

## SURYODAY SMALL FINANCE BANK LIMITED

[Formerly Suryoday Micro Finance Limited]

**Corporate Identity Number:** U65923MH2008PLC261472

**Registered Office:** 1101, Sharda Terraces, Plot No. 65, Sector 11, CBD Belapur, Navi Mumbai – 400 614

**Tel No:** +91 22 40435800 **Fax:** +91 22 40435813 **Website:** [www.suryodaybank.com](http://www.suryodaybank.com)

### NOTICE

Notice is hereby given that the Ninth Annual General Meeting of the Members of the Suryoday Small Finance Bank Limited will be held on Thursday, 31<sup>st</sup> August, 2017 at The Park Hotel, CBD Belapur, Navi Mumbai 400614 at 3.30 pm to transact the following businesses:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Bank for the financial year ended 31<sup>st</sup> March, 2017 together with the report of the Auditors thereon.
2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 (‘the Act’) and section 30 of the Banking Regulation Act, 1949 and the guideline issued by Reserve Bank of India, M/s. BSR & Associates LLP, Chartered Accountants, [Registration number FRN: 116231W/W-100024], who have offered themselves for re- appointment and have confirmed their eligibility to be appointed as Auditors in terms of Section 141 of the Companies Act, 2013 and the applicable Rules thereunder, be and are hereby re-appointed as the Auditors of the Bank to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Bank at an annual remuneration Rs.37,00,000 ( Rupees Thirty seven lakhs only) plus out of pocket expenses at actuals and applicable taxes , for the purpose of audit including reporting on internal financial controls, of the Bank’s accounts at its registered office, branches and other offices.”

#### SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, read with the relevant rules made thereunder, and other applicable provisions of the Banking Regulation Act, 1949 and the circulars issued by Reserve Bank of India in this regard from time

to time, Mr. Jyotin Mehta [DIN :00033518], who was appointed as an Additional (Independent) Director of the Bank with effect from 13<sup>th</sup> February, 2017 and who holds office until the conclusion of this Annual General Meeting, and in respect of whom the Bank has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Bank for a period of five years from 31<sup>st</sup> August, 2017 up to 30<sup>th</sup> August, 2022 and that he shall not be liable to retire by rotation during the said period."

4. To consider and if thought fit, pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in partial modification of the Ordinary Resolution passed at the Seventh Annual General Meeting held on 24<sup>th</sup> September 2015, the appointment of Dr. (Mrs.) Sheela Bhide [DIN:01843547] as Independent Director and Part-Time Chairperson of the Bank up to 22<sup>nd</sup> January 2020 in terms of RBI letter No. DBR. Appt.No.8508/29.44.006/2016-17 dated 20<sup>th</sup> January 2017, be and is hereby approved."

5. To consider and if thought fit, pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in partial modification of the resolution passed at the Eighth Annual General Meeting held on 22<sup>nd</sup> September 2016, the appointment of Mr. R. Baskar Babu [DIN **02303132**] as Managing Director and Chief Executive Officer (MD & CEO) of the Bank up to 22<sup>nd</sup> January 2020 in terms of RBI letter No. DBR. Appt.No.8508/29.44.006/2016-17 dated 20<sup>th</sup> January 2017, be and is hereby approved."

**Registered Office:**  
1101, Sharda Terraces,  
Plot No. 65, Sector 11,  
CBD Belapur,  
Navi Mumbai 400614

**Date:** 28<sup>th</sup> July, 2017  
**Place:** Navi Mumbai

**By Order of the Board**

Sd/-  
Geeta Krishnan  
**Company Secretary**

**Notes:**

1. A member entitled to attend to vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on poll instead of himself/herself and the proxy need not be a member of the Bank.

A person can act as a proxy on behalf of the members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Bank. Further, a member holding more than 10% of the total share capital of the Bank carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.

The instruments appointing proxy, in order to be valid and effective, should be duly completed, stamped and signed and must be delivered at the Registered Office of the Bank not later than Forty-eight hours before the commencement of the AGM.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
3. Brief resume of Mr. Jyotin Mehta whose appointment as Independent Director has been proposed is included in the Explanatory Statement.
4. The Register of Members and Share Transfer Books of the Bank will be closed from Monday, 28<sup>th</sup> August, 2017 to Thursday, 31<sup>st</sup> August, 2017 (both days inclusive).
5. Corporate members intending to send their authorized representatives to attend the AGM are requested to send to the Registered Office of the Bank a certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting on their behalf.
6. Members/proxies should fill the attendance slip for attending the AGM and bring their attendance slips to the meeting.
7. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID number and those who hold shares in physical form are requested to write their Folio Number(s) on the attendance slip for attending the Meeting.
8. In case of Joint holder(s) attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.

9. Proxy shall not have a right to speak at the meeting and shall not be entitled to vote except on a poll.
10. All documents referred to in this Notice and other Statutory Registers will be open for inspection by members at the Registered Office of the Bank on all working days between 11.00 a.m. and 5.00 p.m. from 10<sup>th</sup> August 2017 to 30<sup>th</sup> August 2017 and at the AGM.
11. Members desirous of any information relating to the Financial Statements of the Bank are requested to write to the Bank at least 7 days before the Meeting, to enable keeping the information ready at the Meeting.
12. Members holding shares in physical form are requested to immediately notify change in their address, if any, to the Registrar and Transfer Agents (RTA), Karvy Computershare Private Limited, Hyderabad at the following address quoting their Folio number(s):

**KARVY COMPUTERSHARE PRIVATE LIMITED**

**Unit : Suryoday Small Finance Bank Limited**

Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District,  
Nanakramguda, Hyderabad – 500 032.

Phone No. 040-67161500 / 040-23312454 Fax No. : +9140 - 23001153

Email: [einward.ris@karvy.com](mailto:einward.ris@karvy.com)

13. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH 13 in duplicate, duly filled in, to the Registered Office of the Bank or to the Bank's RTA viz. Karvy at the above mentioned address.
14. In support of the "Green Initiative" announced by the Government of India and in accordance with Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014; this Notice and the Annual Report of the Bank for FY 2016-2017 are being sent by e-mail to those members whose email addresses are registered with the Bank/ Depositories.

The Notice and the Annual Report 2016-2017 are available for download on the Bank's website at [https://www.suryodaybank.com/assets/pdf/policies/9thAGM Notice.pdf](https://www.suryodaybank.com/assets/pdf/policies/9thAGM%20Notice.pdf) and <https://www.suryodaybank.com/assets/pdf/Suryoday-Annual-Report-2016-17.pdf> respectively.

Shareholders who have not registered their e-mail addresses are requested to register the same along with their contact numbers with the Bank by sending details to [shr.relations@suryodaybank.com](mailto:shr.relations@suryodaybank.com) or with Karvy at [inward.ris@karvy.com](mailto:inward.ris@karvy.com).

However, in case you wish to receive the above documents in physical form, you may write to the Company Secretary at the Registered Office of the Bank.

15. Members may write to the Company Secretary at the Registered Office of the Bank at the below mentioned address or to Karvy (refer para 12 for address) regarding transfer of shares or for resolving their grievances, if any:

**SURYODAY SMALL FINANCE BANK LIMITED**

1101, Sharda Terraces, Plot No.65,  
Sector-11, CBD Belapur, Navi Mumbai-400614  
Website: [www.suryodaybank.com](http://www.suryodaybank.com)  
**Tel No:** +91 22 40435800  
**Fax:** +91 22 40435813  
Email : [shr.relations@suryodaybank.com](mailto:shr.relations@suryodaybank.com)  
[inv.relations@suryodaybank.com](mailto:inv.relations@suryodaybank.com)

**Registered Office:**

1101, Sharda Terraces,  
Plot No. 65, Sector 11,  
CBD Belapur,  
Navi Mumbai 400614

**Date:** 28<sup>th</sup> July, 2017

**Place:** Navi Mumbai

**By Order of the Board**

Sd/-  
Geeta Krishnan  
**Company Secretary**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Pursuant to Section 102 of the Companies Act, 2013 (the Act ), the following Statement sets out all the material facts relating to the Special Business mentioned in the accompanying Notice and should be taken as forming part of the said Notice.

### **ITEM NO. 3**

Mr. Jyotin Mehta [DIN: 00033518] was appointed as an Additional Director (Independent Category) of the Bank by the Board w.e.f. 13<sup>th</sup> February 2017. Under Section 161 of the Companies Act, 2013 read with the Articles of Association, he holds office as a Director of the Bank until the conclusion of this Annual General Meeting.

The Bank has received a notice in writing from a member signifying his intention to propose Mr. Jyotin Mehta as a candidate for the office of the Director of the Bank along with the requisite deposit of Rs. 1,00,000.

The Bank has received a declaration from Mr. Jyotin Mehta to the effect that he fulfills all criteria for independence stipulated in the Companies Act, 2013

The Board of Directors of the Bank is of the opinion that Mr. Jyotin Mehta is independent of the management of the Bank and fulfills the conditions of independence as specified in the Companies Act, 2013 for appointment as an independent director. Further, Mr. Jyotin Mehta is a person of integrity and possesses relevant knowledge, experience and expertise for being appointed as an Independent Director of the Bank.

Mr. Jyotin Mehta, 59, is a B. Com, FCA, FCS, FCMA by qualification and has over 35 years of experience in well known corporates. Having held the position of General Manager & Company Secretary of ICICI Bank Limited for over seven years, he is well versed in banking operations including compliance functions in banks. Presently, he is Vice President and Chief Internal Auditor with Voltas Limited.

He is also an Independent Director with Linde India Limited and chairs their Audit Committee. Mr Mehta is the Chairman of the Audit Committee of the Bank.

Mr. Jyotin Mehta does not hold any equity shares in the Bank.

The said appointment will be governed by the relevant provisions of the Banking Regulation Act, 1949 and the RBI guidelines in this regard.

None of the Directors, Key Managerial Personnel and their relatives, other than Mr. Jyotin Mehta, is concerned or interested in this resolution. Also, Mr. Mehta is not related to any other Director of the Bank.

The Board recommends passing of the resolution as set out in Item No.3 of this Notice for appointment of Mr. Jyotin Mehta as an Independent Director

**ITEM No. 4**

Dr. (Mrs.) Sheela Bhide [DIN:01843547] was appointed as Independent Director at the Seventh Annual General Meeting held on 24<sup>th</sup> September 2015 for a period of 5 years i.e. up to 23<sup>rd</sup> September, 2020.

Post conversion of 'Suryoday Micro Finance Limited' into "Suryoday Small Finance Bank Limited", as per RBI guidelines, the Board passed a resolution for appointment of Dr. (Mrs.) Sheela Bhide as Part-Time Chairman of the Bank for a period of three years from the date of her taking charge which was duly approved by the RBI vide their letter No. DBR. Appt.No.8508/29.44.006/2016-17 dated 20<sup>th</sup> January 2017. The Bank commenced business on 23<sup>rd</sup> January 2017 vide RBI Press Release of that date. Accordingly, Dr. (Mrs.) Sheela Bhide assumed office as Part-Time Chairman of the Suryoday Small Finance Bank Limited on 23<sup>rd</sup> January, 2017 and will hold office as such up to 22<sup>nd</sup> January 2020. She continues to be an Independent, Non- Executive Director of the Bank.

Considering that there has been a variation in the tenure of her appointment upon commencement of banking operations, the said resolution at Item no. 4 is being put up for members' approval.

None of the Directors, Key Managerial Personnel and their relatives, other than Dr.(Mrs.) Sheela Bhide is interested or concerned in the said resolution.

Dr. Bhide does not hold any equity shares in the Bank.

The Board recommends the passing of the Special Resolution as set out in Item No. 4 of the Agenda for the approval of the members.

**ITEM No. 5**

Mr. R. Baskar Babu was re-appointed as Managing Director & CEO vide members' resolution passed at the Eighth Annual General Meeting of the Bank held on 22<sup>nd</sup> September, 2016 for a period of three years i.e. 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2019, subject to the approval of Reserve Bank of India.

Post conversion of 'Suryoday Micro Finance Limited' into "Suryoday Small Finance Bank Limited", as per RBI guidelines, the Board passed a resolution for appointment of Mr. R. Baskar Babu as Managing Director & CEO of the Bank for a period of three years from the date of him taking charge which was duly approved by the RBI vide their letter No. DBR. Appt.No.8508/29.44.006/2016-17 dated 20<sup>th</sup> January 2017. The Bank commenced business on 23<sup>rd</sup> January 2017 vide RBI Press Release of that date. Accordingly, Mr. R. Baskar Babu assumed office as Managing Director & CEO of Suryoday Small Finance Bank Limited on 23<sup>rd</sup> January, 2017 and will hold office as such up to 22<sup>nd</sup> January, 2020.

Considering that there has been a variation in the tenure of his appointment upon commencement of banking operations, the said resolution at Item no. 5 is being put up for

members' approval. There is no change in the other terms of appointment including remuneration.

Mr. R Baskar Babu holds 23,33 ,574 equity shares constituting 3.64% of the paid up share capital of the Bank.

None of the Directors, Key Managerial Personnel and their relatives, other than Mr. R. Baskar Babu is interested or concerned in the said resolution.

The Board recommends the passing of the Special Resolution as set out in Item No. 5 of the Agenda for the approval of the members.

**Registered Office:**

1101, Sharda Terraces,  
Plot No. 65, Sector 11,  
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Navi Mumbai 400614

**Date:** 28<sup>th</sup> July, 2017

**Place:** Navi Mumbai

**By Order of the Board**

Sd/-  
Geeta Krishnan  
**Company Secretary**



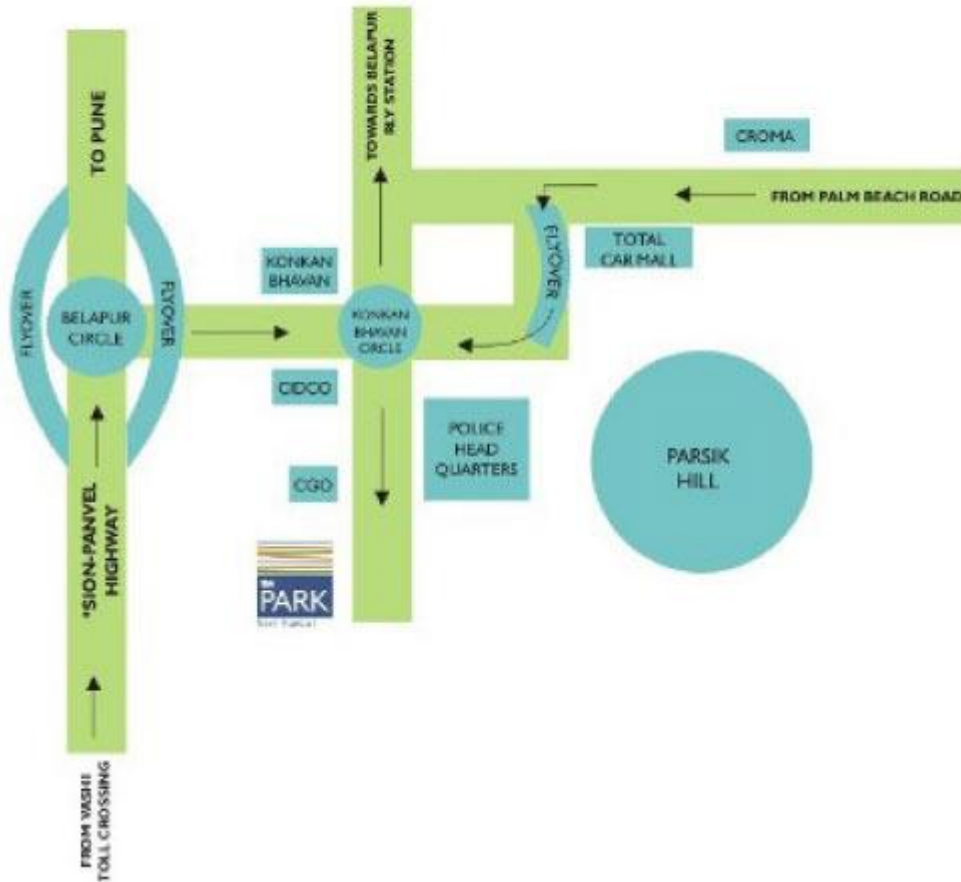
## Route Map to Venue of the 9<sup>th</sup> Annual General Meeting of SURYODAY SMALL FINANCE BANK LIMITED

Venue : The Park Hotel, CBD Belapur, Navi Mumbai-400614

Date: 31<sup>st</sup> August, 2017

Day and Time: Thursday, 3.30 p.m.

### Reaching The Park, Navi Mumbai



**SURYODAY SMALL FINANCE BANK LIMITED**

[Formerly Suryoday Micro Finance Limited]

[CIN: U65923MH2008PLC261472]

Registered Office : 1101, Sharda Terraces, Plot No. 65, Sector 11, CBD Belapur, Navi Mumbai - 400 614

Tel No: +91 22 40435800 Fax: +91 22 40435813 Website: [www.suryodaybank.com](http://www.suryodaybank.com)Email : [shr.relations@suryodaybank.com](mailto:shr.relations@suryodaybank.com) / [inv.relations@suryodaybank.com](mailto:inv.relations@suryodaybank.com)**PROXY FORM**

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of member(s)
Registered address
Email ID
Folio No. / Client ID

I/ We being the member(s) holding \_\_\_\_\_ equity shares of Suryoday Small Finance Bank Limited [Formerly Suryoday Micro Finance Limited.], hereby appoint:

1. Name : ..... Email ID: .....  
Address : ..... Signature: .....  
or failing him2. Name : ..... Email ID: .....  
Address : ..... Signature: .....  
or failing him3. Name : ..... Email ID: .....  
Address : ..... Signature: .....as my/ our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the Ninth Annual General Meeting of the Bank to be held on Thursday, 31<sup>st</sup> August, 2017 at The Park Hotel, CBD Belapur, Navi Mumbai-400614 at 3.30 P.M. and at any adjournment thereof in respect of the Resolutions detailed below:**ORDINARY BUSINESS:**

1. Receive, consider and adopt the audited Financial Statements of the Bank for FY 2016-2017 together with the report of the Directors and Auditors thereon;
2. Approval and ratification for the appointment of "BSR & Associates LLP" (FRN: 116231W/W-100024), Chartered Accountants, Mumbai as the Statutory Auditors of the Bank

**SPECIAL BUSINESS:**

3. Appointment of Mr. Jyotin Mehta (DIN: 00033518) as an Independent Director of the Bank.
4. Approval for variation in term of Appointment of Dr.(Mrs.) Sheela Bhide (DIN:01843547) as Independent Director and Part-Time Chairman of the Bank .
5. Approval for variation in term of Appointment of Mr. R. Baskar Babu, (DIN:02303132) as Managing Director and Chief Executive Officer of the Bank.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2017

Signature of Shareholder : \_\_\_\_\_

Signature of Proxy holder (s) : \_\_\_\_\_

Affix Re. 1  
Revenue  
Stamp**Note:** This form in order to be effective should be duly completed and deposited at the Registered Office of the Bank, not less than 48 hours before the commencement of the Meeting.

**SURYODAY SMALL FINANCE BANK LIMITED**

[Formerly Suryoday Micro Finance Limited]

[CIN: U65923MH2008PLC261472]

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Email : [shr.relations@suryodaybank.com](mailto:shr.relations@suryodaybank.com) / [inv.relations@suryodaybank.com](mailto:inv.relations@suryodaybank.com)

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**ATTENDANCE SLIP**

I/We hereby record my/our presence at the 9<sup>th</sup> Annual General Meeting of Suryoday Small Finance Bank Limited held on Thursday, 31<sup>st</sup> August 2017 at 3.30 p.m.. at The Park Hotel, CBD Belapur, Navi Mumbai-400614

Name of the Shareholder(s) :

Registered Address of the Shareholder(s) :

Ledger Folio No./Client ID No. :

Number of shares held :

Name of the Proxy/Representative, if any :

Signature of the Shareholder(s) / Proxy :

Signature of the Representative :