

## SURYODAY SMALL FINANCE BANK 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 Website: [www.suryodaybank.com](http://www.suryodaybank.com)

### NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting [02/2019-20] of the Members of Suryoday Small Finance Bank Limited (" the **Bank**") will be held on Thursday, March 12, 2020 at the registered office of the Bank at 1101, Sharda Terraces, Sector 11, CBD Belapur, Navi Mumbai 400614 at 3.30 p.m. to transact the following business:

#### SPECIAL BUSINESS:

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

**"RESOLVED THAT** pursuant to the provisions of sections 62(1)(c ) and 42 and other applicable provisions of the Companies Act, 2013 (including any statutory amendments or modification thereof for the time being in force) and the applicable Rules thereunder, the Banking Regulation Act,1949 (including any statutory amendments or modification thereof for the time being in force) and the applicable Rules thereunder and the enabling provisions of the Memorandum and Articles of Association of the Bank, and in accordance with applicable rules, regulations, circulars, notifications and clarifications and guidelines issued by the Ministry of Corporate Affairs(MCA) and the Reserve Bank of India ( RBI) from time to time , consent of the members of the Bank be and is hereby given to the Board of directors to issue, offer and allot on a preferential basis up to 50,00,000 ( Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each for cash at a price of Rs. 180 (Rupees One hundred and Eighty only) per share inclusive of premium of Rs. 170/- (Rupees One hundred and Seventy only ) per share to the Promoters of the Bank as given hereinbelow:

Sr No.	Name of the Proposed Allottee	Maximum Number of shares proposed to be allotted
1	Mr. Baskar Babu Ramachandran	48,15,000
2	Mr. P S Jagdish	1,00,000
3	Mr. G V Alankara	85,000
	Total	50,00,000

**RESOLVED FURTHER THAT** the equity shares so issued and allotted shall rank pari passu with the existing equity shares of the Bank in all respects.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of Directors be and is hereby authorized on behalf of the Bank to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of the aforesaid equity shares and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the board in its sole and absolute discretion may deem fit, without being required to seek any further consent or approval of the members of the Bank.

**RESOLVED FURTHER THAT** the Company Secretary of the Bank be and is hereby authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution including but not limited to filing of necessary forms with the Registrar of Companies, making necessary entries in the statutory registers and complying with all other requirements in this regard.”

**Registered Office:**

**1101, Sharda Terraces,**

**Plot No. 65, Sector 11,**

**CBD Belapur,**

**Navi Mumbai 400614**

**Date: February 15, 2020**

**Place: Navi Mumbai**

**By Order of the Board of the Directors**

**Sd/-**

**Geeta Krishnan**

**Company Secretary**

**Notes:**

1. A member entitled to attend to vote at the Extra Ordinary General Meeting (EGM) 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 fifty 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 EGM.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the EGM is annexed hereto.
3. 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.
4. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) on the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
5. Corporate members intending to send their authorized representatives to attend the EGM 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. Proxy shall not have a right to speak at the meeting and shall not be entitled to vote except on a poll.
7. Members holding shares in physical form are requested to immediately notify change in their address, if any, to the Registrar and Transfer Agents (RTA), KFIN Technologies Private Limited, Hyderabad at the following address quoting their Folio number(s):

**KFIN TECHNOLOGIES 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@kfintech.com](mailto:einward.ris@kfintech.com)**

- 8.** 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 is being sent by e-mail to those members whose email addresses are registered with the Bank/ Depositories.  
The Notice is also available for downloading on the Bank’s website [www.suryodaybank.com](http://www.suryodaybank.com)  
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 RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).  
However, in case you wish to receive the Notice in physical form, you may write to the Company Secretary at the Registered Office of the Bank.
- 9.** In terms of Sections 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, the Bank is providing E-voting facility to its members holding shares in physical or dematerialized form, as on the cut-off date, being March 5 ,2020 to exercise their right to vote through electronic means from a place other than the venue of the Meeting on the business specified in the accompanying Notice ( “Remote E-voting”). The Remote E-voting commences on Monday, 9<sup>th</sup> March (9.00 a.m) and ends on Wednesday, 11<sup>th</sup> March,2020 (5.00 p.m.)  
Detail of the process and manner of Remote E-voting along with the User ID and Password is being sent to all the Members along with this Notice.
- 10.**The Bank has engaged the services of KFIN Technologies Private Limited as the Agency to provide Remote E-voting facility.
- 11.**The Bank is also offering the facility for voting by way of physical ballot at the EGM. Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by Remote E-voting may vote at the EGM through ballot for the business specified in the accompanying Notice. Members who have exercised their right to vote by Remote E-voting may attend the EGM but shall not vote at the EGM. The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Bank as on the cut-off date being March 5, 2020 subject to the provisions of the Banking Regulation Act, 1949, as amended.
- 12.**The Board of Directors of the Bank has appointed Mr. Tushar Shridharani, Practicing Company Secretary, Mumbai and in his absence, Ms. Nandini Parekh, Practicing Company Secretary, Mumbai as Scrutinizer to scrutinize e-voting process in a fair and transparent manner. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than two days of the conclusion of the meeting, make a consolidated Scrutinizer’s report and submit the same to the Chairman.
- 13.**The results shall be declared along with the consolidated Scrutinizer’s report shall be placed on the website of the Bank [www.suryodaybank.com](http://www.suryodaybank.com) and on the website of the E-Voting Agency at <https://evoting.karvy.com> within 48 hours from the conclusion of the EGM.

**14.**In case of any queries / grievances relating to voting by electronic means or the members / beneficial owners or in case any person acquires shares of the Bank and becomes a member of the Bank after dispatch of the Notice and is holding shares as of the cut-off date i.e. March 5, 2020, may obtain the login ID and password by sending a request to Mr. Hanumantha Rao, KFIN Technologies Private Limited, Karvy Selenium, Tower B, Plot number 31 & 32, Financial District, Gachibowli, Hyderabad 500 032, or emailing to [ramachandra.v@kfintech.com](mailto:ramachandra.v@kfintech.com) OR [suresh.lokirevu@kfintech.com](mailto:suresh.lokirevu@kfintech.com) OR [hanumantha.patri@kfintech.com](mailto:hanumantha.patri@kfintech.com) Phone: 040-67162222, Extn: 1601/1603/1604. After the receipt of the above credentials, please follow all the steps from Sr. no.(I) to (XIV) as mentioned below to cast the vote.

#### **15. INSTRUCTIONS FOR E-VOTING**

**(a) The instructions for e-Voting are as under:**

- (I) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- (II) Enter the login credentials (i.e. user ID and password) mentioned at the bottom of this document. The e-voting event number + Folio No. or DP ID Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing user ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
- (III) After entering these details appropriately click on "LOGIN".
- (IV) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email id, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (V) You need to login again with the new credentials.
- (VI) On successful login, the system will prompt you to select the e-voting event number for the Company.
- (VII) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN". If the shareholder does not include either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- (VIII) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- (IX) Voting has to be done for each resolution of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (X) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (XI) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution(s).
- (XII) Corporate/Institutional members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (pdf format) of the Board Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [nandini@tusharshri.com](mailto:nandini@tusharshri.com) with a

copy marked to [evoting@karvy.com](mailto:evoting@karvy.com) and may also upload the same in the e-voting in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."

- (XIII) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
- (XIV) In case of any query pertaining to e-voting, please visit help & FAQ's section available at <https://evoting.karvy.com>.

**(b) Other Instructions:**

- (I) The remote e-voting period commences on Monday, March 9,2020 (9.00 a.m.) and ends on Wednesday, March 11,2020 (5.00 p.m.). During this period, shareholders of the Bank, holding shares either in physical form or in dematerialized form, as on the cut-off date of (DATE) may cast their vote by remote e-voting. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (II) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Bank as on the cut-off date i.e. March 5,2020 .
- (III) Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of the meeting i.e. Thursday, March 12, 2020.
- (IV) Any person who becomes a member of the Bank after dispatch of the notice of the meeting and holding shares as on the cut-off date i.e. March 5, 2020 may obtain the user ID and password in the manner as mentioned below:

- (c) If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399.

Example for N

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567

- (d) If e-mail address or mobile number of the member is registered against Folio No. or DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

- (e) A member may call the RTA's toll free number 1-800-3454-001

- (f) A member may send an e-mail request to .

If the member is already registered with the E-voting platform then he can use his existing user id and password for casting the vote through remote e-voting.

Your electronic voting (remote e-voting) particulars are set out below:

EVEN (E-voting Event Number)	USER ID	PASSWORD/ PIN

**16. For members who wish to vote using Ballot form:**

- a. Members may fill in the ballot form enclosed with the Notice (a Copy of the same is also part of the soft copy of the Notice) and submit the same in a sealed envelope to the Scrutinizer.
- b. Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted).
- c. The Form should be signed by the Member as per the specimen signature registered with the Bank/ Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a member, mentioning the registration number of the POA registered with the Bank or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
- d. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
- e. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the Ballot.
- f. The voting rights of shareholders shall be in proportion of the shares held by them in the paid-up equity share capital of the Bank as on Cut-off date i.e. March 5, 2020 as per the Register of Members of the Bank.
- g. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the member or as to whether the votes are in favour or against or if the signature cannot be verified.
- h. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
- i. The Scrutinizer will collate votes received through post and physical ballot to declare the final result for the resolution forming part of the Notice of the EGM.

**17.** Members may write to the Company Secretary at the Registered Office of the Bank at the below mentioned address or to KFIN Technologies Pvt. Ltd. regarding transfer of shares or for resolving their grievances, if any.

**18.** The route map of the venue of the Meeting is given in the Notice.

**Registered Office:**  
**1101, Sharda Terraces,**  
**Plot No. 65, Sector 11,**  
**CBD Belapur,**  
**Navi Mumbai 400614**  
**Date: February 15, 2020**  
**Place: Navi Mumbai**

**By Order of the Board of the Directors**

**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 1.**

The Promoters of the Bank are required to maintain a minimum of 26% of the total paid-up share capital of the Bank at all times. As part of the licensing conditions of RBI, the Bank is required to list its Equity Shares by end of year 2020. In view of the impending increase in the paid-up share capital of the Bank and the corresponding requirement of maintaining 26% at all times by the Promoters, the Promoters are required to bring in additional capital. In recognition of this requirement, the Shareholders’ Agreement dated March 20, 2019 between the Bank, the Promoters and the Institutional Investors as amended by the First Amendment to Shareholders’ Agreement on December 16, 2019, entitles Mr. Baskar Babu Ramachandran, Key Promoter, to subscribe to an aggregate of 50,00,000 (Fifty lakh only) Equity Shares of the Bank @ Rs. 180/- ( Rupees One hundred and Eighty only) per share on or before the initial public offering (IPO) in one or more tranches. Further, the Amendment Agreement provides that the Key Promoter may relinquish his rights to subscribe to these securities in favour of any or all other Promoters for the purposes of adhering to the regulatory requirement of maintaining the minimum Promoter shareholding in the Bank as per RBI / SEBI Regulations.

As per the provisions of section 62 of the Companies Act, 2013, this issue of further shares by the Bank requires the approval of the members of the Bank by way of Special Resolution.

The disclosures required to be made under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 are as under:

#### **A. Objects of the issue:**

- (i) To maintain the requirement of minimum 26% of the total paid-up share capital of the Bank to be held by the Promoters at all times;
- (ii) To meet the Capital Adequacy requirements of the Bank and meet the growing needs of the Bank.
- (iii) For general corporate requirements.

#### **B. Total number of shares or other securities to be issued:**

The Bank proposes to issue upto 50,00,000 (Fifty lakh only) Equity Shares of the face value of Rs. 10 each ( Rupees Ten only) @ Rs. 180 ( Rupees One hundred and Eighty only) per Equity Share to the Promoters of the Bank.

#### **C. Price or price band at/within which the allotment is proposed:**

The Equity Shares are being issued at Rs. 180/- ( Rupees One hundred and Eighty only) per share. The price comprises Rs. 10 (Rupees Ten only) towards face value and Rs. 170/- (Rupees One hundred and Seventy only) towards share premium.

**D. Basis on which the price has been arrived at along with report of the registered valuer and Relevant date with reference to which the price has been arrived at :**

The price of the offer is based on the Fair Market Valuation Report provided by M/s Asit C Mehta Investment Intermediates Limited (Category 1 Merchant Banker) dated January 15, 2019.

The valuation is based on Discounted Cash Flow Method based on the audited financial statements as at March 31, 2018 and unaudited financial results as at September 30, 2018 together with projections upto FY 2022-23 as per which, the equity shares of the Bank have been valued at Rs. 173 per Equity Share after taking into consideration the illiquidity adjustment.

The report of the Registered Valuer is available at the Registered Office of the Bank for inspection by members from Monday to Friday up to the date of the EGM from 10.00 am to 6.00 pm.

**E. Class or classes of persons to whom the allotment is proposed to be made:**

Key Promoter (Resident Individual)/ Other Promoters ( Resident Individuals)

**F. Intention of promoters, directors or key managerial personnel to subscribe to the offer**

Intention to subscribe to the Offer is for the purpose of maintaining the minimum Promoter contribution as per RBI/ SEBI Regulations.

**G. Proposed time within which the allotment shall be completed:**

The allotment is intended to be completed in one or more tranches but not later than the date of the IPO of the Bank.

**H. Names of the proposed allottee (s) and the percentage of post offer capital that may be held by them:**

Sr No.	Proposed Allottee	Category	Pre-Issue holdings		No. of shares proposed to be allotted (Up to)	Post-issue holdings *	
			No. of shares	%age		No. of shares	%age
1	Mr. Baskar Babu Ramachandran	Resident Individual	92,03,578	10.66	48,15,000	140,18,578	15.35
2	Mr. P S Jagdish	Resident Individual	32,23,378	3.73	1,00,000	33,23,378	3.64
3	Mr. G. V. Alankara	Resident Individual	4,59,461	0.54	85,000	5,44,561	0.60
					50,00,000		

\*The post issue holdings do not include dilution expected post the IPO of the Bank.

**I. The change in control, if any, in the Bank that would occur consequent to the offer :**

No change of control would occur consequent to the offer.

**J. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**



45,00,000 shares were allotted at Rs. 140 per share to Mr. R Baskar Babu on 27th December 2019.

- K. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable
- L. Pre-issue and post-issue shareholding pattern of the Bank:

Sl. No.	Category	Pre-issue		Post issue	
		No. of shares held	% of share holding	No. of shares held	% of shares holding
<b>A.</b>	<b>Promoters' holding</b>				
<b>1</b>	<b>Indian</b>				
	Individual	26409732	30.60	31409732	34.40
	Bodies Corporate	0	0.00	0	0.00
	<b>Sub-Total</b>	<b>26409732</b>	<b>30.60</b>	<b>31409732</b>	<b>34.40</b>
<b>2</b>	<b>Foreign promoters</b>				
	Individual	0	0	0	0.00
	Bodies Corporate	0	0.00	0	0.00
	<b>Sub-Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
	<b>Sub-Total (A)</b>	<b>26409732</b>	<b>30.60</b>	<b>31409732</b>	<b>34.40</b>
<b>B.</b>	<b>Non-promoters' holding</b>				
<b>1</b>	<b>Institutional investors</b>	38251512	44.32	38251512	41.89
<b>2</b>	<b>Non-Institutional Investors</b>				
	a. Private Corporate Bodies				
	i. Indian Company/LLP	2203624	2.55	2203624	2.41
	ii. Overseas	15920927	18.45	15920927	17.44
	b)Directors and Relatives	0	0.00	0	0.00
	c)Indian Public-	3364079	3.90	3364079	3.68
	(i)Individual Shareholders				
	(ii)Others [including Non-resident Indians (NRIs)]	162000	0.19	162000	0.18
	<b>Sub-Total (B)</b>	<b>59902142</b>	<b>69.40</b>	<b>59902142</b>	<b>65.60</b>
	<b>GRAND TOTAL</b>	<b>86311874</b>	<b>100.00</b>	<b>91311874</b>	<b>100.00</b>

The Board recommends the resolution at Item no. 1 for the approval of the members as Special Resolution.

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

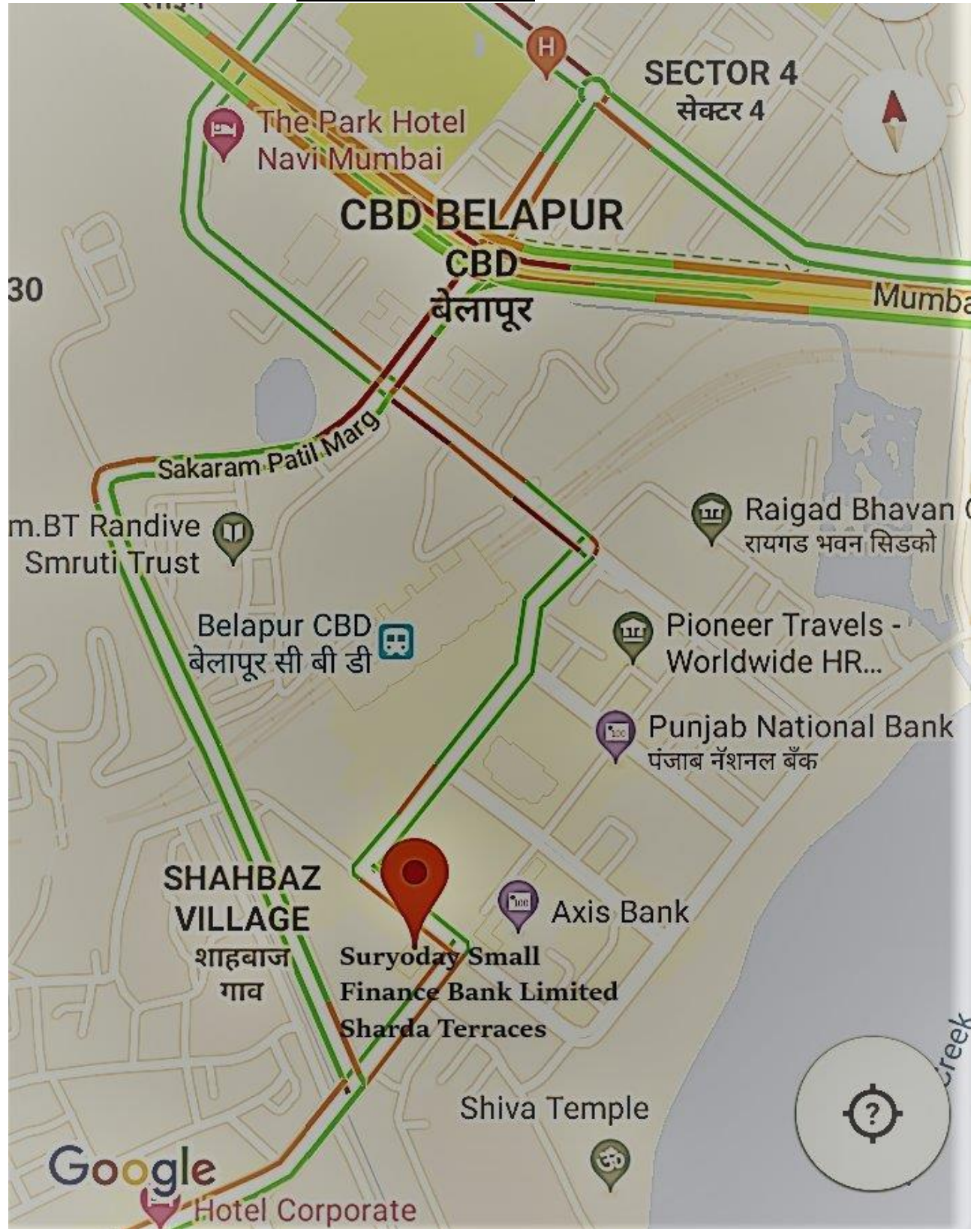
**Registered Office:**  
1101, Sharda Terraces,  
Plot No. 65, Sector 11,  
CBD Belapur,  
Navi Mumbai 400614  
Date: February 15, 2020  
Place: Navi Mumbai

**By Order of the Board of the Directors**

sd/-  
Geeta Krishnan  
Company Secretary

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ROAD MAP OF THE VENUE



**PROXY FORM-MGT 11**

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

Corporate Identity Number : U65923MH2008PLC261472  
 Name of the Company : Suryoday Small Finance Bank Limited  
 Registered Office : 1101, Sharda Terraces, Plot No. 65, Sector 11, CBD Belapur,  
 Navi Mumbai –400 614

Name of the Member(s) :  
 Registered Address :

Email Id :  
 Folio No. / DP ID and Client Id No. :

I/ We being the member(s) holding \_\_\_\_\_ equity shares of Suryoday Small Finance Bank Limited hereby appoint:

1. Name : ..... Email ID: .....  
 Address: .....  
 Signature: .....or failing him,
2. Name : ..... Email ID: .....  
 Address: .....  
 Signature: .....or failing him,
3. 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 Extra-Ordinary General Meeting of the Bank to be held on March 12, 2020 at 1101, Sharda Terrace, Sector 11, CBD Belapur, Navi Mumbai-400614 at 3.30 p.m. and at any adjournment thereof in respect of the Special Business as indicated below:

SPECIAL BUSINESS	Assent/Dissent to the Resolution
To approve issue of Shares on preferential basis to the Promoters of the Bank.	<input type="checkbox"/> Yes/ <input type="checkbox"/> No

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2020

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

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

Affix Re. 1  
 Revenue  
 Stamp

**Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020. (Signature across Revenue Stamp)**

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

**Ballot Form [pursuant to Section 109(5) of the Companies Act 2013 and Rule 21(1)(c) of the Companies(Management & Administration Rules) 2014]**

<p><b>SURYODAY SMALL FINANCE BANK LIMITED</b>  <b>Corporate Identity Number: U65923MH2008PLC261472</b>  <b>Registered Office:</b>          1101, Sharda Terraces, Plot No. 65, Sector 11, CBD Belapur, Navi Mumbai – 400 614  <b>Tel No: +91 22 40435800 Website: <a href="http://www.suryodaybank.com">www.suryodaybank.com</a></b>  <b>Email: <a href="mailto:shr.relations@suryodaybank.com">shr.relations@suryodaybank.com</a></b></p>
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**BALLOT PAPER**

Sr.No.	Particulars	Details
1.	Name of the first named Shareholder (in Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares of Rs. 10/- each

I hereby exercise my vote in respect of Special Resolution enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent to the resolution
1.	<b>Special Resolution:</b> To approve issue of Shares on preferential basis to the Promoters of the Bank.			

Place: \_\_\_\_\_ (Signature of the shareholders)  
 Date: \_\_\_\_\_

**Instructions:**

1. The vote should be cast either in favour or against by putting tick (v) mark in the column provided for assent or dissent.
2. This form should be completed and signed by the Member/Proxy Holder as per the specimen signatures registered with the Bank/Depository. In case of joint holding, this form should be completed and signed by the first named member.
3. Unsigned, incomplete, improperly or incorrectly tick marked Ballot papers will be rejected. A Ballot paper will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the member or as to whether the votes are in favour or against or if the signature cannot be verified.
4. The decision of Scrutinizer on the validity of the Ballot paper and any other related matter shall be final.
5. The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.

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