



# SATYA MicroCapital Ltd.

सर्वे भवन्तु सुखिनः

Date: January 21, 2025

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

**Scrip Code: 958258\*, 958955, 958878, 958911, 973235\*, 973301, 973383, 973717, 973893, 973971, 974260, 974262\*, 974312\*, 974313, 975229, 975367, 975375, 975440, 975861, 975946**

**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, 2024.

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

**Encl: as above**

*\*Non-Convertible Debentures (NCDs) issued and listed under the scrip code 958258 (ISIN INE982X07267), 974312 (ISIN INE982X07333), 973235 (ISIN INE982X07135) and 974262 (ISIN INE982X07325) were redeemed on December 31, 2024, October 19, 2024, September 9, 2024 and September 9, 2024 respectively, and are under the process of delisting with BSE.*

**Corporate Office :** SATYA Tower, Plot No 7A, Sector 125, Noida, Uttar Pradesh-201301

**Registered Office :** 519, 5<sup>th</sup> Floor, DLF Prime Tower, Block- F, Okhla Phase-1, New Delhi-110020

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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: **December 31, 2024**

**I. Composition of Board of Directors**

<b>T it le ( M r ./ M s )</b>	<b>Name of the Director</b>	<b>PAN<sup>\$</sup> &amp; DIN</b>	<b>Category &amp;</b>	<b>Initial Date of Appoin tment</b>	<b>Dat e of Re- app oin tme nt</b>	<b>Dat e of Ce ssa tion</b>	<b>Ten ure *</b>	<b>Date of Birth</b>	<b>No. Of directo rship in listed entities includi ng this listed entity<sup>1</sup></b>	<b>No of Indepen dent Directorship in listed entities including this listed entity<sup>1</sup></b>	<b>Number of membershi ps in Audit/ Stakeholder Committee (s) including this listed entity<sup>2</sup></b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity<sup>2</sup></b>
Ms.	Surekha Marandi	06952573	Non-Executive-Independent Director	28-02-2020	28-02-2020	-	58.02	27-07-1959	1	1	4	-
Mr.	Mohan Chandanathil Pappachan	02661757	Non-Executive-Independent Director	11-08-2017	13-12-2022	-	84.19 <sup>3</sup>	27-05-1956	-	-	2	-
Mr.	Naveen Surya	00094514	Non-Executive-Independent Director	29-08-2019	29-08-2024	-	64.03 <sup>4</sup>	15-01-1972	-	-	2	-

Ms.	Deepali Pant Joshi	07139051	Non-Executive-Independent Director	24-09-2021	24-09-2021	-	39.07	12-12-1957	4	4	6	3
Mr.	Vivek Tiwari	02174160	Executive Director	18-02-2016	20-10-2021	-	N.A.	01-04-1978	-	-	1	-
Mr.	Ratnesh Tiwari	07131331	Non-Executive Director	28-10-2016	N.A.	-	N.A.	07-04-1987	-	-	1	-
Mr.	Sanjay Gandhi	02234298	Non-Executive-Nominee Director	01-08-2018	N.A.	-	N.A.	06-02-1966	-	-	1	-

Whether Regular chairperson appointed	No
Whether Chairperson is related to managing director or CEO	NA
<p><i>\$PAN of any director would not be displayed on the website of Stock Exchange &amp; 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.**
- 4. Mr. Naveen Surya was appointed as Independent Director of the Company on the Board of the Company w.e.f August 29, 2019 for a period of five years and as a result his tenure completed on August 28, 2024 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. August 29, 2024.**

<b>II. Composition of Committees</b>					
<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 <sup>@</sup>	-
		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	Yes	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. Sanjay Gandhi	Non-Executive-Nominee Director	21-10-2024	-
3. Risk Management Committee (if applicable)	Yes	Ms. Surekha Marandi	Chairperson-Non-Executive-Independent Director	31-07-2020 <sup>^</sup>	-
		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. Amit Pal Singh	Chief Risk Officer	30-04-2024	-
		Ms. Gaurangini Jain	Deputy Chief Executive Officer	31-07-2020	-
		Ms. Vandita Kaul	Chief Financial Officer	01-11-2021	-
4. Stakeholders Relationship and Customer Service Committee <sup>s</sup>	Yes	Ms. Deepali Pant Joshi	Chairperson-Non-Executive-Independent Director	12-07-2022	-
		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.

^ Ms. Surekha 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)
19-07-2024	-	Yes	8	4	-
05-09-2024	-	Yes	8	4	47 days
	21-10-2024	Yes	7	4	45 days
	28-11-2024	Yes	7	4	37 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	5	4	19-07-2024	
		Yes	5	4	05-09-2024	47 days
	21-10-2024	Yes	5	4	-	45 days
Nomination & Remuneration Committee		Yes	6	4	05-09-2024	-
	-	-	-	-	-	-
Risk Management Committee		Yes	6	3	19-07-2024	-

	21-10-2024	Yes	6	3	-	93 days
Stakeholders Relationship and Customer Service Committee <sup>5</sup>	-	Yes	6	4	05-09-2024	-
	21-10-2024	Yes	6	4	-	45 days

*\*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

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

**Note:**

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

### Details of cyber security incidents or breaches or loss of data or documents

Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Date of Event	Brief details of the event
NA	NA

## VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. **Yes**
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - a. Audit Committee: **Yes**
  - b. Nomination & Remuneration Committee: **Yes**

<p>c. Stakeholders Relationship and Customer Service Committee<sup>§</sup>: <b>Yes</b></p> <p>d. Risk management committee (as applicable):<b>Yes</b></p> <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, 2024, will be placed before the Board of Directors in the ensuing Board Meeting.</b></p> <p>(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, 2024, was placed before the Board of Directors in the Board Meeting held on October 21, 2024.</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 Krishanan</b>  <b>Company Secretary &amp; Chief Compliance Officer</b></p>

*Note: § Stakeholders Relationship Committee was renamed and reconstituted as Stakeholders Relationship and Customer Service Committee w.e.f. January 19, 2024.*