

TUSHAR SHRIDHARANI

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SCRUTINIZER'S CONSOLIDATED REPORT ON VOTING

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

30th July, 2020

To,

Suryoday Small Finance Bank Limited

1101, Sharda Terraces, Sector 11, CBD Belapur

Navi Mumbai – 400 614

Subject: Consolidated Report on members' voting through remote e-voting and e-voting during the Extra-Ordinary General Meeting on the Resolutions as stated in the notice convening the Extra-Ordinary General Meeting.

Respected 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 Bank**") on 3rd July, 2020 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 remote e-voting and voting by electronic means at the Extra-Ordinary General Meeting ("**EGM**") on all the resolutions as set out in the notice convening the EGM.

The notice dated 4th July, 2020 was sent in respect of the resolutions to be passed at the EGM of the Bank through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") to those members whose email addresses were registered with the Bank / Depositories and in compliance with the circulars dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 issued by the Ministry of Corporate Affairs and also circular dated 12th May, 2020 issued by the Securities and Exchange Board of India ("**SEBI**").

Remote e-voting:

- i. Shareholders of the Bank 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 July, 2020 and ended at 5.00 p.m. on the 26th July, 2020 (both Indian Standard Time - IST). A few members of the Bank voted through e-voting during the e-voting period.
- ii. In pursuance of rule 4(xii) of The Companies (Management and Administration) Rules, 2014; the votes cast during e-voting period were unblocked on Monday, the 27th July, 2020 after the conclusion of the EGM and was witnessed by -2- (Two) witnesses, CS Nandini Parekh and

CS Amee Yagnik, who are not in employment of the Bank and / KFin Technologies Private Limited ("KFin"), the Registrar and Transfer Agent of the Bank.

- iii. Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of KFin, i.e. <http://evoting.karvy.com>. Based on the report generated by the by KFin and relied upon by me, data regarding the remote e-voting was scrutinized by me.

Voting by electronic means at the EGM:

- i. A few members attending the EGM through VC / OAVM, who had not cast their votes through remote e-voting have voted on resolutions through facility of voting by electronic means during the EGM. Instructions for e-voting were laid down in the notice convening the EGM.
- ii. After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was stopped by KFin.
- iii. The e-votes cast were unblocked on Monday, the 27th July, 2020 after the conclusion of the EGM.
- iv. Based on the report generated by the by KFin and relied upon by me, data regarding the e-voting was scrutinized by me.

Management's and Scrutinizer's Responsibilities:

- i. Management of the Bank is responsible to ensure compliance with the requirements of the Act and the Rules relating to e-voting prior and during the EGM on the resolutions contained in the notice of the EGM.
- ii. My responsibility as scrutinizer for the voting is restricted to making a Scrutinizer's Report of the voted cast in favour or against the Resolutions.

Report:

This report has been issued at the request of the Bank for its compliance requirements in pursuance of relevant provisions of the Act and Rules and accordingly this report is not to be used by anyone for any other purpose.

Information with respect to EGM as well shareholders participated 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

Acknowledgment and countersigned by:

For Suryoday Small Finance Bank Limited

(Geeta Krishnan)

Company Secretary

Annexure 1

Date of the Notice	4 th July, 2020
Total number of shareholders on record date (i.e. cut-off date for voting purpose 18 th July, 2020):	1,160
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	1
Public:	21

Annexure 2

1.	Resolution required: Special		To approve Initial Public Offer of Equity shares of the Bank.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes 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 (Remote e- voting as well voting by electronic means during the EGM)	2,64,09,732	2,64,09,732	100.0000	2,64,09,732	0	100.0000	0
Public Institutions		41,61,754	0	0	0	0	0	0
Public Non-Institutions		5,84,13,065	3,37,44,211	57.7683	3,37,44,211	0	100.0000	0
Total		8,89,84,551	6,01,53,943	67.6004	6,01,53,943	0	100.0000	0

2.	Resolution required: Ordinary		To approve increase in the authorized share capital of the Bank from the existing ₹100,00,00,000 (Rupees One Hundred Crores only) divided into 10,00,00,000 (Ten Crores only) equity shares of ₹ 10 (Rupees Ten only) each to ₹125,00,00,000 (Rupees One Hundred Twenty-Five Crores only) divided into 12,50,00,000 (Twelve Crores Fifty Lakhs only) equity shares of ₹10 (Rupees Ten only) each.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes 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 (Remote e- voting as well voting by electronic means during the EGM)	2,64,09,732	2,64,09,732	100.0000	2,64,09,732	0	100.0000	0
Public Institutions		41,61,754	0	0	0	0	0	0
Public Non-Institutions		5,84,13,065	3,37,44,211	57.7683	3,37,44,211	0	100.0000	0
Total		8,89,84,551	6,01,53,943	67.6004	6,01,53,943	0	100.0000	0

3.	Resolution required: Special		To approve alteration of Capital clause of Memorandum of Association of the Bank.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes 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 (Remote e- voting as well voting by electronic means during the EGM)	2,64,09,732	2,64,09,732	100.0000	2,64,09,732	0	100.0000	0
Public Institutions		41,61,754	0	0	0	0	0	0
Public Non-Institutions		5,84,13,065	3,37,44,211	57.7683	3,37,44,211	0	100.0000	0
Total		8,89,84,551	6,01,53,943	67.6004	6,01,53,943	0	100.0000	0

4.	Resolution required: Special		To approve amendment of the Suryoday ESOP Scheme-2019.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes 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 (Remote e- voting as well voting by electronic means during the EGM)	2,64,09,732	2,64,09,732	100.0000	2,64,09,732	0	100.0000	0
Public Institutions		41,61,754	0	0	0	0	0	0
Public Non-Institutions		5,84,13,065	3,37,44,211	57.7683	3,37,44,211	0	100.0000	0
Total		8,89,84,551	6,01,53,943	67.6004	6,01,53,943	0	100.0000	0

5.	Resolution required: Special		To approve the re-appointment of Mr. Baskar Babu Ramachandran (DIN 02303132) as Managing Director & Chief Executive Officer (MD & CEO) of the Bank.					
Whether promoter/promoter group are interested in the agenda/resolution?			Mr. Baskar Babu Ramachandran, one of the Promoters of the Company, is interested in the present resolution and therefore he has not voted on this resolution.					
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes 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 (Remote e- voting as well voting by electronic means during the EGM)	2,64,09,732	1,72,06,154	65.1508	1,72,06,154	0	100.0000	0
Public Institutions		41,61,754	0	0	0	0	0	0
Public Non-Institutions		5,84,13,065	3,37,44,211	57.7683	3,37,44,211	0	100.0000	0
Total		8,89,84,551	5,09,50,365	57.2575	5,09,50,365	0	100.0000	0

6.	Resolution required: Special		To approve the re-appointment of Mr. Ramachandran Rajaraman (DIN 01953653) as an Independent Director of the Bank.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes 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 (Remote e- voting as well voting by electronic means during the EGM)	2,64,09,732	2,64,09,732	100.0000	2,64,09,732	0	100.0000	0
Public Institutions		41,61,754	0	0	0	0	0	0
Public Non-Institutions		5,84,13,065	3,37,44,211	57.7683	3,37,44,211	0	100.0000	0
Total		8,89,84,551	6,01,53,943	67.6004	6,01,53,943	0	100.0000	0

7.	Resolution required: Special		To approve the appointment of Mr. John Arunkumar Diaz (DIN 00493304) as an Independent Director of the Bank.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes 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 (Remote e- voting as well voting by electronic means during the EGM)	2,64,09,732	2,64,09,732	100.0000	2,64,09,732	0	100.0000	0
Public Institutions		41,61,754	0	0	0	0	0	0
Public Non-Institutions		5,84,13,065	3,37,44,211	57.7683	3,37,44,211	0	100.0000	0
Total		8,89,84,551	6,01,53,943	67.6004	6,01,53,943	0	100.0000	0

(Tushar Shridharani)

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