



Utkarsh Small Finance Bank

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 FEBRUARY 21, 2018, AT 4:00 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:

Approval for Increase in Authorized Share Capital of the Bank from ₹ 450 Crore to ₹ 750 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 INR 4,50,00,00,000/- (Indian Rupees Four Hundred Fifty Crore only) divided into 45,00,00,000 (Forty Five Crore) Equity Shares of INR 10/- (Indian Rupees Ten only) to INR 7,50,00,00,000/- (Indian Rupees Seven Hundred Fifty Crore only) divided into 75,00,00,000 (Seventy-Five Crore Only) Equity Shares of INR 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.



Registered & Corporate Office:

Utkarsh Small Finance Bank Ltd., S-24/1-2, First Floor, Mahavir Nagar, Orderly Bazaar, Varanasi - 221002, Uttar Pradesh
CIN: U65992UP2016PLC082804 | Tel.: +91-542-2500596 | Website: www.utkarsh.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 ₹ 750,00,00,000/- (Rupees Seven Hundred Fifty Crore only) divided into 75,00,00,000 (Seventy-Five 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
for Utkarsh Small Finance Bank Limited.



Anang Shandilya
Company Secretary

Date: 20.02.2018
Place: New Delhi

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Resolution at Item No. 1

The existing authorized capital of the Bank is INR 4,50,00,00,000/- (Indian Rupees Four Hundred Fifty Crore only) divided into 45,00,00,000 (Forty Five Crore) Equity Shares of INR 10/-(Indian Rupees Ten only) each, and as against this capital, the Bank has already issued and paid up Equity Shares amounting to INR 4,20,05,00,000/- (Indian Rupees Four Hundred Twenty Crore Five Lakhs only), divided into 42,00,50,000 (Forty Two Crore Fifty Thousand Only) Equity Shares of INR 10/- (Indian Rupees Ten only) each. As the Bank has started its operations recently for scaling up the operations and business, there is a need to have strong equity base. The Board has approved a Right Issue proposal for infusion of equity subject to increase in capital and certain regulatory approvals.

The present Authorized Capital of the Bank is not sufficient to cater to the foregoing requirement. It is proposed to increase the authorized share capital of the Bank from INR 4,50,00,00,000/- (Indian Rupees Four Hundred Fifty Crore only) divided into 45,00,00,000 (Forty Five Crore) Equity Shares of INR 10/-(Indian Rupees Ten only) each to INR 7,50,00,00,000/- (Indian Seven Hundred Fifty Core only) divided into 75,00,00,000 (Seventy Five Crore Only) Equity Shares of INR 10/- (Indian Rupees Ten only) each by an addition of 30,00,00,000 Equity Share of INR 10/-(Indian Rupees Ten only). r

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

For Utkarsh Small Finance Bank Limited


Anang Shandilya
Company Secretary



Date : 20.02.2018

Place : New Delhi