

Date: August 27, 2022

Ref.: SSFB/CS/45/2022-23

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 14th Annual General Meeting ("AGM") pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI- Listing Regulations").

We would like to inform you that the Fourteenth (14th) Annual General Meeting ("AGM") of Suryoday Small Finance Bank Limited (the "Bank") was held on Friday, August 26, 2022 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 mentioned in the Notice dated July 30, 2022 convening the 14th AGM of the Bank.

In accordance with the applicable provisions of the Companies Act, 2013 and rules made thereunder, the Bank has provided e-Voting facility to the members of the Bank from Tuesday, August 23, 2022 (9.00 a.m. IST) to Thursday, August 25, 2022 (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 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 voting during the AGM in a fair and transparent manner.

Based on the Consolidated Report of the Scrutiniser, all Resolutions as set out in the Notice convening the 14th Annual General Meeting of the Bank were duly approved by the members with requisite majority.

The AGM commenced at 3.30 PM (IST) and concluded at 4:33 p.m. (including the time taken for E-voting during the AGM using the Instapoll facility).

Please find attached the summary of proceedings of the AGM as required under Regulation 30 of the SEBI- Listing Regulations as **Annexure I** and brief profiles of the Directors whose appointment / re-appointment approved by the members at 14th AGM as **Annexure II**.

SURYODAY SMALL FINANCE BANK LIMITED

Reg. & Corp. off: 1101, Sharda Terraces, Plot. 65, Sector 11, CBD Belapur, Navi Mumbai: 400614 Tel: 022-40435800

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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, the Bank is disclosing the consolidated report on E-voting, along with the Scrutinizer's Report, to the Stock Exchanges separately as well as it would be available on website of the Bank, on website of KFin Technologies Limited, Agency providing E-voting separately.

You are requested to kindly take the same on record.

Thanking you,

Yours Faithfully,

For Suryoday Small Finance Bank Limited

Krishna Kant Chaturvedi
Company Secretary and Compliance Officer
Encl: As above

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Proceedings of the 14th Annual General Meeting

The 14th Annual General Meeting (“AGM/ the “Meeting”) of the members of the Suryoday Small Finance Bank Limited (the “Bank”) was held on Friday, August 26, 2022 at 3:30 p.m. Indian Standard Time (“IST”) 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 No. 02/2022 dated May 05, 2022 and 21/2021 dated December 14, 2021 read together with General Circulars Nos. 20/2020 dated May 5, 2020, 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 issued by Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by Securities and Exchange Board of India (“SEBI”) (hereinafter collectively referred to as “Applicable Circulars”).

The following Directors participated in the AGM (some from the Registered Office of the Bank from CBD Belapur, Navi Mumbai and some through VC):

Mr. R. Ramachandran (from his residence in Chennai, India)	Independent Director and Part-time Non-Executive Chairman of the Bank and also Chairman of the Corporate Social Responsibility Committee
Mr. Baskar Babu Ramachandran (from the Registered Office of the Bank at Belapur, Navi Mumbai, India)	Managing Director & Chief Executive Officer of the Bank
Mr. Jyotin Mehta (from the Registered Office of the Bank at Belapur, Navi Mumbai, India)	Independent Director and Chairman of the Audit Committee of the Board
Mr. Mrutunjay Sahoo (from his residence in Hyderabad, India)	Independent Director and Chairman of the Nomination and Remuneration Committee and Credit Committee of the Board
Mr. Arun Diaz (from the Registered Office of the Bank at Belapur, Navi Mumbai, India)	Independent Director and Chairman of the Stakeholders’ Relationship Committee and Customer Service Committee of the Board
Mr. Krishna Prasad Nair (from his residence in Trivandrum, India)	Independent Director and Chairman of IT Strategy Committee and Committee of Board for Review of Wilful Defaulters and Monitoring High value frauds
Ms. Mandeep Maitra (from the Registered Office of the Bank at Belapur, Navi Mumbai, India)	Additional Director under Independent Category
Mr. Ranjit Shah (from his office in Mumbai)	Investor Director of the Bank
Mr. Aleem Remtula (from his residence in New York, USA)	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 Office of the Bank at Belapur, Navi Mumbai, India, while some other senior management team participated from different locations.

The representatives of the Statutory Auditors, M/s Walker Chandiook & 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 51 Members (including the Authorised Representatives) attended the Meeting through VC.

The Meeting commenced at 3.30 PM (IST).

Mr. R. Ramachandran, Non-Executive Chairman of the Bank, 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. He then 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 Technologies Limited, during August 23, 2022 (9:00 AM) to August 25, 2022 (5:00 PM) Indian Standard Time 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 14th Annual General Meeting 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 and Sweat Equity) Regulations, 2021 was also available for inspection.

The Chairman informed the members that the Notice dated July 30, 2022 convening the 14th Annual General Meeting of the Bank and the Annual Report for the Financial Year ended March 31, 2022 were sent to the members of the Bank through email and was also available on the website of the Bank and hence, the Notice convening the 14th Annual General Meeting with the consent of members was taken as read. The Chairman further informed the Members that the Statutory Auditors of the Bank have provided the unmodified opinion in their Report. Further, there were

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no observations or any adverse remarks in the Secretarial Audit Report. With members' consent, he took both the reports as read.

The Chairman then addressed the members of the Bank and apprised them about key highlights on financials for FY 2021-22 and the current scenario with respect to the business of Bank.

Thereafter MD & CEO made presentation to provide insights on Bank's Performance to the members.

Thereafter, questions were invited from the members, who had registered themselves as speaker shareholders, relating to the Annual Financial Statements for the financial year 2021-22 and matters stated in the Notice for the AGM.

Of the 8 members who had registered themselves as Speaker Shareholders, 3 who were present at the Meeting expressed their views/sought clarification (s) on certain issues relating to the business and operations of the Bank, which were responded to by the MD & CEO.

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 Poll. The combined Voting results would be announced within 48 hours of the conclusion of this Meeting. The same would also be uploaded on the website of the Bank, the Stock Exchanges and KFin Technologies Limited, 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 following Resolutions as set out in the Notice dated July 30, 2022 convening the 14th AGM of the Bank were passed by the members (through E-Voting) with requisite majority:

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, 2022 and the Reports of the Board of Directors and Auditors thereon.	Ordinary
2.	To appoint a director in place of Mr. Ranjit Jayant Shah (DIN: 00088405), who retires by rotation, and being eligible, offered himself for re-appointment.	Ordinary

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Special Business:		
3.	To re-appoint Mr. Jyotin Kantilal Mehta (DIN:00033518) as an Independent Director of the Bank	Special
4.	To appoint Ms. Mandeep Maitra, (DIN:06937451) as an Independent Director of the Bank.	Special
5.	To approve the re-appointment of Mr. Baskar Babu Ramachandran (DIN: 02303132) as Managing Director & Chief Executive Officer (MD & CEO) of the Bank	Special
6.	To approve remuneration payable to Mr. Baskar Babu Ramachandran (DIN: 02303132), Managing Director & Chief Executive Officer (MD & CEO) of the Bank	Special

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 Instapoll) within 48 hours.

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 PM (IST) with a vote of thanks to the Chair. Thereafter the Instapoll 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

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Annexure II**Brief profile of the Directors, whose appointment/re-appointment approved by Members at 14th AGM****Mr. Ranjit Jayant Shah (DIN: 00088405)**

Mr. Ranjit Shah, is an Investor Director of the Bank w.e.f. November 2, 2018. He holds a Bachelor's degree in electrical engineering from Indian Institute of Technology, Bombay and a Master's degree in business administration 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 Advisors Private Limited, which goes by the trade name Gaja Capital.

Mr. Ranjit Shah is not related to any other Director or Key Managerial Personnel of the Bank.

Mr. Jyotin Kantilal Mehta (DIN:00033518)

Mr. Jyotin Mehta holds a Bachelor's degree in Commerce and is a gold Medallist from the University of Mumbai and obtained first class with honours, is a fellow member of the Institute of Chartered Accountants of India and obtained third rank in the final examination, a fellow member of the Institute of Company Secretaries of India and a fellow member of the Institute of Cost and Management Accountants of India. He has over 40 years of experience in corporate laws. Previously, he was associated with ICICI Bank Limited as a General Manager and Company Secretary, 3i Infotech Limited as Senior General Manager, Voltas Limited as Vice-President & the chief internal auditor, Bharat Shell Limited as the Vice-president of Finance and Company Secretary, and NOCIL Limited as the Head of project finance.

Mr. Jyotin Mehta is not related to any other Director or Key Managerial Personnel of the Bank.

Ms. Mandeep Maitra, (DIN: 06937451)

Ms. Mandeep Maitra is an award-winning Global HR Leader and Leadership & Transformation Coach. Her work experience of three decades spans Paris, London, Singapore & Mumbai.

Ms. Mandeep Maitra is Bachelor of Arts (Honors) in Psychology from Lady Sri Ram College, University of Delhi; Master of Arts in Personnel Management & Industrial Relations, Tata Institute of Social Sciences, Mumbai; HR Strategy in Transforming Organizations, London Business School and has also carried out various Executive Coaching and Certification Programs.

Ms. Mandeep Maitra has been credited with being the HR architect of HDFC Bank. During her tenure, Mandeep took the Bank from less than 1500 people to over 80000 in the Bank and its affiliate companies. In the BFSI space, she is hugely regarded for her understanding of banking and has many firsts to her credit. She started the trend of hiring from Tier 2 /3 cities, introduced HRIS way

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ahead of other banks, created strategies to help build talent pipelines from within and to drive results for better productivity and meritocracy. She is experienced in managing people and culture issues and was involved in two mergers, one of which is considered the largest in the Financial Industry. She thrives in managing scale, complexity and change. She also set the CSR function in HDFC Bank, focusing on education, skilling, livelihood creation and women empowerment.

Post HDFC Bank, she worked with Dr Lynda Gratton, Prof. of Management Practice at London Business School London and also spearheaded the Future of Work research in Asia Pacific as part of Dr Gratton's Hots Spots Movement. Mandeep has worked with the Ministry of Manpower and other blue-chip organisations on Productivity, Innovation, Collaboration and Stakeholder Management. Later in Paris, Mandeep worked with Dr Julia Cooke of the Academy of Design Thinking and Entrepreneurship, UK, where she was involved in facilitating design thinking workshops, mentoring start-ups and coaching women entrepreneurs. She moved back to Mumbai from Paris, France, in 2019.

Ms. Mandeep Maitra has launched an online FB community for empowering women called WiP (Women in Power) last year. This community is aimed at enriching the perspective of working women regarding managing themselves at work and home and creating a psychologically safe and judgement-free platform to voice their opinions, thoughts and ideas. She also mentors a start-up in Education and Employability (Expressions) whilst continuing to advise companies in the BFSI space on leadership and transformation issues. She is on the board of The HR Fund, which supports the technology start-ups focused on a new world of work. She was the Chairperson of the Steering Committee for Engineering the Future of Work in India, an initiative by IET, between 2019-21.

In her latest initiative, she is combining her experience of being a global citizen, her passion for the future of work, and experience of having trained three generations of business leaders to address leadership challenges and concerns post-pandemic.

In June 2022, Mandeep was awarded an honorary Doctorate (PhD) in Leadership & Transformation by Ecole Supérieure Robert De Sorbon Université in France "based on her relentless pursuit of excellence and ability to touch the professional lives of many."

Ms. Mandeep Maitra is not related to any other Director or Key Managerial Personnel of the Bank.

Mr. Baskar Babu Ramachandran (DIN: 02303132)

Mr. Baskar Babu Ramachandran, 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. He has been the Managing Director and Chief Executive Officer of the Bank w.e.f. January 23, 2017. He was re-appointed for period of three years from January 23, 2020 with the approval of the Reserve Bank of India (RBI) and the members of the Bank vide Special Resolution passed at the Extra Ordinary General Meeting held on July 27, 2020.

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He holds a Bachelor's degree in Mechanical Engineering from the University of Madras and a Master's degree in Business Administration from Pondicherry University. He has participated in the management development programme for strategic management for corporate leadership conducted by Indian Institute of Management, 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 Limited as the Vice-President- Quality and Operations and HDFC Bank Limited as Assistant Vice President.

For Suryoday Small Finance Bank Limited

Krishna Kant Chaturvedi
Company Secretary and Compliance Officer

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