

UTKARSH SMALL FINANCE BANK LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF THE COMPANY IS SCHEDULED TO BE HELD ON SEPTEMBER 01, 2016, THURSDAY AT 11:00 A.M. AT THE REGISTERED OFFICE S-24/1-2, FIRST FLOOR, MAHAVIR NAGAR, ORDERLY BAZAR, NEAR MAHAVIR MANDIR, VARANASI-221002 TO TRANSACT THE FOLLOWING BUSINESS

ORDINARY BUSINESS:

1) **Increase in Authorized Capital of the Company**

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

"RESOLVED THAT subject to approval of Shareholders of the Company, RBI, Ministry of Corporate Affairs or other Regulatory approval(s), if any, Board approval be and is hereby given to increase the Authorized Share Capital of the Company from ₹5,00,000/- (Rupees Five lakh) to ₹100,00,00,000 (Rupees One Hundred Crore only) consisting of 10,00,00,000 (Ten Crore equity shares of ₹10/- (Rupees Ten each) by addition of 99,95,00,000 (Ninety Nine Crore ninety five lakh) comprising of 9,99,50,000 new equity shares of ₹10/- (Rupees Ten each) each ranking pari passu with the existing equity shares and Clause V of the Memorandum of Association be replaced with the following:

Clause V : The Share Capital of the Company is ₹100,00,00,000 (Rupees One Hundred Crore only) divided into 10,00,00,000 (Ten Crore equity shares of ₹10/- (Rupees Ten each)."

"RESOLVED FURTHER THAT Mr. Govind Singh, Director be and is hereby authorized to do necessary acts, deeds and things with regard to increase in authorized capital of the Company including but not limited to filing of various forms/e-forms with concerned Registrar of Companies, signing/digitally signing the forms/e-forms and other completing other regulatory requirements to give effect to this resolution."

SPECIAL BUSINESS

2. Amendment in the Article of Association

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

RESOLVED THAT subject to approval of shareholders of the Company, Board approval be and is hereby accorded to amend CLAUSE 156 of the Article of Association of the Company as follows:

"156- Composition of Board of Directors and Chairman:

Unless otherwise determined by a Special Resolution, the number of Directors shall not be less than three and more than Fifteen including the Nominee Director, if any, and the Board shall be comprising of one Managing Director & CEO, such number of Independent Director(s), Whole Time Director(s) and Nominee Director(s) nominated by Holding Company/ Investors/ debenture holder/ lender, as the Board of Directors may decide from time to time and the Chairman of the Board shall be elected by the Board of Directors in a duly convened Board Meeting."

"RESOLVED FURTHER THAT, Mr. Govind Singh, Managing Director of the company be and is hereby authorized to do necessary act in this regard."

NOTES:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE THE MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY AT LEAST 48 HOURS BEFORE THE TIME OF THE MEETING.

2. The Register of Members will not remain closed.

3. The explanatory statement relating to special business mentioned in the Notice as required pursuant to section 101(2) of the Companies Act, 2013 is annexed to the Notice

By Order of the Board
for Utkarsh Small Finance Bank Limited


Govind Singh
Director

Date: August 24, 2016
Place: Varanasi

Explanatory Statement pursuant to Section 102 (2) of the Companies Act, 2013

Item No. 1

On April 30, 2016, the Company was incorporated as a Public Limited Company with an Authorised Share Capital of Rs. 5 Lacs divided into 50,000 equity shares of Rs. 10 each. The present authorized capital of the Company is ₹5,00,000/- (Rupees Five lakh only) comprising of 50,000 equity shares of Rs. 10 each. As per the requirements of In-principle approval received from RBI the Company has to increase the Authorized Capital from ₹ 5,00,000 to ₹100,00,00,000 (Rupees hundred Crore only) of equity share of ₹10/- (Rupees Ten each) by addition of 99,95,00,00 new equity shares of ₹10/-- (Rupees Ten each). Once Nominal Capital is increased, the Company may issue further equity shares as and when considered necessary. It has been approved by the Board of Directors subject to approval by the members of the Company under Section 61 of the Companies Act, 2013.

Board of Directors in its meeting held on August 24, 2016 approved the proposal for increasing the authorised share capital and recommended to shareholder to give approval for increasing the authorised share capital.

Increase in Authorized Capital would necessitate amendment to the Clause V of the Memorandum of Association and would require member's approval by passing an Ordinary Resolution.

A copy of Memorandum & Articles of Association is open for inspection by members on any working day during 11.00 A.M. to 1.00 P.M. up to the date of ensuing extra-ordinary general meeting at the registered office of the Company.

The Board commends the resolution proposed at item no. 1 for your approval as an ordinary resolution.

Item No. 2

With respect to Change in Article of Association the following clause would be amended.

"156- Composition of Board of Directors and Chairman:

Unless otherwise determined by a Special Resolution, the number of Directors shall not be less than three and more than Fifteen including the Nominee Director, if any, and the Board shall be comprising of one Managing Director & CEO, such number of Independent Director(s), Whole Time Director(s) and Nominee Director(s) nominated by Holding Company/ Investors/ debenture holder/ lender, as the Board of Directors may decide from time to time and the Chairman of the Board shall be elected by the Board of Directors in a duly convened Board Meeting."



Board of Directors in its meeting held on August 24, 2016 approved the proposal for amendment in the AOA after amending the clause 156 and recommended to shareholder to give approval for the same.

The Directors recommend the Resolution for Member's approval as a Special Resolution

None of the Directors or key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

A copy of Articles of Association is open for inspection by members on any working day during 11.00 A.M. to 1.00 P.M. up to the date of ensuing extra-ordinary general meeting at the registered office of the Company.

The Board commends the resolution proposed at item no. 3 for your approval as special resolution

By Order of the Board
for Utkarsh Small Finance Bank Limited

Date: August 24, 2016
Place: Varanasi


Govind Singh
Director