

September 12, 2024

Ref.: Ref.: SSFB/CS/69/2024-25

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,

Sub: Proceedings of the Sixteenth (16th) Annual General Meeting of the Bank, pursuant to Regulations 30 and 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

We would like to inform you that the Sixteenth (16th) Annual General Meeting (“AGM” / “Meeting”) of Suryoday Small Finance Bank Limited (the “Bank”) was held on **Thursday, September 12, 2023, at 3:30 P.M. Indian Standard Time (“IST”)** through Video-Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) in compliance with the relevant Circulars issued by the Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”), to transact the business as mentioned in the Notice dated August 19, 2024 convening the 16th AGM of the Bank.

The Bank had appointed KFin Technologies Limited (*Formerly known as KFin Technologies Private Limited*) (“KFIN” or “KFintech”), the Registrar and Transfer Agent (“RTA”), to provide the facility for e-voting and VC/OAVM facility for the AGM and the attendant enablers for conducting the e-AGM.

In accordance with the applicable provisions of the Companies Act, 2013 read with rules made thereunder and the SEBI Listing Regulations, the Bank had provided the facility to its members holding shares as on cut-off date i.e. **Thursday, September 05, 2024**, to exercise their rights to vote by electronic means on the businesses specified in the Notice of AGM, through remote e-voting facility which was commenced on **Saturday, September 07, 2024 at 9:00 A.M. (IST)** and ended on **Wednesday, September 11, 2024 at 5:00 P.M. (IST)** And also during the AGM (Insta-Poll) to those Members who could not exercise their vote earlier through remote e-voting.

Mr. Tushar Shridharani, Practicing Company Secretary (FCS No. 2690 & C.P No.: 2190), Mumbai and failing him, Ms. Nandini Parekh, Practicing Company Secretary (FCS No: 6240 & CP No. 5760) was appointed as the Scrutinizer to scrutinize remote e-voting process and the e-voting during the AGM (Insta-Poll) in a fair and transparent manner.

The AGM commenced at 3.30 P.M. (IST) and concluded at 4:33 P.M. (including the time taken for e-voting during the AGM using the Insta-Poll facility).

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

Please find attached the Summary of proceedings of the AGM as required under Regulation 30 & 51 of the SEBI Listing Regulations as **Annexure I**.

Further, please note that, pursuant to the 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 will disclose the consolidated report on e-voting, along with the Scrutinizer's Report, to the Stock Exchanges separately as well as it would be made available on the websites of the Bank and KFIN in due course.

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

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Annexure I
Summary of the proceedings of the Sixteenth (16th) Annual General Meeting of the members of Suryoday Small Finance Bank Limited

The Sixteenth (16th) Annual General Meeting (“AGM” / “Meeting”) of the members of Suryoday Small Finance Bank Limited (the “Bank”) was held on **Thursday, September 12, 2024, at 3:30 P.M. Indian Standard Time (“IST”)** through Video-Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) in compliance with the relevant provisions of the Companies Act, 2013 (the “Act”) read with the Applicable Circulars issued by the Ministry of Corporate Affairs (“MCA”) and the Securities Exchange Board of India (“SEBI”), from time-to-time.

The following Directors participated in the AGM from the Registered & Corporate Office of the Bank from CBD Belapur, Navi Mumbai):

Mr. Krishna Prasad Nair	Independent Director and Part-time Non-Executive Chairman of the Bank and Chairman of the Customer Service Committee, IT Strategy Committee and Special Committee of Board for Monitoring & Follow-up of cases of Frauds and Review of Wilful Defaulters
Mr. Baskar Babu Ramachandran	Managing Director & Chief Executive Officer of the Bank
Mr. Mrutunjay Sahoo	Independent Director and Chairman of the Nomination and Remuneration Committee, Credit Committee of the Board and Stakeholders’ Relationship Committee
Mr. Jyotin Mehta	Independent Director and Chairman of the Audit Committee of the Board
Mr Arun Diaz	Independent Director and Chairman of the Risk Management Committee of the Board
Mrs. Swati Datye	Independent Director and Chairperson of the Corporate Social Responsibility & ESG Committee
Mr. Deepak Kumar Sharma	Independent Director of the Bank
Mr. Hemant Shah	Executive Director of the Bank

Other representatives who attended the Meeting through VC were:

The Company Secretary, the Chief Financial Officer; and some other Senior Management Team participated in the AGM from the Registered & Corporate Office of the Bank at CBD Belapur, Navi Mumbai, while some other senior management team participated from different locations.

The representatives of the Statutory Auditors, M/s. Walker Chandiok & Co., LLP, representatives of the new Statutory Auditors, M/s. Mukund M Chitale & Co. Chartered Accountants and Secretarial Auditor attended the AGM through VC/OAVM. The Scrutiniser for the Meeting also attended the AGM through VC/OAVM.

The representatives from institutional shareholders were also present through VC/OAVM.

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Total 47 Members (including the Authorised Representatives) attended the Meeting through VC.

The Meeting commenced at 3.30 P.M. (IST) and concluded at 4:33 P.M. (including the time taken for e-voting during the AGM using the Instapoll facility).

Mr. Krishna Prasad Nair, Non-Executive Chairman of the Bank took the Chair in accordance with the provisions of Article No. 90 of the Articles of Association of the Bank. Thereafter he welcomed the members to the AGM and after ascertaining from the Company Secretary that the requisite quorum was present at the AGM, called the Meeting to order. He then introduced the Directors present at the AGM to the Members of the Bank. Thereafter, he requested the Company Secretary to brief the Members on statutory matters with respect to the AGM being held through VC, e-voting instructions and Question & Answer protocols.

Thereafter, the Company Secretary welcomed the Members and briefed them on the statutory matters with respect to the AGM being held through VC, e-voting instructions and Question & Answer protocols. The Company Secretary also informed that the Bank had provided to its Members the facility to cast their votes through the remote e-voting system administered by KFIN, which commenced on **Saturday, September 07, 2024 at 9:00 A.M. (IST)** and closed on **Wednesday, September 11, 2024 (5:00 P.M. IST)**. Those Members who could not cast their vote earlier through remote e-voting facility, were informed that they may cast their vote during AGM through Insta-Poll facility, which shall be activated upon instructions of the Chairman during the AGM.

The Chairman informed that the statutory registers and other relevant documents referred to in the Notice of the 16th AGM were made available for inspection at the meeting electronically and Members seeking to inspect such documents could view the same. The certificate by the Secretarial Auditors under Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 was also available for inspection.

The Chairman informed the Members that the Notice dated August 19, 2024 convening the 16th AGM of the Bank and the Annual Report for the Financial Year ended March 31, 2024 were sent to the Members of the Bank through e-mail and was also available on the website of the Bank and hence, the Notice convening the 16th AGM was taken as read with the consent of Members. The Chairman further informed the Members that the Statutory Auditors of the Bank have provided the unmodified opinion in their Report. Further, there were no observations or any adverse remarks in the Secretarial Audit Report. With Members' consent, both the Reports were taken as read.

The Chairman then addressed the Members of the Bank and apprised them about key highlights on the financials of the Bank for FY 2023-24 and the current scenario with respect to the business of Bank.

Thereafter, the MD & CEO made a detailed presentation to provide insights on Bank's Performance and way forward to the Members.

The Chairman informed the Members about the following Six (6) Agenda Items as per the Notice of AGM for which Resolutions had been recommended by the Board of Directors for approval of the Members:

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Sr. No.	Description of Resolutions	Type of Resolution
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
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
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
Special Business:		
4.	To re-appoint Mr. John Arunkumar Diaz (DIN: 00493304) as an Independent Director of the Bank	Special
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
6.	To approve the proposed modifications in the Suryoday ESOP Scheme 2019	Special

Thereafter, the questions were invited from the Members, who had registered themselves as Speaker Shareholders, relating to the Annual Financial Statements for the financial year 2023-24, Business performance of the Bank, Asset Quality, Branch expansion plan of the Bank, position / market share of the Bank in comparison to the peers and competitors, Bank's strategy for including AI in the business of the Bank, cyber security preparedness etc. and matters stated in the Notice for the AGM.

Sixteen (16) Members had registered themselves as Speaker Shareholders, of which Eight (8) Speaker Shareholders were present at the Meeting and Six (6) Speaker Shareholders expressed their views/sought clarification (s) on certain issues as mentioned above, which were duly responded to by the MD & CEO of the Bank.

Thereafter, the Members were informed that those who could not cast their votes through the e-voting process and who were participating in the Meeting could cast their votes through the Insta-Poll system, which was available for 15 minutes after proceedings of this Meeting was completed.

The Chairman informed that the Bank had appointed Mr. Tushar Shridharani, Practicing Company Secretary to act as Scrutinizer for conducting the e-Voting process in a fair and transparent manner, would be collating the results of e-Voting and the Insta-Poll. The combined Voting results would be announced within two working days of the conclusion of this Meeting. The same would also be uploaded on the website of the Bank, the Stock Exchanges and KFIN, Agency providing e-voting.

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The Chairman then thanked the Members for their support and attending the AGM and on behalf of the Board, placed on record his sincere appreciation of the co-operation and support received from the shareholders, customers and all the regulatory authorities and the employees of the Bank. The Chairman also authorised the Company Secretary that on receipt of the Scrutinizer's Report, declare the voting results and make appropriate disclosures.

The Meeting concluded at 04:18 p.m. (IST) with a vote of thanks to the Chair. The MD & CEO extended a vote of thanks on behalf of the entire Bank to the Regulators, Shareholders, and all other stakeholders including Bank's customers, business partners/associates, employees and the shareholders for their unwavering support and trust in the Bank. Thereafter, the Insta-poll facility was opened for 15 minutes to enable the Members who could not cast their votes earlier to cast their votes.

For Suryoday Small Finance Bank Limited

Krishna Kant Chaturvedi
Company Secretary and Compliance Officer

Date: September 12, 2024
Place: Navi Mumbai

SURYODAY SMALL FINANCE BANK LIMITED