	Mr. Krishna Prasad Nair, Mr. Jyotin Mehta, Mr. Arun Diaz, Ms. Swati Datye, Mr. Deepak Kumar Sharma, Mr. Hemant Shah, Mr. Baskar Babu Ramachandran
12.	October 04, 2024 to October 11, 2024	CAFRAL Advanced Leadership Program (CALP)	64 hours	CAFRAL	Mr. Hemant Shah
13.	November 19, 2024	Session on Risk Management – Recent Trends & Practices	4 hours	KPMG	Mr. Krishna Prasad Nair, Mr. Jyotin Mehta, Mr. Arun Diaz, Ms. Swati Datye, Mr. Deepak Kumar Sharma, Mr. Hemant Shah, Mr. Baskar Babu Ramachandran
14.	February 11, 2025	Workshop on Climate Change Risk & Sustainability for the Board Members of Banks, NBFCs & FIs	8 hours	CAFRAL	Ms. Swati Datye
15.	February 27, 2025 to March 01, 2025	Directors' Certification in ESG Leadership (2 days Training cum Certification program)	24 hours	IICA	Mr. Arun Diaz, Ms. Swati Datye

Name of the Independent Director / Executive Director	Duration of the External Programmes attended for FY 2024-25
Mr. Krishna Prasad Nair	11:00 hours
Mr. Jyotin Mehta	11:00 hours
Mr. John Arunkumar Diaz	35:00 hours
Mrs. Swati Datye	59:00 hours
Mr. Deepak Kumar Sharma	27:00 hours
Mr. Hemant Shah	91:00 hours
Mr. Baskar Babu Ramachandran	11:00 hours

6) Details of Training cum Familiarization Programmes imparted to Directors during FY 2025-26

During FY 2025-26, following internal and external training Programmes were attended by the Directors:

Sl. No.	Date of the program	Brief particulars of the Programme	No. of Programme hours	Conducted / Organised by	Participated by (Name of Independent Director)
1.	April 07, 2025 to April 08, 2025	Visits and interaction at the branches / Collection Team	12 hours	In-house by the Management Team of the Bank	Mr. Vivek Karve
2.	April 24, 2025 to April 25, 2025	Familiarization Program for Independent Directors (2 days Training cum Familiarization program)	16 hours	IICA	Mr. Deepak Sharma
3.	April 28, 2025	Training cum Familiarisation Program to the Independent Directors and other Directors by a leading Consultant on the topic-Latest trends and practices in Operational Risk matters	1 hours	The Operational Risk Practice Pte. Ltd	Mr. Krishna Prasad Nair, Mr. Arun Diaz, Ms. Swati Datye, Mr. Deepak Kumar Sharma, Mr. Vivek Karve Mr. Ranjit Shah Mr. Hemant Shah, Mr. Baskar Babu Ramachandran
4.	September 01, 2025 to September 02, 2025	Certification Programme in IT and Cyber Security for Board Members	16 hours	IDRBT	Mr. Deepak Sharma, Mr. Vivek Karve
5.	February 18, 2026	ESG Leadership Workshop	02 hours	GovEVA	Mr. Hemant Shah Mr. Baskar Babu Ramachandran
6.	March 18, 2026	Governance and Assurance for Directors of Banks, FIs and NBFCs	08 hours	CAFRAL	Mr. Hemant Shah

Name of the Independent Director / Executive Director	Duration of the Programmes attended for FY 2025-26
Mr. Krishna Prasad Nair	1:00 hour
Mr. John Arunkumar Diaz	1:00 hour
Mrs. Swati Datye	1:00 hour
Mr. Vivek Karve	29:00 hours
Mr. Deepak Kumar Sharma	33:00 hours
Mr. Ranjit Shah	1:00 hour
Mr. Hemant Shah	17:00 hour
Mr. Baskar Babu Ramachandran	9:00 hour

7) Details of Training cum Familiarization Programmes imparted to Directors during FY 2026-27

During FY 2026-27 till the period, following internal and external training Programmes were attended by the Directors:

Sl. No.	Date of the program	Brief particulars of the Programme	No. of Programme hours	Conducted / Organised by	Participated by (Name of Independent Director)
1.	April 18, 2026	Induction cum Familiarisation program to brief the new Independent Directors (Mr. Sunil Gulati and Mr. Alok Sethi) 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 including CSR Programs and Overview	08 hours	In-house by the Management Team of the Bank	Mr. Sunil Gulati, Mr. Alok Sethi

Name of the Independent Director / Executive Director	Duration of the Programmes attended for FY 2026-27
Mr. Sunil Gulati	08 hours
Mr. Alok Sethi	08 hours

Name of Independent Directors	Attendance of Independent Directors in the External Training Programmes#													
	No. of Programmes attended							No. of hours spent in the Programmes attended						
	F.Y. 2020 -21	F.Y. 2021- 22	F.Y. 2022- 23	F.Y. 2023- 24	F.Y. 2024- 25	F.Y. 2025- 26	On cumulati ve basis till date	F.Y. 2020 - 21	F.Y. 2021- 22	F.Y. 2022- 23	F.Y. 2023- 24	F.Y. 2024- 25	F.Y. 2025- 26	On cumulative basis till date
Mr. Ramachandran Rajaraman(<i>was on Board of the Bank upto September 23, 2023</i>)	-	1	1	0	NA.	NA.	2	-	21.15 hours	14.00 hours	0	NA.	NA	35.15 hours
Mr. Mrutunjay Sahoo (<i>was director upto September 21, 2024</i>)	-	1	0	0	-	NA.	1	-	21.15 hours	-	0	-	NA	21.15 hours
Mr. Jyotin Mehta	4	1	2	1	2	NA.	10	27.30 hours	21.15 hours	16.00 hours	12.00 hours	11.00 hours	NA	87.45 Hours
Mr. John Arunkumar Diaz	1	1	0	1	3	1	7	1.30 hours	21.15 hours	-	14.00 hours	35.00 hours	1:00 hour	72.45 Hours
Mrs. Meena Hemchandra (<i>was on the Board of the Bank upto May 22, 2022</i>)	2	1	0	0	NA.	NA.	3	15.00 hours	1.30 hours	-	-	NA.	NA	16.30 hours
Mr. Krishna Prasad Nair (<i>Appointed w.e.f. July 22, 2021</i>)	N.A.	2	1	1	2	1	7	N.A.	37.15 hours	14.00 hours	40.00 hours	11.00 hours	1:00 hour	103.15 hours
Ms. Mandeep Maitra (<i>Appointed on the Board of the Bank w.e.f. July 28, 2022, and was on Board up to January 30, 2024</i>)	N.A.	N.A.	-	2	NA.	NA.	2	N.A.	N.A.	-	26.00 hours	NA	NA	26.00 Hours
Mrs. Swati Datye (<i>Appointed on the Board of the Bank w.e.f. February 01, 2024</i>)	N.A.	N.A.	N.A.	1	5	1	7	N.A.	N.A.	N.A.	16.00	59.00 hours	1:00 hour	76.00 hours
Mr. Deepak Kumar Sharma (<i>Appointed on the Board of the Bank w.e.f. April 11, 2024</i>)	N.A.	N.A.	N.A.	N.A.	3	3	6	N.A.	N.A.	N.A.	N.A.	27.00 hours	33:00 hours	60.00 hours
Mr. Vivek Karve (<i>Appointed on the Board of the Bank w.e.f. January 21, 2025</i>)	N.A.	N.A.	N.A.	N.A.	-	3	3	N.A.	N.A.	N.A.	N.A.	-	29:00 hours	29:00 hours
Cumulative till the date (Since April 1, 2020)	7	7	4	6	15	9	48	44.00	123.45	44.00	108.00	143.00	65:00	527.45 hours

#This table includes the details on the training cum familiarization programmes to the Independent Directors 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 and non-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.