



NOTICE

SHORTER NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF UTKARSH SMALL FINANCE BANK LIMITED (THE "BANK") IS SCHEDULED TO BE HELD ON SATURDAY, DECEMBER 1, 2018 AT 5:00 P.M. AT REGISTERED OFFICE –S-24/1-2, FIRST FLOOR, MAHAVIR NAGAR, ORDERLY BAZAR, NEAR MAHAVIR MANDIR, VARANASI, TO INTER ALIA, CONSIDER AND TRANSACT FOLLOWING BUSINESS:

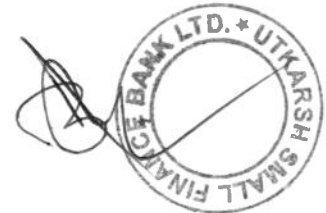
SPECIAL BUSINESS:

- 1. Approval for Increase in Authorized Share Capital of the Bank from ₹ 750 Crore to ₹1,000 Crore and consequential amendment in the Memorandum of Association of the Bank**

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

"RESOLVED THAT pursuant to the provisions of sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, as amended, read with the rules made thereunder, to the extent notified and in effect and subject to the approval of the Reserve Bank of India or other regulatory approval(s), if any, the consent of the members be and is hereby accorded to increase the Authorized Share Capital of the Bank, from existing ₹7,50,00,00,000/- (Indian Rupees Seven Hundred Fifty Crore only) divided into 75,00,00,000 (Seventy Five Crore) Equity Shares of ₹10/- (Indian Rupees Ten only) to ₹ 1,000,00,00,000/- (Indian Rupees One Thousand Crore only) divided into 100,00,00,000 (One Hundred Crore Only) Equity Shares of ₹ 10/- (Indian Rupees Ten only) each.

"RESOLVED FURTHER THAT, Mr. Govind Singh, MD & CEO or Mr. Anang Kumar Shandilya, Company Secretary be and are hereby severally authorized to do all such acts, deeds, things and matters which are necessary to give effect to the above resolution including but not restricted to filing of required forms with the Ministry of Corporate Affairs / Registrar of Companies."



The Members are further requested to consider alteration in the existing Memorandum of Association of the Bank to amend the existing Clause V of the Memorandum of Association of the Bank.

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, as amended, read with the rules made thereunder, to the extent notified in effect and subject to the approval of the Reserve Bank of India or other regulatory approval(s), if any, the consent of the members be and is hereby accorded, for substituting Clause V of the Memorandum of Association of the Company with the following clause:

V *"The Authorized Share Capital of the Company is ₹10,00,00,00,000 /- (Rupees One Thousand Crore only) divided into 1,00,00,00,000 (One Hundred Crore) Equity Shares of ₹ 10/- (Rupees Ten only) each."*

"RESOLVED FURTHER THAT, Mr. Govind Singh, MD & CEO or Mr. Anang Shandilya, Company Secretary be and are hereby severally authorized to do all such acts, deeds, things and matters which are necessary to give effect to the above resolution including but not restricted to filing of required forms with the Ministry of Corporate Affairs / Registrar of Companies."

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. Proxy 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 of Directors,
for Utkarsh Small Finance Bank Limited



Anang Shandilya
Anang Shandilya
Company Secretary

Date: 13.11.2018
Place: Mumbai

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Resolution at Item No. 1

The existing authorized capital of the company is ₹7,50,00,00,000/- (Indian Rupees Seven Hundred Fifty Crore only) divided into 75,00,00,000 (Seventy Five Crore) Equity Shares of ₹ 10/- (Indian Rupees Ten only) each and as against this capital, the Company has already issued and paid up Equity Shares amounting to ₹7,37,05,00,000/- (Indian Rupees Seven Hundred Thirty Seven Crore Five Lakhs only), divided into 73,70,50,000 (Seventy three crore Seventy lakh fifty Thousand Only) Equity Shares of ₹ 10/- (Indian Rupees Ten only) each.

In order to achieve the business that is projected in the business plan, the Bank requires an additional infusion of capital. The capital infusion plan is as per the approved business plan. The Capital would be required to facilitate the Growth potential of the Bank and also increase the net-worth that has been impacted by the collection issues faced by the Bank, post the Demonetization, in the Asset side of the business.

The Bank is planning to propose to infuse capital in the form of Equity share capital of the Bank. The current Authorised Share capital is required to be increased to accommodate the above capital infusion as the present Authorized Capital of the Company is not sufficient to cater to the foregoing requirement.

The Board of Directors in its meeting held on November 13, 2018 has therefore, proposed to increase the authorized share capital of the Company from ₹ 7,50,00,00,000/- (Indian Rupees Seven Hundred Fifty Crore only) divided into 75,00,00,000 (Seventy Five Crore) Equity Shares of ₹ 10/- (Indian Rupees Ten only) each to ₹10,00,00,00,000/- (One Thousand Crore) divided into 1,00,00,00,000 (One Hundred Crore) Equity Shares of ₹ 10/- (Indian Rupees Ten only) each by an addition of 25,00,00,000 Equity Share of ₹ 10/- (Indian Rupees Ten only).

None of the Directors, Key Managerial Personnel (KMP), relative of the directors were interested in the above resolution.

By Order of the Board of Directors,
for Utkarsh Small Finance Bank Limited



Anang Shandilya
Anang Shandilya
Company Secretary

Date: 13.11.2018
Place: Mumbai