

June 07, 2024

Ref.: SSFB/CS/31/2024-25

To,

National Stock Exchange of India Limited
Listing Department

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (East), Mumbai-400 051

BSE Limited

Corporate Relations Department

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400 001

Symbol: **SURYODAY**

Scrip Code: **543279**

Dear Sir/Madam,

Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Postal Ballot Notice

In continuation to Bank's earlier letter No. SSFB/CS/29/2024-25 dated June 05, 2024, and pursuant to the provisions of Regulation 30 and other applicable provisions, if any, read with Part A of Schedule III of the SEBI Listing Regulations, we hereby submit the Postal Ballot Notice dated June 05, 2024, along with the Explanatory Statement thereto (*attached as Annexure*), being sent by email to all the Members who have registered their email addresses with the Bank or Bank's Registrar and Share Transfer Agent ("RTA") namely KFin Technologies Limited [*formerly known as KFin Technologies Private Limited ("KFIN" or "KFintech")*] or Depository / Depository Participants and whose names appear in the Register of Members / List of Beneficial Owners maintained by the Depositories as on **Friday, May 31, 2024 ("Cut-off Date")** in compliance with the General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 09/2023 dated September 25, 2023 and other relevant circulars, issued by the Ministry of Corporate Affairs and Regulation 44 of the SEBI Listing Regulations, relevant SEBI Circulars, Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, as amended from time to time and other applicable laws, rules, regulations, circulars and notifications thereunder, for seeking their approval on the following agenda item of Special Business through Postal Ballot by way of remote e-voting process only:

Sr. No.	Description of Special Business	Type of Resolution
1	To approve the appointment of Mr. Deepak Kumar Sharma (DIN:10575402) as an Independent Director of the Bank.	Special

The e-voting facility is provided to all the Members holding shares as on Cut-off Date. The Bank has engaged KFintech for the purpose of providing e-voting facility to all its Members.

The Board of Directors have appointed Mr. Tushar Shridharani, Practising Company Secretaries (FCS No. 2690 & C.P No.: 2190), Mumbai and failing him, Ms. Nandini Parikh, Practicing Company Secretary, (FCS No. 6240 & C.P No.: 5760) as the Scrutinizer, to scrutinize remote e-voting process for conducting the Postal Ballot process in a fair and transparent manner.

SURYODAY SMALL FINANCE BANK LIMITED

Reg. & Corp. off : 1101, Sharda Terraces, Plot. 65, Sector 11, CBD Belapur, Navi Mumbai: 400614 Tel: 022-40435800

E Mail: info@suryodaybank.com / **Web:** www.suryodaybank.com **CIN:** L65923MH2008PLC261472 / **GSTIN NO:** 27AAMCS5499J1ZG

The Bank has engaged the services of KFinTech to provide the platform for facilitating the remote e-voting. The Remote e-voting shall commence from **Sunday, June 09, 2024 at 9.00 A.M. (IST)** and end on **Monday, July 08, 2024 at 5.00 P.M. (IST)**. During this period, the Members of the Bank, holding share(s) in physical form or in dematerialized form, as on the Cut-off Date, i.e., **Friday, May 31, 2024**, may cast their vote(s) by remote e-voting. The Results of the Postal Ballot, by way of remote e-voting, will be announced on or before **Wednesday, July 10, 2024**.

The Postal Ballot Notice is also available on the website of the Bank at:-

https://www.suryodaybank.com/assets/pdf/SSFBS_Postal%20Ballot%20Notice_June%2007,%202024.pdf

This intimation shall also be made available on the Bank's website at <https://www.suryodaybank.com/>.

The above is submitted for your kind information and appropriate dissemination.

Thanking You,

Yours truly,

For Suryoday Small Finance Bank Limited

Krishna Kant Chaturvedi
Company Secretary & Compliance Officer

Encl: As above

SURYODAY SMALL FINANCE BANK LIMITED**Corporate Identity Number: L65923MH2008PLC261472****Regd. & Corporate Office:** Unit no. 1101, Sharda Terraces, Plot No. 65, Sector 11, CBD Belapur, Navi Mumbai - 400 614**Tel No:** +91 22 4185 6700 **Email:** company.secretary@suryodaybank.com**Website:** www.suryodaybank.com**POSTAL BALLOT NOTICE****[Pursuant to Section 110 and Section 108 of the Companies Act, 2013, read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by MCA and SEBI]****Dear Member(s),**

NOTICE is hereby given that pursuant to the provisions of Section 110 and Section 108 of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the "MCA"), Government of India, for holding General Meetings / conducting Postal Ballot process through voting by electronic means ("remote e-voting") vide General Circular ("GC") No. 14/2020 dated April 8, 2020, GC No. 17/2020 dated April 13, 2020, GC No. 20/2020 dated May 5, 2020, GC No. 22/2020 dated June 15, 2020, GC No. 33/2020 dated September 28, 2020, GC No. 39/2020 dated December 31, 2020, GC No. 10/2021 dated June 23, 2021, GC No. 20/2021 dated December 8, 2021, GC No. 03/2022 dated May 5, 2022, GC No. 11/2022 dated December 28, 2022 and GC No. 09/2023 dated September 25, 2023 (hereinafter collectively referred to as the "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and other applicable laws, rules and regulations, as applicable, the following Resolution is proposed for the approval of the Members of Suryoday Small Finance Bank Limited (the "Bank") through Postal Ballot, by way of remote e-voting process:

SPECIAL BUSINESS:**Item No. 1****To approve the appointment of Mr. Deepak Kumar Sharma (DIN:10575402) as an Independent Director of the Bank and in this regard to consider and if thought fit, pass the following Resolution, as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the relevant rules made thereunder, and Schedule IV to the Act, Regulations 16(1)(b), 17 and 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), Section 10A and other applicable provisions, if any, of the Banking Regulation Act, 1949 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the rules, circulars and guidelines issued by the Reserve Bank of India ("RBI") in this regard, from time to time, and the provisions of the Articles of Association of Suryoday Small Finance Bank Limited (the "Bank") and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Bank, Mr. Deepak Kumar Sharma (DIN:10575402), who was appointed as an Additional Director (Non-Executive under Independent category) on the Board of the Bank with effect from April 11, 2024, pursuant to the provisions of Section 161 of the Act and other applicable provisions, to hold office up to the date of ensuing Annual General Meeting or Three (3) months from the date of appointment, whichever is earlier, and in respect of whom the Bank has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, and being eligible, be and is hereby appointed as a Non-Executive Independent Director of the Bank, not liable to retire by rotation, to hold office for a period of Five (5) consecutive years effective from April 11, 2024 upto April 10, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Bank, (which term shall include any Committee, constituted/to be constituted by the Board of Directors of the Bank or any Director / officer, delegated with powers necessary for the purpose), be and is hereby authorised to do all such acts, deeds, matters and things including the power to settle all questions, difficulties or doubts that may arise with regard to the said appointment, as it may in its absolute discretion deem fit, and to execute all such deeds and documents, as may be required, file requisite forms or applications with statutory/regulatory authorities, as may be required to give effect to the foregoing Resolution."

Registered & Corporate Office:**Unit no. 1101, Sharda Terraces, Plot No. 65, Sector 11,
CBD Belapur, Navi Mumbai 400 614
CIN : L65923MH2008PLC261472****Website:** www.suryodaybank.com**E-mail:** company.secretary@suryodaybank.com**Date:** June 05, 2024**Place:** Navi Mumbai**By Order of the Board of the Directors
For Suryoday Small Finance Bank Limited**

Sd/-

**Krishna Kant Chaturvedi
Company Secretary
FCS 7264**

Notes:

1. The Relevant Explanatory Statement pursuant to the provisions of Section 102, 110 and other applicable provisions of the Companies Act, 2013 (the “Act”) read with relevant rules made thereunder, stating all material facts relating to the Resolution at Item No. 1 contained in this Postal Ballot Notice (“Notice” or “Postal Ballot Notice”), is annexed herewith, and the same should be considered as part of this Notice.
2. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”) and the Secretarial Standards on General Meetings issued by the Institute of Companies of India (“ICSI”), as amended, the Brief Profile and other requisite information of Director proposed to be appointed through Postal Ballot is provided in the Notice under Explanatory Statement.
3. The relevant documents referred to in this Notice shall be available for inspection electronically by the Members from 9:00 A.M. (IST), Sunday, June 09, 2024 until 5:00 P.M. (IST) on Monday, July 08, 2024 (i.e. the last date of remote e-voting of this Postal Ballot). Members who wish to inspect the documents are requested to send an email at company.secretary@suryodaybank.com or einward.ris@kfintech.com from their registered e-mail address, mentioning their name(s), folio numbers / DP ID and Client ID and the documents they seek to inspect, with a self-attested copy of their PAN Card attached to the email, with subject line “**Inspection of Documents**”, during the e-voting period of this Postal Ballot process.
4. In compliance with the MCA Circulars as referred above, this Postal Ballot Notice is being sent only through email to those Members whose names appear in the Register of Members / Register of Beneficial Owners as on Friday, May 31, 2024 (“**Cut-off Date**”) received from the Depositories and whose e-mail address is registered with the Bank / Registrar and Transfer Agent / Depositories. In accordance with the MCA Circulars, the physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to the Members for this Postal Ballot and accordingly, the Members are requested to communicate their assent or dissent through remote e-voting system only.
5. The Board of Directors have appointed Mr. Tushar Shridharani, Practising Company Secretary (FCS No. 2690 & C.P No.: 2190), Mumbai and failing him, Ms. Nandini Parikh, Practising Company Secretary (FCS No. 6240 & C.P No.: 5760), as the Scrutinizer, to scrutinize the remote e-voting process for conducting the Postal Ballot process in a fair and transparent manner.
6. The Bank has appointed KFin Technologies Limited (Formerly known as KFin Technologies Private Limited) (“**KFIN or Kfintech**”), the Registrar and Transfer Agent (“**RTA**”) of the Bank, to provide facility for e-voting (**remote e-voting ‘Service Provider’**) for this Postal Ballot. The communication details of RTA are as under:

KFin Technologies Limited, (Unit: Suryoday Small Finance Bank Limited),
Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad,
Rangareddy, Telangana, India - 500 032, Website: www.kfintech.com, Email id: einward.ris@kfintech.com
Toll-free number: 1800 309 4001.
7. **Dispatch of Postal Ballot Notice:**

In accordance with the MCA circulars and the SEBI Listing Regulations, the Bank is sending the Postal Ballot Notice in electronic form by email to the Members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories i.e. National Securities Depository Limited (the “**NSDL**”) and Central Depository Services (India) Limited (the “**CDSL**”) as on Friday, May 31, 2024, (the “**Cut-Off Date**”) and who have registered their e-mail addresses, in respect of electronic holdings, with the Depositories through their concerned Depository Participants (“**DPs**”) and in respect of physical holdings, with the RTA, in accordance with the provisions of the Act read with the rules made thereunder and the framework provided under the MCA Circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only. Further, the Members may kindly note that the said Notice will also be available on the website of the Bank at <https://www.suryodaybank.com/>, websites of the Stock Exchanges i.e. BSE Limited (<https://www.bseindia.com>), National Stock Exchange of India Limited (<https://www.nseindia.com>) and on the website of Service Provider i.e. KFIN (<https://evoting.kfintech.com>) in compliance with the relevant Circulars.
8. **Process of registration of e-mail addresses:**

Members holding shares in dematerialized mode are requested to register / update their email addresses & mobile no. with their concerned DPs. Members holding shares in physical mode and who have not yet updated their e-mail address, bank details, etc., are requested to update the same by submitting duly filled in Form **ISR- 1** with relevant documents to the RTA or the Bank. Details of the same are also available on the website of the Bank at <https://www.suryodaybank.com/Availing-Investor>.
9. **Remote e-voting and results related matters:**
 - a) In compliance with the provisions of Sections 110, 108 and other applicable provisions of the Act, read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, read with SEBI Circular dated December 9, 2020 and other applicable Circulars on remote e-voting facility provided by listed entities, and the applicable MCA Circulars, the Bank is pleased to offer remote e-voting facility to Members to cast their vote electronically.





- b) Only a person whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the **Cut-off Date** i.e. **Friday, May 31, 2024**, shall be entitled to participate in the e-voting. The voting rights for Equity Shares is one vote per Equity Share, registered in the name of the Members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the Members/ Beneficial Owners as on **Friday, May 31, 2024**, i.e. Cut-off Date, subject to the provisions of the Banking Regulation Act, 1949, as amended. A person who is not a Member as on the Cut-off Date, should treat this Postal Ballot Notice for information purposes only.
- c) The remote e-voting period shall commence from **Sunday, June 09, 2024 at 9:00 A.M. (IST)** and end on **Monday, July 08, 2024 at 5:00 P.M. (IST)**. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by Kfintech upon expiry of the aforesaid period.
- d) Members holding share(s) either in physical form or dematerialized form, as on the Cut-off Date (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with the RTA or the DPs, as aforesaid), may cast their votes electronically, in respect of the Resolution as set out in this Postal Ballot Notice only through the remote e-voting.
- e) In case of any query and/or difficulty, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and e- voting User Manual is available at the Downloads section at <https://evoting.kfintech.com> (Kfintech Website) or contact Mr. Umesh Pandey, Senior Manager (Unit: Suryoday Small Finance Bank Limited) of Kfintech at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana- 500 032 or email at einward.ris@kfintech.com or call Kfintech's toll free no. 1800-309-4001 for any further clarifications or write to the Company Secretary of the Bank at its registered office or at email id: company.secretary@suryodaybank.com
- f) Institutional / Corporate Members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned certified true copy (PDF/JPEG Format) of its Board or governing body resolution/ Authorization etc., authorizing its representative on its behalf to vote electronically during the remote e-voting period. The said resolution/Authorization should be sent to the Scrutinizer by email through its registered email address to tushar@tusharshri.com with a copy to evoting@kfintech.com and company.secretary@suryodaybank.com or to the Bank at its Registered Office addressed to the Company Secretary. The scanned image of the above-mentioned documents should be in the naming format "**Suryoday Small Finance Bank Limited-Postal Ballot- EVEN NO. 8045**".
- g) The Scrutinizer shall, immediately after the conclusion of the e-voting period unblock the votes cast, in the presence of at least two witnesses not in the employment of the Bank and compile the Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or the Managing Director & CEO or any other Director, authorised by the Board, who shall countersign the same.
- h) The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified for e-voting, i.e. **Monday, July 08, 2024**, as if it has been passed at a General Meeting of the Members.
- i) The Resolution will be considered to be passed as if it has been passed at a General Meeting of the Members, subject to receipt of the requisite number of votes in favour of the Resolution.
- j) The Results of e-voting shall be declared within stipulated time and the said result along with the Scrutinizer's Report thereon shall be placed on the Bank's website at <https://www.suryodaybank.com> and on the website of Registrar and Share Transfer Agent i.e. Kfintech at <https://evoting.kfintech.com> and also be communicated to the Stock Exchange(s) where the Bank's shares are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com within two (2) working days from the end of the e-voting period, and shall be displayed at the Registered Office & Corporate Office of the Bank.
10. **THE DETAILS OF THE PROCESS AND MANNER FOR REMOTE E-VOTING ARE EXPLAINED HEREIN BELOW:**
- a) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020 on 'e-voting facility provided by listed companies', e-voting process has been enabled for all the individual Demat Account holders, by way of single login credential, through their demat accounts / websites of Depositories / Depository Participants ('DPs') in order to increase the efficiency of the voting process.
- b) Individual Demat Account holders would be able to cast their vote without any further registration with e-voting Service Provider, thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

The details of the process and manner for e-voting are as follows:

- A. Login method for remote e-voting: Applicable only for Individual shareholders holding securities in Demat Mode.**
- B. Login method for e-voting: Applicable only for Members holding shares in physical form and for Non-Individual Members (holding shares either in physical or demat).**

A Login method for remote e-voting: Applicable only for Individual shareholders holding securities in Demat Mode

OPTION 1 - LOGIN THROUGH DEPOSITORIES:

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> Members who have already registered and opted for IdeAS e- Services facility of NSDL to follow below steps: <ol style="list-style-type: none"> Go to URL: https://eservices.nsdl.com Click on the “Beneficial Owner” icon under “Login” under “IdeAS” section. On the new page, enter existing User ID and Password. Post successful authentication, click on “Access to e-Voting” under Value Added Services on the panel available on the left-hand side. Click on the “Active E-voting Cycles” option under E-voting. Click on the e-Voting link available against ‘Suryoday Small Finance Bank Limited’ or select e-Voting service provider ‘KFintech’ and you will be re-directed to e-Voting service provider website (i.e. KFintech) for casting the vote during the remote e-voting period. For those Members who have not registered for the IdeAS e-Services facility of NSDL <ol style="list-style-type: none"> To register click on link: https://eservices.nsdl.com (Select option “Register Online for IdeAS” available on the left hand side of the page or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp) Proceed with complete registration using your DP ID, Client ID, Mobile number etc. After successful registration, please follow steps as given in point 1 above to cast your vote. First-time users can visit the e-voting website directly and follow the process below: <ol style="list-style-type: none"> Go to URL: https://www.evoting.nsdl.com/ Click on the icon “Login” which is available under “Shareholder/Member/ Creditor’ section”. A new screen will open. Enter User ID (that is, 16-digit demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL’s e-voting platform)/ through the generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen. Post successful authentication, you will be redirected to NSDL Depository site. Click on the “Active E-voting Cycles/ VC or OAVM” option under E-voting . Click on the e-Voting link available against ‘Suryoday Small Finance Bank Limited’ or select e-Voting service provider ‘KFintech’ and you will be re-directed to e-Voting service provider website (i.e. KFintech) for casting the vote during the remote e-voting period. Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for a seamless voting experience. NSDL Mobile App is available on    
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Members who have already registered and opted for Easi/ Easiest facility of CDSL to follow below steps: <ol style="list-style-type: none"> Go to URL: https://web.cdslindia.com/myeasitoken/Home/Login or Login with your registered username and password for accessing Easi/ Easiest. The option will be made available to reach e-voting page without any further authentication. Click on the e-Voting link available against ‘Suryoday Small Finance Bank Limited’ or select e-Voting service provider ‘KFintech’ and you will be re-directed to e-Voting service provider website (i.e. KFintech) for casting the vote during the remote e-voting period. For those Members who have not registered for the Easi/Easiest facility of CDSL <ol style="list-style-type: none"> Option to register is available at: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Proceed with completing the required fields, using your DP ID – Client ID (BO-ID). After successful registration, please follow the steps as given in point 1 above. First-time users can visit the e-voting website directly and follow the process below: <ol style="list-style-type: none"> Click on the link: https://evoting.cdslindia.com/Evoting/EvotingLogin Provide demat Account Number and PAN No.

- 3) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
- 4) After successful authentication, you will be directed to e-voting module of CDSL.
- 5) Click on the e-Voting link available against “Suryoday Small Finance Bank Limited” or select e-voting service provider “KFintech” and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.

Option 2 - Login through Depository Participants

Individual Shareholder login through their demat accounts / Website of Depository Participant

- a) Individual Shareholders holding shares of the Bank in Demat mode can also access e-voting facility provided by the Bank using login credentials of their demat account through websites of Depository Participant (DPs) registered with NSDL/CDSL for e-voting facility.
- b) Once logged-in, you will be able to see e-voting option. Click on e-voting option and you will be redirected to NSDL/CDSL Depository site (as may be applicable) after successful authentication wherein you can see e-voting feature.
- c) Click on the e-Voting link available against “Suryoday Small Finance Bank Limited” or select e-Voting service provider name i.e. KFintech and then it will be redirected to e-voting page of service provider website of KFintech for casting your vote during the remote e-voting period without any further authentication.

Important Notes:

Members who are unable to retrieve User ID/Password are advised to use “Forgot user ID”/ “Forgot Password” options available at respective websites of Depositories/ Depository participants.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL are as under:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 or 1800 22 44 30 or call at 022 - 48867000 and 022-24997000
Individual Shareholders holding securities in demat mode with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at toll-free no 1800 22 55 33 or call at 022- 23058738, 23058542-43

B. Login method for e-voting: Applicable only for Members holding shares in physical form and for Non-Individual Members (holding shares either in physical or demat):

- a) Members whose email IDs are registered with the Bank/ Depository Participants (s), will receive an email from RTA i.e. KFintech which will include details of e-voting Event Number (EVEN)- i.e. [8045] , USER ID and password. Members are requested to use these credentials at below mentioned URL. You need to follow the following process:
- b) Please access the RTA’s e-voting platform at the URL: <https://evoting.kfintech.com/>
- c) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (e-voting Event Number) [8045], followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote. If you have forgotten the password, then you may click “forgot password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- d) After entering these details appropriately, click on “LOGIN”.
- e) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- f) Once the password is changed ,you need to login again with the new credentials.
- g) On successful login, the system will prompt you to select the “EVENT” i.e. “Suryoday Small Finance Bank Limited-[EVEN NO. 8045]” and click on “Submit”.
- h) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- i) Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.
- j) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as **abstained**.
- k) You may then cast your vote by selecting an appropriate option and click on “Submit”.

- l) A confirmation box will be displayed. Click “OK” to confirm of else “CANCEL” to modify. Once you have voted on the Resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- m) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to cast vote on their behalf through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id tushar@tusharshri.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Suryoday Small Finance Bank Limited-[EVEN NO. 8045]”.
- n) In case of any query pertaining to e-voting, please refer Help’ or ‘FAQs’ and ‘User Manual for shareholders’ available at the ‘Download’ section on the website (bottom corner) of our RTA at <https://evoting.kfintech.com/>. Member may also call RTA at toll free number 1-800-3094-001 or send an e-mail request to einward.ris@kfintech.com for all e-voting related matters.
- o) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- p) Members whose Email IDs are not registered with the Bank / DPs and consequently have not received the Postal Ballot Notice and e-voting instructions, will have to follow the following process:
 - In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to Registrar & Transfer Agent i.e. einward.ris@kfintech.com
 - Members may send an e-mail request at einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested copy of PAN and copy of Client Master for sending the Postal Ballot Notice and the e-voting instructions.
 - After receiving the e-voting instructions, please follow all the steps mentioned below to cast your vote by electronic means.

Once the Members have logged in by using either of Option 1 or Option 2, as applicable, they are required to follow the instructions given below:

- a) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST”, it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- b) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- c) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- d) A confirmation box will be displayed. Click “OK” to confirm or else “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s) by clicking “SUBMIT”.

Other Instructions:

Further, any person may obtain the ‘User ID’ and ‘Password’ in the manner mentioned below:

- a) If the mobile number of the Member is registered against Folio/ DP ID and Client ID, the Member may send SMS: MYEPWD<space>(E-Voting Event Number) + Folio No. or DP ID Client ID to **9212993399**

Example for NSDL:

MYEPWD<space> IN12345612345678

Example for CDSL:

MYEPWD<space> 1202345612345678

- b) If e-mail address or mobile number of the member is registered against DP ID and Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click “Forgot Password” and enter DP ID Client ID and PAN to generate a password.
- c) In case the Member is already registered with KFintech for e-voting then they can use their existing User ID and Password for logging in and casting their vote.

In case of any queries, you may refer Help or ‘FAQs’ and ‘User Manual’ for Members available at the ‘Download’ section on the website (bottom corner) of KFintech at <https://evoting.kfintech.com/> or call KFintech Team on Toll-Free No. 1-800-3094-001 (from 9:00 A.M. to 5:00 P.M.). Members may send an e-mail request to einward.ris@kfintech.com. However, KFintech shall endeavour to send User ID and Password to those new Members whose e-mail IDs are available.

11. GENERAL SHAREHOLDERS RELATED INFORMATION:

- a) **Mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities:** SEBI vide Section V of its Master Circular for Registrars to an Issue and Share Transfer Agents’ dated May 17, 2023, read with SEBI Circular dated November 17, 2023, has mandated furnishing of PAN, KYC details and nomination by holders

of physical securities and linking PAN with Aadhaar. Members holding shares in physical mode and who have not yet updated their KYC, including e-mail address, mobile no., bank details, etc., are requested to update the same by submitting duly filled in Form ISR-1 with relevant documents to the RTA or the Bank. Similarly, for updation of signature, Form ISR-2; for nomination, Form No. SH 13; for change in the nomination, Form No.SH 14; for opt out of nomination, Form ISR-3; and for cancellation of nomination, Form ISR-3, along with Form No. SH 14, duly filled in all respect, with relevant detailed process of submission to the RTA or the Bank. The detailed process of submission of PAN, KYC details and nomination along with necessary forms. The Communication details of RTA are as under:

KFin Technologies Limited, (**Unit: Suryoday Small Finance Bank Limited**),
 Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda,
 Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032,
 Website: www.kfintech.com, Email id: einward.ris@kfintech.com
 Toll-free number: 1800 309 4001.

- b) SEBI had earlier mandated freezing of folios without valid PAN, KYC details and Nomination, wherein any one of the referred documents / details were not available. In this regard, we would like to inform that SEBI, vide its Circular dated November 17, 2023, has done away with the requirement of freezing of folios and subsequent referring of the same to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002. Hence, folios of holders of physical securities who have not updated their PAN, KYC and Nomination details will not be frozen.
- c) However, it is pertinent to note that in case a holder of physical securities fails to furnish any of the above-mentioned details, the security holder shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing all such details/documents.

Summarized information at a glance:

Particulars	Details
Link for remote e-voting (Please use as applicable to you)	https://evoting.kfintech.com https://eservices.nsdl.com https://evoting.cdslindia.com/Evoting/EvotingLogin
Helpline number for VC participation and e-voting	Contact KFin Technologies Limited ('KFinTech') at 1800-309-4001 or write to them at evoting@kfintech.com
Cut-off Date for entitlement of Shareholders for remote e-voting	Friday, May 31, 2024
Remote e-voting Start date & time	Sunday, June 09, 2024 at 9:00 A.M. (IST)
Remote e-voting end date & time	Monday, July 08, 2024 at 5:00 P.M. (IST)
Last date for publishing results of the e-voting	Wednesday, July 10, 2024
E-voting Event Number (EVEN)	8045
Registrar and Share Transfer Agents Contact details	Mr. Umesh Pandey, Senior Manager KFin Technologies Limited ("KFIN" or "KFinTech") Unit: Suryoday Small Finance Bank Limited, Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032 Email ids: einward.ris@kfintech.com ; umesh.pandey@kfintech.com Website: https://www.kfintech.com ; Toll free number: 1800-309-4001
Bank's contact details	Mr. Krishna Kant Chaturvedi Company Secretary & Compliance officer Contact No.: (022) 4185 6700/ 7420062129 Email id: company.secretary@suryodaybank.com shr_relations@suryodaybank.com
Link of disclosures on Stock Exchange website and Company website	NSE - https://www.nseindia.com/ BSE - https://www.bseindia.com/ Bank's website : https://www.suryodaybank.com/

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS

Pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (the “Act”), the following statement sets out all the material facts relating to the businesses mentioned in the accompanying Notice and should be considered as part of the Notice.

Item No. 1 - To approve the appointment of Mr. Deepak Kumar Sharma (DIN:10575402) as an Independent Director of the Bank

Basis the recommendation of the Nomination and Remuneration Committee of the Board (“NRC”), the Board of Directors of Suryoday Small Finance Bank Limited (the “Bank”) at their meeting held on April 11, 2024, had approved the appointment of Mr. Deepak Kumar Sharma (DIN:10575402) as an Additional Director (Non-Executive Independent category) on the Board of the Bank, with effect from **April 11, 2024**. Pursuant to the provisions of Section 161 of the Act and Regulation 17(1C) of the SEBI Listing Regulations, he can hold office as an Additional Director upto the date of the next General Meeting of the Bank or Three (3) months from the date of appointment, whichever is earlier. The Board of Directors at the said meeting, subject to approval of Shareholders of the Bank, had also approved the appointment of Mr. Deepak Kumar Sharma, as an Independent Director of the Bank, for a period of Five (5) consecutive years, with effect from April 11, 2024 to April 10, 2029, not liable to retire by rotation.

In terms of Section 160(1) of the Act, the Bank has received a notice in writing from a Member signifying his intention to propose the candidature of Mr. Deepak Kumar Sharma for the office of Director of the Bank.

Mr. Deepak Kumar Sharma has furnished consent/declarations for appointment as required under the Act and the Rules made thereunder including the declaration that he is not disqualified from being appointed as a Director.

The NRC has assessed and determined that Mr. Deepak Kumar Sharma is a fit and proper person to be appointed as a Director of the Bank, as per the norms prescribed by the RBI and that he fulfils the conditions specified in the Act and the relevant Rules made thereunder, the SEBI Listing Regulations and other rules, guidelines and circulars issued by the RBI, in this regard, from time to time. Mr. Deepak Kumar Sharma is not debarred from holding the office of Director by virtue of any order of the SEBI or any other authority. Accordingly, NRC had recommended his appointment to the Board.

The Bank has also received a declaration from Mr. Deepak Kumar Sharma to the effect that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations and inclusion of his name in the independent director’s databank.

Basis the declarations provided by Mr. Deepak Kumar Sharma and basis the review and recommendation by NRC, the Board noted that Mr. Deepak Kumar Sharma is independent of the management of the Bank and fulfils the conditions specified in Section 149(6) of the Act, the rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations for his appointment as an Independent Director. Further, the Board is of the opinion that Mr. Deepak Kumar Sharma is a person of integrity and has relevant experience and expertise to be appointed as an Independent Director of the Bank.

Mr. Sharma’s appointment is in compliance with the provisions of Section 149(10) of the Companies Act, 2013 and Section 10A and other applicable provisions of the Banking Regulation Act, 1949 and his overall experience and skill sets would add value to the Bank. The terms and conditions applicable to Independent Director(s) of the Bank are hosted on the website of the Bank.

Mr. Sharma is not related to any of the Directors of the Bank and also does not hold any shares in the Bank. Further, he is not debarred/disqualified from holding office of director by virtue of any order of the Securities and Exchange Board of India or any other authority. In the opinion of the Board, Mr. Deepak Kumar Sharma meets the fit and proper criteria and is a person of integrity, and has the necessary knowledge, experience and expertise.

The Brief profile of Mr. Deepak Kumar Sharma in terms of the SEBI Listing Regulations and the Secretarial Standard on the General Meetings, is given below:

DIN	DIN:10575402
Age	52 Years
Date of first Appointment on Board	Appointed as an Additional Director (under Non-executive Independent Category) w.e.f. April 11, 2024
Qualification	Mr. Deepak Kumar Sharma has completed a Technology Leadership Program at MIT Cambridge and a Program for Development of Strategy at IIM Kolkata. He also holds LEAD Certification in Corporate Innovation from Stanford GSB.

Experience/Expertise & brief profile	<p>Mr. Deepak Sharma is a results-driven digital business leader with a nearly three-decade proven track record in building successful ventures within the banking, telecom, and service sectors. He has spent 20+ years in Banking in different leadership positions. His dedication lies in driving transformative businesses by amalgamating strategy, technology, innovation, and cultural dynamics. Globally connected in tech. and innovation, he's a preeminent figure in fintech and digital leadership.</p> <p>Mr. Deepak Kumar Shama has worked with Kotak Mahindra Bank for over 15 years (till October 2023), where he was involved in building Priority/HNI Banking, NRI Banking & Forex business. He was instrumental in starting & scaling Digital Initiatives at Kotak for over a decade and served as the Bank's first President & Chief Digital Officer for over 5 years. He played a pivotal role in propelling the Bank as a digital leader, leaving a multifaceted and transformative impact. Under his strategic vision, different departments achieved remarkable success. His role extended to developing Digital Platforms, Product Engineering, Design, Mobile apps, Digital Bank-811, digital transformation, India stacks like UPI, CBDC, ONDC, AA, OCEN, Open API connecting the banking Platform with 250+ partners, AI, and Blockchain, Fintech partnership etc. Overall, Deepak drove innovation, strategic partnerships, and digital maximization, contributing to enhanced productivity, growth, and cost efficiency at Kotak.</p> <p>Before this, at Standard Chartered Bank (2003-2008), Mr. Deepak Kumar Sharma served as Business Head for Smart Pay, achieving significant growth in corporate payroll deposits. His tenure began as a founding member of the Corporate Liability & Wealth Business, rising to National Business Head.</p> <p>Preceding Standard Chartered Bank, he was at Hutchison Max and held pivotal roles in Corporate & New Initiatives, overseeing diverse aspects of telecom operations.</p> <p>Mr. Deepak Kumar Sharma works as a Tech Entrepreneur & CXO Advisor with several large, growth stage global and Indian firms. He is also a pivotal member of Airtel's Customer Advisory Board, contributing significantly to enterprise strategy and product innovation in financial services within the 5G technology sphere. Furthermore, he extends his expertise globally, mentoring fintech and startup enterprises across various domains, including product design, revenue acceleration, and ecosystem establishment.</p> <p>He has been closely associated with various Indian and global policy-making think tanks and venture capital firms on the future of financial services in the tech era. During his stint at Kotak, he was an active member of the CII Digital Transformation Committee, FICCI National Committee on Fintech, and several Startup-Industry Forums. Additionally, he engaged in numerous trade and Government initiatives concerning the Digital India Roadmap and provided ongoing mentorship to fintech and startup ecosystems.</p>
Terms and Conditions of Appointment or re-appointment along with remuneration	Appointment as an Independent Director for a period of Five (5) consecutive years, with effect from April 11, 2024, not liable to retire by rotation.
The last drawn remuneration	Remuneration in the form of Fixed Salary - NIL Sitting Fees: Rs. 3,75,000 paid as Sitting Fees for attending the meetings of the Board and Board level Committee till the date of Notice.
Shareholding in the Bank, including shareholding as a beneficial owner	NIL
Relationship with Other Directors, Manager and other Key Managerial Personnel of the Bank	None
The Number of Meetings of the Board attended during the year	He has attended 100% [One (1) out of One (1)] meeting(s) of the Board, held during his tenure (<i>till the date of Notice of Postal Ballot</i>) in the Financial Year 2024-25.
Other Directorships	NIL
Memberships / Chairmanship of Committees of other Boards	None
List of entities from which the concerned Director has resigned in past Three (3) years	None

Accordingly, the Members are requested to consider and approve the appointment of Mr. Deepak Kumar Sharma (DIN: 10575402) as an Independent Director of the Bank for a period of Five (5) consecutive years, with effect from April 11, 2024.

Save and except Mr. Deepak Kumar Sharma, none of the Director(s) and Key Managerial Personnel of the Bank or their relative(s) is/are concerned or interested, in the said Resolution(s), except to the extent of their shareholding in the Bank.

The Board recommends the Resolution set out at Item No.1 of the Notice for your approval as a **Special Resolution**.

Registered & Corporate Office:

Unit no. 1101, Sharda Terraces, Plot No. 65,
Sector 11, CBD Belapur, Navi Mumbai 400 614
CIN : L65923MH2008PLC261472
Website: www.suryodaybank.com
E-mail: company.secretary@suryodaybank.com

Date: June 05, 2024
Place: Navi Mumbai

**By Order of the Board of the Directors
For Suryoday Small Finance Bank Limited**

Sd/-

**Krishna Kant Chaturvedi
Company Secretary
FCS 7264**