

EXTRACT OF PROCEEDINGS OF EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF SURYODAY SMALL FINANCE BANK LIMITED HELD ON MONDAY, JULY 27, 2020 THROUGH VIDEO CONFERENCE

Present:

Mr. Ramachandran R.	Independent Director
Mr Jyotin Mehta	Independent Director
Mr John Arunkumar Diaz	Independent Director
Mr Baskar Babu Ramachandran	Managing Director & Chief Executive officer

The following persons, were present as Invitees:

Ms. Anusha Kotikalpudi	Statutory Auditor Representative from MSKC & Associates
Mr. Tushar Shridharani	Secretarial Auditor & Scrutinizer

In Attendance:

Ms. Geeta Krishnan	Company Secretary
Mr. Bhavin Damania	Chief Financial Officer

22 members were present for the meeting including 4 representatives of body corporates representing 1,83,82,811 shares.

1. Mr. Ramachandran R., Chairperson of the Bank presided over the meeting.
2. He welcomed all the shareholders of Bank and announced that the requisite quorum was present.
3. The Chairperson informed that the Notice of the Extra Ordinary General Meeting already circulated to members was being taken as read.
4. The Company Secretary informed that the facility of remote E-Voting was already provided to members on all resolutions set forth in the Notice, whose names appear in the Register of members as on July 18, 2020. The Insta-poll facility was also provided to members who had not cast their votes through the E-voting process.
5. The Chairperson informed the Shareholders that Mr. Tushar Shridharani, Practicing Company Secretary shall act as Scrutinizer for the following agenda items:

Based on the consolidated report, following Agenda items were declared as approved:

Agenda Item No.1:

INITIAL PUBLIC OFFER OF EQUITY SHARES OF THE BANK: Special Resolution

Consent and approval of the shareholders to issue up to 1,50,00,000 (One crore Fifty lakhs) Equity Shares for cash either at par or premium ("Fresh Issue") at a price to be determined through the book building process in accordance with the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws.

No. of votes in favour of resolution	No. of votes against resolution	Invalid votes
6,01,53,943	0	0

Agenda Item No.2**INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE BANK: Ordinary Resolution**

Consent and approval of the shareholders to increase the authorised share capital of the Bank from the existing Rupees One Hundred Crores to Rupees One Hundred Twenty Five Crores in view of the proposed public issue.

No. of votes in favour of resolution	No. of votes against resolution	Invalid votes
6,01,53,943	0	0

Agenda Item 3:**ALTERATION OF THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE BANK: Special Resolution**

Consent of the shareholders for the Alteration in Clause V of the MOA w.r.t. increase in Authorised Share Capital of the Bank.

No. of votes in favour of resolution	No. of votes against resolution	Invalid votes
6,01,53,943	0	0

Agenda item No. 4:**AMENDMENT OF THE SURYODAY ESOP SCHEME-2019: Special Resolution**

Consent of the shareholders to amend the Suryoday ESOP Scheme-2019 to be compliant with the requirements under Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

No. of votes in favour of resolution	No. of votes against resolution	Invalid votes
6,01,53,943	0	0

Agenda Item No.5**RE-APPOINTMENT OF MR. BASKAR BABU RAMACHANDRAN AS MD & CEO : Special Resolution**

Approval of the shareholders of the Bank for the re-appointment of Mr. Baskar Babu Ramachandran as the Managing Director and Chief Executive Officer of the Bank for a period of 3 (three) years with effect from January 23, 2020.

(Mr. Baskar Babu Ramachandran being interested, did not vote on this resolution.)

No. of votes in favour of resolution	No. of votes against resolution	Invalid votes
5,09,50,365	0	0

Agenda Item No.6**RE-APPOINTMENT OF MR. RAMACHANDRAN RAJARAMAN AS INDEPENDENT DIRECTOR OF THE BANK : Special Resolution**

Approval of the shareholders of the Bank for the re-appointment of Mr. Ramachandran Rajaraman as an Independent Director of the Bank for a period of 3 (three) years with effect from September 24, 2020, i.e. the date up to which he holds office as per his current term.

Since the agenda pertained to his re-appointment, the Chairman Mr. Ramachandran requested Mr. Jyotin Mehta to take the Chair.

No. of votes in favour of resolution	No. of votes against resolution	Invalid votes
6,01,53,943	0	0

Agenda Item No.7

Mr. Jyotin Mehta requested Mr. Ramachandran to return to the Chair.

APPOINTMENT OF MR. JOHN ARUNKUMAR DIAZ AS INDEPENDENT DIRECTOR OF THE BANK: Special Resolution

Approval of the shareholders of the Bank for the appointment of Mr. John Arunkumar Diaz as Independent Director for a period up to 5 (five) years with effect from December 16, 2019 .

No. of votes in favour of resolution	No. of votes against resolution	Invalid votes
6,01,53,943	0	0

Mr. Baskar Babu Ramchandran, Managing Director & CEO proposed a vote of thanks to the Chair.

Date:
Place:

R. Ramachandran
Chairman