

Ref.: SSFB/CS/48/2021-2022

Date: September 21,2021

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/ outcome of the 13<sup>th</sup> Annual General Meeting ("AGM") pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

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We would like to inform you that the Thirteenth (13<sup>th</sup>) Annual General Meeting ("AGM") of Suryoday Small Finance Bank Limited ("the Bank") was held on Monday, September 20, 2021, at 03:30 p.m. (IST) through video-conferencing (VC) / Other Audio-Visual Means ('OAVM') in compliance with the relevant Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, to transact the business mentioned in the notice dated August 23,2021.

In accordance with the applicable provisions of the Companies Act, 2013 and rules made thereunder, the Bank provided E-Voting facility to the members from Thursday, September 16,2021 (9:00 a.m. IST) to Sunday, September 19, 2021 (5:00 p.m. IST) and also during the AGM through 'Instapoll' facility.

Mr. Tushar Shridharani, Practicing Company Secretary (FCS No. 2690 & C.P No.: 2190), Mumbai was appointed as the Scrutinizer to scrutinize the E-Voting process in a fair and transparent manner.

Based on the Consolidated Report of the Scrutiniser, all resolutions as set out in the Notice of the 13<sup>th</sup> Annual General Meeting were duly approved by the members with requisite majority.

The AGM commenced at 3.30 pm and concluded at 4.17 pm (including the time taken for e-voting at the meeting).

Please find attached the summary of proceedings of the AGM as required under Regulation 30 of the SEBI-Listing Regulations.

You are requested to kindly take the same on record.

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

**Geeta Krishnan**  
**Company Secretary and Compliance Officer**  
Encl: As above

## **SURYODAY SMALL FINANCE BANK LIMITED**

### Proceedings of the 13<sup>th</sup> Annual General Meeting

The 13<sup>th</sup> Annual General Meeting (“AGM”) of the members of the Suryoday Small Finance Bank Limited (“the Bank”) was held on Monday, September 20, 2021 at 03:30 p.m. through video-conferencing (VC) / Other Audio-Visual Means ('OAVM') in compliance with relevant provisions of the Companies Act, 2013 (the ‘Act’) and the rules made thereunder, read with General Circular dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (“SEBI”).

The following Directors participated through VC:

1. Mr. R Ramachandran, Independent Director and Part time Chairperson of the Board from Chennai, India.
2. Mr. Baskar Babu Ramachandran, Managing Director & Chief Executive Officer of the Bank from the Board Room at the Registered Office of the Bank, Navi Mumbai, India.
3. Mr. Jyotin Mehta, Independent Director and Chairperson of the Audit Committee from the Board Room at the Registered Office of the Bank, Navi Mumbai, India.
4. Mr. Mrutunjay Sahoo, Independent Director and Chairperson of the Nomination and Remuneration Committee of the Bank from Hyderabad, India.
5. Mr. Arun Diaz, Independent Director and Chairperson of the Stakeholders’ Relationship Committee of the Bank from Mumbai, India.
6. Mr. Krishna Prasad Nair, Additional Independent Director of the Bank from Trivandrum, India.
7. Mr. Aleem Remtula, Investor Director of the Bank from New York, USA.

Other representatives who attended the meeting through VC were:

1. Mr. Bhavin Damania, Chief Financial Officer
2. Ms. Geeta Krishnan, Company Secretary
3. Ms. Rutuja Mahajan representing M/s MSKC & Associates, Statutory Auditors
4. Mr. Sudhir Pillai representing M/s Walker Chandiok & Co., LLP
5. Mr. Tushar Shridharani, Practicing Company Secretary & Scrutiniser for the meeting

48 persons attended the meeting through VC. The meeting commenced at 3.30 pm.

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 Q&A protocols. The members were informed that the statutory registers and other requisite documents were 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) Regulations, 2014 was also available for inspection.

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Mr. R. Ramachandran, Chairman of the Board, welcomed the members to the AGM and after ascertaining the presence of quorum, called the meeting to order. He then introduced the Directors attending the AGM through VC to the members.

The Chairman informed the members that the Statutory Auditors and Secretarial Auditors had issued unqualified Audit Reports and accordingly, pursuant to the provisions of the Companies Act, 2013 and the Secretarial Standards, their Reports would be taken as read.

The Chairman informed the members that the Notice dated August 23, 2021 convening this Annual General Meeting and the Annual Report for the Financial Year ended March 31, 2021 were circulated to the members of the Bank thru email and was also available on the website of the Bank and hence, the Notice convening the AGM was taken as read. The Chairman then addressed the members of the Bank and apprised them about highlights of the previous year and the current scenario with respect to the business of Bank.

Thereafter, questions were invited from the members if any, relating to the Annual Financial Statements for the financial year 2020-21 and matters stated in the Notice for the AGM.

Two members who had registered themselves as Speakers and were present at the meeting expressed their views/sought clarification (s) on certain issues relating to the business and operations of the Bank. Mr. Baskar Babu Ramachandran, MD and CEO responded to their queries satisfactorily.

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.

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 Poll.

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 following items as stated in the Notice of 13th AGM were taken up for consideration:

| Sr No.                   | Description of Resolutions  | Type of Resolution |
|--------------------------|---|--------------------|
| <b>Ordinary Business</b> |   |                    |
| 1.                       | To adopt the Audited Financial Statements of the Bank for the financial year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon. | Ordinary           |
| 2.                       | To appoint a director in place of Mr. Aleem Remtula (DIN: 02872107), who retires by rotation, and being eligible, offers himself for re-appointment.              | Ordinary           |
| 3.                       | To appoint Statutory Auditors of the Bank   | Ordinary           |
| <b>Special Business:</b> |   |                    |
| 4.                       | To re-appoint Mr. Mrutunjay Sahoo (DIN: 00015715) as an Independent Director of the Bank.   | Special            |
| 5.                       | To appoint Mr. Krishna Prasad Nair (DIN:02611496) as an Independent Director of the Bank.   | Ordinary           |

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| 6. | To ratify the new set of Articles of Association approved vide Special Resolution passed at the Annual General Meeting of the Bank on September 28, 2020, prior to listing of Equity Shares of the Bank.           | Special  |
| 7. | To ratify the "Suryoday ESOP Scheme2019".  | Special  |
| 8. | To approve revised remuneration payable to the Managing Director & Chief Executive Officer (MD & CEO), Mr. Baskar Babu Ramachandran (DIN: 02303132).   | Special  |
| 9. | To approve the clause with respect to the financing arrangement entered into by Mr. Baskar Babu Ramachandran, Key Promoter and Managing Director and CEO, pertaining to equity upside with an NBFC- ND-SI company. | Ordinary |

Members were informed that the combined Voting results would be announced within 48 hours of the conclusion of the meeting. The same would also be uploaded on the website of the Bank, the Stock Exchanges and KFin Technologies Private Limited.

The meeting concluded at 04 :17 p.m. with a vote of thanks to the Chair.

**For Suryoday Small Finance Bank Limited**

**Geeta Krishnan**  
**Company Secretary and Compliance Officer**

## **SURYODAY SMALL FINANCE BANK LIMITED**