NANDINI PAREKH
B. Com., F.C.S.

Tel. : (022) 2208 5764 / 2208 5765 **Email:** nandini@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]

26th September, 2019

To,
The Chairman of the Eleventh Annual General Meeting
of the Equity Shareholders of The Suryoday Small Finance Bank Limited held on 26th September, 2019 at The Park Hotel, CBD Belapur, Navi, Mumbai – 400614.

Subject: Consolidated Report on members' voting through remote e-voting and Ballot Paper on the Resolutions before the Eleventh Annual General Meeting held on 26th September, 2019.

Dear Sir,

I, Nandini Parekh, 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 31st July, 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 Annual General Meeting through Ballot on -10- (Ten) resolutions(as amended) set out in the Notice convening the Annual General Meeting ("AGM") of the Company, which was held on 26th September, 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 23rd September, 2019 and ended at 5.00 p.m. on the 25th September, 2019 (both Indian Standard Time - IST). A few members of the Company voted through e-voting during the voting period.

Members attending the AGM 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 AGM, 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 AGM.

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 AGM, I first counted the votes casted through Ballot and thereafter unblocked the votes casted through

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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 AGM as well Members' participation in the AGM 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.

NANDINI JASHWANTLAL PAREKH

Digitally signed by NANDINI JASHWANTLAL PAREKH
DN: c=IN, o=Personal, postalCode=400002, st=Maharashtra, 2.5.4.20=f2af0ce9069b17a30415d2c00a63459c76cf1183f75859ff2732ccfd81f0fo66, serialNumber=99454f878adc5a45873bb83dec797236f5a6bb92ae6ac40239656e92a6298fa3, cn=NANDINI JASHWANTLAL PAREKH
Date: 2019.09.26 17:26:22 +05'30'

(Nandini Parekh)
Practicing Company Secretary

Membership No.: FCS 6240
Certificate of Practice No.: 5760

NANDINI PAREKH
FCS 6240
COP 5760
MUMBAI

SURYODAY SMALL FINANCE BANK LTD.
NAVI MUMBAI

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 AGM of Company, which was held on 26th September, 2019 at 11.30 a.m. at The Park Hotel, CBD Belapur, Navi, Mumbai 400614; we, Amee 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, 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 AGM, the Ballot Boxes wherein the members of the Company have dropped their Ballot Papers were opened by Ms. Nandini Parekh in our presence; and

b) after completion of voting by Members through Ballot Papers, Ms. Nandini Parekh 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:

AMEE
CHINTAN
YAGNIK

Digitally signed by AMEE CHINTAN YAGNIK
DN: c=IN, o=Personal, postalCode=400008,
st=Maharashtra,
2.5.4.20=fc224c8ca4419e22058c6366645777
555bf10a3f5327c6808c7dfd37f6df4ecd,
serialNumber=4d7906a71b285488b670689fa
92a9a211aceb6530240b832b912afdafb9e31
70, cn=AMEE CHINTAN YAGNIK
Date: 2019.09.26 17:26:55 +05'30'

(Amee Yagnik)
B. Com., CS

Witness 2:

KRISHMA
JAYESH
SHAH

Digitally signed by KRISHMA JAYESH SHAH
DN: c=IN, o=Personal, postalCode=400004,
st=Maharashtra,
2.5.4.20=[illegible]
serialNumber=[illegible]
cn=KRISHMA JAYESH SHAH
Date: 2019.09.26 17:27:15 +05'30'

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

Date: 26th September, 2019
Place: Belapur, Navi Mumbai

Annexure 1

Date of the Annual General Meeting	26th September, 2019
Total number of shareholders on record date (i.e. cut-off date for voting purpose 19th September, 2019):	829
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	18
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	Not Applicable
Public:	

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Annexure 2

1.	**Resolution required: Ordinary**		To receive, consider and adopt the audited financial statements of the Bank for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.					
Category	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	1,22,67,307*	55.9902	1,22,67,307	0	100.00	0.00
	Poll		47,03,578	21.4680	47,03,578	0	100.00	0.00
	Total	2,19,09,732	1,69,70,885	77.4582	1,69,70,885	0	100.00	0.00
Public Institutions	E-Voting	41,61,754	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	41,61,754	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	5,57,10,561	86,26,469	15.4844	86,26,469	0	100.00	0.00
	Poll		42,74,342	7.6724	42,74,342	0	100.00	0.00
	Total	**5,57,10,561**	**1,29,00,811**	**23.1568**	**1,29,00,811**	0	100.00	0.00
Total		**8,17,82,047**	**2,98,71,696**	**36.5260**	**2,98,71,696**	0	100.00	0.00

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2.	**Resolution required: Ordinary**		To appoint a director in place of Mr. Venkatesh Natarajan [DIN:02453219], who retires by rotation, and being eligible, offers himself for re-appointment.					
Category	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	1,22,67,307*	55.9902	1,22,67,307	0	100.00	0.00
	Poll		47,03,578	21.4680	47,03,578	0	100.00	0.00
	Total	2,19,09,732	1,69,70,885	77.4582	1,69,70,885	0	100.00	0.00
Public Institutions	E-Voting	41,61,754	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	41,61,754	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	5,57,10,561	86,26,469	15.4844	86,26,469	0	100.00	0.00
	Poll		42,74,342	7.6724	42,74,342	0	100.00	0.00
	Total	**5,57,10,561**	**1,29,00,811**	**23.1568**	**1,29,00,811**	0	100.00	0.00
Total		**8,17,82,047**	**2,98,71,696**	**36.5260**	**2,98,71,696**	0	100.00	0.00

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3.	**Resolution required: Ordinary**		To appoint M/s R. K. Kumar & Co., Chartered Accountants [Firm Registration No.: 0015955] as the Statutory Auditors of the Bank for F.Y. 2019-20.					
Category	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	1,22,67,307*	55.9902	1,22,67,307	0	100.00	0.00
	Poll		47,03,578	21.4680	47,03,578	0	100.00	0.00
	Total	2,19,09,732	1,69,70,885	77.4582	1,69,70,885	0	100.00	0.00
Public Institutions	E-Voting	41,61,754	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	41,61,754	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	5,57,10,561	86,26,469	15.4844	86,26,469	0	100.00	0.00
	Poll		42,74,342	7.6724	42,74,342	0	100.00	0.00
	Total	**5,57,10,561**	**1,29,00,811**	**23.1568**	**1,29,00,811**	0	100.00	0.00
	Total	**8,17,82,047**	**2,98,71,696**	**36.5260**	**2,98,71,696**	0	100.00	0.00

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4.	**Resolution required: Ordinary**		To appoint Mrs. Meena Hemchandra (DIN: 05337181) as an Independent Director of the Bank.					
Category	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	1,22,67,307*	55.9902	1,22,67,307	0	100.00	0.00
	Poll		47,03,578	21.4680	47,03,578	0	100.00	0.00
	Total	2,19,09,732	1,69,70,885	77.4582	1,69,70,885	0	100.00	0.00
Public Institutions	E-Voting	41,61,754	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	41,61,754	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	5,57,10,561	86,26,469	15.4844	86,26,469	0	100.00	0.00
	Poll		42,74,342	7.6724	42,74,342	0	100.00	0.00
	Total	**5,57,10,561**	**1,29,00,811**	**23.1568**	**1,29,00,811**	0	100.00	0.00
Total		**8,17,82,047**	**2,98,71,696**	**36.5260**	**2,98,71,696**	0	100.00	0.00

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5.	**Resolution required: Ordinary**		To appoint Mr. Ranjit Jayantilal Shah (DIN:00088405) as Investor Director of the Bank.					
Category	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	1,22,67,307*	55.9902	1,22,67,307	0	100.00	0.00
	Poll		47,03,578	21.4680	47,03,578	0	100.00	0.00
	Total	2,19,09,732	1,69,70,885	77.4582	1,69,70,885	0	100.00	0.00
Public Institutions	E-Voting	41,61,754	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	41,61,754	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	5,57,10,561	86,26,469	15.4844	86,26,469	0	100.00	0.00
	Poll		42,74,342	7.6724	42,74,342	0	100.00	0.00
	Total	**5,57,10,561**	**1,29,00,811**	**23.1568**	**1,29,00,811**	0	100.00	0.00
	Total	**8,17,82,047**	**2,98,71,696**	**36.5260**	**2,98,71,696**	0	100.00	0.00

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6.	**Resolution required: Ordinary**		To appoint Mr. Aleem Remtula (DIN: 02872107) as Investor Director of the Bank.					
Category	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	1,22,67,307*	55.9902	1,22,67,307	0	100.00	0.00
	Poll		47,03,578	21.4680	47,03,578	0	100.00	0.00
	Total	2,19,09,732	1,69,70,885	77.4582	1,69,70,885	0	100.00	0.00
Public Institutions	E-Voting	41,61,754	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	41,61,754	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	5,57,10,561	86,26,469	15.4844	86,26,469	0	100.00	0.00
	Poll		42,74,342	7.6724	42,74,342	0	100.00	0.00
	Total	**5,57,10,561**	**1,29,00,811**	**23.1568**	**1,29,00,811**	0	100.00	0.00
	Total	**8,17,82,047**	**2,98,71,696**	**36.5260**	**2,98,71,696**	0	100.00	0.00

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7.	**Resolution required: Special**	To approve extension of time to complete allotment of shares to the Key Promoter on preferential basis.						
Category	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	1,22,67,307*	55.9902	1,22,67,307	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	2,19,09,732	1,22,67,307	55.9902	1,22,67,307	0	100.00	0.00
Public Institutions	E-Voting	41,61,754	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	41,61,754	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	5,57,10,561	86,26,469	15.4844	86,26,469	0	100.00	0.00
	Poll		42,74,342	7.6724	42,74,342	0	100.00	0.00
	Total	**5,57,10,561**	**1,29,00,811**	**23.1568**	**1,29,00,811**	0	100.00	0.00
Total		**8,17,82,047**	**2,51,68,118**	**30.7746**	**2,51,68,118**	0	100.00	0.00

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8.	**Resolution required: Special**		To approve increase in remuneration of Mr. R. Baskar Babu, Managing Director and Chief Executive Officer.					
Category	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	1,22,67,307*	55.9902	1,22,67,307	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	2,19,09,732	1,22,67,307	55.9902	1,22,67,307	0	100.00	0.00
Public Institutions	E-Voting	41,61,754	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	41,61,754	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	5,57,10,561	86,26,469	15.4844	86,26,469	0	100.00	0.00
	Poll		42,74,342	7.6724	42,74,342	0	100.00	0.00
	Total	**5,57,10,561**	**1,29,00,811**	**23.1568**	**1,29,00,811**	0	100.00	0.00
Total		**8,17,82,047**	**2,51,68,118**	**30.7746**	**2,51,68,118**	0	100.00	0.00

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9.	**Resolution required: Special**		To approve the new ESOP Scheme of the Bank.					
Category	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	1,22,67,307*	55.9902	1,22,67,307	0	100.00	0.00
	Poll		47,03,578	21.4680	47,03,578	0	100.00	0.00
	Total	2,19,09,732	1,69,70,885	77.4582	1,69,70,885	0	100.00	0.00
Public Institutions	E-Voting	41,61,754	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	41,61,754	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	5,57,10,561	86,26,469	15.4844	86,26,469	0	100.00	0.00
	Poll		42,74,342	7.6724	42,74,342	0	100.00	0.00
	Total	**5,57,10,561**	**1,29,00,811**	**23.1568**	**1,29,00,811**	0	100.00	0.00
Total		**8,17,82,047**	**2,98,71,696**	**36.5260**	**2,98,71,696**	0	100.00	0.00

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10.	Resolution required: Special		To approve amendment of Articles of Association by adoption of a new set of Articles of Association.					
Category	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	1,22,67,307*	55.9902	1,22,67,307	0	100.00	0.00
	Poll		47,03,578	21.4680	47,03,578	0	100.00	0.00
	Total	2,19,09,732	1,69,70,885	77.4582	1,69,70,885	0	100.00	0.00
Public Institutions	E-Voting	41,61,754	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	41,61,754	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	5,57,10,561	86,26,469	15.4844	86,26,469	0	100.00	0.00
	Poll		42,74,342	7.6724	42,74,342	0	100.00	0.00
	Total	**5,57,10,561**	**1,29,00,811**	**23.1568**	**1,29,00,811**	0	100.00	0.00
Total		**8,17,82,047**	**2,98,71,696**	**36.5260**	**2,98,71,696**	0	100.00	0.00

* 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.

NANDINI JASHWANTLAL PAREKH

(Nandini Parekh)

Practicing Company Secretary / Membership No.: FCS 6240/Certificate of Practice No.: 5760

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