

SURYODAY SMALL FINANCE BANK LIMITED**Corporate Identity Number: L65923MH2008PLC261472****Registered Office:** Unit no. 1101, Sharda Terraces, Plot No. 65, Sector 11, CBD Belapur, Navi Mumbai - 400 614, Maharashtra, India**Corporate Office:** 7th Floor, Tower No. 1, Seawoods Grand Central, Sector-40, Seawoods, Navi Mumbai - 400706, Maharashtra, India**Tel No:** +91 22 4094 1556 **E-mail:** company.secretary@suryodaybank.com**Website:** <https://suryoday.bank.in/>**POSTAL BALLOT NOTICE**

[Pursuant to Section 110 and Section 108 of the Companies Act, 2013, read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India from time to time]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 and Section 108 of the Companies Act, 2013 (the "**Act**") and other applicable provisions, if any, of the Act read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India ("**ICSI**"), including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the "**MCA**"), Government of India, for holding General Meetings /conducting Postal Ballot process through voting by electronic means ("**remote e-voting**") vide General Circular ("**GC**") No. 14/2020 dated April 8, 2020, GC No. 17/2020 dated April 13, 2020, GC No. 20/2020 dated May 5, 2020, GC No. 22/2020 dated June 15, 2020, GC No. 33/2020 dated September 28, 2020, GC No. 39/2020 dated December 31, 2020, GC No. 10/2021 dated June 23, 2021, GC No. 20/2021 dated December 8, 2021, GC No. 03/2022 dated May 5, 2022, GC No. 11/2022 dated December 28, 2022, GC No. 09/2023 dated September 25, 2023, GC No. 09/2024 dated September 19, 2024 and latest being GC No. 03/2025 dated September 22, 2025, (hereinafter collectively referred to as "**MCA Circulars**") and Circulars issued by the Securities and Exchange Board of India ("**SEBI**") in this regard, read with other applicable Laws, Rules and Regulations, the following Resolutions are proposed for approval of the Members of Suryoday Small Finance Bank Limited (the "**Bank**") through Postal Ballot, by way of remote e-voting process only:

SPECIAL BUSINESS:

Item No. 1 To consider and approve raising of funds for an aggregate amount not exceeding ₹1,000 Crore (Rupees One Thousand Crore Only) through issue of Equity Shares, equity linked securities, warrants, and / or any other eligible securities by way of Preferential Allotment, Qualified Institutions Placement ("QIP**") or Private Placement or through Rights issue or any other permissible mode(s) and / or combination thereof and in this regard to consider and if thought fit, pass the following Resolution, as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read with the applicable Rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**SEBI Listing Regulations**"), to the extent applicable, the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), the relevant provisions of the Banking Regulation Act, 1949, the Reserve Bank of India (Commercial Banks - Acquisition and Holding of Shares or Voting Rights) Directions, 2025 and the rules, guidelines and circulars issued by the Reserve Bank of India ("**RBI**") in this regard from time to time, the relevant provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, ("**FEMA**"), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade ("**DPIIT**"), the Ministry of Commerce and Industry, Government of India ("**GOI**") from time to time, as in force, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014 and the Rules, Regulations, Circulars, Notifications, Clarifications or Guidelines issued thereunder, (including any statutory modification(s) or amendment(s), variation(s) made from time to time in the aforesaid Laws/ Rules/ Regulations or re-enactment(s) thereof, for the time being in force), by the GOI, the Ministry of Corporate Affairs ("**MCA**"), the Securities and Exchange Board of India ("**SEBI**"), RBI, relevant Registrar of Companies, the Stock Exchanges where the Equity Shares of the Bank are listed and/or by any other regulatory / statutory / competent authorities, to the extent applicable and any other provisions to the extent applicable and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Bank, as amended, from time to time, and subject to the receipt of requisite approvals, consents, permissions and/or sanctions, as may be necessary or required from the SEBI, Stock Exchanges, RBI, MCA, GOI, Registrar of Companies or any other appropriate statutory / regulatory authorities, to the extent necessary or required, and subject to such other terms, conditions and/or modifications as may be prescribed, stipulated or imposed by any of the aforesaid statutory / regulatory authorities, while granting such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Bank (hereinafter referred to as the "**Board**", which term shall be deemed to include any Committee constituted / empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution and with the power to delegate such authority to any person or persons), the

approval of the Members of the Bank be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or on competitive basis, of such part of issue and for such categories of persons as may be permitted), such number of Equity Shares, and/or Equity Shares through depository receipts, and/or securities convertible into Equity Shares at the option of the Bank and/ or the holders of such securities, and/or any other securities linked to Equity Shares {including, in the form of shares, warrants, convertible securities (including foreign currency convertible / exchangeable bonds)}, (all of which are hereinafter collectively referred to as "**Securities**") or any combination of Securities, in one or more tranches, as may be required to be issued and allotted, including issue and allotment of equity shares upon conversion of any depository receipts or other Securities referred above or as may be necessary in accordance with the terms of the offer, and the terms of the Memorandum of Association and Articles of Association of the Bank and shall rank *pari-passu* inter-se and with the then existing equity shares of the Bank in all respects in the course of domestic offering(s) and / or international offering(s) in one or more foreign markets and/or domestic market through, Private Offerings and/or Preferential Allotment and/or Qualified Institutions Placements, or a Public Issue or Rights Issue, or any other methods, or any combination thereof, through issue of placement document or other permissible/requisite offer document to any eligible person, including Qualified Institutional Buyers ("**QIB**"), in accordance with Chapter VI of the SEBI ICDR Regulations, resident / foreign investors, (whether institutions, banks, incorporated bodies, mutual funds, individuals, trustees, stabilizing agent or otherwise), venture capital funds (Indian / foreign), alternate investment funds, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, non-resident Indians, pension funds and/or any other categories of investors, whether they be holders of Equity Shares of the Bank or not (collectively referred to as the "**Investors**") as may be decided by the Board, in its sole and absolute discretion and permitted under applicable laws and regulations, in such manner or in consultation with the Book Running Lead Manager(s) ("**BRLM**"), in one or more tranches, for an aggregate amount not exceeding ₹1,000 Crore (Rupees One Thousand Crore Only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) (including dilution on account of issuance of equity securities in terms of this resolution and conversion of any convertible instruments/ securities approved by the Board) (the "**Offering**") by offering the Securities at such time or times, at such price or prices permitted under applicable laws in such manner and on such terms and conditions, as may be deemed appropriate by the Board in its sole and absolute discretion, including the discretion, to determine the mode of issuance of Securities and categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment of Equity Shares of the Bank having face value of ₹10 each considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with BRLMs and/or underwriter(s) and/or other advisor(s) as the Board in its sole and absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT in case of issuance of Securities (the "**Eligible Securities**") by way of a Qualified Institutions Placements ("**QIP**"), it shall be issued by the Bank in compliance with the provisions of Chapter VI of the SEBI ICDR Regulations, including the following:

- a. the allotment of the Eligible Securities or any combination of the Securities, as may be decided by the Board, to be made to each of QIBs, shall be fully paid-up and the allotment of such Eligible Securities shall be completed within a period of 365 days, from the date of passing of this Special Resolution by the Members of the Bank and that all such Equity Shares shall rank *pari-passu* inter se and with the then existing Equity Shares of the Bank, in all respects, including dividend and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Bank.
- b. at such price being not less than the price determined in accordance with the pricing formula prescribed under Chapter VI of the SEBI ICDR Regulations and the Bank may, in accordance with applicable laws / Regulations, also offer a discount of not more than 5% or such percentage as permitted under applicable laws/ Regulations on the floor price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations.
- c. the Eligible Securities under QIP shall be offered and allotted in dematerialized form and shall be allotted on fully paid-up basis and no partly paid-up Eligible Securities shall be issued/allotted.
- d. the tenure of the convertible or exchangeable Securities issued through the QIP shall not exceed sixty months from the date of allotment.
- e. the allotment of Equity Shares to each QIB, in case of QIP issue, shall not exceed five per cent (5%) of the post issued and paid-up capital of the Bank or such other limit(s) as may be prescribed under applicable laws or as approved by the RBI.
- f. the Eligible Securities as allotted, shall not be sold by allottees for a period of One (1) year from the date of its allotment, except on the floor of recognized Stock Exchange(s).
- g. no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall not be less than two, where the issue size is less than or equal to ₹250 Crore and five, where the issue size is greater than ₹250 Crore.
- h. the Bank shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed by the SEBI, from the date of prior QIP made pursuant to this Special Resolution.

RESOLVED FURTHER THAT subject to the applicable laws and in accordance with the Regulation 171 of the SEBI ICDR Regulations, the 'Relevant Date' for determination of the floor price of the Equity Shares to be issued pursuant to QIP shall be the date of the meeting in which the Board or a duly authorised Committee thereof decides to open the QIP of Equity

Shares and in case of allotment of Eligible convertible Securities to QIBs by way of QIP, the 'Relevant Date' for pricing of such other Eligible convertible Securities shall be either the date of the meeting in which the Board or a duly authorised Committee thereof decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board or a duly authorised Committee thereof or such date as may be permitted under SEBI ICDR Regulations.

RESOLVED FURTHER THAT in case of a further Public Offer, the securities shall be issued by the Bank in compliance with the requirements of the SEBI ICDR Regulations and other applicable laws.

RESOLVED FURTHER THAT in the event the securities are proposed to be issued as foreign currency convertible bonds, pursuant to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing the securities to be issued pursuant to such issue shall be the date of the meeting in which the Board or a duly authorised Committee thereof decides to open such issue or such other date, as may be prescribed by the applicable laws from time to time.

RESOLVED FURTHER THAT, subject to applicable laws, the issue to the holders of the securities, which are convertible into or exchangeable with equity shares at a later date shall be, inter alia, subject to the following terms and conditions: (a) in the event the Bank is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the equity shares, the number of equity shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto; (b) in the event of the Bank making a rights offer by issue of equity shares prior to the allotment of the equity shares, the entitlement to the equity shares will stand increased in the same proportion as that of the rights offer and such additional equity shares shall be offered to the holders of the securities at the same price at which they are offered to the existing members; (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of equity shares, the price and the time period as aforesaid shall be suitably adjusted; and (d) in the event of consolidation and/or division of outstanding equity shares into smaller number of equity shares (including by way of stock split) or reclassification of the securities into other securities and/or involvement in such other event or circumstances which in the opinion of the concerned Stock Exchange requires such adjustments, necessary adjustments will be made accordingly.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to receipt of requisite approvals, consents, permissions and/or sanctions, if any, from any other appropriate statutory / regulatory authorities including any conditions and modifications as may be prescribed, stipulated or imposed by any of the said statutory / regulatory authorities in granting such approvals or permissions, the aforesaid issue of Securities may have all or any terms or combination of terms, in accordance with prevalent market practices or as the Board may in its sole and absolute discretion deem fit, including but not limited to the terms and conditions, relating to premium on redemption at the option of the Bank and/or holders of any securities, payment of dividend or variation of the price or period of conversion of Securities into equity shares or issue of equity shares during the period of the Securities or terms pertaining to voting rights or option(s) for early redemption of Securities and the Board, subject to applicable laws, regulations and guidelines, be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with the applicable Laws/Rules/Regulations.

RESOLVED FURTHER THAT the approval of the Members of the Bank be and is hereby accorded to authorize the Board to create, issue, offer and allot such number of equity shares as may be required to be issued and allotted, including issue and allotment of equity shares upon conversion of any depository receipts or other securities referred to above or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be issued in accordance with the terms of the Memorandum of Association and Articles of Association of the Bank and shall rank *pari-passu* inter-se and with the then existing equity shares of the Bank in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolutions, the Board or a duly authorised Committee thereof be and is hereby authorised for and on behalf of the Bank to do all such acts, deeds, matters and things including but not limited to finalisation and approval of the relevant offer documents, determining the form and manner of the issue, the nature and number of Securities to be allotted, timing of the issuance/Offering, determination of person(s) to whom the Securities will be offered and allotted, in accordance with applicable Laws, issue price, face value, discounts permitted under applicable Laws/Rules/Regulations (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, as it may in its sole and absolute discretion deem fit, necessary, proper or appropriate, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities (including in relation to issue of such Securities in one or more tranches from time to time) and utilisation of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards to the terms and conditions as may be required by the SEBI, the Registrar of Companies, the BRLMs, or other authorities or agencies involved in or concerned with the issue of Securities and as the Board or a duly authorised Committee thereof may in its sole and absolute discretion as they deem fit and appropriate in the best interest of the Bank, without being required to seek any further consent or approval of the Members or otherwise, and that all or any of the powers conferred on the Bank and the Board pursuant to the foregoing Resolutions may be exercised by the Board or a duly authorised Committee thereof as the Board has constituted or may constitute in this behalf, to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Special Resolution, and all actions taken by the Board or a duly authorised Committee

thereof, to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing Resolutions, be and are hereby approved, ratified and confirmed, in all respects.

RESOLVED FURTHER THAT the issue and allotment of Securities, if any, made to NRIs, FPIs, and/or other eligible foreign investors pursuant to the foregoing Resolutions shall be subject to the approval of the RBI under FEMA, as may be applicable but within the overall limits as set forth thereunder.

RESOLVED FURTHER THAT the Board or a duly authorised Committee thereof be and is hereby authorised to engage/appoint merchant bankers, BRLMs, Underwriters, Depositories, Custodians, Registrars, Stabilising Agents, Trustees, Bankers, Lawyers, Advisors and any other intermediaries, agencies and professionals as may be required to be appointed or involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses and also to enter into and execute all such arrangements, agreements, memorandum, documents etc. with such agencies and to seek the listing of the Securities issued on the Stock Exchanges.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board or a duly authorised Committee thereof be and is hereby authorised for and on behalf of the Bank to negotiate, modify, sign, execute, register, deliver including sign any declarations or notice required in connection with the private placement offer letter, information memorandum, the draft offer document, offer letter, offer document, offer circular or placement document for issue of the Securities, term sheet, issue agreement, registrar agreement, escrow agreement, underwriting agreement, placement agreement, consortium agreement, trustee agreement, trust deed, subscription agreement, purchase agreement, agency agreement, agreements with the depositories, security documents, and other necessary agreements, memorandum of understanding, deeds, general undertaking / indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the Regulatory Authorities, if any) (the "**Transaction Documents**") (*whether before or after execution of the Transaction Documents*) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the "**Ancillary Documents**") as may be necessary or required for the aforesaid purpose including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/ or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds, matters and things, mentioned herein as they may deem necessary in connection with the issue of the Securities in one or more tranches from time to time and matters connected therewith.

RESOLVED FURTHER THAT in respect of the Offering, the Board or a duly authorised Committee thereof or any person authorised / delegated by the Board or a duly authorised Committee thereof in that behalf, be and is hereby authorised to do all such acts, deeds, matters and things as it may in its sole and absolute discretion consider necessary, desirable or appropriate, including submitting the relevant application to the Stock Exchange(s) for obtaining in-principle approval for listing of Equity Shares, filing of requisite documents/ making declarations with the MCA, RBI, SEBI and any other Statutory / Regulatory Authority(ies), including filing of form FC-GPR, and any other deed(s), document(s), declaration(s) as may be required under the applicable laws.

Item No. 2 To consider and approve the re-appointment of Mr. Krishna Prasad Nair (DIN: 02611496) as a Non-Executive Independent Director on the Board of the Bank, post completion of his first term on July 21, 2026, for further period of 3 years and in this regard to consider and if thought fit, pass the following Resolution, as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read with the relevant rules made thereunder and Schedule IV to the Act, Regulations 16(1)(b), 17, 25(2A) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), Section 10A and other applicable provisions, if any, of the Banking Regulation Act, 1949 (*including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force*) and the rules, circulars, guidelines, notifications and directions issued by the Reserve Bank of India ("**RBI**") from time to time including the Reserve Bank of India (Small Finance Banks - Governance) Directions, 2025 and any other applicable Laws / Rules / Regulations, the provisions of the Articles of Association of the Bank and in accordance with the Board-approved 'Policy on Appointment of Directors and Senior Managerial Personnel' and Fit and Proper Criteria for Directors, and pursuant to the recommendation made by the Nomination and Remuneration Committee of Board and the Board of Directors of the Bank, Mr. Krishna Prasad Nair (DIN: 02611496) who was appointed as a Non-Executive Independent Director of the Bank for a period of Five (5) years with effect from July 22, 2021 and whose first term as an Independent Director of the Bank is expiring on July 21, 2026, being eligible for re-appointment and meets the criteria of independence as prescribed under the provisions of Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, having experience in Retail Banking, Human Resources, Information Technology and Administration & Facilities Management, and in respect of whom the Bank has received a notice in writing under Section 160 of the Act from a Member proposing the candidature of Mr. Krishna Prasad Nair for the office of Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Bank for the second term of Three (3) consecutive years, effective from July 22, 2026 to July 21, 2029 (*both days inclusive*), not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Bank (the "**Board**", *which term shall include any Committee, constituted/to be constituted by the Board of Directors of the Bank or any Director / officer, delegated with powers necessary for the purpose*), be and is hereby authorised to execute all such agreements, documents, instruments and writings as may be deemed necessary

for the aforesaid purpose and to submit requisite form(s), application(s) and documents with the RBI, Stock Exchange(s), Securities and Exchange Board of India, Registrar of Companies and any other statutory or regulatory authorities as may be required, to settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit, and provide other information as may be required by any statutory or regulatory authority(ies), accept on behalf of the Bank, such conditions and modifications, as may be prescribed or imposed by any statutory or regulatory authority(ies) and engage in any other communication with any statutory or regulatory authority(ies) and publish necessary gazette notifications, if required, and to do all such acts, deeds, matters and things as may be required or deemed expedient to implement the foregoing Resolutions."

Registered Office:

Unit no. 1101, Sharda Terraces, Plot No. 65, Sector 11,
 CBD Belapur, Navi Mumbai 400 614

Corporate Office:

7th Floor, Tower No. 1, Seawoods Grand Central, Sector-40,
 Seawoods, Navi Mumbai - 400706, Maharashtra, India

CIN : L65923MH2008PLC261472

Website: <https://suryoday.bank.in/>

E-mail: company.secretary@suryodaybank.com

**By Order of the Board of Directors
 For Suryoday Small Finance Bank Limited**

Sd/-

**Krishna Kant Chaturvedi
 Company Secretary & Compliance Officer
 Membership No. FCS 7264**

Date: January 22, 2026

Place: Navi Mumbai

Notes:

1. The Relevant Explanatory Statement pursuant to the provisions of Section 102, 110 and other applicable provisions of the Companies Act, 2013 (the "Act") read with relevant rules made thereunder and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, setting out all material facts relating to the Special Businesses at Item Nos. 1 & 2 contained in this Postal Ballot Notice ("Notice" or "Postal Ballot Notice"), is annexed herewith, and the same should be considered as part of this Notice.
2. Brief Profile and other requisite information about the Directors proposed to be re-appointed, pursuant to the applicable provisions of Regulation 36 of the SEBI Listing Regulations and the SS-2 are provided in the Explanatory Statement forming part of this Notice.
3. The relevant documents referred to in this Notice shall be available for inspection electronically by the Members from **9:00 A.M. (IST), Friday, January 30, 2026** until **5:00 P.M. (IST) on Saturday, February 28, 2026** (i.e. the last date of remote e-voting of this Postal Ballot). Members who wish to inspect the documents are requested to send an e-mail at company.secretary@suryodaybank.com or inward.ris@kfintech.com from their registered e-mail address, mentioning their name(s), Folio Numbers / DP ID and Client ID and the documents they seek to inspect, with a self-attested copy of their PAN Card attached to the e-mail, with subject line "**Inspection of Documents**", during the e-voting period of this Postal Ballot process.
4. In compliance with the MCA Circulars as referred above, this Postal Ballot Notice is being sent only through e-mail to those Members whose names appear in the Register of Members / Register of Beneficial Owners as on Friday, January 23, 2026 ("**Cut-off Date**") received from the Depositories and whose e-mail address is registered with the Bank / Registrar and Share Transfer Agent / Depositories / Depository Participants ("**DPs**"). In accordance with the MCA Circulars, the physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to the Members for this Postal Ballot and accordingly, the Members are requested to communicate their assent or dissent through remote e-voting system only.
5. The Board of Directors have appointed Ms. Dhara Gala, Practicing Company Secretary (ACS - 61949/ COP 26125) (Peer Review Certificate No.: 6594/2025), Mumbai, and on failing her, Ms. Priyanka Tank, Practicing Company Secretary (ACS-61276/ COP-24520) (Peer Review Certificate No.: 6625/2025), as the Scrutinizer to scrutinize the remote e-voting process for conducting the Postal Ballot process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
6. The Bank has appointed KFin Technologies Limited (Formerly known as KFin Technologies Private Limited) ("**KFIN or Kfintech**"), the Registrar and Share Transfer Agent ("**RTA**") of the Bank, to provide facility for e-voting (**remote e-voting 'Service Provider'**) for this Postal Ballot. The communication details of RTA are as under:
 KFin Technologies Limited (Unit: Suryoday Small Finance Bank Limited),
 Selenium Building, Tower-B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally,
 Hyderabad, Rangareddy, Telangana, India - 500 032
 Website: www.kfintech.com, E-mail id: inward.ris@kfintech.com, Toll-free number: 1800 309 4001.

7. Dispatch of Postal Ballot Notice:

In accordance with the MCA circulars and the SEBI Listing Regulations, the Bank is sending the Postal Ballot Notice in electronic form by e-mail to the Members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories i.e. National Securities Depository Limited (the “NSDL”) and Central Depository Services (India) Limited (the “CDSL”) as on **Friday, January 23, 2026**, (the “Cut-off Date”) and who have registered their e-mail addresses, in respect of electronic holdings, with the Depositories through their concerned DPs and in respect of physical holdings, with the RTA, in accordance with the provisions of the Act read with the rules made thereunder and the framework provided under the MCA Circulars. Cut-off Date is for determining the eligibility of Members to participate to vote by electronic means. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only. Further, the Members may kindly note that the said Notice will also be available on the website of the Bank at <https://suryoday.bank.in/>, websites of the Stock Exchanges i.e. BSE Limited (<https://www.bseindia.com>), National Stock Exchange of India Limited (<https://www.nseindia.com>) and on the website of Service Provider i.e. KFIN (<https://evoting.kfintech.com>) in compliance with the relevant Circulars.

8. Process of registration of e-mail addresses:

Members holding shares in dematerialized mode are requested to register / update their e-mail addresses & mobile no. with their concerned DPs. Members holding shares in physical mode and who have not yet updated their KYC including e-mail address, bank details, etc., are requested to update the same by submitting duly filled in Form **ISR- 1** with relevant documents to the RTA or the Bank. Details of the same are also available on the website of the Bank at <https://suryoday.bank.in/investor-corner/#form-for-availing-investor-services> and KFinTech’s website at <https://ris.kfintech.com/clientservices/investors/isrs.aspx>.

9. Remote e-voting and results related matters:

- a) In compliance with the provisions of Sections 110, 108 and other applicable provisions of the Act, read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, read with SEBI Circular dated December 9, 2020 and other applicable Circulars on remote e-voting facility provided by listed entities, and the applicable MCA Circulars, the Bank is pleased to offer remote e-voting facility to the Members to cast their vote electronically.
- b) Only a person whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the **Cut-off Date i.e. Friday, January 23, 2026**, shall be entitled to participate in the e-voting. The voting rights for Equity Shares is one vote per Equity Share, registered in the name of the Members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered on the name of the Members/ Beneficial Owners as on **Friday, January 23, 2026**, i.e. Cut-off Date, subject to the provisions of the Banking Regulation Act, 1949, as amended from time to time. A person who is not a Member as on the Cut-off Date, should treat this Postal Ballot Notice for information purposes only.
- c) The remote e-voting period shall commence from **Friday, January 30, 2026 at 9:00 A.M. (IST) and end on 5:00 P.M. (IST) on Saturday, February 28, 2026**. The e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period. Once the vote on a resolution is cast by the Member, he/she/it shall not be allowed to change it subsequently. A member cannot exercise his/her vote by proxy on Postal ballot.
- d) Members holding share(s) either in physical form or dematerialized form, as on the Cut-off Date (including those Members who may not receive this Postal Ballot Notice due to non-registration of their e-mail address with the RTA or the DPs, as aforesaid), may cast their votes electronically, in respect of the Resolution as set out in this Postal Ballot Notice only through the remote e-voting.
- e) In case of any query and/or difficulty, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (“FAQs”) and e-voting User Manual is available at the Downloads section at <https://evoting.kfintech.com> (KFinTech Website) or contact Mr. Umesh Pandey, Senior Manager (Unit: Suryoday Small Finance Bank Limited) of KFinTech at Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana- 500 032 or e-mail at inward.ris@kfintech.com or call KFinTech’s toll free no. 1800-309-4001 for any further clarifications or write to the Company Secretary & Compliance Officer of the Bank at its registered office or at e-mail id: company.secretary@suryodaybank.com
- f) Institutional / Corporate Members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned certified true copy (PDF/JPEG Format) of its Board or governing body resolution/ authorization etc., authorizing its representative on its behalf to vote electronically during the remote e-voting period. The said resolution/authorization should be sent to the Scrutinizer by e-mail through its registered e-mail address to csdharasavla@gmail.com with a copy to evoting@kfintech.com and company.secretary@suryodaybank.com or to the Bank at its Registered Office addressed to the Company Secretary & Compliance Officer. The scanned image of the above-mentioned documents should be in the naming format “**Suryoday Small Finance Bank Limited-Postal Ballot- EVEN NO.9405”**
- g) The Scrutinizer shall, immediately after the conclusion of the e-voting period unblock the votes cast, in the presence of at least two witnesses not in the employment of the Bank and compile the Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or the Managing Director & CEO or any other Director, authorised by the Board, who shall countersign the same. The Results of the remote e-voting shall be announced

within Two (2) working days from the last day of E-voting and the same shall also be simultaneously communicated to the Stock Exchanges i.e., BSE Limited and the National Stock Exchange of India Limited.

- h) The Resolution will be considered to be passed as if it has been passed at a General Meeting of the Members, subject to receipt of the requisite number of votes in favour of the Resolution.
- i) The Resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for e-voting, i.e. **Saturday, February 28, 2026**, as if it has been passed at a General Meeting of the Members.
- j)
- k) The Results of e-voting shall be declared within stipulated time and the said result along with the Scrutinizer's Report thereon shall be placed on the Bank's website at <https://suryoday.bank.in/> and on the website of RTA i.e. KFintech at <https://evoting.kfintech.com> and also be communicated to the Stock Exchange(s) where the Bank's shares are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com within two (2) working days from the end of the e-voting period, and shall be displayed at the Registered Office of the Bank.

10. THE DETAILS OF THE PROCESS AND MANNER FOR REMOTE E-VOTING ARE EXPLAINED HEREIN BELOW:

- a) As per the provisions of Section VI-C w.r.t. 'e-voting facility provided by listed entities' of the SEBI Master Circular for compliance with the provisions of the SEBI Listing Regulations by listed entities dated November 11, 2024, all 'individual shareholders holding shares of the Bank in demat mode' can cast their vote, by way of a single login credential, through their demat accounts/ websites of Depositories/ DPs.
- b) Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility. The procedure to login and access remote e-voting, as devised by the Depositories/ DPs, is given below:

The details of the process and manner for e-voting are as follows:





A. Login method for remote e-voting: Applicable only for Individual shareholders holding securities in Demat Mode.

B. Login method for e-voting: Applicable only for Members holding shares in physical form and for Non-Individual Members (holding shares either in physical or demat).

A Login method for remote e-voting: Applicable only for Individual shareholders holding securities in Demat Mode

Option 1 – Login through Depositories:

Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. For OTP based login: <ol style="list-style-type: none"> i. Go to URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp ii. Enter 8-digit DP ID, 8-digit client ID, PAN No, verification code and generate OTP for login. iii. Enter the OTP received on registered mobile number/email id and click on log in. iv. After successful authentication, member will be redirected to NSDL Depository site wherein member can see e-voting page. v. Click on Bank's name i.e. Suryoday Small Finance Bank Limited or e-Voting service provider name i.e. 'KFintech' and member will be re-directed to e-Voting service provider website i.e. 'KFintech' for casting the vote during the remote e-Voting period. 2. Members who have already registered and opted for IDeAS facility to follow below steps: <ol style="list-style-type: none"> i. Go to URL: https://eservices.nsdl.com ii. Click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user id and password. iii. After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed. iv. Click on Bank's name i.e. 'Suryoday Small Finance Bank Limited' or e-Voting service provider i.e. 'KFintech'. Member will be re-directed to e-Voting service provider website i.e. KFintech website for casting the vote during the remote e-voting period. 3. User not registered under IDeAS e-Services: <ol style="list-style-type: none"> i. Visit : https://eservices.nsdl.com, (Select "Register Online for IDeAS Portal") or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp ii. Proceed with completing the required fields. 4. First-time users can visit the e-voting website directly and follow the process below: <ol style="list-style-type: none"> iii. Visit the e-voting website of NSDL https://www.evoting.nsdl.com. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will be opened. i. Members will have to enter their User ID (i.e. the 16 digits demat account number held with NSDL), password / OTP and a verification code as shown on the screen. ii. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page iii. Click on Bank's name i.e. 'Suryoday Small Finance Bank Limited' or e-Voting service provider i.e. 'KFintech' after which the Member will be redirected to e-Voting service provider website for casting their vote during the remote e-voting period.
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	<p>5. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Members who have already registered and opted for Easi/ Easiest facility of CDSL to follow below steps:</p> <ol style="list-style-type: none"> Go to URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com and then go to Login and select My Easi New (Token) Login with your registered username and password for accessing Easi/ Easiest. The option will be made available to reach e-voting page without any further authentication. Click on the e-Voting link available against ‘Suryoday Small Finance Bank Limited’ or select e-Voting service provider ‘KFintech’ and you will be re-directed to e-Voting service provider website (i.e. KFintech) for casting the vote during the remote e-voting period. <p>2. For those Members who have not registered for the Easi/Easiest facility of CDSL</p> <ol style="list-style-type: none"> Option to register is available at: https://web.cdslindia.com/myeasitoken/home/login for registering Proceed with completing the required fields, using your DP ID – Client ID (BO-ID). After successful registration, please follow the steps as given in point 1 above. <p>3. First-time users can visit the e-voting website directly and follow the process below:</p> <ol style="list-style-type: none"> Click on the link: https://evoting.cdslindia.com/Evoting/EvotingLogin Provide Demat Account Number (under BOID) and PAN No. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, Member will be directed to e-voting module of CDSL. Click on the e-Voting link available against “Suryoday Small Finance Bank Limited” or select e-voting service provider “KFintech” and member will be re-directed to the e-Voting page of KFintech to cast vote without any further authentication.

Option 2 – Login through Depository Participants

Individual Shareholder login through their demat accounts / Website of Depository Participant

- a) Individual Shareholders holding shares of the Bank in Demat mode can also access e-voting facility provided by the Bank using login credentials of their demat account through websites of DPs registered with NSDL/CDSL for e-voting facility.
- b) Once logged-in, you will be able to see e-voting option. Click on e-voting option and you will be redirected to NSDL/CDSL Depository site (*as may be applicable*) after successful authentication wherein you can see e-voting feature.
- c) Click on the e-Voting link available against “**Suryoday Small Finance Bank Limited**” or select e-Voting service provider name i.e. **KFintech** and then it will be redirected to e-voting page of service provider website of KFintech for casting your vote during the remote e-voting period without any further authentication.

Important Notes:

Members who are unable to retrieve User ID/ Password are advised to use “Forgot user ID”/ “Forgot Password” options available at respective websites of Depositories/ Depository participants. For any technical issues, Members may contact as below:

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL are as under:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 or 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at 1800 2109 911 or 022- 23058738 or 022- 23058542-43

B. Login method for e-voting: Applicable only for Members holding shares in physical form and for Non-Individual Members (holding shares either in physical or demat):

- a) Members whose e-mail IDs are registered with the Bank/ Depository Participants (s), will receive an e-mail from RTA i.e. KFintech which will include details of e-voting Event Number (EVEN)- i.e. [9405], USER ID and password. Members are requested to use these credentials at below mentioned URL. You need to follow the following process:
- b) Please access the RTA's e-voting platform at the URL: <https://evoting.kfintech.com/>
- c) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (e-voting Event Number) [9405], followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote. If you have forgotten the password, then you may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- d) After entering these details appropriately, click on "LOGIN".
- e) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of 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, e-mail 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.**
- f) Once the password is changed, you need to login again with the new credentials.
- g) On successful login, the system will prompt you to select the "EVEN" i.e. "Suryoday Small Finance Bank Limited-[EVEN NO. 9405]" and click on "Submit".
- h) 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 "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- i) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- j) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as **abstained**.
- k) You may then cast your vote by selecting an appropriate option and click on "Submit".
- l) A confirmation box will be displayed. Click "OK" to confirm or else "CANCEL" to modify. Once you have voted on the Resolution(s), 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).
- m) 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/ Authority Letter etc., authorizing its representative to cast vote on their behalf through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail id csdharasavla@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Suryoday Small Finance Bank Limited-[EVEN NO. 9405]".
- n) In case of any query pertaining to e-voting, please refer 'Help' or 'FAQs' and 'User Manual for shareholders' available at the 'Download' section on the website (bottom corner) of our RTA at <https://evoting.kfintech.com/>. Member may also call RTA at toll free number 1-800-3094-001 or send an e-mail request to einward.ris@kfintech.com for all e-voting related matters.
- o) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- p) Members whose E-mail IDs are not registered with the Bank / DPs and consequently have not received the Postal Ballot Notice and e-voting instructions, will have to follow the following process:
 - In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by e-mail to RTA i.e. einward.ris@kfintech.com
 - Members may send an e-mail request at einward.ris@kfintech.com along with scanned copy of the signed request letter providing the e-mail address, mobile number, self-attested copy of PAN and copy of Client Master for sending the Postal Ballot Notice and the e-voting instructions.
 - After receiving the e-voting instructions, please follow all the steps as mentioned above to cast your vote by electronic means.

11. GENRERAL SHAREHOLDER(S) RELATED INFORMATION:

Mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities: The SEBI vide Section V of its 'Master Circular for Registrars to an Issue and Share Transfer Agents' dated June 23, 2025, has mandated furnishing of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar. Members holding shares in physical mode and who have not yet updated their KYC, including e-mail address, mobile no., bank details, etc., are requested to update the same by submitting duly filled in Form ISR-1 with relevant documents to the RTA or the Bank.

Similarly, for updation of signature, Form ISR-2; for nomination, Form No. SH-13; for change in the nomination, Form No. SH-14; for opt out of nomination, Form ISR-3; and for cancellation of nomination, Form ISR-3, along with Form No. SH 14, duly filled in all respect, with relevant documents, shall be submitted to the RTA or the Bank. The Relevant SEBI Circular is available on the website of the Bank at <https://suryoday.bank.in/investor-corner/#form-for-availing-investor-services>

The Communication details of RTA are as under:

KFin Technologies Limited, (**Unit: Suryoday Small Finance Bank Limited**),
Selenium Building, Tower-B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda,
Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032,
Website: www.kfintech.com, E-mail id: einward.ris@kfintech.com
Toll-free number: 1800 309 4001.

SEBI had earlier mandated freezing of folios without valid PAN, KYC details and Nomination, wherein any one of the referred documents / details were not available. In this regard, we would like to inform that SEBI, vide its Circular dated November 17, 2023, has done away with the requirement of freezing of folios and subsequent referring of the same to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002. Hence, folios of holders of physical securities who have not updated their PAN, KYC and Nomination details will not be frozen.

However, it is pertinent to note that in case a holder of physical securities fails to furnish any of the above-mentioned details, the security holder shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing all such details/documents.

Summarized information at a glance:

Particulars	Details
Link for remote e-voting (Please use as applicable to you)	https://evoting.kfintech.com https://eservices.nsdl.com https://evoting.cdslindia.com/Evoting/EvotingLogin
Helpline number for VC participation and e-voting	Contact KFin Technologies Limited ("KFinTech") at 1800-309-4001 or write to them at evoting@kfintech.com
Cut-off Date for entitlement of Shareholders for remote e-voting	Friday, January 23, 2026
Remote e-voting Start date & time	Friday, January 30, 2026 at 9:00 A.M. (IST)
Remote e-voting end date & time	Saturday, February 28, 2026 at 5:00 P.M. (IST)
Last date for publishing results of the e-voting	Within Two (2) working days of conclusion of e-voting
E-voting Event Number (EVEN)	9405
Registrar and Share Transfer Agent's Contact details	Mr. Umesh Pandey, Senior Manager KFin Technologies Limited ("KFIN" or "KFinTech") Unit: Suryoday Small Finance Bank Limited, Selenium Building, Tower-B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032 E-mail ids: einward.ris@kfintech.com ; umesh.pandey@kfintech.com Website: https://www.kfintech.com ; Toll free number: 1800-309-4001
Bank's contact details	Mr. Krishna Kant Chaturvedi Company Secretary & Compliance officer Contact No.: +91 22 4094 1556 / + 91- 7420062129 E-mail id: company.secretary@suryodaybank.com shr.relations@suryodaybank.com
Link of disclosures on Stock Exchange website and Bank's website	NSE : https://www.nseindia.com/ BSE : https://www.bseindia.com/ Bank's website : https://suryoday.bank.in/

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS

Pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (the “Act”), the following statement sets out all the material facts relating to the businesses mentioned in the accompanying Notice and should be considered as part of the Notice.

Item No. 1 - To consider and approve raising of funds for an aggregate amount not exceeding ₹1,000 Crore (Rupees One Thousand Crore Only) through issue of Equity Shares, equity linked securities, warrants, and / or any other eligible securities by way of Preferential Allotment, Qualified Institutions Placement (“QIP”) or Private Placement or through Rights issue or any other permissible mode(s) and / or combination thereof:

Post listing in the year 2021, Suryoday Small Finance Bank Limited (the “Bank”) has consistently focused on expanding its presence across India, through launch/implementation of various Business and Products. The Management demonstrated the strength and resilience of the Bank’s business model and expanded geographically and grown the branch distribution network in terms of Bank branches as well as rural centers. The Bank primarily focused on increasing the customer base across the banking sectors. The pivotal component of the growth strategy is the commitment of the Management of the Bank to digital transformation. Due to successful digital transition, the Bank started to yield significant benefits, enabling the Bank to enhance customer experience across various locations. Enhancing customer experience consistently remains a top priority of the Bank, with specific initiatives aimed at expanding product lines, such as Individual loan for Inclusive Finance segment, MSME loans and Credit on UPI.

The Bank has ambitious plans to scale up the business across the verticals. The Management is working towards formulating and implementing various strategies to focus on deepening MSME engagement, broadening secured lending, and strengthening Vikas Loans, while driving CASA growth through digital journeys, expanding digital customer acquisition, and building a granular, retail deposit base.

In the coming years, the Bank foresees growth opportunities across all its business verticals in existing as well as new markets and continues to evaluate options to improve its market presence and accelerate its business growth and to achieve this, the Bank would also be investing in building required team. Towards this, the Bank would require capital for achieving such growth and expansions. Accordingly, the Bank intends to undertake a capital raise for an aggregate amount not exceeding ₹1,000 Crore (Rupees One Thousand Crore Only) by way of Preferential Allotment, Qualified Institutions Placement (“QIP”) or Private Placement or through Rights issue or any other permissible mode(s) and / or combination thereof, as may be considered appropriate, by way of issuance of Equity Shares, equity linked securities, warrants, and / or any other eligible securities, subject to approval of the Shareholders of the Bank, and such other approvals from the Regulatory / Statutory authorities, as applicable.

The (“Net Proceeds”) would be utilised towards Strengthening in the Bank’s Tier I capital base to meet the Bank’s future capital requirement.

As of December 31, 2025, the Bank’s Capital to Risk Weighted Asset Ratio (“CRAR”) and Tier I Capital Ratio stood at 21.9% and 21% which is well above the regulatory requirement i.e. 15% and 7.50% respectively. The management of the Bank foresees growth opportunities in its existing market and continues to evaluate options to improve its market share and accelerate its business growth. The Bank’s capital management strategy has always centered on maintaining strong capitalization to support business growth, meet regulatory requirements prescribed by the Reserve Bank of India, and invest in advanced systems and processes. Adequate capital is critical to ensure the Bank’s agility and competitiveness, while mitigating risks associated with constrained asset growth, outdated infrastructure, and regulatory non-compliance.

In order to maintain CRAR well above 20%, to increase liquidity, to further strengthen the Bank’s ability to manage unforeseen contingencies, support future growth, capitalize on emerging opportunities in a growing economy and ensure continued regulatory compliance, it is imperative that the Bank remains well-capitalized by augmenting to its capital base. Accordingly, an enabling approval from the Members of the Bank is being sought through this Special Resolution to raise funds through issue of Equity Shares and/or any other equity linked securities (including, in the form of shares, warrants, convertible securities (including foreign currency convertible / exchangeable bonds), not exceeding ₹1,000 Crore (Rupees One Thousand Crore only), in one or more tranches, as and when required, and subject to an aggregate dilution capital on account of issuance of equity securities in terms of this resolution as well as on account of conversion of any convertible instruments / securities approved by the Board of Directors (“the Board”) by way of placement of shares by way of QIP/or private placement in international markets through foreign currency convertible / exchangeable bonds or issue of warrants, with a right exercisable by the warrant holder to exchange the said warrants with equity shares, and/or any other financial instruments or securities convertible into or exchangeable with equity shares, whether rupee denominated or denominated in foreign currency or a public issue or any other methods, to any eligible person, including qualified institutional buyers, foreign/ resident investors (whether institutions, banks, incorporated bodies, mutual funds, individuals, trustees, stabilizing agent or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, pension funds and/or any other categories of investors, whether they be holders of the securities or not (collectively referred to as the “Investors”), at such price or at a discount or premium to market price, as permitted under applicable laws, and in such manner and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion including the discretion to

determine the mode of issuance of securities and/or categories of Investors to whom to offer, issue and allot such securities as may be permitted under applicable laws and regulations.

The issuance of Securities may be consummated in one or more tranches at such time or times at such price as the Board may in its absolute discretion decide, subject to the applicable laws, guidelines, notifications, rules and regulations (including but not limited to, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, and the Depository Receipts Scheme, 2014), subject to necessary approvals, consents and permissions from the relevant statutory/regulatory authorities, as may be applicable.

The Securities may be issued to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion deem fit and proper. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or its Committee in its sole discretion in consultation with the advisors, BRLMs, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Securities to be so offered, issued, and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Bank and the Equity Shares that may be issued and allotted by the Bank shall rank *pari-passu inter-se* and with the then existing Equity Shares of the Bank, in all respects. Further, the Equity Shares to be allotted would be listed on the Stock Exchanges. The offer/issue/allotment would be subject to the availability of regulatory approvals, if any. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Section 62(1)(c) of the Companies Act, 2013 (the “Act”) provides, inter-alia that shares may be issued to any persons who are not the existing shareholders of a company, if the company is authorized by a Special Resolution passed by its Members. Further, in terms of the provisions of Section 42 of the Act read with Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Act, only after receipt of prior approval of its Members by way of a Special Resolution. Since in the enabling approval from the Members of the Bank proposed in the Notice appended herewith may result in the issue of equity securities of the Bank to persons other than existing Members of the Bank through various modes as stated hereinabove, including the private placement, accordingly, consent of the Members is being sought pursuant to the provisions of Sections 42 and 62(1)(c) and other applicable provisions of the Act read with applicable provisions of the SEBI ICDR Regulations and SEBI Listing Regulations and other applicable Laws/ Regulations in this regard, for issuance of the Securities.

Accordingly, the Board of Directors of the Bank (the “Board”) at their meeting held on November 06, 2025, had considered and accorded their approval, subject to the approval of the Members of the Bank, for raising of funds for an aggregate amount not exceeding ₹1,000 Crore (Rupees One Thousand Crore Only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) in one or more tranches, on such terms and conditions as detailed in the proposed Resolution. Further, based on the facts stated above, the Board is of the opinion that the authorization for raising of capital through the issuance of equity securities would be in the interest of the Bank to have the ability to raise capital in case any such opportunities arise, meet the Bank’s long-term strategy, ensure capital sufficiency.

The Special Resolution as set out in Item No. 1 of this Notice is an enabling approval to raise funds by way of Preferential Allotment, Qualified Institutions Placement or Private Placement or through Rights issue or further issue or any other permissible mode(s) and / or combination thereof in accordance with the provisions of the Act and SEBI ICDR Regulations and therefore, under this proposal, the Bank seeks to confer upon the Board or a duly authorised Committee thereof, the sole and absolute discretion to determine the terms and conditions of the said issue of securities, including the exact price, proportion and timing of such issue, mode of offer based on an analysis of market conditions and the specific requirements in accordance with the relevant provisions of the Act, the SEBI ICDR Regulations and any other applicable laws.

The approval of the Members shall be valid for the period of 1 (one) year from the date of passing the Special Resolution.

The documents as referred in the Resolution would be available for inspection by the Members of the Bank electronically during official hours on all working days during the remote e-voting process.

None of the Director / Key Managerial Personnel of the Bank or their relatives are, in any way concerned or interested, financially or otherwise except to the extent of their shareholding, if any, in the Bank, in the **Special Resolution** set out at **Item No. 1** of the Notice.

The Board recommends the Resolution set out at **Item No. 1** of the Notice for approval by the members of the Bank, as a **Special Resolution**.

Item No. 2: To approve the re-appointment of Mr. Krishna Prasad Nair (DIN: 02611496) as a Non-Executive Independent Director on the Board of the Bank, post completion of his first term on July 21, 2026, for further period of 3 years.

Pursuant to the Section 149(10) of the Companies Act, 2013 (the “Act”), an Independent Director can hold office for a term of upto Five (5) consecutive years on the Board of a company, but he / she is eligible for re-appointment for an additional term of Five (5) consecutive years, on passing of a Special Resolution by the company. However, in case of banking companies, which are governed under Section 10A(2A) of the Banking Regulation Act, 1949, and as per the Reserve Bank of India (Small Finance Banks - Governance) Directions, 2025, issued by RBI on November 28, 2025, the overall tenure of a Non-Executive Director is restricted for a period of Eight (8) consecutive years.

Mr. Krishna Prasad Nair (DIN: 02611496) (Mr. Nair) was appointed as an Independent Director of the Bank for a period of Five (5) consecutive years with effect from July 22, 2021, to hold office up to July 21, 2026, pursuant to the approval granted by the Members of the Bank at their Thirteenth (13th) Annual General Meeting (“AGM”) held on September 20, 2021. Accordingly, the first term of Mr. Nair as an Independent Director of the Bank, would be expiring at the close of Business hours on July 21, 2026.

Considering the above and in accordance with provisions of the Banking Regulation Act, 1949 and the Reserve Bank of India (Small Finance Banks - Governance) Directions, 2025 dated November 28, 2025 (“**RBI SFB Governance Directions**”), Mr. Nair, could be re-appointed for the second consecutive term of maximum Three (3) years.

Further, under Regulation 25(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulation**”), the re-appointment of an Independent Director in a listed entity, after completion of the first term is subject to the approval of Shareholders of the Bank by way of passing a Special Resolution.

The Nomination and Remuneration Committee of the Board (“**NRC**”) on January 15, 2026, had assessed the profile of Mr. Nair and having found him to be ‘Fit and Proper’ in terms of the Reserve Bank of India’s Circular on ‘**Fit and Proper**’ Criteria for directors of banks, recommended his re-appointment to the Board of Directors. In terms of Sections 149, 152 read with Schedule IV of the Act and other applicable provisions, the Board of Directors of the Bank at their meeting held on January 22, 2026, basis the recommendation of the NRC, reviewed the profile of Mr. Nair and the declarations provided by him and approved his re-appointment for the second term, effective from July 22, 2026 to July 21, 2029 (*both days inclusive*), subject to the approval of Members of the Bank.

The Bank has received consent and declarations from Mr. Nair to the effect that he fulfils the criteria of independence stipulated in the Companies Act and the SEBI Listing Regulations and inclusion of his name in the independent director’s databank. In the opinion of the Board, Mr. Nair is independent of the management of the Bank and fulfils the conditions specified in Section 149(6) of the Companies Act, the rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations for his re-appointment as an Independent Director.

Mr. Nair has the requisite qualifications, skills, experience and expertise in specific functional areas, and in the opinion of the Board, Mr. Nair is a person of integrity and has relevant experience and expertise to be re-appointed as an Independent Director of the Bank and his re-appointment would be beneficial to the Bank.

The Bank has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Nair for the office of Independent Director of the Bank.

Based on the performance evaluation of Mr. Nair carried out by the NRC and the Board and based on various attributes, inter-alia, including presence at Board Meetings and his advices, inputs and contribution therein, skills possessed, experience, knowledge acquired with regard to the Bank’s business, understanding of industry, ability to identify visions and value creation, ability to bring in new insights, effective leadership etc., the Board is of the view that continued association of Mr. Nair as an Independent Director of the Bank would be of immense benefit and value to the Bank.

Brief Profile of Mr. Krishna Prasad Nair (DIN: 02611496) in terms of Regulation 36(3) of the SEBI Listing Regulations and the SS-2 issued by the ICSI, is provided at **Annexure 1** to this Notice.

Mr. Nair’s appointment is in compliance with the provisions of Section 149(10) of the Companies Act 2013 and Section 10A of the Banking Regulation Act, 1949, in particular, on account of his having the requisite experience/ expertise in the areas of Banking, especially in Retail Banking, Human Resources, Information Technology and Administration & Facilities Management etc., as required under Section 10A(2) of the BR Act. The Bank would benefit immensely from his rich experience

The terms & conditions applicable to Independent Director(s) of the Bank, as hosted on the website of the Bank, are applicable to Mr. Nair.

In view of the provisions of the Act and the Banking Regulation Act 1949 and as per the terms and conditions of appointment of Independent Directors, the proposal for the re-appointment of Mr. Krishna Prasad Nair as an Independent Director, for second term, effective from July 22, 2026 to July 21, 2029 (*both days inclusive*), as permissible under abovementioned RBI Circulars and Regulations, is put up for the approval of the Members.

Mr. Nair is not related to any other Directors or Key Managerial Personnel of the Bank. Further, Mr. Nair is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. Save and except for Mr. Krishna Prasad Nair and his relatives, none of the Directors and the Key Managerial Personnel of the Bank and their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set out in **Item No. 2** of this Notice.

The Board recommends the Resolution set out at **Item No. 2** of the Notice for approval of Members, as a **Special Resolution**.

Registered Office:

Unit no. 1101, Sharda Terraces, Plot No. 65, Sector 11,
CBD Belapur, Navi Mumbai 400 614

Corporate Office:

7th Floor, Tower No. 1, Seawoods Grand Central, Sector-40,
Seawoods, Navi Mumbai - 400706, Maharashtra, India

CIN: L65923MH2008PLC261472

Website: <https://suryoday.bank.in/>

E-mail: company.secretary@suryodaybank.com

**By Order of the Board of Directors
For Suryoday Small Finance Bank Limited**

Sd/-

**Krishna Kant Chaturvedi
Company Secretary & Compliance Officer
Membership No. FCS 7264**

Date: January 22, 2026

Place: Navi Mumbai

Annexure 1 - Information pursuant to Secretarial Standards on General meetings w.r.t. Item No. 2 of the Agenda:

Name of Director	Mr. Krishna Prasad Nair
DIN	02611496
Age	66 years
Nationality	Indian
Date of first Appointment on Board	Mr. Krishna Prasad Nair was appointed by the Board of Directors, as an Additional Director (under Non-Executive Independent Category) of the Bank with effect from July 22, 2021, and thereafter his appointment was approved by the Shareholders as an Independent Director of the Bank for a period of Five (5) consecutive years effective from July 22, 2021, to hold office upto July 21, 2026.
Qualification	B.Com. from Madras University, MBA from Cochin University of Science & Technology
Experience/Expertise & brief profile	Mr. Krishna Prasad Nair is a career banker and a veteran in the financial services sector with over Four (4) decades of experience, including Six (6) years with Indian Overseas Bank and Thirty-two years with IDBI Bank in different positions. He has attended various trainings with IIM-A, Centre for Advanced Financial Research & Learning (CAFRAL), RBI and Kellogg School of Business, USA. He served as Deputy Managing Director in IDBI Bank from September 2016 to May 2019 during which he handled Retail Banking, Corporate Banking, NPA Management, HR, IT, Administration & Facilities Management and was Chair and a Member of Credit and ALCO Committees.
Nature of expertise in specific functional areas	Experience in Retail Banking, Human Resources, Information Technology, Administration and Facilities Management.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Based on the performance evaluation of Mr. Nair carried out by the NRC and the Board, and based on various attributes, inter-alia, including presence at Board Meetings and his advices, inputs and contribution therein, skills possessed, experience, knowledge acquired with regard to the Bank's business, understanding of industry, ability to identify visions and value creation, ability to bring in new insights, effective leadership etc., the Board is of the view that continued association of Mr. Nair as an Independent Director of the Bank would be of immense benefit and value to the Bank.
Terms and Conditions of Appointment or re-appointment along with remuneration	Proposed re-appointment of Mr. Nair as an Independent Director for the second term, effective from July 22, 2026, to July 21, 2029 (<i>both days inclusive</i>), and he shall not be liable to retire by rotation.
The last drawn remuneration	Remuneration in the form of Fixed Salary – NIL Sitting Fees: ₹22,10,000/- paid for attending the meetings of the Board and Board level Committee till the date of Notice.
Shareholding in the Bank, including shareholding as a beneficial owner	Mr. Krishna Prasad Nair, along with his relatives, does not hold any Equity Shares in the Bank.
Relationship with Other Directors, Manager and other Key Managerial Personnel of the Bank	None
The Number of Meetings of the Board attended during the year	He has attended 100% [Eight (8) out of Eight (8)] meeting(s) of the Board, held during the Financial Year 2025-26 (till the date of Notice of Postal Ballot).
Other Directorships, Trusteeships, Partnerships, etc. held in other companies, firms, trusts, entities, etc.	NIL
Memberships/Chairmanship of Committees of other Boards	None
List of entities from which the concerned Director has resigned in past Three (3) year	The India Cements Limited