

September 15, 2023
Ref.: SSFB/CS/59/2023-24

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.: 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 15th 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/58/2023-2023, dated September 15, 2023 through which the Bank had submitted the summary of the proceedings of the 15th 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 10, 2023 convening the 15th AGM of the Bank:

Date of the Annual General Meeting	Thursday, September 14, 2023
Total number of shareholders on record date	94,829
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	1
Public:	31

Based on the Consolidated Report of the Scrutinizer, all the Resolutions as set out in the Notice convening the 15th AGM of the Bank were duly approved by the members with the requisite majority and all the Resolutions were declared as passed on September 14, 2023.

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 (**Annexure 1**); and
- 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:

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

- iii) Brief profile of Mr. Ranjit Shah, the Director who was retiring by rotation and re-appointed by the members and details of the MD & CEO, whose remuneration for the financial year 2023-24 was approved by the members at 15th AGM as Annexure 3; and
- iv) Brief details of the amendments/alteration in the Capital Clause (V) of the Memorandum of Association of the Bank 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/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

Annexure 1
VOTING RESULTS

The details of the Resolutions as approved by the Members as set out in the Notice dated August 10, 2023 convening the 15th 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, 2023 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
Special Business:				
3.	To approve the increase in Authorized Share Capital of the Bank from Rs. 125 Crores to Rs. 150 Crores.	Ordinary	Remote e-voting and e-voting during AGM/Insta-poll	Passed with requisite majority
4.	To approve the alteration of the Capital Clause in the Memorandum of Association of the Bank.	Special	Remote e-voting and e-voting during AGM/Insta-poll	Passed with requisite majority
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	Remote e-voting and e-voting during AGM/Insta-poll	Passed with requisite majority
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	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 14, 2023
Total number of shareholders on record date (i.e. cut-off date for voting purpose -September 07, 2023)	94,829
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:	31

1.	Resolution required: Ordinary	To consider and adopt the Audited Financial Statements of the Bank for the financial year ended 31st March, 2023 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	2,37,84,732	2,37,84,732	100.00	2,37,84,732	0	100.00	0.00
Public Institutions	(Remote e-voting as well	3,07,48,667	1,51,36,299	49.2259	1,51,36,299	0	100.00	0.00
Public Non-Institutions	voting by electronic means during the AGM)	**5,16,28,225	38,09,071	7.3779	38,07,646	1,425	99.9626	0.0374
Total ...		**10,61,61,624	4,27,30,102	40.2500	4,27,28,677	1,425	99.9967	0.0033

**Includes 1,125- equity shares allotted on 9th August, 2023 pursuant to exercise of ESOP, the corporate action for its listing is in progress.

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	2,37,84,732	2,37,84,732	100.00	2,37,84,732	0	100.00	0.00
Public Institutions	voting by electronic	3,07,48,667	1,51,62,733	49.3118	73,17,729	78,45,004	48.2613	51.7387
Public Non-Institutions	means during the AGM)	**5,16,28,225	38,09,071	7.3779	38,07,017	2,054	99.9461	0.0539
Total		**10,61,61,624	4,27,56,536	40.2749	3,49,09,478	78,47,058	81.6471	18.3529

**Includes 1,125- equity shares allotted on 9th August, 2023 pursuant to exercise of ESOP, the corporate action for its listing is in progress.

3.	Resolution required: Ordinary		To approve the increase in Authorized share capital of the Bank from Rs. 125 crores to Rs. 150 crores.					
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	2,37,84,732	2,37,84,732	100.00	2,37,84,732	0	100.00	0.00
Public Institutions	(Remote e- voting as well voting by electronic means	3,07,48,667	1,51,62,733	49.3118	1,51,62,733	0	100.00	0.00
Public Non-Institutions	during the AGM)	**5,16,28,225	38,09,071	7.3779	38,07,227	1,844	99.9516	0.0484
Total		**10,61,61,624	4,27,56,536	40.2749	4,27,54,692	1,844	99.9957	0.0043

**Includes 1,125- equity shares allotted on 9th August, 2023 pursuant to exercise of ESOP, the corporate action for its listing is in progress.

4.	Resolution required: Special	To approve the alteration of the Capital Clause in the Memorandum of Association of the Bank.						
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	2,37,84,732	2,37,84,732	100.00	2,37,84,732	0	100.00	0.00
Public Institutions	(Remote e- voting as well voting by electronic means during the AGM)	3,07,48,667	1,51,62,733	49.3118	1,51,62,733	0	100.00	0.00
Public Non-Institutions		**5,16,28,225	38,09,071	7.3779	38,07,456	1,615	99.9576	0.0424
Total		**10,61,61,624	4,27,56,536	40.2749	4,27,54,921	1,615	99.9962	0.0038

**Includes 1,125- equity shares allotted on 9th August, 2023 pursuant to exercise of ESOP, the corporate action for its listing is in progress.

5.	Resolution required: Special	To approve an increase in the borrowing limit of the Bank upto Rs. 6,000 crores under Section 180(1)(c) of the Companies Act, 2013.						
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	2,37,84,732	2,37,84,732	100.00	2,37,84,732	0	100.00	0.00
Public Institutions	(Remote e- voting as well voting by electronic means during the AGM)	3,07,48,667	1,51,62,733	49.3118	1,51,62,733	0	100.00	0.00
Public Non-Institutions		**5,16,28,225	38,09,021	7.3778	38,07,584	1,437	99.9623	0.0377
Total		**10,61,61,624	4,27,56,486	40.2749	4,27,55,049	1,437	99.9966	0.0034

**Includes 1,125- equity shares allotted on 9th August, 2023 pursuant to exercise of ESOP, the corporate action for its listing is in progress.

6.	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 2023-24.						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
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	2,37,84,732	1,84,32,821	77.4985	1,84,32,821	0	100.00	0.00
Public Institutions	(Remote e- voting as well voting by electronic means during the AGM)	3,07,48,667	1,51,62,733	49.3118	1,51,62,733	0	100.00	0.00
Public Non-Institutions		**5,16,28,225	38,09,021	7.3778	38,06,228	2,793	99.9267	0.0733
Total		**10,61,61,624	3,74,04,575	35.2336	3,74,01,782	2,793	99.9925	0.0075

**Includes 1,125- equity shares allotted on 9th August, 2023 pursuant to exercise of ESOP, the corporate action for its listing is in progress.

For Suryoday Small Finance Bank Limited

Krishna Kant Chaturvedi
Company Secretary & Compliance Officer
Date : September 15, 2023
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]

15th September, 2023

To,

Mr. R. Ramachandran, Chairman of the Board of Directors

Suryoday Small Finance Bank Limited

Unit No. 1101, Sharda Terraces

Plot No. 65, Sector 11

CBD Belapur

Navi Mumbai – 400 614

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 10th August, 2023 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**") on all the resolutions as set out in the notice convening the 15th AGM of the Bank held on 14th September, 2023.

The notice dated 10th August, 2023 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 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 5th January, 2023, 13th May, 2022 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 Sunday, 10th September, 2023 and ended at 5.00 p.m. on the Wednesday, 13th September, 2023 (**both Indian Standard Time - IST**).

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- 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, the 13th September, 2023 and after the 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 closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was stopped by KFin.
- iii. The e-votes cast were unblocked on Thursday, the 14th September, 2023 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 participating 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
Ramesh
Shridharani

Digitally signed by
Tushar Ramesh
Shridharani
Date: 2023.09.15
17:28:11 +05'30'

(Tushar Shridharani)

Practicing Company Secretary

Membership No.: FCS 2690

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

UDIN: F002690E001016043

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	14 th September, 2023
Total number of shareholders on record date (i.e. cut-off date for voting purpose 7 th September, 2023):	94,829
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:	31

*Since this AGM was held through VC / OAVM pursuant to the MCA Circulars read with relevant SEBI Circulars, 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 31st March, 2023 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	2,37,84,732	2,37,84,732	100.00	2,37,84,732	0	100.00	0.00
Public Institutions	(Remote e-voting as well voting by electronic means during the AGM)	3,07,48,667	1,51,36,299	49.2259	1,51,36,299	0	100.00	0.00
Public Non-Institutions		**5,16,28,225	38,09,071	7.3779	38,07,646	1,425	99.9626	0.0374
Total ...		**10,61,61,624	4,27,30,102	40.2500	4,27,28,677	1,425	99.9967	0.0033

**Includes 1,125- equity shares allotted on 9th August, 2023 pursuant to exercise of ESOP, the corporate action for its listing is in progress.

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)	2,37,84,732	2,37,84,732	100.00	2,37,84,732	0	100.00	0.00
Public Institutions		3,07,48,667	1,51,62,733	49.3118	73,17,729	78,45,004	48.2613	51.7387
Public Non-Institutions		**5,16,28,225	38,09,071	7.3779	38,07,017	2,054	99.9461	0.0539
Total		**10,61,61,624	4,27,56,536	40.2749	3,49,09,478	78,47,058	81.6471	18.3529

**Includes 1,125- equity shares allotted on 9th August, 2023 pursuant to exercise of ESOP, the corporate action for its listing is in progress.

3.		Resolution required: Ordinary		To approve the increase in Authorized share capital of the Bank from Rs. 125 crores to Rs. 150 crores.				
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	2,37,84,732	2,37,84,732	100.00	2,37,84,732	0	100.00	0.00
Public Institutions	(Remote e- voting as well voting by electronic means during the AGM)	3,07,48,667	1,51,62,733	49.3118	1,51,62,733	0	100.00	0.00
Public Non-Institutions		**5,16,28,225	38,09,071	7.3779	38,07,227	1,844	99.9516	0.0484
Total		**10,61,61,624	4,27,56,536	40.2749	4,27,54,692	1,844	99.9957	0.0043

**Includes 1,125- equity shares allotted on 9th August, 2023 pursuant to exercise of ESOP, the corporate action for its listing is in progress.

4.	Resolution required: Special	To approve the alteration of the Capital Clause in the Memorandum of Association 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	2,37,84,732	2,37,84,732	100.00	2,37,84,732	0	100.00	0.00
Public Institutions	voting by electronic means during the AGM)	3,07,48,667	1,51,62,733	49.3118	1,51,62,733	0	100.00	0.00
Public Non-Institutions		**5,16,28,225	38,09,071	7.3779	38,07,456	1,615	99.9576	0.0424
Total		**10,61,61,624	4,27,56,536	40.2749	4,27,54,921	1,615	99.9962	0.0038

**Includes 1,125- equity shares allotted on 9th August, 2023 pursuant to exercise of ESOP, the corporate action for its listing is in progress.

5.	Resolution required: Special	To approve an increase in the borrowing limit of the Bank upto Rs. 6,000 crores under Section 180(1)(c) of the Companies Act, 2013.						
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	2,37,84,732	2,37,84,732	100.00	2,37,84,732	0	100.00	0.00
Public Institutions	(Remote e-voting as well voting by electronic means during the AGM)	3,07,48,667	1,51,62,733	49.3118	1,51,62,733	0	100.00	0.00
Public Non-Institutions		**5,16,28,225	38,09,021	7.3778	38,07,584	1,437	99.9623	0.0377
Total		**10,61,61,624	4,27,56,486	40.2749	4,27,55,049	1,437	99.9966	0.0034

**Includes 1,125- equity shares allotted on 9th August, 2023 pursuant to exercise of ESOP, the corporate action for its listing is in progress.

6.		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 2023-24.				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
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)	2,37,84,732	1,84,32,821	77.4985	1,84,32,821	0	100.00	0.00
Public Institutions		3,07,48,667	1,51,62,733	49.3118	1,51,62,733	0	100.00	0.00
Public Non-Institutions		**5,16,28,225	38,09,021	7.3778	38,06,228	2,793	99.9267	0.0733
Total		**10,61,61,624	3,74,04,575	35.2336	3,74,01,782	2,793	99.9925	0.0075

**Includes 1,125- equity shares allotted on 9th August, 2023 pursuant to exercise of ESOP, the corporate action for its listing is in progress.

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Shridharani

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(Tushar Shridharani)

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

Peer Review Certificate No.: 1509/2021

UDIN: F002690E001016043

Annexure 3

Brief profile of Mr. Ranjit Shah, the Director who was retiring by rotation and re-appointed by the members and details of the MD & CEO, whose remuneration for the financial year 2023-24 was approved by the members at 15th AGM.

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

Mr. Ranjit Jayant Shah (DIN: 00088405) is an Investor Director of the Bank w.e.f. November 2, 2018. He holds a Bachelor's Degree in Electrical Engineering from IIT - Bombay an MBA from the University of Michigan. He has several years of experience in sectors including private equity and financial services.

He also co-founded and is currently a managing partner at Gaja Capital.

Mr. Shah is not a director in any other listed or public limited company. He is director on the Board of private limited companies namely Rams Mercantile, Gaja Alternative Asset Management (as Wholetime Director), Thyssenkrupp Industrial Solutions and Kinara Capital.

Mr. Shah did not hold any shares in the Bank in his personal capacity as on March 31, 2023 and also as on Cut-off date i.e. September 07, 2023.

B. 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 Pvt Ltd in 2008 and was the Managing Director of the Company which got converted into the Bank in January 2017.

Mr. Baskar Babu Ramachandran was re-appointed as Managing Director & CEO upto January 22, 2026 with the approval of the Reserve Bank of India and the shareholders.

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 63,01,911 Equity shares in the Bank as on March 31, 2023 and held 53,51,911 as on Cut-off date i.e. September 07, 2023.

For Suryoday Small Finance Bank Limited

Krishna Kant Chaturvedi
Company Secretary and 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 4

Brief details of the amendment/alteration in the Capital Clause (V) of the Memorandum of Association of the Bank in terms of Clause 14 of Para A of Part A of Schedule III read with Regulation 30 of the Listing Regulations, and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

Currently, the Authorized Share Capital of the Bank is Rs. 125,00,00,000 (Rupees One Hundred Twenty-Five Crores only) divided into 12,50,00,000 (Twelve Crores Fifty Lakhs only) Equity Shares of Rs. 10 (Rupees Ten only) each.

Considering the growth plans of the Bank and requirements of the funds for the business and operations of the Bank in future, the Board had recommended increasing the quantum of the Authorized Share Capital of the Bank from existing Rs. 125,00,00,000 (Rupees One Hundred Twenty-Five Crores only) divided into 12,50,00,000 (Twelve Crores Fifty Lakhs only) equity shares of Rs. 10 (Rupees Ten only) each to Rs. 150,00,00,000 Rupees One Hundred Fifty Crores only) divided into 15,00,00,000 (Fifteen Crores only) equity shares of Rs. 10 (Rupees Ten only) each, to accommodate the requirement of capital infusion in future.

The proposed increase in the quantum of the Authorized Share Capital of the Bank necessitated the amendment in the Memorandum of Association of the Bank (the “**Memorandum**”) by way of alteration and replacement of the existing Clause V of the Memorandum. Accordingly, the existing Clause V of the Memorandum of the Bank was proposed to be substituted with the following Clause V:

“V. The Authorised Share Capital of the Bank is Rs. 150,00,00,000 (Rupees One Hundred and Fifty Crores only) divided into 15,00,00,000 (Fifteen Crore only) equity shares of ₹ 10 (Rupees Ten only) each with power to increase or reduce the capital of the Bank and/or the nominal value of the shares and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions with or without voting rights as may be determined by or in accordance with the Articles of Association of the Bank or as may be decided by the Board of Directors or by the Bank in a General Meeting, as applicable, in conformity with the provisions of the Act, and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions and to consolidate or sub-divide the shares and issue shares of higher or lower denominations in such manner as may be permitted by the Act or provided by the Articles of Association of the Bank for the time being in force.”

Pursuant to the provisions of Sections 13 of the Companies Act, 2013, as amended, any amendment in Memorandum requires approval of the Members of the Bank. Accordingly, the Members of the Bank at their 15th AGM approved the proposed amendment in the Memorandum.

Further, in terms of the provisions of the Banking Regulation Act, 1949, an alteration in the Memorandum of a banking company is subject to approval of the Reserve Bank of India (the “RBI”). Accordingly, the Bank has already submitted necessary application for seeking approval of the RBI, which is awaited. The Memorandum was made available for inspection of the Members of the Bank electronically during official hours on all working days from the date of circulation of 15th AGM notice upto the date of the AGM.

For Suryoday Small Finance Bank Limited

Krishna Kant Chaturvedi
Company Secretary and Compliance Officer

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