

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 28, 2016, WEDNESDAY AT 5:00 P.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

SPECIAL BUSINESS:

1) Approval for offer and Issue of Equity Share on Private Placement Basis

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

“RESOLVED THAT pursuant to the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, all applicable rules, regulations and guidelines issued by the Reserve Bank of India under the Foreign Exchange Management Act, 1999 or any other authority, the Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded for offering, issuing and allotting up to 9,99,50,000 Equity Shares of face value of INR 10 (Indian Rupees Ten only) by way of private placement to Utkarsh Micro Finance Limited.”

“RESOLVED FURTHER THAT the Offer shall be made to the investor and in the manner recorded herein below:

Securities sought to be issued by the Company		9,99,50,000 Equity Shares of INR 10 each aggregating to INR 99,95,00,000/-		
Sl. No	Offeree of Equity Shares	Number of Equity Shares offered	Price per Equity Share	Investment Amount (INR) (rounded off figure)
1.	Utkarsh Micro Finance Ltd	9,99,50,000 Equity Shares	INR 10 each	99,95,00,000/-
Total		9,99,50,000 Equity Shares of INR 10 Each		99,95,00,000/-

“RESOLVED FURTHER THAT Utkarsh Micro Finance Limited as offeree is entitled to subscribe to the respective Equity Shares offered to them under the Offer.”

“RESOLVED FURTHER THAT Mr. Govind Singh, Director or Mr. Abhisheka Kumar, Chief Financial Officer or Mr. Anang Kr. Shandilya, Company Secretary be and are hereby authorised to make necessary filings with the statutory authorities, including but not limited to the Registrar of Companies and to take such necessary action as may be required for the purpose of the Offer and to submit all documents to the concerned authorities with respect to the same.”

"RESOLVED FURTHER THAT if necessary, the company's common seal be taken out of the registered office of the company beyond the city limits for execution of the aforesaid documents."

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



Anang Shandilya
Company Secretary

Date: September 27, 2016

Place: Delhi

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

Item No. 1

The present paid-up capital of the Company is ₹ 5,00,000/- (Rupees Five lakh) divided into 50,000 equity shares of ₹10 each. As per the requirements of In-principle approval received from RBI, the Company has to increase the paid up capital from ₹ 5,00,000 to ₹100,00,00,000 (Rupees One Hundred Crore only) by issue of ₹99,95,00,000 (Rupees Ninety Nine Crore ninety five lakh only) comprising of 9,99,50,000 new equity shares of ₹10/-- (Rupees ten) each.

The Company has received a letter from Utkarsh Micro Finance Limited, a shareholder of the company expressing its intention to invest INR 99.95 crores into the Company in the form of equity shares. As per the requirements of the provisions of Companies Act, 2013, and provisions of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, board authorization is required for making an offer to prospective shareholders under private placement basis followed by the shareholders' approval.

After investment of INR 99.95 crores, by UMFL, the Company will become the wholly owned subsidiary of Utkarsh Micro Finance Limited.

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.

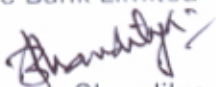
The Board commends the resolution proposed at item no. 1 for your approval as an ordinary resolution.

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.

Date: September 27, 2016

Place: Delhi

By Order of the Board
for Utkarsh Small Finance Bank Limited


Anang Shandilya
Company Secretary
Mem. No. FCS 6693