



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE SECOND ANNUAL GENERAL MEETING (AGM) OF MEMBERS OF UTKARSH SMALL FINANCE BANK WILL BE HELD ON JUNE 26, 2018, AT 4:00 PM AT THE REGISTERED OFFICE OF THE BANK, S-24/1-2, FIRST FLOOR, MAHAVIR NAGAR, ORDERLY BAZAR, NEAR MAHAVIR MANDIR, VARANASI-221 002 UTTAR PRADESH, INDIA TO TRANSACT THE FOLLOWING BUSINESS(ES):**

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet of the Bank as at March 31, 2018 and the Statement of Profit and Loss for the year ended on that date together with the reports of the Directors' and Auditors' thereon.
2. To ratify the appointment of M/s. B S R & Associates LLP, Chartered Accountants, having Registration No. 116231W, allotted by The Institute of Chartered Accountants of India (ICAI), as Statutory Auditor of the Bank for one year 2018-19 i.e. from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting.
3. To appoint a director in place of Ms. Anita Ramachandran, who retires by rotation and being eligible, offers herself for re-appointment.

### **SPECIAL BUSINESS**

#### **4. Appointment of Mr. Arup Kumar as a Nominee Director of the Bank**

**To consider and if thought fit, to pass with or without modification, the following resolution as Special resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Article 156 of the Articles of Association of the Bank and in terms of the provisions of Banking Regulation Act, 1949 and the Guidelines issued by Reserve Bank of India and subject to applicable regulatory approval(s), if any, members be and hereby accords their approval for appointment of Mr. Arup Kumar (DIN - 07682113) as a Non-Executive Nominee Director of the Bank."

**"RESOLVED FURTHER THAT** the Board of directors of the bank be and is hereby authorized to do all such acts deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution."



**Registered & Corporate Office:**

**“RESOLVED FURTHER THAT** Mr. Tantra Narayan Thakur, Independent Director or Mr. Anang Shandilya, Company Secretary be and is hereby authorized to do the needful in this regard.”

**5. Appointment of Mr. Govind Singh as a Nominee Director of the Bank**

**To consider and if thought fit, to pass with or without modification, the following resolution as Special resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Article 156 of the Articles of Association of the Bank and in terms of the provisions of Banking Regulation Act, 1949 and the Guidelines issued by Reserve Bank of India and subject to applicable regulatory approval(s), if any, members be and hereby accords their approval for appointment of Mr. Govind Singh having Director Identification No 0247880, as a Non - Executive Director of the Bank.”

**“RESOLVED FURTHER THAT** the Board of directors of the bank be and is hereby authorized to do all such acts deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution.”

**“RESOLVED FURTHER THAT** Mr. Tantra Narayan Thakur, Independent Director or Mr. Anang Shandilya, Company Secretary be and is hereby authorized to do the needful in this regard.”

**6. Approval for borrowing powers as per section 180 (1) (c) of the Companies Act, 2013**

**To consider and if thought fit, to pass with or without modification, the following resolution as special resolution**

**“RESOLVED THAT** the as per the requirements of Section 180(1)(c) of the Companies Act, 2013, subject to necessary regulatory approval(s), if any, members be and hereby accord their approval for taking over loan to borrow any sum or sums of moneys from time to time notwithstanding that the money or moneys to be borrowed, together with the moneys already borrowed by the Bank, may exceed aggregate of its paid-up capital and free reserves, apart from temporary loans obtained from the Bank’s bankers in the ordinary course of business, provided however, the total amount so borrowed shall not exceed Rs.3,000 crores (Rupees Three Thousand Crore only).”



**“RESOLVED FURTHER THAT** Mr. Tantra Narayan Thakur, Independent Director or Mr. Ashwani Kumar, Dy. Chief Financial Officer or Mr. Anang Shandilya, Company Secretary be and are hereby severally authorized to file necessary forms with the concerned Registrar of Companies and to do or cause to do such other acts, deeds things and execute all such documents, undertaking as may be considered necessary in connection with or incidental to the above.”

By order of the Board of Directors

For **Utkarsh Small Finance Bank Limited**

**Place: Varanasi**  
**Date: June 2, 2018**

  
**Anang Shandilya**  
**Company Secretary**



**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE BANK. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE VALID AND EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE BANK NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of the Notice.
3. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013 and also the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Meeting.
4. Relevant documents referred to in the Notice are open for inspection by the Members at the Registered Office of the Bank 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.
5. Register of Members and Debenture Holders shall remain closed from to (both days inclusive) as per requirements of Section 91 of the Companies Act, 2013.
6. Members are requested to inform their email-id and notify immediately any change in their address.

