

May 08, 2026

Ref.: SSFB/CS/12/2026-27

To,

National Stock Exchange of India Limited
Listing Department
 Exchange Plaza, C-1, Block G,
 Bandra Kurla Complex,
 Bandra (East), Mumbai-400 051

BSE Limited
Corporate Relations Department
 Phiroze Jeejeebhoy Towers,
 Dalal Street, Fort,
 Mumbai-400 001

Symbol: **SURYODAY**

Scrip Code: **543279, 960033**

Dear Sir/Madam,

Sub: Postal Ballot Notice - Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

In continuation to Bank's earlier letter No. SSFB/CS/07/2026-27 dated May 07, 2026, and pursuant to the provisions of Regulation 30 and other applicable provisions, if any, read with Part A of Schedule III of the SEBI Listing Regulations, we hereby submit that the Postal Ballot Notice dated May 07, 2026, along with the Explanatory Statement thereto (*attached as Annexure*), is being sent by email to all the Members of the Bank, who have registered their email addresses with the Bank or Bank's Registrar and Share Transfer Agent ("RTA") namely KFin Technologies Limited ("KFIN" or "KFintech") or Depository/ Depository Participants and whose names appear in the Register of Members / List of Beneficial Owners maintained by the Depositories as on **Friday, May 01, 2026 ("Cut-off Date")** in accordance with the guidelines issued by the Ministry of Corporate Affairs (the "MCA"), Government of India, General Circular ("GC") No. 14/2020 dated April 8, 2020, GC No. 17/2020 dated April 13, 2020, and subsequent circulars issued by MCA in this regard, 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, Regulation 44 of the SEBI Listing Regulations, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, as amended from time to time and other applicable Laws, Rules, Regulations, Circulars and Notifications thereunder, for seeking approval of the Members on the following Agenda Item of Special Business through Postal Ballot by way of remote e-voting process only:

Sr. No.	Description of Special Business	Type of Resolution
1	To approve the appointment of Mr. Sunil Satyapal Gulati (DIN: 00016990) as an Independent Director of the Bank, to hold office for a period of Five (5) consecutive years effective from March 12, 2026 to March 11, 2031 (<i>both days inclusive</i>)	Special
2	To approve the appointment of Mr. Alok Sethi (DIN: 00277481) as an Independent Director of the Bank, to hold office for a period of Five (5) consecutive years effective from March 12, 2026 to March 11, 2031 (<i>both days inclusive</i>)	Special

SURYODAY SMALL FINANCE BANK LIMITED

Registered Office: 1101, Sharda Terraces, Plot. 65, Sector 11, CBD Belapur, Navi Mumbai – 400614, Maharashtra Tel: 022-41856700

Corporate Office: 7th Floor, Seawoods Grand Central, Tower No. 1, Plot No. R-1, Sector 40, Seawoods, Navi Mumbai – 400 706

E Mail: info@suryodaybank.com / **Web:** https://suryoday.bank.in/ **CIN:** L65923MH2008PLC261472 / **GSTIN NO:** 27AAMCS5499J1ZG

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.

The e-voting facility is provided to all the Members holding shares as on Cut-off Date. The Bank has engaged the services of KFinTech to provide the platform for facilitating the remote e-voting. The Remote e-voting shall commence from **Sunday, May 10, 2026 at 9:00 A.M. (IST) and end on 5:00 P.M. (IST) on Monday, June 08, 2026**. During this period, the Members of the Bank, holding share(s) in physical form or in dematerialized form, as on the Cut-off Date, **i.e., Friday, May 01, 2026**, may cast their vote(s) by remote e-voting. Results of E-voting along with Scrutinizer's Report shall be declared within 2 (Two) working days from the last date of E-voting and the same shall also be simultaneously communicated to the Stock Exchanges and uploaded on Bank's website and on the website of Kfintech.

The Postal Ballot Notice is also being made available on the website of the Bank at .

This intimation shall also be made available on the Bank's website at <https://suryoday.bank.in/assets/pdf/suryoday-sfb-postal-ballot-notice-may-2026.pdf> .

The above is submitted for your kind information and appropriate dissemination.

Thanking You,

Yours truly,
For **Suryoday Small Finance Bank Limited**

Krishna Kant Chaturvedi
Company Secretary & Compliance Officer

Encl: As above

SURYODAY SMALL FINANCE BANK LIMITED

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 Circulars issued by the Ministry of Corporate Affairs and the 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") Master Circular for compliance with the provisions of the SEBI Listing Regulations by listed entities dated January 30, 2026 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 approve the appointment of Mr. Sunil Satyapal Gulati (DIN: 00016990) as an Independent Director of the Bank, to hold office for a period of Five (5) consecutive years effective from March 12, 2026 to March 11, 2031 (both days inclusive) 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 and 25(2A) and other 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 Suryoday Small Finance Bank Limited (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 recommendations made by the Nomination and Remuneration Committee of the Board and the Board of Directors of the Bank, Mr. Sunil Satyapal Gulati (DIN: 00016990), who was appointed as an Additional Director (Non-Executive under Independent category) on the Board of the Bank with effect from March 12, 2026, pursuant to the provisions of Section 161 of the Act and other applicable provisions, to hold office up to the date of next General Meeting or Three (3) months from the date of appointment, whichever is earlier, 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 investment banking, corporate finance, relationship management, risk management and corporate strategy, and in respect of whom the Bank has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, and being eligible, be and is hereby appointed as a Non-Executive Independent Director of the Bank, not liable to retire by rotation, to hold office for a period of Five (5) consecutive years effective from March 12, 2026 to March 11, 2031 (both days inclusive).

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 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.

Item No. 2

To approve the appointment of Mr. Alok Sethi (DIN: 00277481) as an Independent Director of the Bank, to hold office for a period of Five (5) consecutive years effective from March 12, 2026 to March 11, 2031 (both days inclusive) 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 and 25(2A) and other 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 Suryoday Small Finance Bank Limited (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 recommendations made by the Nomination and Remuneration Committee of the Board and the Board of Directors of the Bank, **Mr. Alok Sethi (DIN: 00277481)**, who was appointed as an Additional Director (*Non-Executive under Independent category*) on the Board of the Bank with effect from March 12, 2026, pursuant to the provisions of Section 161 of the Act and other applicable provisions, to hold office up to the date of next General Meeting or Three (3) months from the date of appointment, whichever is earlier, 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 asset management operations, technology, governance, and large scale transformation, and in respect of whom the Bank has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, and being eligible, be and is hereby appointed as a Non-Executive Independent Director of the Bank, not liable to retire by rotation, to hold office for a period of Five (5) consecutive years effective from March 12, 2026 to March 11, 2031 (both days inclusive).

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 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: May 07, 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 Profiles and other requisite information about the Directors proposed to be 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), Sunday, May 10, 2026** until **5:00 P.M. (IST) on Monday, June 08, 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 einward.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, May 01, 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(s) 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 (“**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: einward.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, May 01, 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** i.e. **Friday, May 01, 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, May 01, 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 **Sunday, May 10, 2026 at 9:00 A.M. (IST) and end on 5:00 P.M. (IST) on Monday, June 08, 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 Ms. Sharmila Hemant Amin, Asst. Vice President (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 9700**”
- 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. **Monday, June 08, 2026**, as if it has been passed at a General Meeting of the Members.
- j) 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:

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1. For OTP based login:</p> <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. <p>2. Members who have already registered and opted for IDeAS facility to follow below steps:</p> <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. <p>3. User not registered under IDeAS e-Services:</p> <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. <p>4. First-time users can visit the e-voting website directly and follow the process below:</p> <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/Creditor' 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. <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 style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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"> 1) 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) 2) Login with your registered username and password for accessing Easi/ Easiest. 3) The option will be made available to reach e-voting page without any further authentication. 4) 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>

- 1) Option to register is available at: <https://web.cdslindia.com/myeasitoken/home/login> for registering
 - 2) Proceed with completing the required fields, using your DP ID – Client ID (BO-ID).
 - 3) After successful registration, please follow the steps as given in point 1 above.
- 3. First-time users can visit the e-voting website directly and follow the process below:**
- 1) Click on the link: <https://evoting.cdslindia.com/Evoting/EvotingLogin>
 - 2) Provide Demat Account Number (under BOID) and PAN No.
 - 3) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
 - 4) After successful authentication, Member will be directed to e-voting module of CDSL.
 - 5) 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. [9700], 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) [9700], 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. 9700]” 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.9700]”.
- 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. GENERAL 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 February 06, 2026, 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.nsd.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, May 01, 2026
Remote e-voting Start date & time	Sunday, May 10, 2026 at 9:00 A.M. (IST)
Remote e-voting end date & time	Monday, June 08, 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)	9700
Registrar and Share Transfer Agent’s Contact details	Ms. Sharmila Hemant Amin, Asst. Vice President 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: inward.ris@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 & 2 - To approve the appointments of Mr. Sunil Satyapal Gulati (DIN: 00016990) and Mr. Alok Sethi (DIN: 00277481) as Independent Directors of the Bank

Basis the recommendation made by the Nomination and Remuneration Committee of the Board (“NRC”), the Board of Directors of Suryoday Small Finance Bank Limited (the “Bank”) at their meeting held on March 12, 2026, had approved the appointments of Mr. Sunil Satyapal Gulati (DIN: 00016990) and Mr. Alok Sethi (DIN: 00277481) as an Additional Directors (*Non-Executive under Independent category*) on the Board of the Bank, with effect from **March 12, 2026**. Pursuant to the provisions of Section 161 of the Act and Regulation 17(1C) of the SEBI Listing Regulations, they can hold office as Additional Directors upto the date of the next General Meeting of the Bank or Three (3) months from the date of their appointments, whichever is earlier. The Board of Directors, subject to approval of Shareholders of the Bank, have also approved the appointments of Mr. Sunil Satyapal Gulati (DIN: 00016990) and Mr. Alok Sethi (DIN: 00277481), as Independent Directors of the Bank, for a period of Five (5) consecutive years, with effect from March 12, 2026 to March 11, 2031, not liable to retire by rotation.

In terms of Section 160(1) of the Act, the Bank has received notice in writing from Members signifying their intention to propose the candidature of Mr. Sunil Satyapal Gulati (DIN: 00016990) and Mr. Alok Sethi (DIN: 00277481) for the office of Independent Director of the Bank.

The NRC has assessed and determined that both Mr. Sunil Satyapal Gulati and Mr. Alok Sethi are Fit and Proper persons to be appointed as Directors on the Board of the Bank, as per the norms prescribed by the Reserve Bank of India (“RBI”) and other applicable Regulations/ Laws and that they fulfil the conditions specified in the Act and the relevant Rules made thereunder, the SEBI Listing Regulations and other rules, guidelines and circulars issued by the RBI, in this regard, from time to time. Mr. Sunil Satyapal Gulati and Mr. Alok Sethi are not debarred from holding the office of Director by virtue of any order from the SEBI or any other authority. Accordingly, NRC had recommended their appointments for approval of the Board.

The Bank has also received a declaration both from Mr. Sunil Satyapal Gulati and Mr. Alok Sethi to the effect that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations, inclusion of their names in the Independent Director’s Databank and they meet the Fit and Proper criteria prescribed by the RBI and other applicable guidelines / circulars issued from time to time.

Brief Profiles of Mr. Sunil Satyapal Gulati and Mr. Alok Sethi in terms of Regulation 36(3) of the SEBI Listing Regulations and the SS-2, issued by the Institute of Company Secretaries of India (“ICSI”), are provided at **Annexure 1 and 2** to this Notice.

Mr. Sunil Satyapal Gulati and Mr. Alok Sethi have further confirmed that they are qualified to be appointed as Directors in terms of Section 164 of the Act and have furnished to the Bank their consents to act as Independent Directors. Mr. Sunil Satyapal Gulati and Mr. Alok Sethi have also affirmed that they are not debarred / disqualified from holding office of Director by virtue of any order of the Securities and Exchange Board of India or any other such authority.

Based on the declarations provided by Mr. Sunil Satyapal Gulati and Mr. Alok Sethi and based on the review and recommendations made by NRC, the Board noted that Mr. Sunil Satyapal Gulati and Mr. Alok Sethi are independent of the Management of the Bank and fulfil the conditions specified in Section 149(6) of the Act, the rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations for their appointments as Independent Directors of the Bank. Further, the Board is of the opinion that Mr. Sunil Satyapal Gulati and Mr. Alok Sethi are persons of integrity and having specialised knowledge and expertise in financial matters, in order to ensure continued governance and compliance with the applicable regulatory requirements, to be appointed as Independent Directors of the Bank.

The appointments of Mr. Sunil Satyapal Gulati and Mr. Alok Sethi are in compliance with the provisions of Section 149(10) of the Companies Act, 2013 and Section 10A and other applicable provisions of the Banking Regulation Act, 1949 and their overall experience and skill sets would add value to the Bank. The terms and conditions applicable to Independent Director(s) of the Bank are hosted on the website of the Bank.

Mr. Sunil Satyapal Gulati and Mr. Alok Sethi are not related to any of the Directors of the Bank.

Mr. Sunil Satyapal Gulati holds 22,000 shares and Mr. Alok Sethi holds 20,000 shares in the Bank.

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

Name of Director	Mr. Sunil Satyapal Gulati
DIN	00016990
Age	64 years
Nationality	Indian
Date of first Appointment on Board	Appointed as an Additional Director (Non-Executive under Independent Category) with effect from March 12, 2026.
Qualification	B. Tech (IIT, Delhi); MBA (IIM, Ahmedabad)
Experience/Expertise & brief profile	<p>Mr. Sunil Gulati is the Chairman and Independent Director on the Boards of SBI Mutual Fund Trustee Company, Merisis Advisors and Arthan Finance and an Independent Director and Chair of Audit/ Risk/NRC Committees on the Boards of Fedbank Financial Services, Kauvery Hospitals, Perfios Account Aggregation Services, Tapstart Capital (part of Freo) and Access Equity (branded as Velocity), which are Fintech companies providing financing solutions.</p> <p>Till March 2024, he was the Chairman of Fincare Small Finance Bank which merged with AU Small Finance Bank. He completed two terms as an Independent Director at PNB MetLife Insurance in 2023. While at PNB MetLife, he was Chairman of the Audit Committee, NRC and With Profit Committees and a member of the Policyholders Protection Committee.</p> <p>Mr. Sunil Gulati is a Senior Advisor to Ambit Finvest and WEH Ventures, an AIF registered seed fund focused on funding early-stage companies.</p> <p>Mr. Sunil Gulati is a member of the Mutual Fund Advisory Committee constituted by SEBI and has chaired or been a member of various Working Groups set up by SEBI for the development and regulation of the Mutual Fund industry, including on MF Lite, Passive Fund development & regulations, Trustee Board responsibilities and Ease of Doing Business. He is a member of the Strategic Academic Advisory Board set up by the School of Rural Management, XIM University, Bhubaneswar.</p> <p>Mr. Sunil Gulati has 3 decades of global experience in the banking industry across investment banking, corporate finance, relationship management, risk management and corporate strategy. He was a key member of the management teams at RBL Bank Ltd, Yes Bank and ING Group at the stage of their rapid growth and transformation and establishment as mainstream players in the Indian Banking industry.</p> <p>Mr. Sunil Gulati worked as Chief Risk Officer (CRO) for RBL Bank (2010 -2016). Prior to this, he worked with Yes Bank (2006-2010) for 4 years, including as CRO for a short stint followed by the role of Group President responsible for all segments of Wholesale Banking. Prior to Yes Bank, Mr. Gulati headed GE Commercial Finance business (2004-2006) and ING Barings business in India and was part of the core team that helped ING acquire a controlling stake in Vysya Bank. He set up the Corporate & Investment banking business in ING Vysya and was also designated as Regional CEO for all their businesses in West India.</p> <p>Mr. Sunil Gulati's formative years in banking (1989-2001) were spent with Bank of America in India and Hong Kong across relationship management, corporate development, and investment banking.</p> <p>Mr. Sunil Gulati holds a B.Tech from the Indian Institute of Technology, Delhi (1982) in Electrical Engg/Computer Science and is a Gold Medalist from the Indian Institute of Management, Ahmedabad (1984).</p>
Nature of expertise in specific functional areas	3 decades of global experience in the banking industry across investment banking, corporate finance, relationship management, risk management and corporate strategy.
Justification for appointment (including remuneration) and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board of Directors of the Bank is of the opinion that Mr. Sunil Satyapal Gulati has 3 decades of global experience in the banking industry across investment banking, corporate finance, relationship management, risk management and corporate strategy, his association would be of immense benefit and value addition to the Bank, therefore, the Board recommends his appointment as an Independent Director, to the Members for their consideration and approval.

	In the opinion of the Board of Directors, Mr. Sunil Satyapal Gulati is independent of the management of the Bank and fulfils the conditions specified in the Companies Act, 2013, the rules made thereunder and SEBI Listing Regulations, for appointment as an Independent Director.			
Terms and Conditions of Appointment or re-appointment along with remuneration	Appointment as an Independent Director for a period of Five (5) consecutive years, with effect from March 12, 2026, not liable to retire by rotation.			
The last drawn remuneration	Remuneration in the form of Fixed Salary – NIL Sitting Fees: Rs. 75,000/- paid as Sitting Fees for attending the meeting of the Board during FY 2025-26.			
Shareholding in the Bank, including shareholding as a beneficial owner	Mr. Sunil Gulati holds 22,000 equity shares in the Bank as on March 31, 2026.			
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% [One (1) out of One (1)] meeting(s) of the Board, held during his tenure in the Financial Year 2025-26.			
Other Directorships, Trusteeships, Partnerships, etc. held in other companies, firms, trusts, entities, etc.	<ul style="list-style-type: none"> • Tapstart Capital Private Limited • SBI Mutual Fund Trustee Company Private Limited • Arthan Finance Private Limited • Merisis Advisors Private Limited • Perfios Account Aggregation Services Private Limited • Sri Kauvery Medical Care (India) Limited • Access Equity Private Limited • KMC Speciality Hospitals (India) Limited • Fedbank Financial Services Limited 			
Memberships / Chairmanship of Committees of the Board of other Boards	Sr. No.	Names of the companies	Names of the Board Committees, if any	Whether Member / Chairperson
	1	Fedbank Financial Services Limited	1) Audit Committee 2) Risk Management Committee 3) Nomination & Remuneration Committee 4) Committee of Directors (Operations)	1) Member 2) Chairperson 3) Chairperson 4) Member
	2	Sri Kauvery Medical Care (India) Limited	1) Audit Committee 2) Nomination & Remuneration Committee	1) Chairperson 2) Chairperson
	3	KMC Speciality Hospitals (India) Limited	1) Audit Committee 2) Nomination & Remuneration Committee 3) Risk Management Committee	1) Chairperson 2) Chairperson 3) Member
	4	SBI Mutual Fund Trustee Company Private Limited	1) Risk Management Committee	1) Chairperson
	5	Arthan Finance Private Limited	1) Human Resource Committee 2) Asset Quality Review and Settlement Committee 3) IT Strategy Committee	1) Chairperson 2) Chairperson 3) Member
	6	Perfios Account Aggregation Services Private Limited	1) Audit Committee 2) Nomination & Remuneration Committee	1) Member 2) Chairperson
	List of entities from which the concerned Director has resigned in past Three (3) years	<ul style="list-style-type: none"> • Celestia Money Private Limited • Revgro Capital Private Limited • Fincare Small Finance Bank Limited • Kinara Capital Private Limited • Adani Digital Services Private Limited • Samunnati Agri Value Chain Solutions Private Limited • Boson Systems Private Limited • Varthana Finance Private Limited • PNB Metlife India Insurance Company Limited • Alpha Alternatives MSAR LLP (Partner) 		

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

Name of Director	Mr. Alok Sethi
DIN	00277481
Age	64 years
Nationality	Indian
Date of first Appointment on Board	Appointed as an Additional Director (Non-Executive under Independent Category) with effect from March 12, 2026.
Qualification	Mr. Alok Sethi is Qualified Chartered Accountant.
Experience/Expertise & brief profile	<p>Mr. Alok Sethi is a senior global executive and board director with extensive experience across asset management operations, technology, governance, and large scale transformation. He served as Executive Vice President and Head of Global Operations and Technology at Franklin Templeton, where he led worldwide operations and technology for a global asset manager overseeing \$1.7 trillion in assets.</p> <p>Over a distinguished career spanning four decades, Mr. Sethi has led multi country operating model transformations, major M&A integrations, and large technology and outsourcing initiatives in highly regulated environments. He played a key role in integrating significant acquisitions and a pivotal role in setting up and overseeing Global Capability Centers (GCCs) in India and Poland.</p> <p>Mr. Alok Sethi has spent over 21 years with Franklin Templeton, with leadership roles across the United States, India, and Dubai, and currently serves as a Senior Advisor to the firm. He also serves and has served on multiple boards within the Franklin Templeton group across geographies and brings deep expertise in fund governance, risk oversight, operational resilience, and strategic transformation.</p> <p>He is a Chartered Accountant and holds a B.Com (Hons) from Delhi University.</p>
Nature of expertise in specific functional areas	Having extensive experience across asset management operations, technology, governance, and large scale transformation.
Justification for appointment (including remuneration) and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>The Board of Directors of the Bank is of the opinion that Mr. Alok Sethi being senior global executive and board director with extensive experience across asset management operations, technology, governance, and large scale transformation, his association would be of immense benefit and value addition to the Bank, therefore, the Board recommends his appointment as an Independent Director, to the Members for their consideration and approval.</p> <p>In the opinion of the Board of Directors, Mr. Alok Sethi is independent of the management of the Bank and fulfils the conditions specified in the Companies Act, 2013, the rules made thereunder and SEBI Listing Regulations, for appointment as an Independent Director.</p>
Terms and Conditions of Appointment or re-appointment along with remuneration	Appointment as an Independent Director for a period of Five (5) consecutive years, with effect from March 12, 2026, not liable to retire by rotation.
The last drawn remuneration	Remuneration in the form of Fixed Salary – NIL Sitting Fees: Rs. 75,000/- paid as Sitting Fees for attending the meeting of the Board during FY 2025-26.
Shareholding in the Bank, including shareholding as a beneficial owner	Mr. Alok Sethi holds 20,000 equity shares in the Bank as on March 31, 2026.
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% [One (1) out of One (1)] meeting(s) of the Board, held during his tenure in the Financial Year 2025-26.
Other Directorships, Trusteeships, Partnerships, etc. held in other companies, firms, trusts, entities, etc.	<ul style="list-style-type: none"> • Templeton Global Advisors Limited • Templeton Global Holdings Limited • Franklin Templeton Trustee Services Private Limited • Franklin Templeton Services (India) Private Limited • Franklin Templeton Investments Poland sp z.o.o

	<ul style="list-style-type: none"> • Franklin Templeton International Services (India) Private Limited • International Money Matters Private Limited • He was also appointed as an Additional Director (Under Professional Category) of Ramtirth Leasing and Finance Company Private Limited w.e.f. April 08, 2026
Memberships / Chairmanship of Committees of the Board of other Boards	Nil
List of entities from which the concerned Director has resigned in past Three (3) years	<ul style="list-style-type: none"> • Franklin Templeton Capital Holdings Private Limited • Templeton International Inc. • Templeton Worldwide, Inc.

Accordingly, the Members are requested to consider and approve the appointments of Mr. Sunil Satyapal Gulati (DIN: 00016990) and Mr. Alok Sethi (DIN: 00277481) as Independent Directors of the Bank for a period of Five (5) consecutive years, with effect from March 12, 2026 till March 11, 2031.

Save and except Mr. Sunil Satyapal Gulati (DIN: 00016990) and Mr. Alok Sethi (DIN: 00277481) and their relatives, none of the Director(s) and Key Managerial Personnel of the Bank or their relative(s) is/are concerned or interested in the said Resolution(s), except to the extent of their shareholding in the Bank.

The Board recommends the Resolution set out at Item Nos.1 & 2 of the Notice for your approval as a **Special 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: May 07, 2026

Place: Navi Mumbai