

TUSHAR SHRIDHARANI

B. Com., LL.B., F.C.S.

Tel. : (022) 2208 5764 / 2208 5765

Email: tushar@tusharshri.com

Web.: www.tusharshri.com

Address: 10, New Marine Lines

417, Jolly Bhavan No. 1

Mumbai – 400 020

SCRUTINIZER'S CONSOLIDATED REPORT ON VOTING

[Pursuant to applicable provisions of the Companies Act, 2013 and Rules made thereunder]

15th March, 2019

To,

The Chairman of the Extra Ordinary General Meeting

of the Equity Shareholders of The Suryoday Small Finance Bank Limited held on 15th March, 2019 at The Park Hotel, CBD Belapur, Navi, Mumbai – 400 614.

Subject: Consolidated Report on members' voting through remote e-voting and Ballot Paper on the Resolutions before Extra-Ordinary General Meeting held on 15th March, 2019.

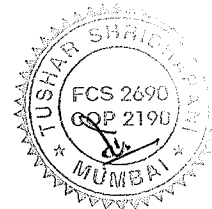
Dear Sir/Madam,

I, Tushar Shridharani, Practising Company Secretary was appointed as a Scrutinizer by the Board of Directors of The Suryoday Small Finance Bank Limited ("the Company") at its Meeting held on 18th February, 2019, in pursuance of section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") to scrutinize the voting conducted through the remote e-voting and voting at the Extra Ordinary General Meeting through Ballot on -1- (One) resolution (as amended) set out in the Notice convening the Extra Ordinary General Meeting ("EGM") of the Company, which was held on 15th March, 2019.

Members of the Company were provided remote e-voting facility whereby they could cast their votes during the e-voting period, which commenced at 9.00 a.m. on the 11th March, 2019 and ended at 5.00 p.m. on the 14th March, 2019 (both Indian Standard Time - IST). A few members of the Company voted through e-voting during the voting period.

Members attending the EGM and who had not cast votes through remote e-voting; were invited by the Chairman to cast their votes at the Meeting through Ballot Process on the resolution set out in the Notice convening the EGM, in accordance with sub-rule 4(iii)(B) of Rule 20 of the Rules. Accordingly, a few Members casted votes through Ballot Papers mode conducted at EGM.

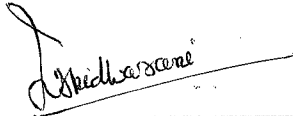
Upon conclusion of the Ballot voting, the Ballot Boxes wherein the Members had dropped their Ballot Papers were opened by me in presence of two witnesses not in employment of the Company. The Ballot Papers were diligently scrutinized by me and reconciled with the records maintained by the Company and relevant authorizations / proxies lodged with the Company. The Ballot Papers, which were incomplete and/or which were otherwise found defective were treated as invalid and kept separately.




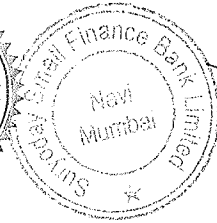
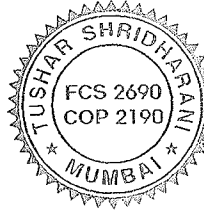
In pursuance of sub-rule 4(xii) of Rule 20 of the Rules; immediately after the completion of voting at the EGM, I first counted the votes casted through Ballot and thereafter unblocked the votes casted through e-voting in the presence of two witnesses not in the employment of the Company. The witnesses' confirmation in this context is submitted herein next along this Report.

Information with respect to EGM as well Members' participation in the EGM is provided in **Annexure 1** to this Report. And the Consolidated Result of total votes cast, whether in favour or against, is annexed to this Report and marked as **Annexure 2**.

You are requested to acknowledge receipt of this report.



(Tushar Shridharani)
Practicing Company Secretary
Membership No.: FCS 2690
Certificate of Practice No.: 2190



Dr. Mrs. Sheila Bhide
Chairman

WITNESSES' CONFIRMATION

In pursuance of Rule 20 of the Companies (Management and Administration) Rules, 2014 and with respect to the conduct of voting through Ballot Papers and e-voting by members of SURYODAY SMALL FINANCE BANK LIMITED ("the Company") on the resolution set out in the Notice convening the EGM of Company, which was held on 15th March, 2019 at 11.00 a.m. at The Park Hotel, CBD Belapur, Navi, Mumbai 400 614; we, Ameer Yagnik (residing at 4A, Ganga Laheri, 19, Banganga Road, Walkeshwar, Mumbai – 400 006) and Krishma Shah (residing at 301, Kush Pearl, Sunita Apts CHS, Plot 17, Sameer Chandawarkar Road, Next to Madhugiri Building, Dahanukarwadi, Kandivali (West), Mumbai – 400 067) hereby confirm our witnessing the following -

- a) after completion of the Voting Process through E-Voting and Ballot Paper at the above-mentioned EGM, the Ballot Boxes wherein the members of the Company have dropped their Ballot Papers were opened by Mr. Tushar Shridharani in our presence; and
- b) after completion of voting by Members through Ballot Papers, Mr. Tushar Shridharani un-blocked the votes that the members of the Company have casted through e-voting.

We further state that we are not in the employment of the Company.

Witness 1:

A. Yagnik

(Ameer Yagnik)
B. Com., ACS

Witness 2:

K. Shah

(Krishma Shah)
B. Com., CS, LLB

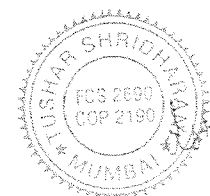
Date: 15th March, 2019

Place: Belapur, Navi Mumbai



Annexure 1

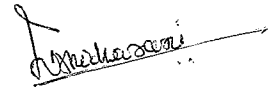
Date of the Extra Ordinary General Meeting	15 th March, 2019
Total number of shareholders on record date (i.e. cut-off date for voting purpose 8 th March, 2019):	683
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	24
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	Not Applicable
Public:	



Annexure 2

1.	Resolution required: Special		Issue of 1,38,16,344 Equity shares of Rs. 10 each on Private Placement basis.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	1,98,54,178	*1,01,67,059	51.2087	1,01,67,059	0	100.0000	0.0000
	Poll		47,03,578	23.6906	47,03,578	0	100.0000	0.0000
	Total	1,98,54,178	1,48,70,637	74.8993	1,48,70,637	0	100.00	0.0000
Public Institutions	E-Voting	51,49,474	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	51,49,474	0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting	4,27,76,747	1,05,63,219	24.7668	1,05,63,219	0	100.0000	0.0000
	Poll		63,51,699	14.8924	63,51,699	0	100.0000	0.0000
	Total	4,27,76,747	1,69,14,918	39.6592	1,69,14,918	0	100.0000	0.0000
Total		6,77,80,399	3,17,85,555	46.8950	3,17,85,555	0	100.0000	0.0000

* In accordance with section 12(2) of the Banking Regulation Act, 1949, Press Release No. 2015-2016/2651 dated 12th May, 2016 and Article 158 of the Articles of Association of the Company; the voting right of each member is capped at 15 % of the total voting rights and accordingly -1,01,67,059- votes (being above 15%) casted by Mr. P. Surendra Pai (one of the Promoters) have been excluded from the 'Promoter And Promoter Group' - total of E-Voting.


(Tushar Shridharani)

Practicing Company Secretary / Membership No.: FCS 2690 /Certificate of Practice No.: 2190

