



FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS FY-2023-24



REGULATORY FRAMEWORK

In terms of the Provisions of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015, the Company being High Value Debt Listing shall familiarise the independent directors through various programs about the Company, including the following:

- ✓ Nature of the industry in which the listed entity operates;
- ✓ Business model of the listed entity;
- ✓ Roles, rights, responsibilities of independent directors; and
- ✓ Any other relevant information



About Us

SATYA MicroCapital Limited is a Delhi based, RBI-registered "NBFC - MFI" which launched its microfinance operations in January 2017. In a short span of less than seven years, SATYA has registered an impressive growth and has emerged as one of the fastest-growing Highly Technology driven Micro Finance Institutions in the country.

OUR VISION, MISSION & MOTTO





"To be a preferred choice for the people at bottom of pyramid in creation of their enterprise and livelihood through a holistic approach"

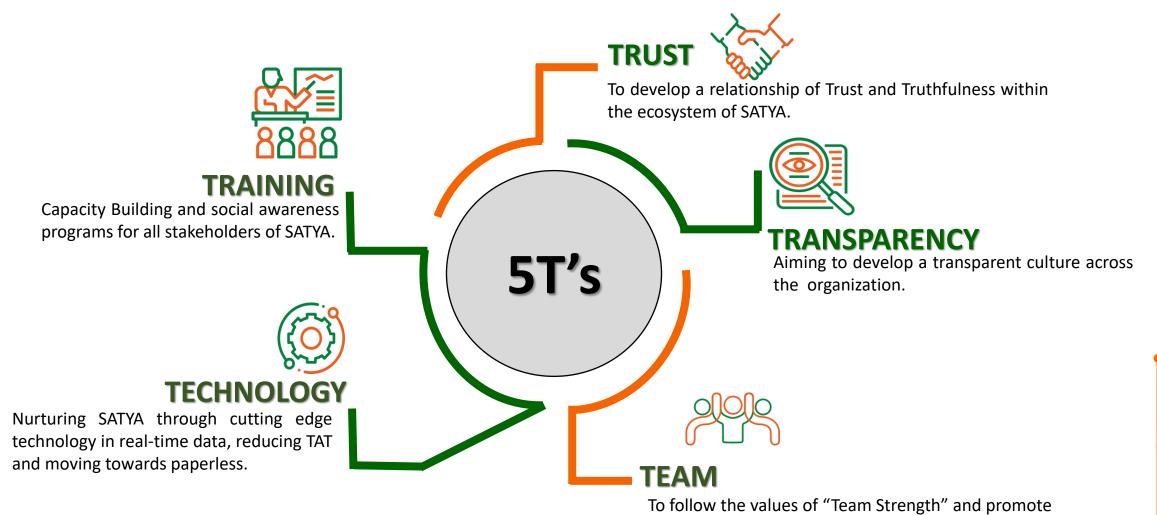
MISSION



"May all be happy"

MOTTO

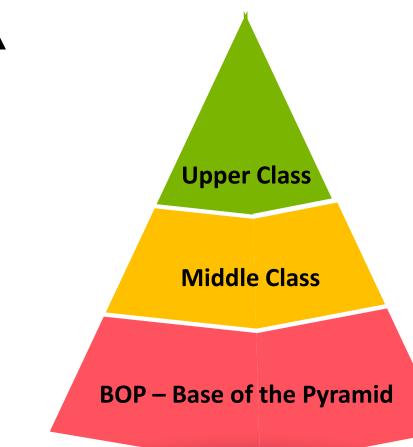
SOUL OF SATYA – 5T's



"coordination and cooperation" in all verticals.

Satya's Client Segment





Base of the Pyramid (BOP) refers to the low socioeconomic segment.

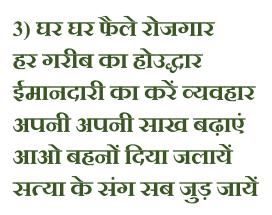
According to new RBI guidelines (14th March'22) collateral-free loan given to a Customer having annual household income up to ₹3,00,000. irrespective of end use and Irrespective of staying in rural, Urban or Semi Urban.



Annual Per Capita Income



Satya Song



Message of being Empowered

4) बेटा-बेटी एक समान शिक्षित हो सब बने महान स्वच्छता का रखें ध्यान नशा मुक्त समाज बनायें आओ बहनों दिया जलायें सत्या के संग सब जुड़ जायें

Message of Social Awareness



 आओ बहनों दिया जलायें सत्या के संग सब जुड़ जायें मिल-जुलकर खुशहाली लायें खुद को आओ सबल बनायें आओ बहनों दिया जलायें

Welcome Note

2) मीटिंग में सब समय से आयें समय से किश्तें जमा करायें ऋण का सही उपयोग करायें अनुशासन से चलें चलायें आओ बहनों दिया जलायें सत्या के संग सब जुड़ जायें

Message of being Disciplined



Vivek Tiwari MD,CEO & CIO

Mr. Vivek Tiwari, holds a Post Graduate Degree in Rural Development & Management from the Institute of Engineering & Rural Technology, Allahabad. Apart from acquiring prolific experience of more than two decades in the Microfinance and Development Sector; Mr. Tiwari is also a certified professional of Concentration in Management Programme from Boulder Microfinance Training, Italy. His proficiency outlines extreme focus on the innovative deployment of technological framework for incubating responsible lending, financial inclusion & social entrepreneurship.

Dr. Ratnesh Tiwari Director

An engineering postgraduate, he has a doctoral degree (Ph.D.) from Indian Institute of Technology (IIT) Delhi. He has on-the-ground experience in understanding, identifying and resolving operational and technical issues in biomass-based rural energy systems.





Mrs. Surekha Marandi Independent Director

Former Executive Director of the RBI, Mrs. Surekha has a Masters degree from Jadavpur University & Adv. Mgt. degrees from Cambridge, AIM etc. Surekha has a vast multifarious experience of more than three decades in the BFSI domain. She is an exemplary Financial Inclusion Expert with additional expertise in Regulation and Supervision & HR Mgt.

Mr. CP Mohan Independent Director

A PG from IRMA, Anand, Mr. Mohan has worked for NABARD as Chief GM & is known for his leadership in Microfinance, Rural Finance and Banking. He has also served as a technical specialist with World Bank Group & FAO (UN) in Rural Finance, Post Disaster Needs Assessment, Livelihood projects etc. Recognised for his contributions to building up NABFINS as its MD.





Mr. Sanjay Gandhi Nominee Director

A Chartered Accountant by qualification. His first job as an Audit Manager was with the Indian Associates of KPMG. After working for a finance company, he joined the microfinance industry in 2003 and has worked in 25 countries and conducted about 125 ratings of MFIs.

Mr. Naveen Surya Independent Director

A PG in Management with specialization in Finance, Mr. Naveen is a distinguished name in the Digital and Retail Payment Systems and FinTech in the country. He is also an Associate Member of Company Secretaries Institute (ACS) besides having a Graduation degree in both Commerce and Law.





Dr. Deepali Pant Joshi Independent Director

She has four decades of engagement in public life of which 36 years were spent at the Reserve Bank where she was a career Central Banker. She was on the boards of the Institute of Banking Personnel Selection, the Reserve Bank Note Mudran Press, the North East Institute of Bank Management, The Andhra Bank she is also a prolific writer with more than 6 books to her credit.

Mr. Taejun Shin Nominee Director

Mr. Taejun Shin holds a Masters degree in Finance from Waseda Business School, Tokyo and a BA degree in Law from Korea University. He is a Co-Founder, Representative Director & CEO of Gojo & Company, Inc.. He currently holds the position of a Director in Ananya Finance For Inclusive Growth Private Limited and other Foreign entities.



OUR LEADERSHIP TEAM





Vandita Kaul - Chief Financial Officer

21+ years in managing Treasury & Finance,Balance sheet planning, fund management& equity raising



G Radha Krishna Sarma– COO, South

26+ years of rich exposure in financial sector, strategizing operational excellence, business expansion



Gaurangini Jain - Deputy CEO 23+ years in Banking, NBFC, Business Development, Operations & Business Credit



Balwant Kumar– COO, East

17+ years in MFI sector, expertise in business management, Business Development, Client Relationship and Team Management



Vipin Kumar Pandey – COO, North

18+ years in MFI sector, expertise in business expansion, financial inclusion, strategizing operational excellence.



Manoj Kumar– National Head, Planning & Strategy

25+ years of extensive experience in the financial sector and expertise in business and portfolio management, Business Development, Client Relationships, and Team Management

OUR LEADERSHIP TEAM





Jitendra Kr. Pandey – National Head, Portfolio Quality Management

20+ years of rich experience in the MFI sector, expertise in Multifold revenue growth, Strategizing operational excellence, stakeholder management, and business management



Sanjay Goel - Deputy Chief Financial Officer

29+ years in Finance, Accounts, Managing Lender Relationship & Expertise in Fund Mobilization



Ashutosh Srivastava Chief Technology Officer & Head – IT

16+ years in Information Technology & Project Management



Ajay Kumar - Head , Human Capital

17+ years in Performance Management, Compliances etc.



Choudhary Runveer Krishanan Company Secretary & Chief Compliance Officer

17+ years in Compliance, Legal, Secretarial, Audit and Finance



Amit Pal Singh - Dy. CRO, Risk Management

20+ years of experience in Risk Management, crisis management, regulatory compliance, and strategy formulation.

OUR LEADERSHIP TEAM





Vasudha Goel - Head , Internal Audit

25 years in Banking, NBFC, Sales, Operations & Process compliance



Neha Maheshwari – Head, Credit

17 years in Risk & Credit management., Audit & Compliance, Monitoring & Control, Corporate Lending



Amit Jain – Head, Legal

25+ years experience in litigation, Document Management, Overseas Transactions, Corp. Governance, Risk Mgt. & Regulatory Compliances



Tahir Zafar - Head, Accounts

16+ years in Treasury, Balance Sheet, Compliance, Audit & Finance



SATYA's Compliances







- Company is generally compliant to the applicable RBI Directions, Guidelines, Regulations with respect to filing of Returns, Intimations, etc.
- Company being a high value debt listed company is compliant with applicable SEBI regulations w.r.t. issuance/listing of NCDs; interest payments/intimations, etc.

Company is generally compliant to the Companies Act and the rules & regulations with respect to filing of securities' allotment returns, resignation of Directors, etc.

Note: Satya has Board approved Compliance policy and internal compliance manual/SOP The Compliance generally covers all statutory compliance and limited lender's covenant compliances



Key Regulatory Law applicable to the Company

- The Companies Act, 2013 and the rules made thereunder
- Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations");
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
- Master Direction Reserve Bank of India (Non-Banking Financial Company Scale Based Regulation) Directions, 2023;
- Master Direction- Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016 (Returns Directions');
- Master Direction Monitoring of Frauds in NBFCs (Reserve Bank) Directions, 2016 ('Fraud Directions');
- Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices ('IT Directions');
- Master Direction Know Your Customer (KYC) Direction, 2016 ('KYC Directions');
- Master Direction Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016 ('Auditor Directions').

PRODUCT OFFERINGS







Field Operational Process



Robust Digitalized Business Processes





Village Selection

(Selecting a village for Operations)

- Village should be within 40 km radius from the Branch.
- Village should have at least 300-400 households.
- The village should have good law and order situation.



Open General Meeting

- At an open area, meeting will be addressed. Introduce SATYA & their products
- Inform gathering about Client selection criteria & KYC norms.
- Decide a date to meet for next meeting and collect their contact details



Client Selection, Group Formation, Data Entry, Credit Bureau and House Visit

- Client must be aged between 18 to 63 years at the time of entering the Program.
- Client/spouse must be residing at the same place for at least three years.
- Loan given to household having annual household income up to Rs. 3,00,000. The household shall mean an individual family unit, i.e., husband, wife and their unmarried children 20

Robust Digitized Business Processes





Compulsory Group Training (CGT) (Day 1, Day 2 and Day 3)

- Total CGT should be of 200 Minutes with minimum 6 members and can go up to 25 members only
- At the beginning, Client should Recite SATYA Geet.
- Inform members about documentation requirements for loan disbursement for Borrower & Nominee.
- Educate clients on Financial Digital Literacy, Joint Liability and Group Responsibility.



Qualifying Test/House Visit

- Meet the group and visit their houses.
- Authorized person conduct QT to ensure that all the information on Loan Application form is correct and all members understand SATYA's rules and regulations.
- Ensure that the center understands all SATYA digital platforms or processes (like the e-sign mechanism).
- Ensure that loans are used only by the individual and household purposes mentioned



Credit Appraisal & Loan Sanctioning

- Verify Client Identity, Document Screening & information Verification
- All the soft copies of documents of borrower and nominee are to be verified during Credit Appraisal.
- E Signature needs to be done
- Telephonic Verification is a must in this process.

Robust Digitized Business Processes





Loan Booking

- Authorized person will check all the loan files in the system and based on the verification he will do the booking.
- Booking should only be done through BH login ID.



Loan Disbursement

- Loan Disbursement is processed in Bank Accounts of Borrower or joint account of borrower and nominee.
- Loan disbursement done by Head office team after booking.



Loan Collection & Utilization Check

- Centre Meeting are the forum for repayment of instalments, social awareness, capacity development.
- Loan Utilization Check done within 60 days in case of monthly and 4-weekly product. (Currently running products)



Client Protection Principles

What is Client Protection?

The client protection principles is the standard of treatment that clients should expect to receive when doing business with financial service providers.



- Appropriate product design and delivery.
- Prevention of over-indebtedness.
- Transparency.
- Responsible pricing.
- Fair and respectful treatment of clients.
- Privacy, security, and integrity of client data.
- Mechanisms for complaint resolution



Code Of Conduct/ Fair Practice Code

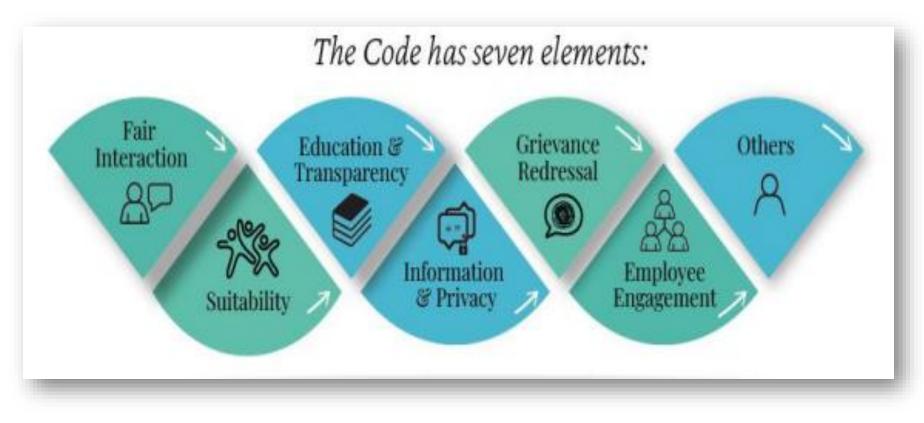
COC or FPC



A code of conduct is a set of rules, policies outlining the norms, and responsibilities or proper practices of an individual party or an organization.

Components

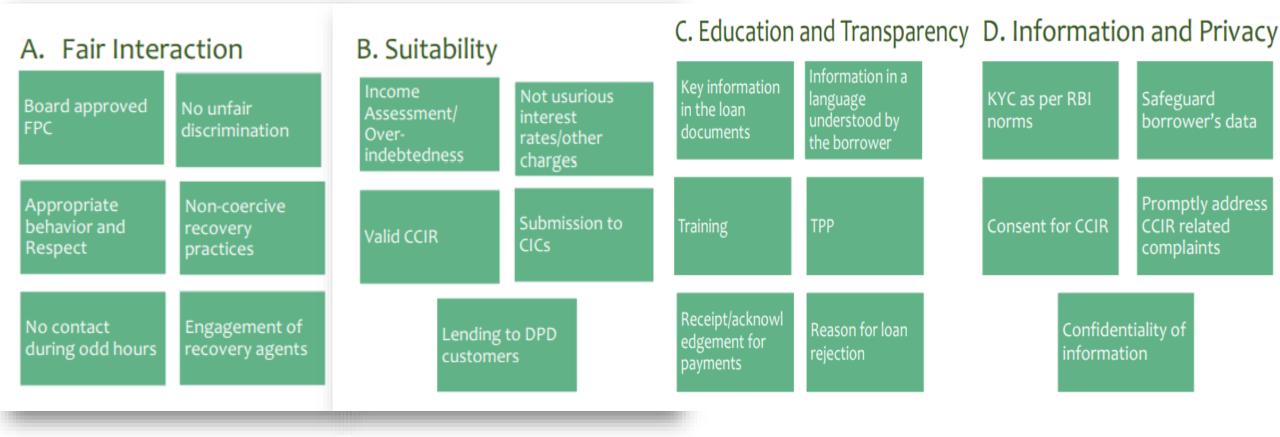




- Governance and Enforcement
- Formats for Board resolution and Sign-ups
- Format for adherence report
- Disclosure to customers

Element of COC





Element of COC



E. Grievance Redressal		F. Employee Engagement		G. Others	
Board approved CGRM policy	Dedicated phone number/staff assisted procedure	Board Approved Policy	Participation in Employee Bureau	Board approved policies for difficult situations	Pricing information
Disseminate details of CGRM channels	Addressing recovery related grievances	Training - Induction and Refresher	Training - CoC related aspects, CGRM, soft skills etc.	Digital loan processes	Digital initiatives
Grievance redressal officer	Analysis of individual and aggregate level grievance data	Setting of reasonable targets	Reference check/Relieving letter	Withdrawing operations from an area	Well-being and security of employees

Zero Tolerance Policy (ZTP)



Applicable w.e.f.01.09.2022. Strict Disciplinary action to be taken if found guilty

- No Agents Involvement (directly or indirectly)
- No Transactions in staff's account, material /immaterial with CSP vendor
- No Personal Transactions with Client/Spouse or co borrower
- No exchange of materialistic things with clients
- No E-Sign Fudging

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- No Sharing of ID and password of the organization
- No Wrong mobile number of clients to be captured
- No KYC Manipulation
- No alcoholism, smoking, tobacco and non-vegetarian policy

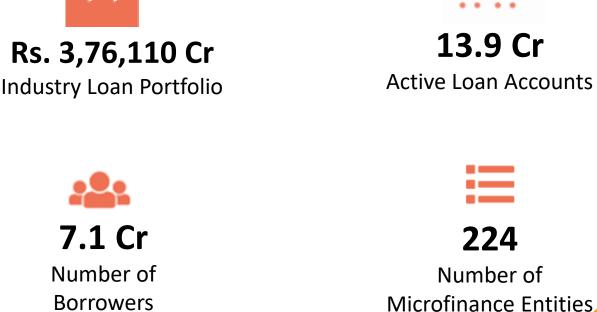
RM/AM-Credit/Auditors: They are accountable to highlight the non-compliance or breach in the process ZM/SH's: They are required to take appropriate action against such employees

Microfinance - Industry Overview

Microfinance refers to an array of financial services, including loans, savings, and insurance, available to low-income individuals, women entrepreneurs and small business owners who have no collateral. Microfinance is the awareness that people with low incomes can raise themselves out of poverty if given access to financial services. They can utilize their skills for enhancement of household economic growth, educate their children and enhanced quality of life.

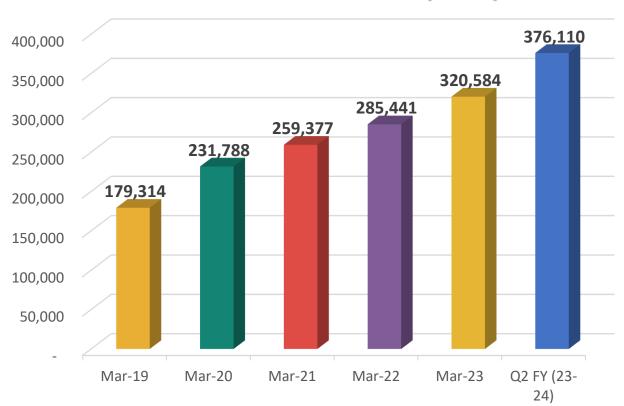
Key Microfinance Highlight

- Almost 99% microfinance loans in India are provided to women from low-income households.
- Microfinance industry has a diverse supply-side with multiple lenders (nearly 194) including Banks, Small Finance Banks, NBFC-MFIs and NBFCs.
- As on 30 September 2023, NBFC-MFIs are the largest provider of micro-credit with a loan amount outstanding of Rs 1,47,829 Cr, accounting for 39.3% to total industry portfolio.

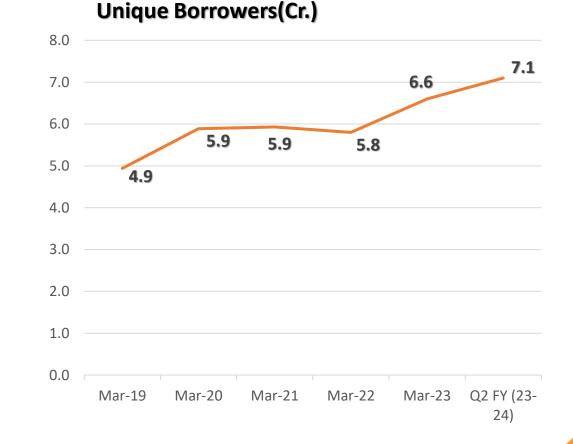


Microfinance Sector Outreach

Based on data as on 30 September 2023 (Q2 FY 23-24), microfinance industry has total loan portfolio of **Rs 3,76,110 Cr**, including DPD 180+ portfolio of **Rs 27,926** Cr. The total number of **active loans accounts** were **13.9 Cr** with **7.1 Cr unique borrowers.** The YoY (30 September 2022 to 30 September 2023) **growth of GLP is 25.0%.**

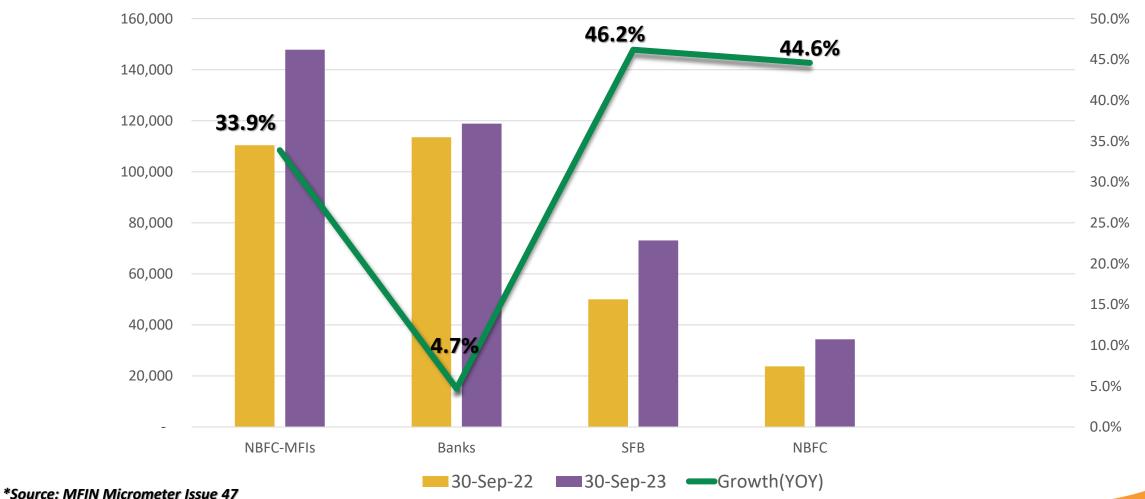


Microfinance Portfolio of MFIs (Rs. Cr.)



Microfinance Sector Outreach

The portfolio of NBFC-MFI has increased by 33.9% and banks by 4.7%, SFBs portfolio by 46.2%, NBFCs portfolio by 44.6% on a YoY basis (Sep'22 to Sep'23).



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OPERATIONAL PARAMETERS

Where we are Today





(As on 31st December 2023)



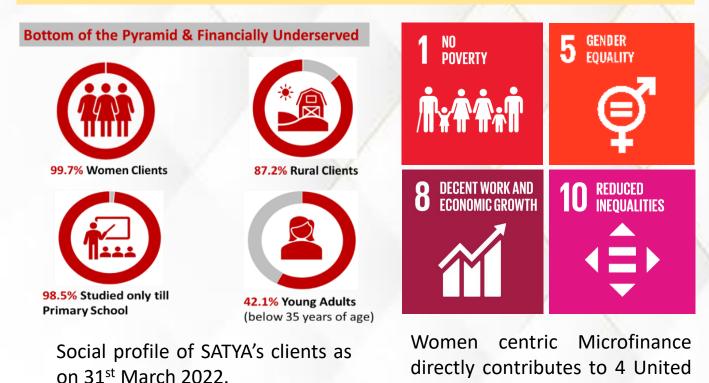
OPERATIONAL HIGHLIGHTS

*Loan Outstanding – excluding ARC portfolio

Women Centric Sustainable Development



Microfinance is a powerful instrument of social change, particularly for women belonging to vulnerable sections of the society. It has potentially a very significant contribution to gender equality and women's empowerment.



Nations-Social

Goals (UN-SDGs)

Development

Women are the most critical success factor and very core of microfinance due to economic and social benefits by involving them in microfinance programs

- More reliable and efficient user of credit
- □ High on social collateral
- Building support systems through group meetings
- Improved Livelihood, Resilience and Savings for family
- Reduced inequality and increased income
- Positively impacting their children's nutrition, education, health and growth opportunities
- Participation for women in their communities and in their households

COMPANY HISTORY

- MFI license from RBI
- Second Institution investment by Gojo & Company, Inc.
- 1st Foreign NCD from Blue Orchard
- Bank Loan rating upgraded to BBB-
- Cumulative disbursement of Rs. 500 Cr. (\$67 Mn.)
- SATYA celebrates the Landmark Achievement of Rs. 1000 Cr. (\$133 Mn.) AUM
- SATYA's Bank Loan Rating upgraded to BBB+ from ACUITE Ratings & Research

Ltd.

2016-2017

- On July 2021, SATYA accredited as Great Place to Work-Certified.
 - SATYA celebrates the landmark achievement of 6 lakh clients.
 - SATYA Launched Vijayalakshmi Das Entrepreneurship Awards.
 - SATYA Launched SATYA Shakti Foundation, SAFAL Sutra & COVID Care Insurance Product on its 4th Foundation Day Celebration.

2020-2021

- SATYA celebrates the landmark achievement of 15 lakh clients.
- SATYA Achieved the coveted milestones of Rs. 5000 Cr. AUM
- SATYA was recognized as one of the Top 50 India's Best Workplaces in BFSI 2023.
- SATYA is a GPTW-certified organization for the second time in a row



- Started Operations
- Disbursement of 1st
 Microfinance Loan
- Name Changed from TFC Finvest Limited to SATYA MicroCapital Ltd.
- Launched Digitized Process and Cashless Disbursement
- 1st collection received through Cashless Repayment
- First Institution investment by Dia Vikas Capital Pvt. Ltd.
- Completion of First Rs. 100 Cr. (\$13 Mn.) Portfolio





Roles of Independent Director

In schedule IV of the Companies Act 2013, the roles and duties have been laid down:-

- ✓ Independent Judgement
- ✓ Objective view in performance evaluation of the Board and Management
- Scrutinize the performance of management in meeting agreed goals and monitor the reporting of Performance
- ✓ Satisfy themselves on the Integrity of the Financial Information
- ✓ Safeguard the interests of all stakeholders
- ✓ Balance the conflicting interest of the stakeholders
- ✓ Determine appropriate levels of remuneration of executive Directors, key managerial personnel and senior management
- ✓ moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.



Duties of Independent Director

- Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company and the Industry
- ✓ Seek appropriate clarification or amplification of information
- ✓ Strive to attend all meetings of the General Meeting/Board of Directors/Board committees of which he is a member
- Participate constructively and actively in the Committees of the Board
- Ensure that their concerns are addressed by the Board
- Ensure that RPTs are in the interest of the Company
- ✓ Ensure the effective Vigil Mechanism
- Report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- ✓ Acting within his authority
- ✓ Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.
- ✓ Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board



Obligation of Independent Director

The <u>independent Directors</u> of the <u>company</u> shall hold at least one meeting in a financial year, without the attendance of non-<u>independent</u> <u>Directors</u> and <u>members</u> of management:

All the <u>independent Directors</u> of the <u>company</u> shall strive to be present at such meeting;

The meeting shall:

- review the performance of non-<u>independent Directors</u> and the Board as a whole;
- review the performance of the Chairperson of the company, taking into account the views of executive Directors and non-executive Directors;
- Assess the quality, quantity and timeliness of flow of information between the <u>company</u> management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

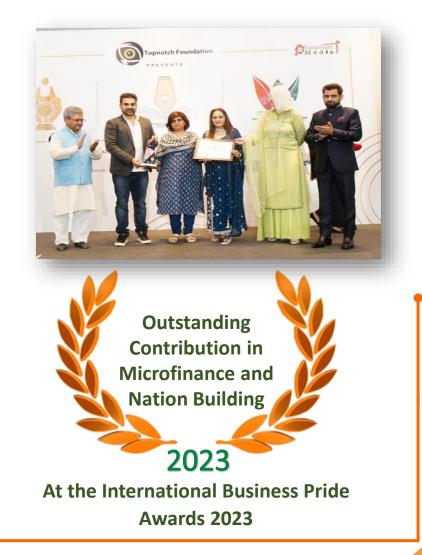


Disclosures by Independent Directors

- ✓ MBP-1: General disclosure of concern/interest u/s 184
- ✓ DIR-8: Declaration confirming their qualification for appointment u/s 164(2)
- Section 149(7) & Regulation 16 of SEBI(LODR): Declaration by independent director confirming status of independence.
- ✓ Regulation 26(2) of SEBI (LODR)Disclosure of Committee membership
- ✓ Regulation 26(3) of the SEBI(LODR) Compliance with Code of Conduct
- ✓ Fit & Proper Declaration In terms of RBI Master Directions
- ✓ Form B & Form F- In terms of SEBI PIT Regulations











O SATYA Best NBFC-MFI for promoting social Schemes Best MSME Friendly NBFC-MFI Best MSME NBFC-MFI **Best Innovative NBFC-MFI Best Branding NBFC-MFI** 2022 Distinguished NBFC Awards







National Excellence Summit 2020

The Economic Times Asian Business Leaders Conclave 2020



Iconic Business Summit & Awards

5th Eastern India Microfinance Summit Treasury, Risk and Compliance Summit











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EGRM's No. 1800 123 000008 For any complaints or suggestion

CGRM's No. 1800 102 5644 For any complaints or suggestion

WGRM No 1800 313 000008

Women Grievance Redressal Mechanism