



# SATYA MicroCapital Ltd.

सर्वे भवन्तु सुखिनः

Date: January 12, 2023

To,  
**BSE Limited**  
1<sup>st</sup> Floor, P.J Towers  
Dalal Street, Mumbai 40001

**Scrip Code: 958258, 958955, 958878, 958911, 959792, 959791, 973009, 973235, 973283, 973295, 973301, 973383, 973717, 973893, 973946, 973964, 973971, 974172, 974260, 974262, 974312, 974313**

**Subject: Report on Corporate Governance under Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 27 (2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Report on Corporate Governance for the quarter ended December 31, 2022.

Please be noted that Company is filing the above intimation being a 'high value debt listed entity'.

Request you to take the above on record.

For SATYA MicroCapital Limited



Choudhary Runveer Krishnan  
Company Secretary & Chief Compliance Officer  
Membership No.: F7437

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Registered and Corporate Office

519, 5th Floor, DLF Prime Tower, Okhla Industrial Area, Phase - 1, New Delhi - 110020, India

E-mail : info@satyamicrocapital.com | Web : www.satyamicrocapital.com

CIN : U74899DL1995PLC068688 | Fax : (+91-11) 49724051 | Phone : (+91-11) 4972 4000

**Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis**

1. Name of Listed Entity: SATYA MicroCapital Limited
2. Quarter ending: December 31, 2022

**I. Composition of Board of Directors**

Title ( Mr./Ms )	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson /Executive / Non-Executive / independent / Nominee) &	Initial Date of Appointment	Date of Re-appointment	Duration *(in months)	Date of Birth	No. Of directorship in listed entities including this listed entity <sup>1</sup> [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity <sup>1</sup> [in reference to provision 17A(1)]	Number of members in Audit/ Stakeholder Committee (s) including this listed entity <sup>2</sup>	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity <sup>2</sup> (Refer Regulation 26(1) of Listing Regulations)
Ms.	Surekha Marandi	06952573	Non-Executive-Independent Director	28-02-2020	N.A.	60	27-07-1959	-	-	1	1
Mr.	Mohan Chandanathil Pappachan <sup>3</sup>	02661757	Non-Executive-Independent Director	11-08-2017 <sup>3</sup>	13-12-2022 <sup>3</sup>	60 <sup>3</sup>	27-05-1956	-	-	1	-
Mr.	Naveen Surya	00094514	Non-Executive-Independent Director	29-08-2019	N.A.	60	15-01-1972	-	-	1	-



Mr. Vivek Tiwari	02174160	Executive Director	18-02-2016	20-10-2021	-	N.A.	01-04-1978	-	1	-
Mr. Sanjay Gandhi	02234298	Non-Executive-Nominee Director	01-08-2018	N.A.	-	N.A.	06-02-1966	-	1	-
Mr. Ratnesh Tiwari	07131331	Non-Executive Director	28-10-2016	N.A.	-	N.A.	07-04-1987	-	1	-
Mr. Taejun Shin	08056236	Non-Executive-Nominee Director	18-01-2021	N.A.	-	N.A.	01-10-1981	-	-	-
Ms. Deepali Pant Joshi	07139051	Non-Executive-Independent Director	24-09-2021	N.A.	-	60	12-12-1957	-	1	2

**Notes:**

1. While calculating directorships in listed entities, only directorships in equity listed companies have been considered in accordance with Explanation under Regulation 17A of SEBI(LODR) Regulations, 2015.
2. While calculating the committee positions of the Directors, membership/chairmanship in Audit Committee and Stakeholders' Relationship Committee of Listed and unlisted Public Companies have been considered in accordance with Regulation 26 of SEBI(LODR) Regulations, 2015.
3. Mr. Mohan Chandanathil Pappachan was appointed as Independent Director of the Company on the Board of the Company w.e.f August 11, 2017 for a period of five years and as a result of that his tenure completed on August 10, 2022 as Independent Director of the Company. Further, he was re-appointed as the Independent Director of the Company w.e.f. December 13, 2022 for a period of 5 years.

II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee*	Yes	Dr. Deepali Pant Joshi	Chairperson-Non-Executive-Independent Director	24-09-2021	-



		Mr. Mohan Chandanathil Pappachan	Non-Executive-Independent Director	13-12-2022	-
		Mr. Sanjay Gandhi	Non-Executive-Nominee Director	19-09-2018	-
		Ms. Surekha Marandi	Non-Executive-Independent Director	31-07-2020	-
		Mr. Naveen Surya	Non-Executive-Independent Director	31-07-2020	-
2. Nomination & Remuneration Committee <sup>#</sup>	Yes	Mr. Mohan Chandanathil Pappachan <sup>#</sup>	Chairperson-Non-Executive-Independent Director	13-12-2022	-
		Mr. Naveen Surya	Non-Executive-Independent Director	31-07-2020	-
		Dr. Deepali Pant Joshi	Non-Executive-Independent Director	13-12-2022	-
		Ms. Surekha Marandi	Non-Executive-Independent Director	13-12-2022	-
3. Risk Management Committee (if applicable)	Yes	Dr. Ramesh Tiwari	Non-Executive Director	13-12-2022	-
		Mr. Taejun Shin	Non-Executive-Nominee Director	13-12-2022	-
		Ms. Surekha Marandi	Chairperson-Non-Executive-Independent Director	31-07-2020	-
		Mr. Vivek Tiwari	Executive Director	21-05-2019	-



	Mr. Sanjay Gandhi	Non-Executive-Nominee Director	21-05-2019	-
	Dr. Deepali Pant Joshi	Non-Executive-Independent Director	24-09-2021	-
	Dr. Ratnesh Tiwari	Non-Executive Director	31-07-2020	-
	Mr. Ranjeet Kumar Mishra	Chief Risk Officer (Non-Director Member)	31-07-2020	-
	Ms. Gaurangini Jain	Deputy Chief Executive Officer (Non-Director Member)	31-07-2020	-
	Ms. Vandita Kaul	Chief Financial Officer (Non-Director Member)	01-11-2021	-
	Dr. Deepali Pant Joshi	Chairperson-Non-Executive-Independent Director	12-07-2022	-
	Mr. Vivek Tiwari	Executive Director	12-07-2022	-
	Dr. Ratnesh Tiwari	Non-Executive Director	12-07-2022	-
4. Stakeholders Relationship Committee'	Yes			
<p><i>&amp; Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen *Dr. Deepali Pant Joshi, Member of the Committee was designated as the chairperson of the committee pursuant to the reconstitution of the Committee w.e.f. December 13, 2022.</i></p> <p><i># Mr. Mohan Chandanathil Pappachan was inducted as the chairman of the Committee pursuant to the reconstitution of the Committee w.e.f. December 13, 2022.</i></p>				
<b>III. Meeting of Board of Directors</b>				
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>
		Yes / No		<i>Maximum gap between any two consecutive meetings (in number of days)</i>



12-07-2022	Yes	8	4	-
09-08-2022	Yes	7	3	27 days
27-09-2022	Yes	7	3	48 days
09-11-2022	Yes	5	2	42 days
16-11-2022	Yes	7	3	06 days

\* to be filled in only for the current quarter meetings

**IV. Meetings of Committees**



Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)* Yes / No	Number of Directors present *	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee		Yes	4	3	09-08-2022	-
		Yes	4	3	27-09-2022	48 days
	09-11-2022	Yes	3	2		42 days
Nomination & Remuneration Committee		Yes	3	1	09-08-2022	-
	09-11-2022	Yes	3	1		91 days
Risk Management Committee		Yes	5	2	09-08-2022	-
	09-11-2022	Yes	5	2		91 days
Stakeholders Relationship Committee		-	-	-	-	-
		-	-	-	-	-

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

\*\*to be filled in only for the current quarter meetings

**V. Related Party Transactions**

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Not Applicable
Whether shareholder approval obtained for material RPT	Not Applicable

Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	<b>Not Applicable</b>
<p><b>Note:</b></p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
<p><b>VI. Affirmations</b></p>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. <b>Yes.</b></p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <ol style="list-style-type: none"> <li>Audit Committee: <b>Yes</b></li> <li>Nomination &amp; Remuneration Committee: <b>Yes</b></li> <li>Stakeholders Relationship Committee: <b>Yes</b></li> <li>Risk management committee (as applicable): <b>Yes</b></li> </ol> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.: <b>Yes</b></p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.: <b>Yes</b></p> <p>5. (a) This report has been placed before the Board of Directors: <b>The Corporate Governance Report for quarter ended December 31, 2022 will be placed before the Board of Directors in the ensuing Board Meeting.</b>  (b) The report submitted in the previous quarter has been placed before Board of Directors <b>The Corporate Governance Report for quarter ended September 30, 2022 was placed before the Board of Directors in the Board Meeting held on November 09, 2022.</b></p> <p>(c) Any comments/observations/advice of the board of directors may be mentioned here. : <b>Not Applicable</b></p>	
  <p><b>Choudhary Runveer Krishnan</b>  <b>Company Secretary &amp; Chief Compliance Officer</b></p>	