



SURYODAY SMALL FINANCE BANK LIMITED

Corporate Identity Number: U65923MH2008PLC261472
Registered Office: 1101, Sharda Terraces, Plot No. 65, Sector 11,
CBD Belapur, Navi Mumbai - 400 614

Tel No: +91 22 40435800 **Email :** company.secretary@suryodaybank.com **Website:** www.suryodaybank.com

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting [02/2020-21] of the Members of Suryoday Small Finance Bank Limited ("the Bank") will be held on Saturday, February 13, 2021 at the registered office of the Bank at 1101, Sharda Terraces, Plot No. 65, Sector 11, CBD Belapur, Navi Mumbai 400614 at 11.00 a.m. to transact the following business:

SPECIAL BUSINESS:

1. Issue of up to 52,08,226 Equity Shares of Rs. 10 each on Private Placement basis:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules 2014, and Rule 13 of the Companies (Share Capital and debentures) Rules, 2014 and such other provisions (including any statutory modification thereto or re-enactment thereof) as may be applicable for the time being in force relevant provisions of the Memorandum and Articles of Association of the Bank and in accordance with any other applicable laws, regulations and various notifications and guidelines issued by the Reserve Bank of India in this regard and such conditions and modifications as may be prescribed or imposed by any of them while granting such approval, permission and sanction, consent, approval and sanction of the Bank be and is hereby accorded to offer, issue and allot up to **52,08,226** Equity shares of face value of Rs. 10 (Rupees Ten only) each at Rs. 291.75 (Rupees Two hundred and Ninety-One and Seventy-Five Paise only) per Equity Share inclusive of premium of Rs. 281.75 (Rupees Two hundred and Eighty-One and Seventy-Five Paise only) per Equity Share, to the following persons, as per the details set out below (collectively referred to as 'Subscribers' or 'Subscribers to the Pre-IPO Private Placement'):

Sr. no.	Name of the Proposed Subscribers to the pre-IPO placement	Number of Equity shares of Rs. 10/- each proposed to be subscribed: up to	Proposed consideration amount (in Rs.) up to
1.	SBI Life Insurance Company Limited	30,84,833	900,000,028
2.	Axis Multicap Fund	17,13,795	499,999,691
3.	Axis Equity Hybrid Fund	3,42,760	100,000,230
4.	Kiran Vyapar Limited	66,838	19,499,986
	TOTAL	52,08,226	1,519,499,935

"RESOLVED FURTHER THAT the Equity Shares to be issued and allotted as per the table set out above, shall be subject to the provisions of the Memorandum and Articles of Association of the Bank and shall rank pari passu with the existing Equity Shares of the Bank in all respects."

"RESOLVED FURTHER THAT pursuant to the provisions of the Act, a Private Placement Offer cum Application Letter in Form PAS-4 ("**Letter**") be issued to the Subscribers for making the required subscription as per the terms of the said

Letter and the names of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares in the prescribed Form PAS-5.”

“**RESOLVED FURTHER THAT** the subscription monies received by the Bank from the Subscriber(s) for application of the Equity Shares pursuant to this Private Placement shall be kept by the Bank in a separate Bank account opened by the Bank as per the directions of the Board of Directors and shall be utilized by the Bank in accordance with Section 42 of the Companies Act 2013, and for such purposes as approved by the Board.”

“**RESOLVED FURTHER THAT** in the event of any of the proposed Subscribers subscribing to an amount lesser than the amount specified in the aforesaid table, the Board be and is hereby authorised to allot the unsubscribed Equity Shares to the other Subscribers in the proportion to be decided by the Board as per the limits prescribed by the RBI guidelines and/or any other applicable law and refund the excess subscription amounts to the relevant Subscriber, if any, as applicable.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the offer, issue and allotment of the Equity Shares, Mr. Baskar Babu Ramachandran, Managing Director & CEO and Ms. Geeta Krishnan, Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, filing forms with Registrar of Companies and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Bank without being required to seek any further consent or approval of the members or otherwise.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Bank be and is hereby authorised to do all acts, deeds, matters and things and take all steps as may be necessary, proper or expedient to give effect to this resolution including delegating any or all powers conferred upon it by this resolution to any Directors and/or any Officer(s) of the Bank.”

Registered Office and Corporate Office:
1101, Sharda Terraces,
Plot No. 65, Sector 11,
CBD Belapur, Navi Mumbai 400614
CIN: U65923MH2008PLC261472
Website:www.suryodaybank.com
E-mail:company.secretary@suryodaybank.com
Date: January 22, 2021
Place: Navi Mumbai

By Order of the Board of the Directors

Sd/-
Geeta Krishnan
Company Secretary
ACS 6011

Notes:

1. A member entitled to attend to vote at the Extra Ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote on poll instead of himself/herself and the proxy need not be a member of the Bank. A person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Bank. Further, a member holding more than 10% of the total share capital of the Bank carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member. The instruments appointing proxy, in order to be valid and effective, should be duly completed, stamped and signed and must be delivered at the Registered Office of the Bank not later than forty-eight hours before the commencement of the EGM.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the EGM is annexed hereto.

3. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) on the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
4. Corporate members intending to send their authorized representatives to attend the EGM are requested to send to the Registered Office of the Bank a certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting on their behalf.
5. Members who are desirous of joining the meeting but are unable to travel to the location of the EGM may please write to the Company Secretary at company.secretary@suryodaybank.com to enable us provide access to them to attend via Audio Visual Mode (Microsoft Teams). Members attending the EGM through such means shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Members holding shares in physical form are requested to immediately notify change in their address, if any, to the Registrar and Transfer Agents (RTA), KFIN Technologies Private Limited, Hyderabad at the following address quoting their Folio number(s):

KFIN TECHNOLOGIES PRIVATE LIMITED

Unit : SURYODAY SMALL FINANCE BANK LIMITED

Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District,
Nanakramguda, Hyderabad – 500 032.

Phone No. 040-67161500 / 040-23312454 Fax No. : +9140 - 23001153

Email: einward.ris@kfintech.com

7. Notice of the EGM is being sent to the members whose names appear on the Register of Members/List of Beneficial Owners as received from RTA as at the close of business hours on January 15, 2021 through electronic mode. Members may note that the Notice of EGM has also been uploaded on the Bank's website www.suryodaybank.com and <https://evoting.karvy.com>. Members whose email IDs are not registered are requested to register their email IDs with Registrar & Share Transfer Agent (RTA) at unlservices@kfintech.com by providing their Name as registered with the RTA, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by them. In case of shares held in physical form, email ID may be registered with the Bank or the RTA. However, in case you wish to receive the Notice in physical form, you may write to the Company Secretary at the Registered Office of the Bank or email at company.secretary@suryodaybank.com.
8. In terms of Sections 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, the Bank is providing E-voting facility to its members holding shares in physical or dematerialized form, as on the cut-off date, being February 5,2021 to exercise their right to vote through electronic means from a place other than the venue of the Meeting on the business specified in the accompanying Notice ("Remote E-voting"). The Remote E-voting commences on Tuesday, February 9, 2021 (9.00 a.m) and ends on Friday , February 12,2021 (5.00 p.m.). Details of the process and manner of Remote E-voting along with the User ID and Password is detailed separately.
9. In case of Joint holder(s) attending the meeting, only such joint holder who is higher in order of names will be entitled to vote. The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Bank as on the cut-off date being February 5,2021 subject to the provisions of the Banking Regulation Act, 1949, as amended.
10. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc. authorizing its representative to vote through Remote e-voting. The said Resolution/Authorization may please be sent to the Scrutinizer by email through its registered email address to tushar@tusharshri.com with a copy marked to evoting@kfintech.com.

11. The Bank has engaged the services of KFIN Technologies Private Limited as the Agency to provide Remote E-voting facility.
12. The Bank is also offering the facility for voting by way of physical ballot at the EGM. Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by Remote E-voting may vote at the EGM through ballot for the business specified in the accompanying Notice. Members who have exercised their right to vote by Remote E-voting may attend the EGM but shall not vote at the EGM.
13. The Board of Directors of the Bank has appointed Mr. Tushar Shridharani, Practicing Company Secretary, Mumbai and in his absence, Ms. Nandini Parekh, Practicing Company Secretary, Mumbai as Scrutinizer to scrutinize e-voting process in a fair and transparent manner. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than two days of the conclusion of the meeting, make a consolidated Scrutinizer's report and submit the same to the Chairman of the meeting or the Managing Director.
14. The results shall be declared along with the consolidated Scrutinizer's report shall be placed on the website of the Bank www.suryodaybank.com and on the website of the E-Voting Agency at <https://evoting.karvy.com> within 48 hours from the conclusion of the EGM.
15. In case of any queries / grievances relating to voting by electronic means or the members / beneficial owners or in case any person acquires shares of the Bank and becomes a member of the Bank after dispatch of the Notice and is holding shares as of the cut-off date i.e. February 5,2021 , may obtain the login ID and password by sending a request to Mr. Hanumantha Rao, KFIN Technologies Private Limited, Karvy Selenium, Tower B, Plot number 31 & 32, Financial District, Gachibowli, Hyderabad 500 032, or emailing to ramachandra.v@kfintech.com OR suresh.lokirevu@kfintech.com OR hanumantha.patri@kfintech.com (Phone: 040-67162222, Extn: 1601/1603/1604).After receipt of the above credentials, please follow all the steps mentioned in Note no. 18 below to cast your vote.
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case of shares held in electronic form and to the Bank in case of shares held in physical form.
17. Members will be allowed to pose questions during the course of the meeting. The queries can also be sent in advance to company.secretary@suryodaybank.com.
18. **INSTRUCTIONS FOR E-VOTING IS AS FOLLOWS:**
 - a. Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - b. Enter the login credentials (i.e. user id and password) mentioned at the bottom of this document. The e-voting event number + Folio No. or DP ID Client ID will be your user ID. However, if you are already registered with KFINTECH for e-voting, you can use your existing user ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
 - c. After entering these details appropriately click on "LOGIN".
 - d. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email id, etc. on first login. You may also enter a secret question

and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the e-voting event number for the Bank.
- g. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cut off date. You may also choose the option "ABSTAIN". If the shareholder does not include either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- h. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- i. Voting has to be done for each resolution of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- j. You may then cast your vote by selecting an appropriate option and click on "Submit".
- k. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution(s).
- l. Corporate/Institutional members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (pdf format) of the Board Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) to the Bank at company.secretary@suryodaybank.com with a copy marked to evoting@kfintech.com and may also upload the same in the e-voting in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
- m. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
- n. In case of any query pertaining to e-voting, please visit help & FAQ's section available at RTA's website <https://evoting.karvy.com> or contact Registrar & Share Transfer Agent (RTA) at unlservices@kfintech.com.
- o. **Other Instructions:**

The remote e-voting period commences on Tuesday, February 9, 2021 (9:00 a.m. IST) and ends on Friday, February 12, 2021 (5:00 p.m. IST). During this period, members of the Bank, holding shares either in physical form or in dematerialized form, as on the cut-off date of February 5, 2021 may cast their vote by remote e-voting. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

Any person who becomes a member of the Bank after dispatch of the notice of the meeting and holding shares as on January 15, 2021 may obtain the user ID and password in the manner as mentioned below:

If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399.

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567

If e-mail address or mobile number of the member is registered against Folio No. or DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password. A member may call RTA's toll free number 1-800-3454-001 OR may send an e-mail request to evoting@kfintech.com.

If the member is already registered with Kfintech e-voting platform, then he can use his existing user id and password for casting the vote through remote e-voting.

Your electronic voting (remote e-voting) particulars are set out below:

EVEN (E-voting Event Number)	USER ID	PASSWORD/ PIN

Members may contact the Bank or RTA for conveying grievances, if any, relating to the conduct of the EGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 (“the Act”), the following Statement sets out all the material facts relating to the Special Business mentioned in the accompanying Notice and should be taken as forming part of the said Notice.

Item No.1:

The members of the Bank had, vide Special resolution passed at the Extra Ordinary General Meeting (EGM) dated July 27, 2020, approved a fresh issue of up to 1.50 cr Equity Shares of Rs. 10 each including, undertaking a private placement at the discretion of the Board of such number of Equity Shares as may be decided by the Board, to certain investors as permitted under Applicable Laws on or prior to filing the red herring prospectus (“Pre-IPO Placement”). The Board, at its meeting dated January 21, 2021, discussed and approved pre-IPO placement up to Rs.151.95 crores.

The following disclosures are being made in accordance with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014:

A) Particulars of the Offer:

i	Quantum of Issue	Up to 52,08,226 Equity shares (Fifty-Two Lacs Eight Thousand Two Hundred and Twenty-Six only) fully paid equity shares of face value of Rs. 10 each, at a premium of Rs. 281.75 per share.
ii	Objects of Issue	To augment the Bank’s Tier-1 capital requirements.
iii	Terms of the issue	The Equity Shares allotted in terms of this resolution shall rank pari-passu with existing equity shares of the Bank in all respects.
iv	Date of passing Board resolution	January 21,2021

B) Kinds of security offered and the price:

The issue consists of issue of Equity Shares as follows:

- i) 52,08,226 Equity Shares of the Bank having a face value of Rs.10 (Rupees Ten only)
- ii) The aforesaid Equity shares are being issued at Rs. 291.75 per share inclusive of premium of Rs. 281.75 per share.

C) Justification for the price (including premium):

The price at which the shares are being issued i.e Rs 291.75 per share has been arrived at on the basis of the Valuation report obtained from Rashmi Shah, Registered Valuer under the Companies Act,2013.

D) Name and address of Valuer:

Rashmi Shah, D-163, Kalpataru Towers , Off Akurli Road , Kandivali East , Mumbai Suburban , Maharashtra - 400101; Email : rashmi@rvs-ca.com

E) Amount which the Bank intends to raise: up to Rs. 151.95 crores

F) Material Terms of issue:

- i) Issue size: up to 52,08,226 Equity Shares
- ii) No. of Equity shares to be issued/ face value: 52,08,226 Equity Shares of Rs. 10 each
- iii) Price per share: Rs. 291.75/- inclusive of Rs. 281.75 share premium per Equity Share
- iv) Proposed Time Schedule: The allotment of shares on preferential basis is scheduled to be completed on or before February 20, 2021.
- v) Contribution being made by Promoters: NIL
- vi) Contribution being made by Directors: NIL
- vii) Principle terms of assets charged as securities: Not applicable

G) Relevant date with reference to which the price has been arrived at: Based on audited Financial Results as at March 31, 2020, unaudited financial results as of September 30, 2020 and financial projections up to March 31, 2023.

H) The class or classes of persons to whom the allotment is proposed to be made: Existing and New Investors

I) The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Sr. no.	Names of proposed allottees	Pre- Offer Percentage of share capital held	Post allotment Percentage of share capital on allotment
1	SBI Life Insurance Company Limited	Nil	3.27
2	Axis Multicap Fund	Nil	1.82
3	Axis Equity Hybrid Fund	Nil	0.36
4	Kiran Vyapar Limited	1.34	1.34

(collectively known as "Proposed Subscribers to the pre-IPO Placement") which has been approved by the Board of Directors of the Bank at its meeting held on January 21, 2021.

J) The change in control, if any, in the Bank that would occur consequent to the preferential offer:

There will be no change in control in the Bank consequent to the Offer of shares.

K) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of securities as well as price: 23,90,020 Equity shares of Rs. 10 each were allotted in May 2020 to six allottees at Rs. 260 (Rupees Two hundred and sixty only) per share by way of private placement.

L) The pre issue and post issue shareholding pattern of the Bank in the following format:

Sr.No.	Category	Pre-issue		Post issue	
		No. of shares	Shareholding percentage	No. of shares	Shareholding percentage
A.	Promoters' holding				
1	Indian				
	Individual	2,66,10,520	29.84	2,66,10,520	28.19
	Bodies Corporate	-		-	
	Sub-Total	2,66,10,520	29.84	2,66,10,520	28.19

2	Foreign promoters	-		-	
	Sub-Total (A)	2,66,10,520	29.84	2,66,10,520	28.19
B	Non-promoters' holding				
1	Institutional investors	3,87,82,178	43.49	4,39,23,566	46.53
2	Non-Institutional Investors	-			
	Private Corporate Bodies	1,99,51,064	22.37	2,00,17,902	21.21
	Directors and Relatives	-			
	Indian Public	36,76,677	4.12	36,76,677	3.90
	Others [including Non-resident Indians (NRI's)]	1,64,500	0.18	1,64,500	0.17
	Sub-Total (B)	6,25,74,419	70.16	6,77,82,645	71.81
	GRAND TOTAL	8,91,84,939	100.00	9,43,93,165	100.00

In terms of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 approval of the members by way of Special Resolution is required for issuing shares on private placement basis. Accordingly, consent of the members is being sought for issue of shares to the proposed issue by way of private placement.

All documents referred to in this Notice and other statutory registers will be open for inspection by members at the Registered Office of the Bank on working days between 11.00 a.m. and 5.00 p.m. (Monday to Friday) from January 25,2021 to February 12,2021 and during the EGM.

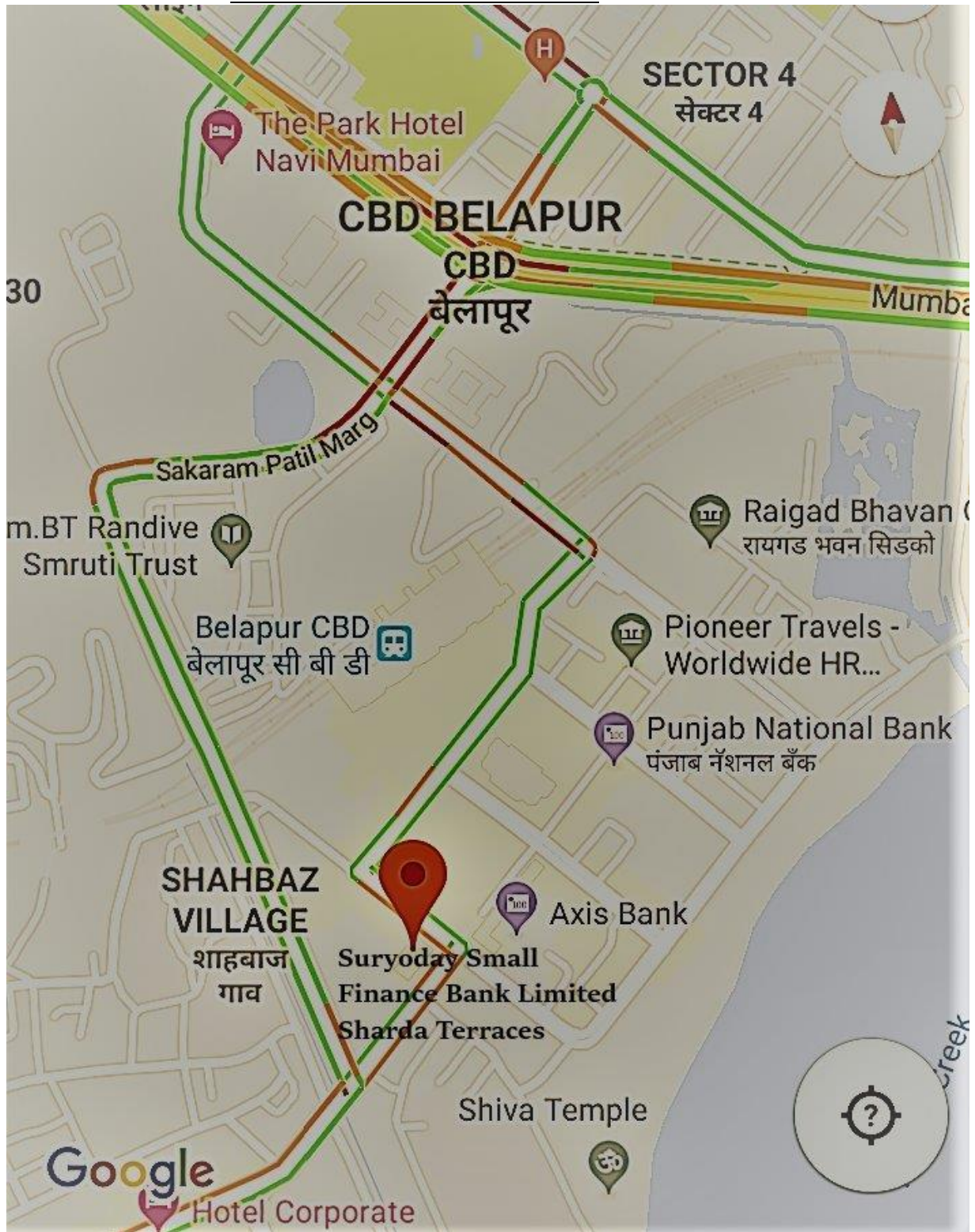
None of the Directors or Key Managerial Personnel or their relatives is concerned or interested in this resolution.

Registered Office and Corporate Office
1101, Sharda Terraces,
Plot No. 65, Sector 11,
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Navi Mumbai 400614
CIN : U65923MH2008PLC261472
Website:www.suryodaybank.com
E-mail:
company.secretary@suryodaybank.com
Date: January 22,2021

By Order of the Board of the Directors

Sd/-
Geeta Krishnan
Company Secretary
ACS 6011

ROAD MAP OF THE VENUE OF EGM



PROXY FORM-MGT 11

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Corporate Identity Number : U65923MH2008PLC261472
Name of the Company : Suryoday Small Finance Bank Limited
Registered Office : 1101, Sharda Terraces, Plot No. 65, Sector 11, CBD Belapur, Navi Mumbai
400 614

Name of the Member(s) :

Registered Address :

Email Id :

Folio No. / DP ID and Client Id No. :

I/ We being the member(s) holding _____ Equity shares of Suryoday Small Finance Bank Limited [Formerly Suryoday Micro Finance Limited.], hereby appoint:

1. Name : Email ID:
Address:

Signature:or failing him,

2. Name : Email ID:
Address:

Signature:or failing him,

3. Name : Email ID:
Address:

Signature:

as my/ our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the Extra-Ordinary General Meeting of the Bank to be held on will be held on Saturday, February 13, 2021 at the registered office of the Bank at 1101, Sharda Terraces, Plot No. 65, Sector 11, CBD Belapur, Navi Mumbai 400614 at 11.00 a.m. and at any adjournment thereof in respect of the Special Business as indicated below:

SPECIAL BUSINESS	Assent/Dissent to the Resolution
Issue of Equity Shares on Private Placement basis	<input type="checkbox"/> Yes/ <input type="checkbox"/> No

Signed this _____ day of _____, 2021

Signature of Shareholder : _____

Signature of Proxy holder (s) : _____

Signed this _____ day of _____ 2021.

Signature across Revenue Stamp

Affix Re. 1
Revenue
Stamp

Note: This form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

BALLOT FORM

[pursuant to Section 109(5) of the Companies Act 2013 and Rule 21(1) (c) of the Companies(Management & Administration Rules) 2014]

SURYODAY SMALL FINANCE BANK LIMITED

Corporate Identity Number: U65923MH2008PLC261472

Registered Office: 1101, Sharda Terraces, Plot No. 65, Sector 11, CBD Belapur, Navi Mumbai – 400 614

Tel No: +91 22 40435800 **Fax:** +91 22 40435813 **Website:** www.suryodaybank.com

Email : Company.secretary@suryodaybank.com

Sr.No.	Particulars	Details
1.	Name of the first named Shareholder (in Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares of Rs. 10/- each

I hereby exercise my vote in respect of Special Resolution enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent to the resolution
1.	Issue of Equity Shares on Private Placement basis			

Place:

(Signature of the shareholders)

Date:

Instructions:

1. The vote should be cast either in favour or against by putting tick (√) mark in the column provided for assent or dissent.
2. This form should be completed and signed by the Member/Proxy Holder as per the specimen signatures registered with the Bank/Depository. In case of joint holding, this form should be completed and signed by the first named member.
3. Unsigned, incomplete, improperly or incorrectly tick marked Ballot papers will be rejected. A Ballot paper will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the member or as to whether the votes are in favour or against or if the signature cannot be verified.
4. The decision of Scrutinizer on the validity of the Ballot paper and any other related matter shall be final.
5. The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.
