



SATYA MicroCapital Ltd.

सर्वे भवन्तु सुखिनः

Date: July 17, 2023

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, 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 June 30, 2023.

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

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Registered and Corporate Office

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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: June 30, 2023

I. Composition of Board of Directors

Tit le (Mr./ Ms)	Name of the Director	PAN ^s & DIN	Category &	Initial Date of Appointment	Date of Re-appointment	Date of Cessa tion	Ten ure *	Date of Birth	No. Of directorship in listed entities including this listed entity ¹	[in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity ¹	[in reference to regulation 17A(1)]	Number of members in Audit/ Stakeholder Committee (s) including this listed entity ²	(Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity ²	(Refer Regulation 26(1) of Listing Regulations)
Ms.	Surekha Marandi	06952573	Non-Executive-Independent Director	28-02-2020	28-02-2020	-	40.02	27-07-1959	-	-	-	-	3	-	1	-
Mr.	Mohan Chandanathil Pappachan	02661757	Non-Executive-Independent Director	11-08-2017	13-12-2022	-	66.19 ³	27-05-1956	-	-	-	-	2	-	-	-
Mr.	Naveen Surya	00094514	Non-Executive-Independent Director	29-08-2019	29-08-2019	-	46.03	15-01-1972	-	-	-	-	2	-	-	-





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. Ramesh 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	24-09-2021	-	21.07	12-12-1957	1	1	5	2

Whether Regular chairperson appointed	No
Whether Chairperson is related to managing director or CEO	NA
<p><i>SPAN of any director would not be displayed on the website of Stock Exchange & Category means Chairperson and/or Directors viz. executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i></p> <p><i>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</i></p>	

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 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. Thereafter, he was re-appointed as independent director of the Company w.e.f. December 13, 2022.



II. Composition of Committees						
<i>Name of Committee</i>	Whether Regular chairperson appointed	Name of Committee members	Category \$	Date of Appointment	Date of Cessation	
1. Audit Committee	Yes	Ms. 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	-	
2. Nomination & Remuneration Committee	Yes	Ms. Surekha Marandi	Non-Executive-Independent Director	31-07-2020	-	
		Mr. Naveen Surya	Non-Executive-Independent Director	31-07-2020	-	
		Mr. Mohan Chandanathil Pappachan	Chairperson-Non-Executive-Independent Director	13-12-2022	-	
		Mr. Naveen Surya	Non-Executive-Independent Director	31-07-2020	-	
		Ms. Deepali Pant Joshi	Non-Executive-Independent Director	13-12-2022	-	



			Ms. Surekha Marandi	Non-Executive-Independent Director	13-12-2022	-
			Mr. Ratnesh Tiwari	Non-Executive Director	13-12-2022	-
			Mr. Taejun Shin	Non-Executive-Nominee Director	13-12-2022	-
3. Risk Management Committee (if applicable)	Yes		Ms. Surekha Marandi	Chairperson-Non-Executive-Independent Director	31-07-2020 [^]	-
			Mr. Vivek Tiwari	Executive Director	21-05-2019	-
			Mr. Naveen Surya	Non-Executive-Independent Director	01-04-2023	
			Mr. Sanjay Gandhi	Non-Executive-Nominee Director	21-05-2019	-
			Ms. Deepali Pant Joshi	Non-Executive-Independent Director	24-09-2021	-
			Mr. Ratnesh Tiwari	Non-Executive Director	31-07-2020	-
			Mr. Ranjeet Kumar Mishra	Chief Risk Officer	31-07-2020	01-06-2023 [*]
			Ms. Gaurangini Jain	Deputy Chief Executive Officer	31-07-2020	-
			Ms. Vandita Kaul	Chief Financial Officer	01-11-2021	-
		4. Stakeholders Relationship Committee [*]	Yes		Ms. Deepali Pant Joshi	Chairperson-Non-Executive-Independent Director
	Ms. Surekha Marandi			Non-Executive-Independent Director	01-04-2023	-



	Mr. Naveen Surya	Non-Executive-Independent Director	01-04-2023	-
	Mr. Mohan Chandanathil Pappachan	Non-Executive-Independent Director	01-04-2023	-
	Mr. Vivek Tiwari	Executive Director	12-07-2022	-
	Mr. Ratnesh Tiwari	Non-Executive Director	12-07-2022	-

&Category means chairperson and/or Directors viz. executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

@Ms. 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.

\$Mr. Ranjeet Kumar Mishra ceased to be the Chief Risk officer due to his Deputation as Chief Executive Officer (CEO) of Satya Micro Housing Finance Pvt. Ltd. (subsidiary of Satya MicroCapital Limited).

^ Ms. Suresha Marandi, Member of the Committee was designated as the chairperson of the committee pursuant to the reconstitution of the Committee w.e.f. March 03, 2021.

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*	Yes / No	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
14-01-2023		Yes	8	4	-	
27-02-2023		Yes	7	4	43 days	
06-03-2023		Yes	8	4	06 days	
	24-04-2023	Yes	8	4	48 days	
	24-05-2023	Yes	7	4	29 days	
	15-06-2023	Yes	7	3	21 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	Number of Directors	Number of independent	Date(s) of meeting of the committee	Maximum gap between any two consecutive meetings in number of days*



	met (details)* Yes / No	present *	directors present*	in the previous quarter
Audit Committee	Yes	5	4	14-01-2023
	Yes	5	4	06-03-2023
	Yes	5	4	50 days
	-	-	-	78 days
Nomination & Remuneration Committee	Yes	5	4	-
Risk Management Committee	Yes	6	3	-
Stakeholders Relationship Committee	Yes	3	1	27-02-2023
	-	-	-	-

*To be filled in only for the current quarter meetings.

Note: This information has to mandatorily be given for audit committee, for rest of the committees giving this information is optional.

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	NA

Note:

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. 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: **Yes**

- c. Stakeholders Relationship Committee: **Yes**
- d. Risk management committee (as applicable): **Yes**
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: **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 June 30, 2023, 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 March 31, 2023, was placed before the Board of Directors in the Board Meeting held on April 24, 2023.**
- (c) Any comments/observations/advice of the board of directors may be mentioned here. : **Not Applicable**

Details of cyber security incidents or breaches or loss of data or documents: Nil



Choudhary Runveer Krishnan *
Company Secretary & Chief Compliance Officer