

September 13, 2024

Ref.: SSFB/CS/70/2024-25

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

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

Symbol: SURYODAY

Scrip Code: 543279

Dear Sir/Madam,

Ref: Regulation 30, 44(3) and 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub.: Results of e-voting (i.e., Remote e-voting as well as e-voting during the AGM/Insta-poll) on the Resolutions placed for the approval of the Members at the 16th Annual General Meeting (“AGM” or “Meeting”) of Suryoday Small Finance Bank Limited (the “Bank”)

In continuation to the Bank’s letter Ref. No.: SSFB/CS/69/2024-25 dated September 12, 2024 through which the Bank had submitted the summary of the proceedings of the 16th AGM, we hereby submit the combined results of e-voting (i.e. Remote e-voting as well as e-voting during the AGM/Insta-poll) on all the Resolutions set out in the Notice dated August 19, 2024 convening the 16th AGM of the Bank:

Date of the Annual General Meeting	Thursday, September 12, 2024
Total number of shareholders on record date	1,08,066
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	1
Public:	46

Based on the Consolidated Report of the Scrutinizer, all the Resolutions as set out in the Notice convening the 16th AGM of the Bank were duly approved by the members with the requisite majority and in accordance with the applicable Rules/Circulars, all the Resolutions have been passed and would be effective from September 12, 2024.

In this regard, please find attached the following:

- i) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (Annexure 1); and

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

- ii) Scrutinizer's Consolidated Report on e-voting pursuant to Section 108 of the Companies Act, 2013 read with the Rules made thereunder and other applicable provisions / Regulations, if any (**Annexure 2**).

Additionally, we also submit following disclosures in accordance with the Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- iii) Brief profiles of Mr. Ranjit Jayant Shah (DIN: 00088405), and Mr. John Arunkumar Diaz (DIN: 00493304) who have been re-appointed by the members and details of the Managing Director & Chief Executive Officer, whose remuneration for the financial year 2024-25 has been approved by the members at 16th AGM as **Annexure 3**; and
- iv) Brief details of change in Statutory Auditors of the Bank, in terms of Regulation 30 of the SEBI Listing Regulations as **Annexure 4**.

Further, please be informed that, pursuant to Regulation 44 of the SEBI Listing Regulations and as per Section 108 of the Companies Act, 2013 read with rules made thereunder as amended from time-to-time, the Bank is disclosing the consolidated report on E-voting, along with the Scrutinizer's Report, to the Stock Exchanges as well as it would be available on the websites of the Bank and KFin Technologies Limited.

This intimation will also be made available on the Bank's website at <https://www.suryodaybank.com/investor-corner/#disclosure-to-stock-exchanges> and at <https://www.suryodaybank.com/investor-corner/#shareholders-meeting>.

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

Annexure 1
VOTING RESULTS

The details of the Resolutions as approved by the Members as set out in the Notice dated August 19, 2024, convening the 16th AGM of the Bank are given below:

Sr. No.	Description of Resolutions	Type of Resolution	Mode of Voting	Result of Voting
Ordinary Business:				
1.	To consider and adopt the Audited Financial Statements of the Bank for the Financial Year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon	Ordinary	Remote e-voting and e-voting during AGM/Insta-poll	Passed with requisite majority
2.	To appoint Mr. Ranjit Jayant Shah (DIN: 00088405) as a Director, who retires by rotation, and being eligible, offers himself for re-appointment	Ordinary	Remote e-voting and e-voting during AGM/Insta-poll	Passed with requisite majority
3.	To approve the appointment of M/s. Mukund M Chitale & Co. Chartered Accountants (Firm Registration Number 106655W) as Statutory Auditors of the Bank	Ordinary	Remote e-voting and e-voting during AGM/Insta-poll	Passed with requisite majority
Special Business:				
4.	To re-appoint Mr. John Arunkumar Diaz (DIN: 00493304) as an Independent Director of the Bank	Special	Remote e-voting and e-voting during AGM/Insta-poll	Passed with requisite majority
5.	To approve the Remuneration Payable to Mr. Baskar Babu Ramachandran (DIN: 02303132), Managing Director & Chief Executive Officer of the Bank for the Financial Year 2024-25	Special	Remote e-voting and e-voting during AGM/Insta-poll	Passed with requisite majority
6.	To approve the proposed modifications in the Suryoday ESOP Scheme 2019	Special	Remote e-voting and e-voting during AGM/Insta-poll	Passed with requisite majority

For Suryoday Small Finance Bank Limited

Krishna Kant Chaturvedi
 Company Secretary & Compliance Officer

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

Annexure 1

Date of the Annual General Meeting	Thursday, September 12, 2024
Total number of shareholders on record date (i.e. cut-off date for voting purpose -September 05, 2024)	1,08,066
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable*
Public:	
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	1
Public:	46

*Since this AGM was held through VC / OAVM pursuant to the MCA Circulars read with relevant SEBI Circulars, the physical attendance of members had been dispensed with.

The Consolidated E-voting (i.e. Remote e-voting as well as e-voting during the AGM/ Insta-poll) on the Resolutions :

1.	Resolution required: Ordinary	To consider and adopt the Audited Financial Statements of the Bank for the financial year ended 31 st March, 2024 and the Reports of the Board of Directors and Auditors thereon.						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	2,36,96,594	2,12,73,379	89.7740	2,12,73,379	0	100.0000	0.0000
Public Institutions	(Remote e-voting as well voting by electronic means during the AGM)	1,71,46,340	1,12,71,867	65.7392	1,12,71,867	0	100.0000	0.0000
Public Non-Institutions		6,54,04,491	75,79,175	11.5881	75,77,836	1,339	99.9823	0.0177
Total ...		10,62,47,425	4,01,24,421	37.7651	4,01,23,082	1,339	99.9967	0.0033

2.	Resolution required: Ordinary	To appoint Mr. Ranjit Jayant Shah (DIN: 00088405) as a Director, who retires by rotation, and being eligible, offers himself for re-appointment.						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting (Remote e-voting as well voting by electronic means during the AGM)	2,36,96,594	2,12,73,379	89.7740	2,12,73,379	0	100.0000	0.0000
Public Institutions		1,71,46,340	1,12,71,867	65.7392	1,09,89,530	2,82,337	97.4952	2.5048
Public Non-Institutions		6,54,04,491	75,79,225	11.5882	75,77,461	1,764	99.9767	0.0233
Total ...		10,62,47,425	4,01,24,471	37.7651	3,98,40,370	2,84,101	99.2920	0.7080

3.	Resolution required: Ordinary	To approve the appointment of M/s. Mukund M Chitale & Co. Chartered Accountants (Firm Registration Number 106655W) as Statutory Auditors of the Bank.						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting (Remote e-voting as well voting by electronic means during the AGM)	2,36,96,594	2,12,73,379	89.7740	2,12,73,379	0	100.0000	0.0000
Public Institutions		1,71,46,340	1,12,71,867	65.7392	1,12,71,867	0	100.0000	0.0000
Public Non-Institutions		6,54,04,491	75,79,175	11.5881	75,77,679	1,496	99.9803	0.0197
Total ...		10,62,47,425	4,01,24,421	37.7651	4,01,22,925	1,496	99.9963	0.0037

4.	Resolution required: Special	To re-appoint Mr. John Arunkumar Diaz (DIN: 00493304) as an Independent Director of the Bank.						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting (Remote e-voting as well voting by electronic means during the AGM)	2,36,96,594	2,12,73,379	89.7740	2,12,73,379	0	100.0000	0.0000
Public Institutions		1,71,46,340	1,12,71,867	65.7392	98,25,980	14,45,887	87.1726	12.8274
Public Non-Institutions		6,54,04,491	*75,57,136	11.5881	75,55,314	1,822	99.9760	0.0240
Total ...		10,62,47,425	40,10,2382	37.7650	3,86,54,673	14,47,709	96.3900	3.6100

*Excludes 22,000 invalid votes.

5.	Resolution required: Special	To approve the Remuneration Payable to Mr. Baskar Babu Ramachandran (DIN: 02303132), Managing Director & Chief Executive Officer of the Bank for the Financial Year 2024-25.						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	2,36,96,594	*1,59,21,468	67.1888	1,59,21,468	0	100.0000	0
Public Institutions	(Remote e-voting as well voting by electronic means during the AGM)	1,71,46,340	1,12,71,867	65.7392	1,12,71,867	0	100.0000	0
Public Non-Institutions		6,54,04,491	75,79,176	11.5881	74,96,666	82,510	98.9114	1.0886
Total ...		10,62,47,425	3,47,72,511	32.7279	3,46,90,001	82,510	99.7627	0.2373

*Excludes 22,00,000 invalid votes.

6.	Resolution required: Special	To approve the proposed modifications in the Suryoday ESOP Scheme 2019.						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	2,36,96,594	2,12,73,379	89.7740	2,12,73,379	0	100.0000	0
Public Institutions	(Remote e-voting as well voting by electronic means during the AGM)	1,71,46,340	1,12,71,867	65.7392	63,99,815	48,72,052	56.7769	43.2231
Public Non-Institutions		6,54,04,491	75,79,184	11.5881	74,99,335	79,849	98.9465	1.0535
Total ...		10,62,47,425	4,01,24,430	37.7651	3,51,72,529	49,51,901	87.6586	12.3414

For Suryoday Small Finance Bank Limited

Krishna Kant Chaturvedi
Company Secretary & Compliance Officer

Date : September 13, 2024
Place : Navi Mumbai

TUSHAR SHRIDHARANI

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

Tel. : (022) 7963 3947
Email : tushar@tusharshri.com
Website: www.tusharshri.com

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

SCRUTINIZER’S CONSOLIDATED REPORT ON VOTING

[Pursuant to applicable provisions of the Companies Act, 2013 and Rules made thereunder]

13th September, 2024

To, Mr. Krishna Prasad Nair, The Part-time Chairman of the Bank Suryoday Small Finance Bank Limited Unit No. 1101, Sharda Terraces, Plot No. 65, Sector 11, CBD Belapur, Navi Mumbai – 400 614	CC: Mr. Baskar Babu Ramachandran, Managing Director & Chief Executive Officer Suryoday Small Finance Bank Limited Unit No. 1101, Sharda Terraces, Plot No. 65, Sector 11, CBD Belapur, Navi Mumbai – 400 614
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Subject: Scrutinizer's Report on remote e-voting and e-voting at the AGM conducted in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the circulars issued by the Ministry of Corporate Affairs, SEBI and the Guidance/Clarification note issued by ICSI.

Dear Sir,

I, Tushar Shridharani, Practicing Company Secretary was appointed as a Scrutinizer by the Board of Directors of the Suryoday Small Finance Bank Limited (“**the Bank**”) on 01st August, 2024 in pursuance of Section 108 of the Companies Act, 2013 (“**the Act**”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) to scrutinize the voting conducted through remote e-voting and voting by electronic means at the Annual General Meeting (“**AGM**”) i.e. through Insta-poll on all the resolutions as set out in the notice convening the 16th AGM of the Bank held on 12th September, 2024.

The notice dated 19th August, 2024 was sent in respect of the resolutions to be passed at the AGM of the Bank through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”) to those members whose email addresses were registered with the Bank / Depositories in compliance with the circulars dated 25th September, 2023, 28th December, 2022, 5th May, 2022, 14th December, 2021, 5th May, 2020, 13th April, 2020 and 8th April, 2020 issued by the Ministry of Corporate Affairs and also circular dated 7th October, 2023, 5th January, 2023, 13th May, 2022, 15th January, 2021 and 12th May, 2020 and, issued by the Securities and Exchange Board of India (“**SEBI**”).

Remote e-voting:

- i. The Shareholders of the Bank were provided remote e-voting facility whereby they could cast their votes during the e-voting period, which commenced at 9.00 a.m. on the Saturday, 7th September, 2024 and ended at 5.00 p.m. on the Wednesday, 11th September, 2024 (**both Indian Standard Time - IST**).
- ii. In pursuance of rule 4(xii) of the Companies (Management and Administration) Rules, 2014; the votes cast during e-voting period were unblocked on Wednesday, 11th September, 2024 after conclusion of the AGM and was witnessed by 2 (Two) witnesses, CS Nandini Parekh (FCS – 6240) and CS Ameer Yagnik (ACS – 51172), who are not in employment of the Bank and / KFin Technologies Limited, (*formerly known as KFin Technologies Private Limited*) (“**KFin**”), the Registrar and Transfer Agent of the Bank.
- iii. Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted “**in favour**” or “**against**” on each of the resolutions that was put to vote, were generated from the e-voting website of KFin, i.e. <http://evoting.kfintech.com>. Based on the report generated, the data regarding the remote e-voting was scrutinized by me.

Voting by electronic means at the AGM:

- i. A few members attending the AGM through VC / OAVM, who had not cast their votes through remote e-voting period have voted on resolutions through facility of voting by electronic means during the AGM. Instructions for e-voting were laid down in the notice convening the AGM.
- ii. After the time fixed for closure of the e-voting by the Chairman, the electronic system recording of the e-voting (i.e. e-votes) was disabled by KFin.
- iii. The e-votes cast were unblocked on Thursday, 12th September, 2024 after the conclusion of the AGM.
- iv. Based on the report generated by the KFin and relied upon by me, data regarding the e-voting was scrutinized by me.

Management’s and Scrutinizer’s Responsibilities:

- i. Management of the Bank is responsible to ensure compliance with the requirements of the Act and the Rules relating to e-voting prior and during the AGM on the resolutions contained in the notice of the AGM.
- ii. My responsibility as scrutinizer for the voting is restricted to making a Scrutinizer’s Report of the votes cast in favour or against the Resolutions.

Report:

This report has been issued at the request of the Bank for its compliance requirements in pursuance of relevant provisions of the Act and Rules and accordingly this report is not to be used by anyone for any other purpose.

Information with respect to AGM as well shareholders participated in the AGM is provided in **Annexure 1** to this Report. And the Consolidated Result of total votes cast, whether in favour or against, is annexed to this Report and marked as **Annexure 2**.

You are requested to acknowledge the receipt of this report.

(Tushar Shridharani)

Practicing Company Secretary

Membership No.: FCS 2690

Certificate of Practice No.: 2190 / Peer Review Certificate No.: 1509/2021

UDIN: F002690F001210591

Acknowledgment and countersigned by:

For Suryoday Small Finance Bank Limited

(Baskar Babu Ramachandran)

Managing Director & Chief Executive Officer

DIN: 02303132

Annexure 1

Date of the Annual General Meeting	12 th September, 2024
Total number of shareholders on record date (i.e. cut-off date for voting purpose 5 th September, 2024):	1,08,066
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable*
Public:	
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	1
Public:	46

*Since this AGM was held through VC / OAVM pursuant to the MCA Circulars read with relevant SEBI Circulars, the physical attendance of members had been dispensed with.

Annexure 2

1.	Resolution required: Ordinary	To consider and adopt the Audited Financial Statements of the Bank for the financial year ended 31 st March, 2024 and the Reports of the Board of Directors and Auditors thereon.						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	2,36,96,594	2,12,73,379	89.7740	2,12,73,379	0	100.0000	0.0000
Public Institutions	(Remote e-voting as well voting by electronic means during the AGM)	1,71,46,340	1,12,71,867	65.7392	1,12,71,867	0	100.0000	0.0000
Public Non-Institutions		6,54,04,491	75,79,175	11.5881	75,77,836	1,339	99.9823	0.0177
Total ...		10,62,47,425	4,01,24,421	37.7651	4,01,23,082	1,339	99.9967	0.0033

2.	Resolution required: Ordinary	To appoint Mr. Ranjit Jayant Shah (DIN: 00088405) as a Director, who retires by rotation, and being eligible, offers himself for re-appointment.						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	2,36,96,594	2,12,73,379	89.7740	2,12,73,379	0	100.0000	0.0000
Public Institutions	(Remote e-voting as well voting by electronic means during the AGM)	1,71,46,340	1,12,71,867	65.7392	1,09,89,530	2,82,337	97.4952	2.5048
Public Non-Institutions		6,54,04,491	75,79,225	11.5882	75,77,461	1,764	99.9767	0.0233
Total ...		10,62,47,425	4,01,24,471	37.7651	3,98,40,370	2,84,101	99.2920	0.7080

3.	Resolution required: Ordinary	To approve the appointment of M/s. Mukund M Chitale & Co. Chartered Accountants (Firm Registration Number 106655W) as Statutory Auditors of the Bank.						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting (Remote e- voting as well voting by electronic means during the AGM)	2,36,96,594	2,12,73,379	89.7740	2,12,73,379	0	100.0000	0.0000
Public Institutions		1,71,46,340	1,12,71,867	65.7392	1,12,71,867	0	100.0000	0.0000
Public Non-Institutions		6,54,04,491	75,79,175	11.5881	75,77,679	1,496	99.9803	0.0197
Total ...		10,62,47,425	4,01,24,421	37.7651	4,01,22,925	1,496	99.9963	0.0037

4.	Resolution required: Special	To re-appoint Mr. John Arunkumar Diaz (DIN: 00493304) as an Independent Director of the Bank.						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting (Remote e-voting as well voting by electronic means during the AGM)	2,36,96,594	2,12,73,379	89.7740	2,12,73,379	0	100.0000	0.0000
Public Institutions		1,71,46,340	1,12,71,867	65.7392	98,25,980	14,45,887	87.1726	12.8274
Public Non-Institutions		6,54,04,491	*75,57,136	11.5881	75,55,314	1,822	99.9760	0.0240
Total ...		10,62,47,425	40,10,2382	37.7650	3,86,54,673	14,47,709	96.3900	3.6100

*Excludes 22,000 invalid votes.

5.	Resolution required: Special		To approve the Remuneration Payable to Mr. Baskar Babu Ramachandran (DIN: 02303132), Managing Director & Chief Executive Officer of the Bank for the Financial Year 2024-25.					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	2,36,96,594	*1,59,21,468	67.1888	1,59,21,468	0	100.0000	0
Public Institutions	(Remote e-voting as well voting by electronic means during the AGM)	1,71,46,340	1,12,71,867	65.7392	1,12,71,867	0	100.0000	0
Public Non-Institutions		6,54,04,491	75,79,176	11.5881	74,96,666	82,510	98.9114	1.0886
Total ...		10,62,47,425	3,47,72,511	32.7279	3,46,90,001	82,510	99.7627	0.2373

*Excludes 22,00,000 invalid votes.

6.	Resolution required: Special		To approve the proposed modifications in the Suryoday ESOP Scheme 2019.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	2,36,96,594	2,12,73,379	89.7740	2,12,73,379	0	100.0000	0
Public Institutions	(Remote e-voting as well voting by electronic means during the AGM)	1,71,46,340	1,12,71,867	65.7392	63,99,815	48,72,052	56.7769	43.2231
Public Non-Institutions		6,54,04,491	75,79,184	11.5881	74,99,335	79,849	98.9465	1.0535
Total ...		10,62,47,425	4,01,24,430	37.7651	3,51,72,529	49,51,901	87.6586	12.3414

(Tushar Shridharani)

Practicing Company Secretary / Membership No.: FCS 2690/Certificate of Practice No.: 2190

Peer Review Certificate No.: 1509/2021

UDIN: F002690F001210591

Brief profiles of Mr. Ranjit Jayant Shah (DIN: 00088405), and Mr. John Arunkumar Diaz (DIN: 00493304) who have been re-appointed by the members and details of the Managing Director & Chief Executive Officer, whose remuneration for the financial year 2024-25 has been approved by the members at 16th AGM:

A. Mr. Ranjit Jayant Shah (DIN: 00088405)

Mr. Ranjit Shah is an Investor Director of the Bank w.e.f. November 2, 2018. He is a Co-founder and Managing Partner of Gaja Capital. He holds a Bachelor's Degree in Electrical Engineering from IIT , Bombay and an MBA from the University of Michigan. He has over 43 years of experience including 19 years in private equity and the rest in the telecom/ technology sector and in financial services and management consulting.

Mr. Shah is not a Director in any other listed or public limited company. He is a Director on the Board of private limited companies namely Gaja Alternative Asset Management (as Whole-time Director), Thyssenkrupp Uhde India (Formerly known as Thyssenkrupp Industrial Solutions), Kinara Capita and Rams Mercantile.

Mr. Shah does not hold any shares in the Bank in his personal capacity as on March 31, 2024 and also as on Cut-off date i.e. September 05, 2024.

B. Mr. John Arunkumar Diaz (DIN: 00493304)

Mr. John Arunkumar Diaz holds a Bachelor's Degree in Mathematics from University of Madras and a PGDBM from XLRI, Jamshedpur. He has over 28 years of experience in Standard Chartered Bank, based in India and overseas, where he was head of programme & change management. Additionally, he has over 18 years of experience as a consultant in banking services for several international institutions, including in Indonesia, Thailand and Mauritius by way of his association with Quest OntheFRONTIER, Bain & Company SE Asia and iCube Consortium. Further, he has also been on the boards of companies in the venture capital, horticulture and agriculture sectors, an ATM manufacturer and in two companies in the primary and secondary healthcare sector which he had promoted.

Mr. Diaz is not a director in any other listed company. He is director on the Board of several private limited companies viz, Old Bridge Mutual Fund Trustee, Synergy Health and Medical, Aavishkaar Venture Trustees, Jeevanti Healthcare, Lynx Healthplus Services, Collateral Medical, Synergy Relationship Management Services, Microfinance Singapore and is an advisor to Aavishkaar Capital and Nominee Director on the Board of Connect India E-Commerce Services. Also, he is Director on the Board of Arohan Financial Services Limited (Unlisted Company).

He is a member of the following committees in the Arohan Financial Services Limited:

- Stakeholders Relationship Committee (Chairperson)
- Audit Committee
- Information Technology Strategy Committee
- Risk Management Committee

Mr. Diaz held 22,000 Equity Shares in the Bank as on March 31, 2024 and also as on Cut-off date i.e. September 05, 2024.

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

C. Mr. Baskar Babu Ramachandran (DIN: 02303132)

Mr. Baskar Babu Ramachandran is the Managing Director & CEO of the Bank w.e.f. January 23, 2017. He promoted Suryoday Micro Finance Private Limited in 2008 and was the Managing Director of the Company which got converted into the Bank in January 2017. He was reappointed for a period of Three (3) years with effect from January 23, 2020 to January 22, 2023 with the approval of the RBI and the members of the Bank vide Special Resolution passed at the Extra Ordinary General Meeting held on July 27, 2020.

Mr. Baskar Babu Ramachandran was re-appointed as Managing Director & CEO for further period of Three (3) years with effect from January 23, 2023 to January 22, 2026 with the approval of the RBI and of the members of the Bank vide Special Resolution passed at the 14th Annual General Meeting held on August 26, 2022.

He holds a Bachelor's Degree in Mechanical Engineering from the University of Madras and an MBA from Pondicherry University. He has participated in the management development program for strategic management for corporate leadership at IIM – Calcutta. He has several years of experience in the banking and finance sector. Prior to co-founding Suryoday Micro Finance Private Limited, he was associated with various companies including GE Capital Transportation Financial Services, HDFC Bank and Cholamandalam.

Mr. Baskar Babu Ramachandran is not a director in any other listed or public limited company. But he is on the Board of Director of Indian Institute of Banking and Finance.

Mr. Baskar Babu Ramachandran held 53,51,911 Equity shares in the Bank as on March 31, 2024 and also on Cut-off date i.e. September 05, 2024.

For Suryoday Small Finance Bank Limited

Krishna Kant Chaturvedi
Company Secretary & Compliance Officer

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Annexure 4

Brief details of appointment of Statutory Auditors in terms of Clause 7 of Para A of Part A of Schedule III read with Regulation 30 of the SEBI Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023:

Name of the Statutory Auditors appointed:	M/s. Mukund M Chitale & Co. Chartered Accountants (Firm Registration Number 106655W) as Statutory Auditors of the Bank
Reason for change:	Appointment of M/s. Mukund M Chitale & Co. Chartered Accountants (Firm Registration Number 106655W) in place of M/s. Walker Chandiok & Co. LLP, Chartered Accountants (Firm Registration Number 001076N/N500013), who has completed their term of appointment of 3 years
Date of appointment:	September 12, 2024 <i>(Effective date of appointment as approved by shareholders)</i>
Term of Appointment (in years):	3 years <i>(to hold office for a period of Three (3) years from the conclusion of the Sixteenth (16th) Annual General Meeting until the conclusion of the Nineteenth (19th) Annual General Meeting of the Bank)</i>
Brief profile of the Statutory Auditors:	M/s. Mukund M Chitale & Co. is a partnership firm established in 1973, with various offices across the country and having 10 partners and 44 paid associates and having staff strength of 175 employees. MMC is having strong presence among BFSI clients and is also engaged in statutory audits of some of the large companies in multiple sectors.

For Suryoday Small Finance Bank Limited

Krishna Kant Chaturvedi
Company Secretary & Compliance Officer

SURYODAY SMALL FINANCE BANK LIMITED