

**SURYODAY**

A BANK OF SMILES

September 15, 2023

Ref.: SSFB/CS/58/2023-24

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 15<sup>th</sup> Annual General Meeting (“AGM / Meeting”) pursuant to Regulations 30 & 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).**

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We would like to inform you that the Fifteenth (15<sup>th</sup>) Annual General Meeting (“AGM/Meeting”) of Suryoday Small Finance Bank Limited (the “Bank”) was held on **Thursday, September 14, 2023, at 4:30 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 10, 2023 convening the 15<sup>th</sup> AGM of the Bank.

The Bank had appointed KFin Technologies Limited (Formerly known as KFin Technologies Private Limited) (“KFIN or KFinTech”), Registrar and Transfer Agent (RTA), to provide 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 and 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 07, 2023**, to exercise their rights to vote by electronic means on the businesses specified in the AGM Notice, through remote e-voting facility which was commenced on **Sunday, September 10, 2023 (9.00 a.m. IST)** and ended on **Wednesday, September 13, 2023 (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.

**SURYODAY SMALL FINANCE BANK LIMITED**

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The AGM commenced at 4.30 p.m. (IST) and concluded at 5:33 p.m. (including the time taken for e-voting during the AGM using the Insta-Poll facility).

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.

This intimation will also be made available on the Bank's website at <https://www.suryodaybank.com/Equity-Compliances-23-24> and at <https://www.suryodaybank.com/shareholders-meeting-agm-view-23-24/>.

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 Fifteenth (15<sup>th</sup>) Annual General Meeting of the members of Suryoday Small Finance Bank Limited**

The Fifteenth (15<sup>th</sup>) Annual General Meeting (“AGM/ the “Meeting”) of the members of Suryoday Small Finance Bank Limited (the “Bank”) was held on **Thursday, September 14, 2023, at 4:30 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 (some from the Registered and Corporate Office of the Bank from CBD Belapur, Navi Mumbai and some through VC):

Mr. R. Ramachandran <i>(from the Regional Office of the Bank at Chennai)</i>	Independent Director and Part-time Non-Executive Chairman of the Bank and also Chairman of the Stakeholders’ Relationship Committee, Customer Service Committee and Special Committee of Board for Monitoring & Follow-up of cases of Frauds and Review of Wilful Defaulters
Mr. Baskar Babu Ramachandran <i>(from the Registered Office and Corporate Office of the Bank at CBD Belapur, Navi Mumbai, India)</i>	Managing Director & Chief Executive Officer of the Bank
Mr. Jyotin Mehta <i>(from the Registered and Corporate Office of the Bank at CBD Belapur, Navi Mumbai, India)</i>	Independent Director and Chairman of the Audit Committee of the Board
Mr. Mrutunjay Sahoo <i>(from his residence in Hyderabad, India)</i>	Independent Director and Chairman of the Nomination and Remuneration Committee and Credit Committee of the Board
Mr. Arun Diaz <i>(from his residence in Mumbai)</i>	Independent Director and Chairman of the Risk Management Committee of Board
Mr. Krishna Prasad Nair <i>(from the Registered and Corporate Office of the Bank at CBD Belapur, Navi Mumbai, India)</i>	Independent Director and Chairman of IT Strategy Committee of the Board
Dr. Mandeep Maitra <i>(from her residence in Mumbai, India)</i>	Independent Director and Chairperson of the Corporate Social Responsibility Committee
Mr. Ranjit Shah <i>(from his Office in Mumbai)</i>	Investor Director of the Bank

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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 and 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, 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. Total 32 Members (including the Authorised Representatives) attended the Meeting through VC.

The Meeting commenced at 4.30 p.m. (IST) and concluded at 5:33 p.m. (including the time taken for e-voting during the AGM using the Instapoll facility).

Mr. R. Ramachandran, 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, 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, during **Sunday, September 10, 2023 (9.00 a.m. IST)** ended on **Wednesday, September 13, 2023 (5:00 p.m. IST)** and if any Member could not cast their vote earlier through remote e-voting facility, 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 15<sup>th</sup> 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 10, 2023 convening the 15<sup>th</sup> AGM of the Bank and the Annual Report for the Financial Year ended March 31, 2023 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 15<sup>th</sup> 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, he took both the reports as read.

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The Chairman then addressed the Members of the Bank and apprised them about key highlights on the financials of the Bank for FY 2022-23 and the current scenario with respect to the business of Bank.

Thereafter, MD & CEO made 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:

Sr. No.	Description of Resolutions	Type of Resolution
<b>Ordinary Business</b>		
1.	To consider and adopt the Audited Financial Statements of the Bank for the financial year ended March 31, 2023 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
<b>Special Business:</b>		
3.	To approve the increase in Authorized Share Capital of the Bank from Rs. 125 Crores to Rs. 150 Crores	Ordinary
4.	To approve the alteration of the Capital Clause in the Memorandum of Association of the Bank	Special
5.	To approve the increase in the borrowing limit of the Bank up to Rs. 6,000 Crores under Section 180(1)(c) of the Companies Act, 2013	Special
6.	To approve the Remuneration Payable to Mr. Baskar Babu Ramachandran (DIN: 02303132), Managing Director & Chief Executive Officer of the Bank for the Financial Year 2023-24	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 2022-23 of the Bank and matters stated in the Notice for the AGM.

Nine (9) Members had registered themselves as Speaker Shareholders, of which Five (5) Speaker Shareholders were present at the Meeting and Three (3) Speaker Shareholders expressed their views/sought clarification (s) on certain issues relating to the business and operations of the Bank, share price of the Bank and about branch expansion in coming years which were responded to by the MD & CEO of the Bank.

Thereafter, the Members were informed that those who had 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 the Members that Mr. Tushar Shridharani, Practicing Company Secretary, who was the Scrutinizer for the Meeting would be collating the results of e-Voting and the Insta-

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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.

He 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 informed that the Bank had appointed Mr. Tushar Shridharani, Practicing Company Secretary and Scrutinizer for conducting the e-Voting process in a fair and transparent manner, would submit his consolidated report on e-Voting (Remote e-Voting and the Insta-poll) within two working days.

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 05:18 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 15, 2023**

**Place: Navi Mumbai**

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