

SURYODAY SMALL FINANCE BANK LIMITED

[CIN: U65923MH2008PLC261472]

Regd. Off: 1101, Sharada Terraces, Plot No. 65 Sector -11
CBD Belapur, Navi Mumbai - 400614 Tel No: +91 22 40435800

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

[e-mail: cs@suryodaybank.com]



SURYODAY
A BANK OF SMILES

NOTICE TO MEMBERS

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of Companies (Management and Administration) Rules, 2014 and such other applicable rules and regulations as may be applicable, the Bank is seeking approval of its members through Postal Ballot by way of Special Resolution for the matter set out in the Notice of Postal Ballot dated April 9, 2020 sent together with the Explanatory Statement pursuant to Section 102 of the Act and the Postal Ballot Form to all members of the Bank whose names appear in the Register of Members/ Beneficial owners received from the Registrar and Share Transfer Agent (RTA) as on April 3, 2020 (Record Date) by email on April 10, 2020.

Please note that:

1. The Postal Ballot Notice has been sent by email to all Members whose names appear in the Register of Members as on Friday, April 3, 2020. 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. The Postal Ballot notice along with Form is also available on the website of the Bank www.suryodaybank.com.
2. The Board of Directors has appointed Mr. Tushar Shridharani, Practicing Company Secretary, Mumbai and in his absence Ms. Nandini Parekh, Practicing Company Secretary, as Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.
3. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection by the members at the Registered Office of the Bank between 10:00 a.m. and 05:00 p.m. on all working days of the Bank upto Saturday, May 9, 2020. As a consequence of the unprecedented challenges the world is facing due to the COVID-10 pandemic and given the lock-down restrictions imposed by the Government of India, this facility for inspection may not be available to the shareholders. Accordingly, the shareholders seeking any information with regard to the resolution may request by emailing to the Company Secretary at cs@suryodaybank.com or geeta.krishnan@suryodaybank.com and the Bank will make best efforts to make it available to the member concerned.
4. The Voting period commences on Saturday, April 11, 2020 at 09.00 A.M (IST) and ends on Monday, May 11, 2020 at 05.00 P.M.(IST). In case of any query pertaining to e-voting, please visit Help & FAQs section of Karvy e-voting website.
5. Members desirous of exercising vote by using E-voting facility, please carefully follow the instructions given under the heading "e-voting Instructions" of the Postal Ballot Notice.
6. Members voting through Form in Physical mode, are requested to carefully read the instructions printed on the Form sent herewith and return the Form duly completed along with assent (FOR) or dissent (AGAINST), so as to reach the Scrutiniser on or before 5:00 P.M on Monday, May 11, 2020. In view of the current situation of national lock-down and without any visibility on the continuation of the lock down restrictions, postage prepaid envelopes are not being sent along with this Form. Shareholders who wish to participate through physical Ballot Form may send the same to the Scrutiniser by email to tushar@tusharshri.com or alternatively to the Scrutiniser at the registered Office address of the Bank by post/ courier etc. and the postal charges shall be re-imbursed to the member. Members are required to connect with Mr. Govind Bhandari at 022-40435814 and/or cs@suryodaybank.com for re-imburement of such postal charges. Envelope containing postal ballot, if sent by courier at the expense of the members/shareholders, will also be accepted.
7. Members can opt for only one mode of voting i.e. either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid. The votes should be cast either in favour or against by putting the tick (✓) mark in the column provided for assent or dissent in the Postal Ballot Form. Assent/ Dissent received after 5:00 P.M on Monday, May 11, 2020 would be treated as if reply from the Member(s) has not been received.
8. The Scrutinizer will submit his/her report after completion of the scrutiny of the postal ballots including e-voting and the result of the voting by postal ballot shall be declared along with the consolidated Scrutinizer's report within 48 hours from the close of the Voting period and shall be placed on the website of the Bank www.suryodaybank.com and on the website of Karvy at <https://evoting.karvy.com>.
9. Resolution passed by the members through Postal Ballot are deemed to have been passed as if the same has been passed at a General Meeting of the members.
10. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to the Company Secretary, via email at cs@suryodaybank.com or geeta.krishnan@suryodaybank.com and in case of any queries / grievances relating to E-voting, members may contact Mr. Hanumantha Rao, Karvy Computershare Pvt. Ltd., KarvySelenium, Tower B, Plot number 31 & 32, Financial District, Gachibowli, Nanakramguda, Hyderabad 500 032, or emailing to ramchandra.v@kfintech.com or suresh.lokirevu@kfintech.com or hanumantha.patri@kfintech.com Phone: 040-67162222, Extn. 1602/1603/1604.
11. The results of the Postal Ballot will be declared at the Registered Office not later than May 12, 2020 and will also be placed at the website of the Bank at www.suryodaybank.com.

By Order of the Board of Directors

Sd/-

Place: Navi Mumbai
Date: April 10, 2020

For Suryoday Small Finance Bank Limited
Company Secretary