

Ref.: SSFB/CS/13/2021-2022

Date: 17th June, 2021

To,
National Stock Exchange of India Limited
The Listing Department
Exchange Plaza,
C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai —400051
Symbol: SURYODAY

BSE Limited
The Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai — 400 001

Scrip Code: 543279

Dear Sir/Madam,

Sub: Submission of Annual Secretarial Compliance Report pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In reference to the compliance of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“as amended”) read with SEBI Circular bearing Ref. No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, we are submitting herewith the Annual Secretarial Compliance Report issued by Tushar Shridharani, Practicing Company Secretary, for the financial year ended 31st March, 2021.

Kindly take the same on your record and oblige.

Thanking you,
Yours Faithfully,
For Suryoday Small Finance Bank Limited

Geeta Krishnan
Company Secretary and Compliance Officer
A6011

SURYODAY SMALL FINANCE BANK LIMITED

Registered and Corporate Office: 1101, Sharada Terraces, Sector 11, CBD Belapur, Navi Mumbai - 400 614 | **Tel:** 022-40435800
E Mail: info@suryodaybank.com | **Web:** www.suryodaybank.com | **CIN:** U65923MH2008PLC261472 | **GSTIN:** 27AAMCS5499J1ZG

TUSHAR SHRIDHARANI

B. Com., LL.B., F.C.S.

Tel. : (022) 2208 5764
Email : tushar@tusharshri.com
Web : www.tusharshri.com

10, New Marine Lines
417, Jolly Bhavan No. 1
Mumbai – 400 020

To,
The Board of Directors
Suryoday Small Finance Bank Limited
1101 Sharda Terraces, Plot No. 65
Sector 11, CBD Belapur
Navi Mumbai – 400 614

Dear Sir(s),

Subject: Annual Secretarial Compliance Report for the Financial Year 2020-21.

I have been engaged by Suryoday Small Finance Bank Limited ("**the Bank**"), whose equity shares are listed on National Stock Exchange of India Limited and BSE Limited, to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and to issue the Annual Secretarial Compliance Report thereon for the year ended 31st March, 2021.

It is the responsibility of the management of the Bank to maintain records, devise proper system to ensure compliance with provisions of all applicable SEBI Regulations and circulars / guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the Bank with provisions of all applicable SEBI regulations and circulars / guidelines issued there under from time to time and issue a report thereon.

This audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.

Place: Mumbai
Date: 11th June, 2021

(Tushar Shridharani)
Practicing Company Secretary
FCS: 2690 / COP: 2190

Secretarial compliance report of Suryoday Small Finance Bank Limited for the year ended 31st March, 2021

I, Tushar Shridharani, have examined:

- (a) all the documents and records made available to us and explanation provided by Suryoday Small Finance Bank Limited (“**the listed entity**”);
 - (b) the filings / submissions made by the listed entity to the stock exchanges;
 - (c) website of the listed entity;
 - (d) any other document/filing, as may be relevant, which has been relied upon to make this certification;
- for the year ended 31st March, 2021 (“**Review Period**”) in respect of compliance with the provisions of:
- (a) the Securities and Exchange Board of India Act, 1992 (“**SEBI Act**”) and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 (“**SCRA**”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“**SEBI**”).

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
 - (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (i) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
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- and circulars/guidelines issued thereunder.

And based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder except in respect of matters specified below.

| Sr. No. | Compliance Requirement (Regulations / circulars / guidelines including specific clause) | Deviations | Observations / Remarks of the Practicing Company Secretary |
|---------|---|------------|--|
| Nil | | | |

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder in so far as it appears from my examination of those records.
- (c) There are no actions taken against the listed entity / its promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder.
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended ... (The years are to be mentioned) | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|----------------|--|---|--|--|
| Not applicable | | | | |

Note: The securities of the Bank were listed during the Review Period on March 26, 2021 on The National Stock Exchange of India and on BSE Limited.

Place: Mumbai
Date: 11th June, 2021

(Tushar Shridharani)
Practicing Company Secretary
FCS: 2690 / COP: 2190
UDIN - F002690C000443504