



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 - 221002

Tel No +91-542-2500596 | Website: www.utkarsh.bank | Email:
shareholders@utkarsh.bank

NOTICE

SHORTER NOTICE IS HEREBY GIVEN THAT THE TENTH (10TH) EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF UTKARSH SMALL FINANCE BANK LIMITED ("USFBL" OR THE "BANK") IS SCHEDULED TO BE HELD ON FRIDAY, MAY 01, 2020 AT 11.00 A.M. THROUGH VIDEO CONFRENCING (VC MEETING ID 175 406 619) (IN TERMS OF MINISTRY OF CORPORATE AFFAIRS GENERAL CIRCULAR NO.14/2020 F.NO.2/1/2020-CL-V DATED APRIL 08, 2020) TO BE INITIATED FROM 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:

APPROVAL FOR INCREASE AND RE-CLASSIFICATION IN THE AUTHORISED SHARE CAPITAL OF THE BANK AND CONSEQUENT AMENDMENT TO CLAUSE V OF THE MEMORANDUM OF ASSOCIATION:

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 the provisions of Section 61(1)(a) of the Companies Act, 2013 ("**Companies Act**") (including any statutory modifications or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, subject to the approval of the Reserve Bank of India under Section 49(C) of the Banking Regulation Act, 1949, the consent of the shareholders of the Utkarsh Small Finance Bank Limited ("**Company**"/"**Bank**") be and is hereby accorded, to increase the existing authorized share capital of the Company from Rs.10,000,000,000/- (Rupees One Thousand Crores only) divided into 1,000,000,000 (One Hundred Crores only) equity shares of Rs.10/- (Rupees Ten only) each to Rs.15,000,000,000/- (Rupees Fifteen Hundred Crores only) which shall be re-classified and divided into: (a) an authorized equity share capital of Rs.13,000,000,000/- (Rupees One Thousand Three Hundred Crores only) comprising of 1,300,000,000 (One Hundred Thirty Crores only) equity shares of Rs.10/- (Rupees Ten only) each; and (b) an authorized preference share capital of Rs.2,000,000,000/- (Rupees Two Hundred Crores only) comprising of 200,000,000

(Twenty Crores only) preference shares of Rs.10/- (Rupees Ten only) each, by the creation of an additional 300,000,000 (Thirty Crores only) authorised equity shares of ₹10/- (Rupees Ten only) and 200,000,000 (Twenty Crores only) authorised preference shares of ₹10/- (Rupees Ten only).

RESOLVED FURTHER THAT, pursuant to Section 13 and Section 61 and other applicable provisions of the Companies Act, the consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Reserve Bank of India under Section 49(C) of the Banking Regulation Act, 1949, for substituting Clause V of the memorandum of association of the Company with the following clause-

"The authorised share capital of the Company is Rs.15,000,000,000/- (Rupees Fifteen Hundred Crores) divided into (a) an authorised equity share capital of Rs.13,000,000,000/- (Rupees One Thousand Three Hundred Crores only) comprising of 1,300,000,000 (One Hundred and Thirty Crores only) equity shares of Rs.10/- (Rupees Ten only) each; and (b) an authorised preference share capital of Rs.2,000,000,000/- (Rupees One Hundred Crores only) comprising of 200,000,000 (Twenty Crores only) preference shares of Rs.10/- (Rupees Ten only) each, with the power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into different classes and to attach thereto respectively such preferential or special rights or privileges or conditions as may be determined by or in accordance with the regulations of the Companies Act, 2013."

RESOLVED FURTHER THAT the Managing Director & CEO and the Chief Financial Officer and the Chief Compliance Officer and the Company Secretary, be and are hereby severally authorized and empowered to do all such acts, deeds, matters and things and to execute such documents as may be necessary, proper or expedient, including filing of necessary forms/documents with the Reserve Bank of India and/or with the Registrar of Companies (including Form SH-7 and Form MGT-14), for the purpose of giving effect to this resolution and for matters connected therewith or ancillary or incidental thereto.

RESOLVED FURTHER THAT the Managing Director & CEO and the Chief Financial Officer and the Chief Compliance Officer and the Company Secretary be and are hereby severally authorized to furnish certified true copies of the aforesaid resolutions and issue the same to all concerned parties or regulatory authorities."

By Order of the Board
for Utkarsh Small Finance Bank Limited



Nutan Anand Rane
Company Secretary

Date: 29.04.2020

Place: Mumbai

NOTES:-

- This Extra Ordinary General Meeting is being convened by Video Conferencing in furtherance of compliance MCA General Circular No.14/2020 F.NO.2/1/2020-CL-V dated April 08, 2020 to transact the first business of the urgent nature. The meeting will be convened over Bluejeans Video Conferencing (VC) platform vide Meeting ID 175 406 619.
- To join the meeting, the members are requested to visit <https://www.bluejeans.com/> and click on "Join Meeting". Thereafter, enter the meeting ID as mentioned in S.No.1 above, enter your name and click "Enter Meeting". No need to give any passcode to join the meeting.
- In case any member faces any difficulty in joining the meeting, please reach out to Ms. Nutan Anand Rane at nutan.rane@utkarsh.bank or at her contact no.+91 9167730880.
- Please note that the proceedings at the meeting held through VC will be recorded for future record and audit purposes and also for disclosure of the same on the website of the Bank.
- Please note that currently there are limited numbers of members (7) in the Bank and the VC facility allows two-way communication for the ease and convenience of the participants and hence the participants are allowed to pose questions concurrently, if any.
- The facility for joining the meeting will be open from 15 minutes before the time scheduled to start the meeting, i.e. from 10.45 A.M and will remain open till the entire duration of the meeting.
- Attendance of members through VC shall be counted for the purpose of reckoning the quorum under section 103 of the Act as provided in the MCA General Circular No.14/2020 dated April 8, 2020. However, the Bank reserves the right to secure printed attendance slip authenticated from the members participating in person. Those members who will be attending the said meeting from the registered and corporate office of the Bank are requested to maintain social distance while attending the meeting in person.
- The meeting will also be attended by at least one of the independent directors of the Bank and representative of the Statutory Auditor of the Bank. The Independent Director/s and the Statutory Auditor will also be using the same meeting id and follow the same process for attending the meeting over VC as the members are required to observe and detailed in S.No.2 above.
- In terms of the MCA General Circular No.14/2020 dated April 08, 2020, facility for appointment of proxies will not be available for the meeting.

However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of participation and voting in the meeting over the VC.

- 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.
- The decision in the meeting will be carried out by voting by show of hands unless a demand for poll is made in accordance with section 109 of the Act, in which case, the voting shall be conducted through the e-voting system.
- Due to lock-down situations, the notice of this meeting shall be served over email.
- 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.
- The route map of the venue of the Meeting is given in the Notice.

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for Utkarsh Small Finance Bank Limited



Nutan Anand Rane
Company Secretary

Date: 29.04.2020
Place: Mumbai



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**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT,
2013**

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. The Bank started its banking operations on January 23, 2017.

The current authorised capital of the Bank is Rs.1000 crore and the paid-up capital as on March 31, 2020 is Rs.759.27 crore (unaudited and provisional). In line with RBI guidelines on licensing of SFBs, the Bank has to meet mandatory requirement of listing within three years of reaching the networth of Rs.500 crore, the timeline for which is June 18, 2021.

There is a requirement of additional funds for expanding the current business of the Company and it has become necessary for the Company to raise additional capital by issue of shares of the Company prior to the Company's initial public offer, which in turn warrants the Company to increase and reclassify its authorised share capital for facilitating, inter alia, the proposed issuance of preference shares of the Company.

Thus, in order to enable the Bank to raise funds, it is proposed to increase and reclassification of the authorized share capital of the Bank from existing Rs.1000 crore to Rs.1500 crore comprising of Rs.1300 crore authorized equity share capital and Rs.200 crore authorized preference share capital. Pursuant to the aforesaid increase in the authorised share capital of the Company, Clause V of the memorandum of association of the Company will be altered to reflect the revised authorised share capital of the Company.

The Board therefore submits the enclosed resolutions for your consideration and recommends that these resolutions be passed as an ordinary resolution.

The above proposal is in the interest of the Bank and has been approved by the Board in its meeting held at shorter notice over Video Conferencing on April 29, 2020.

No Director, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution specified in the Notice.

Accordingly, your Directors recommend the Resolution for approval of increase and re-classification of the authorized share capital and the consequent amendment of the Memorandum of Association of the Bank.

By Order of the Board
for Utkarsh Small Finance Bank Limited



Nutan Anand Rane
Company Secretary

Date: 29.04.2020
Place: Mumbai



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Nutan Anand Rane
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Date: 29.04.2020
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