



Utkarsh Small Finance Bank
Aapki Ummeed Ka Khaata

UTKARSH SMALL FINANCE BANK LIMITED
CIN: U65992UP2016PLC082804

S-24/1-2, First Floor, Mahavir Nagar, Orderly Bazar, Near Mahavir Mandir, Varanasi
Tel No +91-542-2500596 | Website: www.utkarsh.bank | Email : shareholders@utkarsh.bank

NOTICE

SHORTER NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF UTKARSH SMALL FINANCE BANK LIMITED ("USFBL" OR THE "BANK") IS SCHEDULED TO BE HELD ON SUNDAY JANUARY 12, 2020 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 BUSINESSES:

SPECIAL BUSINESS:

1. To consider and approve the terms of appointment of Mr. Govind Singh, MD & CEO, Utkarsh Small Finance Bank Limited (USFBL with respect to the remuneration, Perquisites & Annual Bonus) for the FY 2019-2020 & FY 2020-2021 and for grant of Performance bonus for FY 18 -19:

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

"RESOLVED THAT pursuant to Section 196, 117 and other applicable Sections/ related Rules thereto of the Companies Act 2013 and other applicable Acts/Rules, Regulations and Guidelines thereto, and subject to approval of the Reserve Bank of India and any other Government Authority, if required, approval of the shareholders of the Bank be and hereby accorded for the terms of appointment of Mr. Govind Singh, MD & CEO, Utkarsh Small Finance Bank Limited (USFBL with respect to the remuneration, Perquisites & Annual Bonus) i.e. a) Annual Increment of 30% in the Gross Salary for MD & CEO – USFBL for FY 2019-2020 and for FY 2020-2021. b) For grant of Performance Bonus of 35% on his Gross Salary for FY 2018-2019 prorated to the tenure of employment during the FY 2018 – 2019."

"RESOLVED FURTHER THAT Mr. Hitain Sharma, CHRO or Mr. Sachin Patange CCO be and are hereby authorized to do all other necessary acts in this regard to give effect to the above resolution."

2. To consider and approve USFBL (Utkarsh Small Finance Bank Limited) MD & CEO Employee Stock Option Plan 2020 ("Plan") and to consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62 (1)(b) of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules 2014, each as amended, and



all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company, any rules, guidelines and regulations issued by the Reserve Bank of India or any other regulatory or government authority and any other applicable laws for the time being in force and subject to such approvals, consents, permissions and sanctions, as may be required from Reserve Bank of India or any other regulatory or government authority, wherever required, and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "**Board**" which term shall be deemed to include the Nomination and Remuneration Committee (hereinafter referred to as the "**Committee**") constituted by the Board to exercise its powers conferred by this Resolution) consent of the Shareholders be and are hereby accorded to the Board to introduce and implement the **USFBL (Utkarsh Small Finance Bank Limited) MD & CEO Employee Stock Option Plan 2020 ("Plan")**, the salient features of which are furnished in the explanatory statement to the Notice."

"RESOLVED FURTHER THAT consent of the Shareholders be and are hereby accorded to the Board to create, grant, offer, issue and allot / transfer at any time, to or for the benefit of, MD & CEO under the Plan, such number of stock options (comprising options and/ or restricted stock units, as the case may be) (the "**Stock Options**") exercisable into not more than 2,00,18,918 equity shares of ₹ 10/- each (the "**Equity Shares**"), at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board or the Committee in accordance with the applicable provisions of the law/rules as may be prevailing at that time."

"RESOLVED FURTHER THAT in case the stock options under the Plan are settled by issuance of the Equity Shares of the Bank, the Equity Shares so issued and allotted by the Bank shall rank pari passu in all respect with existing Equity Shares of the Bank."

"RESOLVED FURTHER THAT the Board is authorised to formulate, evolve, decide upon and implement the Plan and determine the detailed terms and conditions of the aforementioned Plan including but not limited to the quantum of the Stock Options to be granted in each tranche, the exercise period, the vesting period, the vesting conditions, instances where such Stock Options shall lapse and to grant such number of Stock Options, to MD & CEO of the Bank, at par or at such other price, at such time and on such terms and conditions as set out in the Plan and as the Board may in its absolute discretion think fit, subject to applicable laws."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the Plan at any stage without requiring the Board to secure any further consent or approval of the Shareholders of the Bank to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in the Plan, as it may deem fit, from time to time, including pursuant to the effectiveness of the Scheme of Arrangement under Section 230 of the Companies Act 2013 between Utkarsh CoreInvest Limited and the Bank (filed with the National Company Law Tribunal, Allahabad Bench, on October 25, 2019) or any other Corporate Action (as defined in the Plan), or to suspend, withdraw or



revise the Plan from time to time in conformity with the provisions of the Companies Act, 2013 (including any rules or regulations made thereunder), the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended (*if applicable*) and other applicable laws unless such variation, amendment, modification or alteration is detrimental to the interest of the MD & CEO who has been granted Stock Options under the Plan.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things, as may, at its absolute discretion, deems necessary including authorising or directing the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, consultants or representatives, being incidental to the effective implementation and administration of Plan, as also to prefer applications to the appropriate authorities, parties and the institutions for their requisite approvals, if any, required by the Regulatory Authorities and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any powers conferred herein to the Committee, with the power to further delegate its duties and powers, in whole or in part, to the Trust to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary with respect to the Plan.”

3. To consider and approve grant of option up to 3% of the issued share capital (excluding outstanding warrants and conversions) of the Company in the year ending 31 December 2020 to MD & CEO under USFBL (Utkarsh Small Finance Bank Limited) MD & CEO Employee Stock Option Plan 2020 (“Plan”) and to consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 62 (1)(b) of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules 2014, each as amended, and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Bank, any rules, guidelines and regulations issued by the Reserve Bank of India or any other regulatory or governmental authority and any other applicable laws for the time being in force and subject to such approvals, consents, permissions and sanctions, as may be required from Reserve Bank of India or government authority wherever required, and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “**Board**” which term shall be deemed to include the Nomination and Remuneration Committee (hereinafter referred to as the “**Committee**”) constituted by the Board to exercise its powers conferred by this Resolution) consent of the Shareholders be and are hereby accorded to the Board to approve grant of options up to 3% of the issued share capital (excluding outstanding warrants and conversions) of the Bank in the year ending 31 December 2020 to MD & CEO under USFBL (Utkarsh Small Finance Bank Limited) MD & CEO Employee Stock Option Plan 2020 (“**Plan**”), the salient features of which are furnished in the explanatory statement to the Notice.”



"RESOLVED FURTHER THAT in case the stock options under the Plan are settled by issuance of the Equity Shares of the Bank, the Equity Shares so issued and allotted by the Company shall rank *pari passu* in all respect with existing shares of the Bank."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to the aforesaid proposal at any stage without requiring the Board to secure any further consent or approval of the Shareholders of the Bank to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to make any modifications, changes, variations, alterations or revisions with respect to the aforesaid proposal in conformity with the provisions of the Companies Act, 2013 (including any rules or regulations made thereunder), Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended (the "SEBI SBEB Regulations") (if applicable), and other applicable laws unless such variation, amendment, modification or alteration is detrimental to the interest of the MD & CEO who have been granted Stock Options under the Plan."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, as may, at its absolute discretion, deems necessary including authorising or directing the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, consultants or representatives, being incidental to the aforesaid proposal, as also to prefer applications to the appropriate authorities, parties and the institutions for their requisite approvals, if any, required by the Regulatory Authorities and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to the Committee with the power to further delegate its duties and powers, in whole or in part, to the Trust, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary with respect to the Plan."

Date: 10.01.2020
Place: Mumbai



By Order of the Board
for Utkarsh Small Finance Bank Limited.


Nutan Anand Rane
Company Secretary

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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 Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Meeting.
3. Relevant documents referred to in the Notice are open for inspection by the Members at the Registered Office of the Company on all working days, except on Saturdays, between 11.00 A.M. and 1.00 P.M. upto the date of the Meeting and also during the continuance of the Meeting.
4. Members are requested to inform their email-id and notify immediately any change in their address.
5. 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.
6. The route map of the venue of the Meeting is given in the Notice.

Date: 10.01.2020
Place: Mumbai



By Order of the Board
for Utkarsh Small Finance Bank Limited.


Nutan Anand Rane
Company Secretary



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EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Utkarsh Small Finance Bank Limited ("USFBL" or "Bank") was incorporated on April 30, 2016 and received banking license from RBI in the month of November 2016. Mr. Govind Singh was appointed as MD & CEO for USFBL since incorporation. The Bank started its banking operations on January 23, 2017. At the time of appointment of Mr. Govind Singh as MD & CEO, his Gross salary was Rs.1.20 crore excluding perquisites and statutory contributions. This gross salary was the same salary which Mr. Govind Singh was drawing at Utkarsh Micro Finance Limited (UMFL) before being appointed as MD & CEO of USFBL. There was no increment in the salary of MD & CEO - USFBL in FY 17-18. No annual bonus was also paid for this period. In the month of September 2018, Mr. Govind Singh was reappointed as MD & CEO of USFBL and an increment of 10 % was done to the gross salary. Thus the salary for MD & CEO was last revised to Rs.1.32 crore in September 2018 and thereafter there was no change in the same.

It is proposed to re-align the remuneration of MD & CEO - USFBL in line with Banking Industry benchmark. The current salary of Rs.1.32 crore is at the lower quartile of the salary ranges in the Banking Industry. To bring the salary at par with the remuneration of MD & CEOs of other Small Finance Banks and other private commercial banks it is proposed to revise the current fixed gross remuneration over a period of two financial years from Rs.1.32 crore to Rs.2.50 crore. Hence for FY 2019 - 2020, an annual increment of 30% of the gross salary is proposed. The proposed fixed gross remuneration including all perquisites but excluding variable compensation would be revised to Rs.1.92 crore per annum.

It is also proposed that considering the overall performance of the Bank for the FY 2018-2019, an Annual Bonus of 35% on the gross salary for FY 18-19 should also be given to MD & CEO. The annual bonus shall be prorated to the tenure of employment during the year FY 2018 - 2019.

Further for FY 2020 - 2021, an Annual Increment of 30 % is also proposed. The proposed fixed gross remuneration including all perquisites but excluding variable compensation would be revised to Rs.2.50 crore per annum. These increments over a period of two years will bring the gross salary for MD & CEO USFBL in line with current market salary range in the private banking industry.

The above proposal is in the interest of the Company and the Board recommends the resolution to be passed as ordinary resolution by the members.

The MD & CEO of the Company is interested in the resolution set out at Item No.1 of the Notice.

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Item No. 2

Equity based compensation is an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation scheme/plan. The Company believes in rewarding its employees including the directors of the Company for their continuous hard work, dedication and support, which has led the Bank on the growth path. The Company intends to implement the **USFBL (Utkarsh Small Finance Bank Limited) MD & CEO EMPLOYEE STOCK OPTION PLAN 2020 ("Plan")**, with a view to attract and retain key talents working with the Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

The Company seeks members' approval for introduction and implementation of the Plan and grant of options to MD & CEO as decided by the Board of directors of the Bank ("**Board**")/NRC from time to time.

The main features of **USFBL (Utkarsh Small Finance Bank Limited) MD & CEO EMPLOYEE ESOP 2020** are as under:

1. **Purpose of the plan** – The purpose of the Plan is to issue Stock Options of USFBL to the MD & CEO of USFBL.
2. **Share Pool** - The maximum number of shares that may be issued pursuant to Exercise of Options granted to participants under the plan shall not exceed 2,00,18,918 of face value of INR 10 each.
3. **Eligibility** – The eligibility to participate in the Plan is subject to such criteria as may be decided by the Board / NRC at its own discretion, in accordance with applicable law.
4. **Definition of Employee / Eligible Employee for the Plan** – Employee/Eligible Employee would mean the MD & CEO of the USFBL, subject to applicable law.
5. **Appraisal process for determining the eligibility of employees under ESOP** – The eligible employee for the purposes of the Plan has been identified in the Plan, in this case being the MD & CEO of USFBL.
6. **Vesting** – 50 % of the options shall vest on the first anniversary from Grant Date and the balance 50 % of the Options shall vest on the second anniversary of the Grant Date.
7. **Accelerated Vesting** – The options granted shall be vested in an accelerated manner in case of –
 - a. Death of the participant
 - b. Permanent disability of the participant
 - c. In the event of sale of all shares or majority of shares of the company or merger of the company before the vesting period.
8. **Exercise Period** – The exercise period shall be 48 months from date of vesting.
9. **Exercise Price** – The exercise price shall be INR 14.02 per option.
10. **Quantum of Shares to be granted** – During any one year, no employee shall be granted options equal to or exceeding 1 % of the issued share capital of USFBL, unless approved by the shareholders of USFBL by way of a special resolution in a General meeting. The NRC may recommend to increase this limit to 3 % to the board to be approved by the shareholders of USFBL.
11. **Exercise price or pricing formula** - The Exercise Price shall be the fair market value per option or any other price as may be decided by the Board.
12. **Route of Scheme implementation** - The ESOP shall be implemented and administered by Nomination & Remuneration Committee.
13. **Source of Shares** - The ESOP contemplates new Issue of Shares by the Bank.
14. **Accounting and Disclosure Policies** - The Bank shall follow the 'Guidance Note on



Accounting for Employee Share-based Payments¹ and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

15. Method of Valuation: The Bank shall use the Fair Value method for valuation of the options granted.

Detailed clauses on the same in accordance with applicable law have been outlined in the Plan.

The above proposal is in the interest of the Bank and the Directors recommend the resolution to be passed as special resolution by the Shareholders.

Mr. Govind Singh, MD & CEO of the Bank is interested in the resolution set out at Item No.2 of the Notice.

Item No. 3

Utkarsh Coreinvest Limited ("**Holding Company**") had entered into Shareholders Agreement ("**SHA**") dated September 27, 2016. As per clause 4.09 of the SHA, titled "Issue to Sponsors" and the Article 13 of the Articles of Association of the Holding Company, anytime within three (3) years from the date of commencement of business by the SFB Entity, the Company (or the SFB Entity, as may be applicable) shall be permitted to issue and allot up to three percent (3%) of the paid up share capital of the Company on a Fully Diluted Basis as on the Effective Date, to Mr. Govind Singh by way of issue of sweat equity/Equity Shares/Share Equivalents/other securities or in such other mode or manner as may be permitted under Applicable Law ("**Permitted Sponsor Issuance**").

Further, the revised SHA was executed on January 15, 2018 between the Company and its Shareholders. As per the clause 4.09 of the SHA, anytime within three (3) years from the date of commencement of business by the SFB Entity, the Company (or the SFB Entity, as may be applicable) shall be permitted to issue and allot up to three percent (3%) of the paid up share capital of the Company on a Fully Diluted Basis as on the Effective Date, to Mr. Govind Singh or the Trust, by way of issue of Equity Shares/Share Equivalents/other securities in such mode or manner as may be permitted under Applicable Law ("**Permitted Sponsor Issuance**").

The Bank vide its letter dated May 19, 2019 approached RBI seeking its guidance for Issue of Equity Shares or share equivalents to Shri Govind Singh or the Trust within the limit of 3% of the paid up share capital of the Promoter Company, for either of the following options:

- i) Issue of equity shares (fully paid up / partly paid up) / share equivalents / other securities of the SFB to Mr. Govind Singh.
- ii) Issue of equity shares (fully paid up / partly paid up) / share equivalents / other securities of the promoter company to the RAG Family Trust.

The Bank had vide letter dated September 23, 2019 from DBR RBI CO advised that they do not have any objection to the issuance of equity shares (fully paid up/ partly paid up)/ share equivalents/ other securities to Mr. Govind Singh or the Trust, subject to the following:

- such issuance not attracting the disqualification criteria of Section 10B(4) of the Banking Regulation Act, 1949.



- if the allotment is done to Mr. Govind Singh at such a price that there is taxable perquisite value, that would be treated as remuneration and would require RBI prior approval.

Accordingly, it is proposed to issue upto 3% of the issued share capital to Mr. Govind Singh. It is therefore, proposed to **approve grant of option upto 3% of the issued share capital (excluding outstanding warrants and conversions) of the Company in the year ending 31 December 2020 to MD & CEO under USFBL (Utkarsh Small Finance Bank Limited) MD & CEO Employee Stock Option Plan 2020**

Mr. Govind Singh, MD & CEO of the Company is interested in the resolution set out at Item No.3 of the Notice.



By Order of the Board
for Utkarsh Small Finance Bank Limited.


Nutan Anand Rane
Company Secretary

Date: 10.01.2020
Place: Mumbai



Utkarsh Small Finance Bank

Aapki Ummeed Ka Khaata

UTKARSH SMALL FINANCE BANK LIMITED

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PROXY FORM

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration Rules, 2014)

Name of the shareholder(s)	
Registered address	
E-mail ID	
Folio No. /DP ID & Client ID	

I/We, being the shareholder(s) of shares of Utkarsh Small Finance Bank Limited, hereby appoint:

Name :	Address:
Email ID:	Signature Or failing him/her

Name :	Address:
Email ID:	Signature Or failing him/her

Name :	Address:
Email ID:	Signature

as my / our proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Members of the Bank being held on Sunday January 12, 2020 at 5.00 pm at First Floor, S-24/1-2, Mahavir Nagar, Orderly Bazaar, Varanasi – 221002 and at

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any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Sr No	Resolutions	Optional	
		For	Against
SPECIAL BUSINESS			
1	To consider and approve the terms of appointment of Mr. Govind Singh, MD & CEO, Utkarsh Small Finance Bank Limited (USFBL with respect to the remuneration, Perquisites & Annual Bonus) for the FY 2019-2020 & FY 2020-2021 and for grant of Performance bonus for FY 18 -19		
2	To consider and approve USFBL (Utkarsh Small Finance Bank Limited) MD&CEO Employee Stock Option Plan 2020 ("Plan") and to consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution.		
3	To consider and approve grant of option upto 3% of the issued share capital (excluding outstanding warrants and conversions) of the Company in the year ending 31 December 2020 to MD&CEO under USFBL (Utkarsh Small Finance Bank Limited) MD&CEO Employee Stock Option Plan 2020 ("Plan") and to consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution.		

Affix One
Rupee
Revenue
Stamp

Signed this _____ day of _____ 2020

Signature of
Shareholder _____

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

1. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Bank, not later than 48 hours before the commencement of the meeting.
2. Please put a (P) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.





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UTKARSH SMALL FINANCE BANK LIMITED
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ATTENDANCE SLIP

Regd. Folio / DP ID & Client ID	
Name and Address of the Member	
Name(s) of the Joint Holder(s)	
No. of Share(s)	
Name of Proxy Holder	

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Members of the Bank being held on Sunday January 12, 2020 at 5.00 pm at First Floor, S-24/1-2, Mahavir Nagar, Orderly Bazaar, Varanasi – 221 002.

Signature of the attending Member/Proxy

Note:

1. A shareholder/ Proxy holder wishing to attend the meeting must bring the attendance slip
2. A Shareholder /Proxy holder desiring to attend the meeting must bring the annual report for the reference of the meeting.



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ROUTE MAP OF THE AGM VENUE:

