

TUSHAR SHRIDHARANI

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

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SCRUTINIZER'S CONSOLIDATED REPORT ON VOTING

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

6th November, 2019

To,

The Chairman of the Extra-ordinary General Meeting
of the Equity Shareholders of The Suryoday Small Finance Bank Limited held on 5th November, 2019 at
1101, Sharda Terraces, Sector 11, CBD Belapur
Navi Mumbai – 400 614.

Subject: Consolidated Report on members' voting through remote e-voting and Ballot Paper on the Resolutions before the Extra-ordinary General Meeting held on 5th November, 2019.

Dear Sir,

I, Tushar Shridharani Practicing 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 12th October, 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 -2- (Two) resolutions (as amended) set out in the Notice convening the Extra-ordinary General Meeting ("EGM") of the Company, which was held on 5th November, 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 1st November, 2019 and ended at 5.00 p.m. on the 4th November, 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 Paper 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.

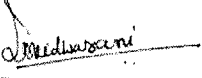
In pursuance of sub-rule 4(xii) of Rule 20 of the Rules; immediately after the completion of voting at the EGM, I first counted the votes casted through Ballot and thereafter unblocked the votes casted through e-



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

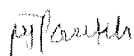
WITNESSES' CONFIRMATION

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 5th November, 2019 at 11.30 a.m. at 1101, Sharda Terraces, Sector 11, CBD Belapur, Navi Mumbai – 400 614; we, Nandini Parekh (residing at 60/62, J. M. Compound, 3rd Bhoiwada, Bhuleshwar, Mumbai – 400 002) and Ameer Yagnik (residing at 4A, Ganga Laheri, 19, Banganga Road, Walkeshwar, Mumbai – 400 006) 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:



(Nandini Parekh)
B. Com., CS

Witness 2:



(Ameer Yagnik)
B. Com., CS

Date: 6th November, 2019
Place: Belapur, Navi Mumbai

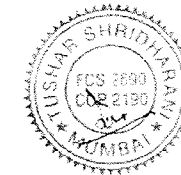
Annexure 1

| | |
|--|--------------------------------|
| Date of the Extra-ordinary General Meeting | 5 th November, 2019 |
| Total number of shareholders on record date (i.e. cut-off date for voting purpose 28 th October, 2019): | 836 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | 1 |
| Public: | 13 |
| No. of shareholders attended the meeting through Video Conferencing: | |
| Promoters and Promoter Group: | Not Applicable |
| Public: | |



Annexure 2

| 1. Category | Resolution required: Special | | To increase in the limits of investment by NRIs to 24% of the paid-up share capital of the Bank. | | | | | |
|-----------------------------|------------------------------|---------------------------|--|--|---------------------------------|-------------------------------|---|---|
| | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter And Promoter Group | E-Voting | 2,19,09,732 | *1,27,26,868 | 58.0877 | *1,27,26,868 | 0 | 100 | 0 |
| | Poll | | 47,03,578 | 21.4680 | 47,03,578 | 0 | 100 | 0 |
| | Total | 2,19,09,732 | 1,74,30,446 | 79.5556 | 1,74,30,446 | 0 | 100 | 0 |
| Public Institutions | E-Voting | 41,61,754 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 41,61,754 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| Public - Non Institutions | E-Voting | 5,57,10,561 | 1,04,09,068 | 18.6841 | 1,04,09,068 | 0 | 100 | 0 |
| | Poll | | 53,05,378 | 9.5232 | 53,05,378 | 0 | 100 | 0 |
| | Total | 5,57,10,561 | 1,57,14,446 | 28.2073 | 1,57,14,446 | 0 | 100 | 0 |
| Total | | 8,17,82,047 | 3,31,44,892 | 40.5283 | 3,31,44,892 | 0 | 100 | 0 |



| 2. | Resolution required: Special | | To alter Clause 3(xx) of Part A and Clause 1(lxx) of Part B of the Articles of Association of the Bank. | | | | | |
|-----------------------------------|------------------------------|-------------|---|---------|--------------|---|-----|---|
| Promoter And Promoter Group | E-Voting | 2,19,09,732 | *1,27,26,868 | 58.0877 | *1,27,26,868 | 0 | 100 | 0 |
| | Poll | | 47,03,578 | 21.4680 | 47,03,578 | 0 | 100 | 0 |
| | Total | 2,19,09,732 | 1,74,30,446 | 79.5556 | 1,74,30,446 | 0 | 100 | 0 |
| Public Institutions | E-Voting | 41,61,754 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 41,61,754 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| Public - Non Institutions | E-Voting | 5,57,10,561 | 1,04,09,068 | 18.6841 | 1,04,09,068 | 0 | 100 | 0 |
| | Poll | | 53,05,378 | 9.5232 | 53,05,378 | 0 | 100 | 0 |
| | Total | 5,57,10,561 | 1,57,14,446 | 28.2073 | 1,57,14,446 | 0 | 100 | 0 |
| Total | | 8,17,82,047 | 3,31,44,892 | 40.5283 | 3,31,44,892 | 0 | 100 | 0 |

* In accordance with section 12(2) of the Banking Regulation Act, 1949, Press Release No. 2015-201612651 dated 12th May, 2016 and Regulation Number 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 only 1,22,67,307 votes (being 15% of total voting rights) have been considered and included in "Promoter and Promoter Group" out of 1,35,23,215 votes cast by Mr. P. Surendra Pai, one of the Promoters of the Company.

Tushar Shridharani
(Tushar Shridharani)

Practicing Company Secretary / Membership No.: FCS 2630/Certificate of Practice No.: 2190

For SURYODAY SMALL FINANCE BANK LIMITED

Aleem Remtula
Chairman of Extra ordinary General Meeting.

