



SATYA MicroCapital Ltd.

सर्वे भवन्तु सुखिनः

Date: October 19, 2022

To,
BSE Limited
1st 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

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 September 30, 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 Krishanan
Company Secretary & Chief Compliance Officer
Membership No.: F7437

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: September 30, 2022

I. Composition of Board of Directors

| Title (Mr./Ms) | Name of the Director | PAN ^s & DIN | Category (Chairperson / Executive / Non-Executive / Independent / Nominee) & | Initial Date of Appointment | Date of Resignation | Date of Cessation | Tenure *(in months) | Date of Birth | No. Of directorship in listed entities including this listed entity ² | No of Independent Directors in listed entities including this listed entity ² | Number of members in Audit/ Stakeholder Committee (s) including this listed entity ³ | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity ³ |
|----------------|---|------------------------|--|-----------------------------|---------------------|-------------------|---------------------|---------------|--|--|---|---|
| Ms. | Surekha Marandi | 06952573 | Non-Executive-Independent Director | 28-02-2020 | N.A. | - | 60 | 27-07-1959 | - | - | 1 | - |
| Mr. | Mohan Chandanathil Pappachan ⁴ | 02661757 | Non-Executive-Independent Director | 11-08-2017 | N.A. | 11-08-2022 | 60 | 27-05-1956 | - | - | - | 1 ⁴ |
| 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. Saneesh Singh' | 02254868 | Non-Executive-Nominee Director | 26-10-2017 | N.A. | 11-07-2022 | N.A. | 19-09-1968 | - | - | 1 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 Rajeev Joshi | 07139051 | Non-Executive-Independent Director | 24-09-2021 | N.A. | - | 60 | 12-12-1957 | - | - | 3 | 1 |

Notes:

1. Mr. Saneesh Singh ceased to be on the Board of the Company w.e.f. July 11, 2022.
2. 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.
3. 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.
4. 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 and accordingly, he ceased to be on the Board of the Company in the Capacity of Independent Director.





| II. Composition of Committees | | | | | | |
|-------------------------------|---|--|---|---------------------|-------------------|--|
| Name of Committee | Whether Regular chairperson appointed | Name of Committee members | Category (Chairperson/Executive/Non-Executive/Independent Director/Nominee) | Date of Appointment | Date of Cessation | |
| 1. Audit Committee | No (As on 30.09.2022, Chandanathil Mr. Mohan Pappachan# Chandanathil Pappachan was the regular chairperson whose ceased to be director and chairperson of Audit Committee w.e.f 11/08/202) | Mr. Mohan Chandanathil Pappachan# | Chairperson-Non-Executive-Independent Director | 26-10-2017 | 11-08-2022 | |
| | | Mr. Saneesh Singh@ | Non-Executive-Nominee Director | 26-10-2017 | 11-07-2022 | |
| | | Dr. Deepali Pant Joshi | Non-Executive-Independent Director | 24-09-2021 | - | |
| | | 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 | - | |
| | | Mr. Mohan Chandanathil Pappachan# | Non-Executive-Independent Director | 26-10-2017 | 11-08-2022 | |
| | | Mr. Vivek Tiwari | Executive Director | 26-10-2017 | - | |
| | | Mr. Saneesh Singh@ | Non-Executive-Nominee Director | 26-10-2017 | 11-07-2022 | |
| | | 2. Nomination & Remuneration Committee | No | | | |



| | | | | |
|--|---|--|--|------------|
| | Mr. Naveen Surya | Non-Executive-Independent Director | 31-07-2020 | - |
| | Mr. Sanjay Gandhi | Non-Executive-Nominee Director | 01-08-2018 | - |
| 3. Risk Management Committee (if applicable) | 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 | - |
| | Mr. Saneesh Singh® | Non-Executive-Nominee Director | 21-05-2019 | 11-07-2022 |
| | Dr. Deepali Pant Joshi | Non-Executive-Independent Director | 24-09-2021 | - |
| | Ms. Vandita Kaul | Chief Financial Officer (Non-Director Member) | 01-11-2021 | - |
| | Dr. Ratmesh Tiwari | Non-Executive Director | 31-07-2020 | - |
| | Mr. Ranjeet Kumar Mishra | Chief Credit and Risk Officer (Non-Director Member) | 31-07-2020 | - |
| | Ms. Gaurangini Jain | Deputy Chief Executive Officer (Non-Director Member) | 31-07-2020 | - |
| | 4. Stakeholders Relationship Committee* | Dr. Deepali Pant Joshi | Chairperson-Non-Executive-Independent Director | 12-07-2022 |
| Mr. Vivek Tiwari | | Executive | 12-07-2022 | - |



| | | Dr. Ratnesh Tiwari | Non-Executive | 12-07-2022 | - | |
|---|--|--|-------------------------------|--|--|---|
| <p>& 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</p> <p>@ Mr. Saneesh Singh ceased to be on the Board of the Company w.e.f July 11, 2022 and as a result of that ceased to be member of the committee(s) w.e.f. July 11, 2022.</p> <p># 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 and accordingly, he ceased to be on the Board of the Company in the Capacity of Independent Director and member of the Committee.</p> | | | | | | |
| III. Meeting of Board of Directors | | | | | | |
| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met* | Number of Directors present* | Number of independent directors present* | Maximum gap between any two consecutive meetings (in number of days) | |
| 06-04-2022 | | Yes / No Yes | 9 | 4 | - | |
| 19-05-2022 | | Yes | 8 | 4 | 42 days | |
| | 12-07-2022 | Yes | 8 | 4 | 53 days | |
| | 09-08-2022 | Yes | 7 | 3 | 27 days | |
| | 27-09-2022 | Yes | 7 | 3 | 48 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 therelevant 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 | 6 | 4 | 16-05-2022 | - |
| | 09-08-2022 | Yes | 4 | 3 | | 84 days |
| | 27-09-2022 | Yes | 4 | 3 | | 48 days |



| | | | | | |
|-------------------------------------|-----|---|---|------------|---------|
| Nomination & Remuneration Committee | Yes | 5 | 2 | 06-04-2022 | - |
| | Yes | 5 | 2 | 19-05-2022 | 42 days |
| 09-08-2022 | Yes | 3 | 1 | | 81 days |
| Risk Management Committee | Yes | 6 | 2 | 16-05-2022 | - |
| 09-08-2022 | Yes | 5 | 2 | | 84 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) |
|--|-------------------------------|
| Whether prior approval of audit committee obtained | refer note below |
| 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 | Not Applicable |

Note:

- 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.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. **Yes.**
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - Audit Committee: **Yes**
 - Nomination & Remuneration Committee: **In view of the provisions under SEBI (LODR) Regulations, 2015 relating to NRC composition which have been made applicable to High Value Debt Listed entities, the Company shall reconstitute its NRC within the specified timelines.**
 - Stakeholders Relationship Committee: **Yes**
 - Risk management committee (as applicable): **Yes**
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing

- obligations and disclosure requirements) Regulations, 2015.: **Yes**
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.: **Yes**
5. (a) This report has been placed before the Board of Directors: **The Corporate Governance Report for quarter ended September 30, 2022 will be placed before the Board of Directors in the ensuing Board Meeting.**
(b) The report submitted in the previous quarter has been placed before Board of Directors **The Corporate Governance Report for quarter ended June 30, 2022 was placed before the Board of Directors in the Board Meeting held on August 09, 2022.**

(c) Any comments/observations/advice of the board of directors may be mentioned here. : **Not Applicable**



Choudhary Runveer Krishan
Company Secretary & Chief Compliance Officer