

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 **Email :** company.secretary@suryodaybank.com **Website:** www.suryodaybank.com

NOTICE

NOTICE is hereby given that the Twelfth Annual General Meeting of the Members of Suryoday Small Finance Bank Limited (the “Bank”) will be held through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) on Monday, 28th September 2020 at 3:30 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Bank for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ranjit Shah [DIN: 08574067], who retires by rotation, and being eligible, offers himself for re-appointment.
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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules, the applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable guidelines and circulars issued by the Reserve Bank of India and subject to the approval of the Reserve Bank of India, M/s. MSKC & Associates, Chartered Accountants [Firm Registration no. 001595S], be and are hereby re-appointed as Statutory Auditors of the Bank to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and that they shall conduct the statutory audit for the period ending March 31, 2021 on such terms and conditions including remuneration that may be fixed by the Board of Directors of the Bank in consultation with the Auditors.”

SPECIAL BUSINESS:

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

To approve adoption of new set of Articles of Association:

“RESOLVED THAT pursuant to the provisions of Sections 5, 14 of the Companies Act, 2013, and the rules made thereunder, and other applicable provisions, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in order to align the Articles of Association with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Securities Contracts (Regulation) Act, 1956, as amended and the Securities Contracts (Regulation) Rules, 1957, as amended, the set of existing Articles of Association of the Bank, be and is hereby substituted with a new set of Articles of Association and the same be approved and adopted as new Articles of Association of the Bank, in total exclusion and substitution of the existing Articles of Association of the Bank.”

“RESOLVED FURTHER THAT Mr. Baskar Babu Ramachandran, Managing Director and CEO, Mr. Bhavin Damania, Chief Financial Officer and Ms. Geeta Krishnan, Company Secretary of the Bank be and are hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to, file the necessary application with the statutory or regulatory authorities, to settle all questions, difficulties or doubts that may arise, submit such other documents and information as may be required by any statutory or regulatory authority(ies), accept on behalf of the Bank such conditions and modifications as may be prescribed or imposed by any statutory or regulatory authority(ies) and engage in any other communication with any statutory or regulatory authority(ies) and publish necessary gazette notifications, if required, for and in connection with the proposed new set of Articles of Association of the Bank, as may be required under the applicable laws, and filing of necessary forms with the Registrar of Companies, Maharashtra at Mumbai and to comply with all other requirements in this regard.”

“RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director or the Company Secretary, be forwarded to concerned authorities for necessary action.”

Registered Office:
1101, Sharda Terraces,
Plot No. 65, Sector 11,
CBD Belapur, Navi Mumbai 400614
CIN : U65923MH2008PLC261472
Website:www.suryodaybank.com
E-mail: company.secretary@suryodaybank.com
Date: August 27, 2020
Place: Navi Mumbai

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

Sd/-
Geeta Krishnan
Company Secretary
ACS 6011

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting (AGM) and Annexure 1 giving the required details as per Secretarial Standards on General Meetings is annexed.
2. In view of the prevailing lock down enforced across India, due to the outbreak of COVID-19 Pandemic and the restrictions imposed on gathering of people through social distancing norms, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 14/ 2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular 20/2020 dated 5th May 2020 issued by the Ministry of Corporate Affairs and other applicable circulars issued by the Ministry of Corporate Affairs (“MCA”) permitted the holding of the Annual General Meeting (“AGM”) through video conference (“VC”) / other audio visual means (“OAVM”) without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), and MCA Circulars, the AGM of the Bank is being conducted through VC / OAVM.
3. The Bank has appointed M/s KFin Technologies Private Limited, Registrars and Transfer Agents (RTA), to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.
4. The Notice of the AGM and Annual Report for the financial year 2019 - 20 is being sent to the members whose names appear on the Register of Members/List of Beneficial Owners as received from RTA as at

the close of business hours on August 28, 2020. In compliance with the aforesaid MCA Circulars, Notice of the AGM and Annual Report for the financial year 2019 -20 is being sent only through electronic mode to those Members whose email addresses are registered with the Bank / Depositories. Members may note that the Notice of AGM and Annual Report for the financial year 2019 – 20 have also been uploaded on the Bank's website www.suryodaybank.com and <https://evoting.karvy.com>. Members whose email IDs are not registered are requested to register their email ID with Registrar & Share Transfer Agent (RTA) at unlservices@kfintech.com by providing their Name as registered with the RTA, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by them. In case of shares held in physical form, email ID may be registered with the Bank or the RTA.

5. 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. KFin Technologies at the above mentioned address.
6. 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: inward.ris@kfintech.com
7. Pursuant to the provisions of the circulars of MCA on the VC/OAVM (e-AGM):
 - a. Members can attend the meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required
 - b. Appointment of proxy to attend and cast vote on behalf of the member is not available.
 - c. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
8. Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for upto 500 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more of the paid up share capital), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee and Auditors who are allowed to attend the AGM without restriction of first come first served basis.
9. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Bank. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

10. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc. authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through Remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to tushar@tusharshri.com with a copy marked to evoting@kfintech.com.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case of shares held in electronic form and to the Bank in case of shares held in physical form.
12. In case of Joint holder(s), the Member whose name appears as the first holder in the order of names as per the Register of Members of the Bank will be entitled to vote at the AGM.
13. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. Members whose names appear on the Register of Members/List of Beneficial Owners as the close of business hours on September 18, 2020 will be considered for the purpose of voting. In compliance with provisions of Section 108 and 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 the Bank is pleased to offer e-voting facility to its Members holding equity shares as on that date i.e. September 18, 2020 to exercise votes through electronic voting system ('remote e-voting') on the e-voting platform provided by the RTA.
15. Members will be allowed to pose questions during the course of the meeting. The queries can also be given in advance at the email id company.secretary@suryodaybank.com
16. As a consequence of the continuing COVID-19 pandemic and the lock-down restrictions imposed by the Government of India, the facility for inspection of relevant documents will be made available to the shareholders subject to request by emailing to the Company Secretary at company.secretary@suryodaybank.com or and the Bank will make best efforts to make it available to the member concerned.
17. Since the AGM is being held through VC/OAVM, the Route Map is not annexed in this Notice.
18. **Instructions for e-voting and joining the AGM are as follows:**

VOTING THROUGH ELECTRONIC MEANS (E-Voting)

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by RTA, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- ii. The remote e-voting period commences on Thursday, September 24, 2020 (9:00 a.m. IST) and ends on Sunday, September 27, 2020 (5:00 p.m. IST). During this period, members holding shares either in physical form or in dematerialized form, as on September 18, 2020, i.e. cut-off date, may cast their vote electronically. Those members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

- iii. The Board of Directors has appointed Mr. Tushar Shridharani, Practicing Company Secretary, Mumbai and in his absence, Ms. Nandini Parekh, Practicing Company Secretary as the Scrutinizer to scrutinize the voting during the AGM and remote 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. The results declared along with the consolidated Scrutinizer's report shall be placed on the website of the Bank www.suryodaybank.com and on the website <https://evoting.karvy.com>

The Results on above resolutions shall be declared not later than 48 hours from the conclusion of the AGM of the Bank and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favor of the resolutions.

- iv. Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- v. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Bank as on the cut-off date.
- vi. Any person who becomes a member of the Bank after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at KFIN TECHNOLOGIES PRIVATE LIMITED, Selenium Tower B, Plot number 31 & 32, Financial District, Gachibowli, Nanakramguda, Hyderabad 500 032, or emailing to unlservices@kfintech.com Phone: 040-67162222, Extn. 1602/1603/1604. However, if he/she is already registered with RTA for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- vii. The details of the process and manner for remote e-voting are explained herein below:

INSTRUCTIONS FOR E-VOTING IS AS FOLLOWS:

- 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 KFINTECH 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 Company at company.secretary@suryodaybank.com with a copy marked to evoting@kfintech.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 RTA's website <https://evoting.karvy.com> or contact Registrar & Share Transfer Agent (RTA) at unlservices@kfintech.com.

Other Instructions:

- xv. The remote e-voting period commences on Thursday, September 24, 2020 (9:00 a.m. IST) and ends on Sunday, September 27, 2020 (5:00 p.m. IST). During this period, members of the Bank, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 18, 2020 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.
- xvi. Any person who becomes a member of the Bank after dispatch of the notice of the meeting and holding shares as on September 18, 2020 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

- xvii. 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. A member may call RTA’s toll free number 1-800-3454-001 OR may send an e-mail request to evoting@kfintech.com.
- xviii. If the member is already registered with Kfintech e-voting platform, then he can use his existing user id and password for casting the vote through remote e-voting.
- xix. Your electronic voting (remote e-voting) particulars are set out below:

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

- xx. Members may contact the Bank or RTA for conveying grievances, if any, relating to the conduct of the AGM.

Instructions for attending the e-AGM through Video Conference:

1. **Attending e-AGM through Video Conference :** Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by M/s KFin Technologies Private Limited. Members may access the same at <https://emeetings.kfintech.com> and **click on the “video conference”** and access the shareholders’/members login by using the remote e-voting credentials. The link for e-AGM will be available in shareholder/members login where the EVENT and the name of the company can be selected.
2. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice.
3. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
4. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

6. **AGM Questions prior to e-AGM:** Shareholders who would like to express their views/ask questions during the meeting may log into <https://emeetings.kfintech.com/> and click on “Post your Questions” to post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, email id, mobile number. Please note that, members’ questions will be answered only if the shareholder continues to hold the shares as of cut-off date. The time to post the questions shall commence on September 24, 2020 at 9.00 a.m. and close on September 27, 2020 at 5.00 p.m.
7. Due to limitations of transmission and coordination during the Q & A session, the Bank may dispense with the speaker registration during the e-AGM session.
8. **Speaker Registration during e-AGM session:** In case of decision to allow the Q & A session in the meeting, meeting may log into <https://emeetings.kfintech.com/> and click on “Speaker Registration” by mentioning the demat account number/folio number, city, email id, mobile number and submit. The speaker registration shall commence on September 24, 2020 at 9.00 a.m. and close on September 27, 2020 at 5.00 p.m.

Instructions for members for e-Voting during the e-AGM session:

1. The e-Voting “Thumb sign” on the left hand corner of the video screen shall be activated upon instructions of the chairman during the e-AGM proceedings. Shareholders shall click on the same to take them to the “Instapoll” page
2. Members to click on the “Instapoll” icon to reach the resolution page and follow the instructions to vote on the resolutions.
3. Only those shareholders, who are present in the e-AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the e-AGM.

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.4:

Initial Public Offer of Equity Shares of the Bank was approved by the members at the Extra Ordinary General Meeting held by means of VC/OAVM on July 27, 2020.

In order to undertake the proposed public issue, the Bank will be required to ensure that the Articles of Association of the Bank (the “AoA”) conform to the requirements prescribed by relevant stock exchanges prior to filing of the draft red herring prospectus (DRHP) with the Securities and Exchange Board of India and the relevant stock exchanges. The Bank therefore proposes to adopt a new set of AoA that shall conform to the requirements and directions provided by the stock exchanges and contain such other articles as required by a public limited company under applicable laws (including the Companies Act, 2013 and rules made thereunder, as amended).

Pursuant to the provisions of Section 14 of the Companies Act, 2013, as applicable, any amendment in Article of Association requires approval of the members of the Bank by way of a special resolution.

None of the directors and key managerial personnel of the Bank or their relatives is/are concerned or interested, in the said resolution except to the extent of their shareholding in the Bank.

The Board recommends the resolutions set out at Item No.4 of the Notice for your approval as a Special Resolution.

Annexure 1 giving information pursuant to Secretarial Standards on General meetings wrt item no.2 of the Agenda :

Name of Director	Ranjit Shah
DIN	08574067
Age	62 years
Date of first Appointment on Board	November 2,2018
Qualification	BTech(IIT,Bombay) , MBA (Ross School of Business, University of Michigan)
Experience/Expertise	over 36 years of experience in consulting , financial services, technology and private equity
Terms and Conditions of Appointment or re-appointment along with remuneration	Re-appointment as Investor Director subject to retirement by rotation. No remuneration is payable to him.
The last drawn remuneration	N.A.
Shareholding in the Bank	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Bank	None
The number of meetings of the Board attended during the year	Attended 5 out of 7 Board meetings.

Other Directorships	<ul style="list-style-type: none"> • Chumbak Design Private Limited • Gaja Advisors Private Limited • RAMS Mercantile Private Limited • Thyssenkrupp Industrial Solutions (India) Private Limited • URBI Electronics Private Limited • Visage Holdings and Finance Private Limited
Memberships/Chairmanship of Committees of other Boards	<p>Suryoday Small Finance Bank Limited:</p> <ul style="list-style-type: none"> • Audit Committee • Nomination & Remuneration Committee • Customer Service Committee • Stakeholders' Relationship Committee • Committee for Wilful Defaulters and Monitoring high value frauds • IPO Committee • Board Strategy Committee

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E-mail: company.secretary@suryodaybank.com
Date: August 27, 2020
Place: Navi Mumbai

By Order of the Board of the Directors

Sd/-
Geeta Krishnan
Company Secretary
ACS 6011
