

Compliance Certificate
[Pursuant to Regulation 13 of the Securities
Exchange Board of India (Share Based Employee
Benefits and Sweat Equity) Regulations, 2021]

To,

The Members of,

Utkarsh Small Finance Bank Limited,
Utkarsh Tower, NH - 31 (Airport Road),
Sehmalpur, Kazi Sarai, Harhua, Varanasi,
Uttar Pradesh, PIN – 221105

We, BNP & Associates, Company Secretaries in Practice, were appointed as the Secretarial Auditors of Utkarsh Small Finance Bank Limited (hereinafter referred to as 'the Bank'), having CIN U65992UP2016PLC082804 having its registered office at Utkarsh Tower, NH - 31 (Airport Road), Sehmalpur, Kazi Sarai, Harhua, Varanasi, Uttar Pradesh, PIN – 221105, vide a resolution passed by the Board of Directors of the Bank at its meeting held on March 21, 2023, for the financial year ended March 31, 2024.

The Management of the Bank has requested us to issue the required certificate with respect to the Utkarsh Small Finance Bank Limited ("USFBL") – Employee Stock Option 2020 – Scheme 1 ("Scheme") (hereinafter referred to as the 'Scheme'). This Certificate of compliance, for the year ended March 31, 2024, is issued under Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations").

Management Responsibility:

It is the responsibility of the Management of the Bank to implement the Scheme including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Verification:

The Bank has the following Utkarsh Small Finance Bank Limited (USFBL) – Employee Stock Option 2020 – Scheme 1 ("Scheme") which is in operation viz:

USFBL Employee Stock Option 2020- Scheme 1 which is a part of USFBL Employee Stock Option Plan 2020 of the Company, as noted above, have been approved by the Shareholders of the Company by way of a Special Resolution at their General Meeting held on December 28, 2020 and the same was amended on July 19, 2022 to ensure

compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The approval granted by the Shareholders through Special resolutions dated December 28, 2020 and July 19, 2022 and the USFBL Employee Stock Option 2020-scheme 1 which is a part of USFBL Employee Stock Option Plan 2020 of the Company are in strict compliance with the applicable provisions of the Companies Act, 2013, the Rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

Further as on Board Meeting dated September 23, 2023 Utkarsh Small Finance Bank Limited (USFBL) - USFBL MD & CEO Employee Stock Option Plan 2020 ("MD & CEO ESOP plan") was cancelled and withdrawn by the Board based on the recommendation of Nomination and Remuneration Committee and in accordance with powers vested under the USFBL MD & CEO Employee Stock Option Plan 2020, the provisions of the Memorandum and Articles of Association of the Company and the applicable guidelines and clarifications issued by any statutory / regulatory and that no options were granted or vested till date and the consent received from the MD & CEO.

For the purpose of verifying compliance of the Regulations, we have examined the following:

1. Scheme received from/ furnished by the Bank;
2. Articles of Association of the Bank;
3. Resolutions passed at the meeting of the Board of Directors;
4. Shareholders' Resolution passed at the General Meeting by the members and Postal ballot for approving/ratification of the scheme respectively;
5. Detailed terms and conditions of the scheme as approved by Nomination and Remuneration Committee;
6. Stakeholders' Relationship Committee's resolutions for allotment of equity shares during the Financial Year 2023-24;
7. Valuation Report;
8. Certificate of Compliance from PCS under Regulation 10(b) of the Regulations;
9. Bank Statements towards Application money received under the Scheme during Financial Year 2023-24;
10. Disclosures by the Board of Directors in their Report;
11. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder, as applicable;
12. Other relevant documents/ filings/ records/ information as sought and made available to

us for issuing this Certificate.

Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Bank and its officers, we certify that the Bank has implemented the aforesaid Scheme in accordance with the applicable provisions of the Regulations and the Shareholders Resolutions.

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Bank.
2. Our responsibility is to give a certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Bank nor of the efficiency or effectiveness with which the management has conducted the affairs of the Bank.
4. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

For BNP & Associates
Company Secretaries
[Firm Regn. No. P2014MH037400]
[PR No.: - 637/2019]

Avinash Bagul
Partner

FCS No.: - F5578
COP No.: -19862

UDIN: F005.578F00025

Place: Mumbai

Date: April 26, 2024