

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 **Fax:** +91 22 40435813 **Website:** www.suryodaybank.com

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the members of the Suryoday Small Finance Bank Limited will be held on Friday, the 15th day of March, 2019 at The Park Hotel, CBD Belapur, Navi Mumbai 400614 at 11.00 am to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1:

Issue of 13,816,344 Equity Shares of Rs. 10 each on Private Placement basis

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 42, 62 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules 2014, Rule 13 of the Companies (Share Capital and debentures) Rule, 2014, such other provisions (including any statutory modification thereto or re-enactment thereof) as may be applicable for the time being in force (the “Act”), relevant provisions of the Memorandum and Articles of Association of the Company and in accordance with any other applicable laws, regulations, including the Foreign Exchange Management Act, 1999, the relevant regulations issued thereunder and various notifications and guidelines issued by the Reserve Bank of India in this regard and such conditions and modifications as may be prescribed or imposed by any of them while granting such approval, permission and sanction, and Share Subscription Agreement entered into with the persons named hereinbelow, consent, approval and sanction of the Company be and is hereby accorded to the Board to offer, issue and allot upto 13,816,344 (Thirteen million Eight hundred and sixteen thousand three hundred and forty four) Equity shares of face value of Rs. 10 (Rupees Ten only) each at Rs. 180 (Rupees One hundred and eighty only) per share inclusive of premium Rs. 170/- (Rupees One hundred and seventy only) per share aggregating upto Rs. 2,486.94 million to the following persons collectively referred to ‘Subscribers to the Private Placement’:

Sr. no.	Name of the Proposed Subscriber	Number of Equity shares of Rs. 10/- each proposed to be subscribed :up to	Proposed consideration amount : (up to Rs. in million)
1	DEG – Deutsche Investitions – Und Entwicklungsgesellschaft MBH	3,508,674	631.56
2	DWM International Mauritius Ltd.	944,444	170.00
3	Evolve India Fund II Ltd.	700,000	126.00
4	Gaja Capital Fund II Ltd.	852,368	153.43
5	Gaja Trustee Company Pvt. Ltd.	45,290	8.15
6	HDFC Holdings Ltd.	333,333	60.00

7	HDFC Standard Life Insurance Company Ltd.	525,649	94.62
8	Kiran Vyapar Ltd.	555,556	100.00
9	Kotak Life Insurance Company Ltd.	555,556	100.00
10	Lok Capital Growth Fund	1,666,665	300.00
11	ResponsAbility Participations Mauritius	897,660	161.58
12	TVS Shriram Growth Fund	1,175,595	211.61
13	Mr. G. V. Alankara	111,111	20.00
14	Mr. P.S. Jagdish	555,555	100.00
15	Mr. P. Surendra Pai	1,388,888	250.00

“RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the existing Equity Shares of the Company in all respects.

“RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act 2013, a Private Placement Offer cum Application Letter in Form PAS-4 be issued to the subscribers for making the required subscription as per the terms of the said Letter and the names of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares in the prescribed Form PAS-5.

“RESOLVED FURTHER THAT the subscription monies received by the Company from the Subscriber(s) for application of the Equity Shares pursuant to this Private Placement shall be kept by the Company in a separate Bank account opened by the Company as per the directions of the Board of Directors and shall be utilized by the Company in accordance with Section 42 of the Companies Act 2013.”

“RESOLVED FURTHER THAT in the event of any of the proposed subscribers subscribing to an amount lesser than the amount specified in the aforesaid table, the Board be and is hereby authorised to allot the unsubscribed shares to the other subscribers in the proportion to be decided by the Board as per the limits prescribed by the RBI guidelines and/or any other applicable law and refund the excess subscription amounts to the relevant subscriber, if any, as applicable.

“RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the Equity Shares, Mr R Baskar Babu, Managing Director & CEO and Ms. Geeta Krishnan, Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, filing forms with Registrar of Companies and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters, things and take all steps as may be necessary, proper or expedient to give effect to this resolution including delegating any or all of the powers conferred upon it by this resolution to any Directors and/or any Officer(s) of the Company.”

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

By Order of the Board of the Directors,

Date: February 18, 2019
Place: Navi Mumbai

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 Company. 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 Company. 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 Company 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 Extra Ordinary General Meeting is annexed hereto.
3. Members/Proxies should fill the Attendance Slip for meeting and bring their Attendance Slips.
4. 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.
5. 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.
6. Corporate members intending to send their authorized representatives to attend the EGM are requested to send to the Registered Office of the Company a certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting on their behalf.
7. Proxy shall not have a right to speak at the meeting and shall not be entitled to vote except on a poll.
8. 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 FINTECH PRIVATE LIMITED

Unit: **Suryoday Small Finance Bank Limited**

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

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

Email: einward.ris@karvy.com

9. 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 Company / Depositories.

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 or with Karvy at einward.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 Company.

10. In terms of Sections 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, the Company is providing the e-voting facility to its Members holding shares in physical or dematerialized form, as on the cut-off date, that is, at the close of business hours on March 8, 2019, to exercise their right to vote through electronic means from a place other than the venue of the Meeting on any or all of the businesses specified in the accompanying Notice (the “Remote e-voting”). The Remote e-voting commences on Monday, March 11, 2019 (9.00 am) and ends on Thursday, March 14, 2019 (5.00 pm).

Details 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.

11. The Company has engaged the services of Karvy Fintech Private Limited as the Agency to provide Remote E-voting facility.
12. The Company is also offering the facility for voting by way of physical ballot at the EGM. The 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 all businesses specified in the accompanying Notice. The 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 the shares held by them of the paid-up equity share capital of the Company as on the close of business hours on March 8, 2019 (cut-off date), subject to the provisions of the Banking Regulation Act, 1949, as amended.
13. The Board of Directors has appointed Mr. Tushar Shridharani, Practicing Company Secretary, Mumbai as Scrutinizer to scrutinize the 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.
14. The results shall be declared along with the consolidated Scrutinizer's report on March 16, 2019 and shall be placed on the website of the Bank www.suryodaybank.com and on the website of Karvy at <https://evoting.karvy.com>.
15. 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 holding shares as of the cut-off date i.e. March 8, 2019 may obtain the login ID and password by sending a request to Mr. Hanumantha Rao, Karvy Computershare Pvt. Ltd., Karvy Selenium, Tower B, Plot number 31 & 32, Financial District, Gachibowli, Nanakramguda, Hyderabad 500 032, or emailing to ramchandra.v@karvy.com or suresh.lokirevu@karvy.com or hanumantha.patri@karvy.com Phone: 040-67162222, Extn. 1602/1603/1604. After receipt of the required information, please follow all the steps as mentioned below to cast the E-vote:

16. 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: chintan.goswami@cjgoswami.com with a copy marked to 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 Karvy's website <https://evoting.karvy.com>.

(b) Other Instructions:

- I) The remote e-voting period commences on Monday, March 11, 2019 (9.00 am) and ends on Thursday, March 14, 2019 (5.00 pm). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on March 8, 2019 (cut-off date), may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Karvy 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 share of the paid-up equity share capital of the Company as on the cut-off date i.e. March 8, 2019.
- III) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. March 15, 2019.
- IV) Any person who becomes a member of the Company after dispatch of the notice of the meeting and holding shares as on the cut-off date i.e. March 8, 2019 , may obtain the user ID and password in the manner as mentioned below:
 - 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 NSDL: MYEPWD <SPACE> IN12345612345678
 Example for CDSL: MYEPWD <SPACE> 1402345612345678
 Example for Physical: MYEPWD <SPACE> XXXX1234567
 - 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.
- V) A member may call Karvy's toll free number 1-800-3454-001
- VI) A member may send an e-mail request to evoting@karvy.com.
- VII) If the member is already registered with Karvy 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

17. FOR MEMBERS WHO WISH TO VOTE USING BALLOT FORM:

- i. 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.
- ii. Please complete and sign the Ballot Form. The Form should be signed by the Member as per the specimen signature registered with the Company/ 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 Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.

- iii. 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.
 - iv. 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.
 - v. The voting rights of shareholders shall be in proportion of the shares held by them in the paid-up equity share capital of the Company as on Cut-off date i.e. March 8, 2019 as per the Register of Members of the Company.
 - vi. 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.
 - vii. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
 - viii. The Scrutinizer will collate votes received through post to declare the final result for each of the Resolutions forming part of the Notice of the EGM.
18. Members may write to the Company Secretary at the Registered Office of the Company at the below mentioned address or to Karvy regarding transfer of shares or for resolving their grievances, if any.
19. 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 18, 2019
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 Company proposes to raise funds for its business purposes and also for maintaining sufficient Capital Adequacy. Towards this objective, it is proposed to raise upto Rs. 248.69 crores by way of issue of equity Shares (Tier 1 capital) on a private placement basis to the entities named as Subscribers in the draft resolution at Item no. 1 of the Notice.

The following disclosures are being made in accordance with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

A) Particulars of the Offer:

i	Quantum of Issue	Upto 13,816,344 (Thirteen million Eight hundred and sixteen thousand three hundred and forty four) fully paid equity shares of face value of Rs. 10 (Rupees Ten only) each, at a premium of Rs.170/- (Rupees One hundred and seventy only) per share.
ii	Objects of Issue	To meet the growing business needs and also for maintaining sufficient Capital Adequacy.
iii	Terms of the issue	The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.
iv	Date of passing Board resolution	February 18, 2019.

B) Kinds of security offered and the price:

The issue consists of issue of Equity Shares as follows:

- Upto 13,816,344 (Thirteen million Eight hundred and sixteen thousand three hundred and forty four) Equity Shares of the Company having a face value of Rs.10 (Rupees Ten only)
- The aforesaid Equity shares are being issued at Rs. 180/- (Rupees One Hundred and Eighty only) inclusive of premium of Rs. 170/- (Rupees One Hundred and Seventy) per share;

C) Justification for the price (including premium):

The price at which the shares are being issued i.e Rs. 180/- per share has been arrived at on the basis of the Valuation report obtained from M/s. Asit C Mehta Investment Intermediaries Ltd. (Category 1 Merchant Banker).

D) Name and address of valuer: M/s. Asit C Mehta Investment Intermediaries Ltd.

Nucleus House, 5th Floor, Saki Vihar Road,
 Andheri(E), Mumbai 400 072.
 Tel: 022-28584545/ 28577647
 Email: customerservice@acm.co.in

E) Amount which the Company intends to raise: upto Rs. 248.69 crores.

F) Material Terms of issue:

- Issue size: Rs.248.69 crores.
- No. of Equity shares to be issued/ face value: 13,816,344 Equity shares of Rs. 10 each

- iii) Price per share: Rs. 180/- (Rupees One hundred and eighty only) inclusive of Rs. 170/- share premium per equity share
- iv) Proposed Time Schedule: The allotment of shares on private placement basis is scheduled to be completed on or before March 31, 2019.
- v) Contribution being made by Promoters: 2,055,554 equity shares of Rs. 10 each
- vi) Contribution being made by Directors: NIL
- vii) Principle terms of assets charged as securities: Not applicable
(collectively known as "Proposed Subscribers") which has been approved by the Board of Directors of the Company at its meeting held on February 18, 2019).

Additional disclosures as per Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014:

- (a) Relevant date with reference to which the price has been arrived at: based on the unaudited financial results as at September 30, 2018.
- (b) The class or classes of persons to whom the allotment is proposed to be made:
The allotment is proposed to be made to Promoters, existing Domestic Investors and existing and new Foreign Investors.
- (c) The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Sr. no.	Name of Allottee	Pre- Offer Percentage of share capital held	Post allotment Percentage of share capital held
1	DEG – Deutsche Investitions – Und Entwicklungsgesellschaft MBH	0.00	4.30
2	DWM International Mauritius Ltd.	6.37	6.45
3	Evolve India Fund II Ltd.	4.38	4.50
4	Gaja Capital Fund II Ltd.	4.45	4.74
5	Gaja Trustee Company Pvt. Ltd.	0.23	0.25
6	HDFC Holdings Ltd.	2.95	2.86
7	HDFC Standard Life Insurance Company Ltd.	3.80	3.80
8	Kiran Vyapar Ltd.	2.42	2.69
9	Kotak Life Insurance Company Ltd.	0.00	0.68
10	Lok Capital Growth Fund	1.46	3.25
11	ResponsAbility Participations Mauritius	4.68	4.99
12	TVS Shriram Growth Fund	4.27	4.99
13	Mr. G V Alankara	0.51	0.56
14	Mr. P.S. Jagdish	3.94	3.95
15	Mr. P Surendra Pai	17.90	16.57

- (d) **The change in control, if any, in the company that would occur consequent to the preferential offer:**
There will be no change in control in the Company consequent to the Offer of shares.
- (e) **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of securities as well as price:**
None

(f) **The pre-issue and post issue shareholding pattern of the Company in the following format:**

Sr. No	Category	Pre-Issue		Post Issue	
		No. of Shares held	% of share holding	No. of Shares held	% of share holding
A.	Promoters' holding:				
1.	Indian:				
	Individual	19,854,178	29.29	21,909,732	26.85
	Bodies Corporate	-	-	-	-
	Sub-Total	19,854,178	29.29	21,909,732	26.85
2.	Foreign Promoters	-	-	-	-
	Sub-Total (A)	19,854,178	29.29	21,909,732	26.85
B.	Non-Promoters' Holding				
1.	Institutional Investors	25,783,508	38.05	34,294,270	42.03
2.	Non-Institution:				
	Private Corporate Bodies	19,161,353	28.27	22,411,381	27.47
	Directors and Relatives	-	-	-	-
	Indian Public	2,883,460	4.25	2,883,460	3.53
	Others (Including NRIs)	97,900	0.14	97,900	0.12
	Sub-Total (B)	47,926,221	70.71	59,687,011	73.15
	GRAND TOTAL	67,780,399	100.00	81,596,743	100.00

In terms of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 approval of the members by way of Special Resolution is required for issuing shares on private placement basis.

Accordingly, consent of the Members is being sought for issue of shares to the proposed Subscribers on private placement basis

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested in this resolution. The Investor Directors may be deemed to be interested to the extent of shares being offered to, and subscribed by, the entities they represent on the Board of the Company.

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

Date: February 18, 2019
Place: Navi Mumbai

By Order of the Board of the Directors,

Sd/-
Geeta Krishnan
Company Secretary

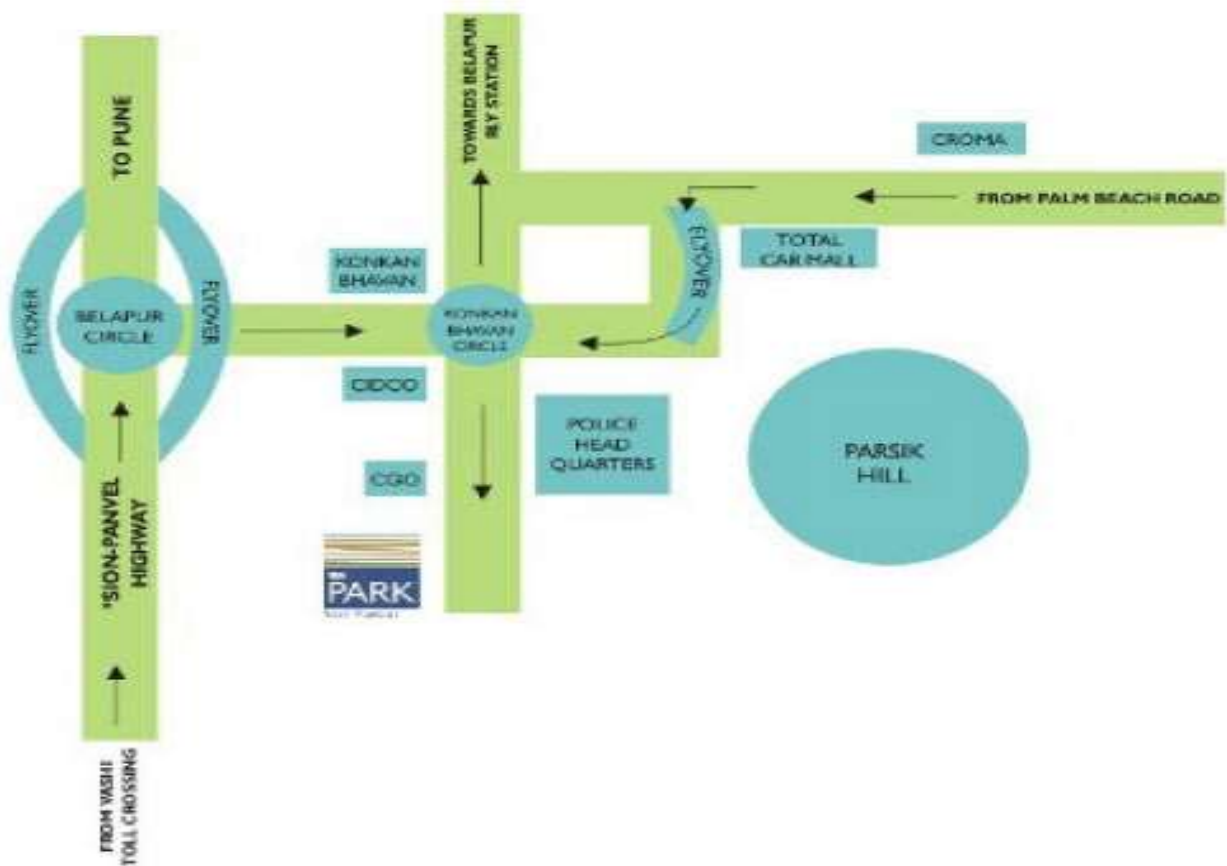
**Route Map to Venue of the Extra Ordinary General Meeting of the
SURYODAY SMALL FINANCE BANK LIMITED**

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

Date: 15th March, 2019

Day and Time: Friday, 11.00 a.m.

Reaching The Park, Navi Mumbai



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 [Formerly Suryoday Micro Finance 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 Friday, March 15, 2019 at The Park Hotel, CBD Belapur, Navi Mumbai-400614 at 11.00 a.m. and at any adjournment thereof in respect of the Ordinary/Special Business as indicated below:

SPECIAL BUSINESS	Assent/Dissent to the Resolution
Approval for issue of Equity shares on private placement basis	<input type="checkbox"/> Yes/ <input type="checkbox"/> No

Signed this _____ day of _____, 2018

Signature of Shareholder : _____

Signature of Proxy holder (s) : _____

Affix Re. 1
Revenue
Stamp

Signed this _____ day of _____ 2019.
 Revenue Stamp

Signature across

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]

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 Fax: +91 22 40435813 Website: www.suryodaybank.com Email: shr.relations@suryodaybank.com

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.	Approval for issue of Equity shares on private placement basis			
<div style="display: flex; justify-content: space-between;"> <div>Place:</div> <div>(Signature of the shareholders)</div> </div> <div style="display: flex; justify-content: space-between; margin-top: 10px;"> <div>Date:</div> <div></div> </div>				

P T O for instructions .

Instructions:

1. The vote should be cast either in favour or against by putting tick (✓) 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.
