



Utkarsh Small Finance Bank
Aapki Ummeed Ka Khaata

UTKARSH SMALL FINANCE BANK LIMITED

CIN: U65992UP2016PLC082804

Registered Office: S-24/1-2, First Floor, Mahavir Nagar, Orderly Bazar, Varanasi – 221002, Uttar Pradesh

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FIFTH (5TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF UTKARSH SMALL FINANCE BANK LIMITED (“USFBL” OR THE “BANK”) WILL BE HELD ON FRIDAY, JULY 30, 2021, AT 1.00 PM THROUGH VIDEO CONFRENCING (VC) / OTHER AUDIO-VISUAL MEANS (“OAVM”) (BLUEJEANS VC ID: 151432793/2948) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1. Adoption of the Audited Financial Statements of the Bank for the Financial Year ended on March 31, 2021, and the Reports of the Board of Directors and the Auditors’ thereon.**

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

“RESOLVED THAT the Audited Financial Statements of the Bank for the financial year ended March 31, 2021, and the Reports of the Board of Directors and the Auditors thereon as circulated, be and are hereby received, considered and adopted.”

- 2. To re-appoint Ms. Anita Ramachandran (DIN 0118188), who retires by rotation and being eligible, has offered herself for re-appointment.**

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, Ms. Anita Ramachandran (DIN: 0118188), who retires by rotation at this Meeting, be and is hereby reappointed as Director (Non-Executive, Non-Independent) of the Bank who shall be liable to retire by rotation.”

- 3. To re-appoint M/s Haribhakti & Co. LLP, Chartered Accountants, having Firm Registration Number 103523W / W100048 as Statutory Auditor and fixing their remuneration.**

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

“RESOLVED THAT pursuant to the provisions of Section 139, 141 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, and the applicable provisions of the Banking Regulation Act, 1949 (including any statutory amendment(s), modification(s), variation or re-enactment thereof, for the time being in force), and the rules, guidelines and circulars issued by the Reserve Bank of India (“RBI”), from time to time and on the basis of approval of Board of Directors, the consent of the Members of the Bank be and is hereby accorded, to re-appoint M/s Haribhakti & Co. LLP, Chartered Accountants, having Firm Registration Number 103523W / W100048 issued by the Institute of Chartered Accountants of India, as the Statutory Auditors of the Bank for the financial year 2021-22, being their third year as Statutory Auditors of the Bank, as approved by RBI vide their letter dated June 21, 2021, on such terms and conditions, including remuneration, as approved by the Board of Directors or any committee thereof in line with applicable RBI guidelines, plus applicable taxes, and reimbursement of all out of pocket expenses in connection with the audit of accounts of the Bank.”



SPECIAL BUSINESS:

4. **To Re-Appoint Mr. Govind Singh as the Managing Director & Chief Executive Officer of the Bank for further period of 3 (three) years with effect from September 21, 2021 to September 20, 2024.**

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Section 10B(1A)(ii) and Section 35B of the Banking Regulation Act, 1949 and the rules, guidelines, circulars and notifications issued by the Reserve Bank of India (the “RBI”), from time to time, the provisions of the Articles of Association of the Bank and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Bank and and pursuant to the letter from Department of Regulation, Reserve Bank of India (“RBI”), Central Office bearing Ref. DoR.GOV. No. 62359 /29.44.010/2021-22 dated June 29, 2021, the consent of the members of the Bank be and is hereby accorded for the re-appointment of Mr. Govind Singh (DIN-02470880) as the Managing Director & CEO of the Bank for a further period of **three** years w.e.f. September 21, 2021 to September 20, 2024 (both days inclusive) and that he shall not be liable to retire by rotation in terms of the relevant provisions of the Act and the Articles of Association of the Bank, upon the existing terms and conditions including remuneration i.e. existing Fixed Pay and perquisites aggregating **Rs. 1.91 crore** per annum as has been approved by the Board, RBI and the shareholders and Variable Pay as and when approved by the Board of Directors and RBI, wherein the total variable pay be limited to a maximum of 300% of the fixed pay in line with extant RBI guidelines and Bank’s Compensation Policy on the existing terms of appointment and interests and as may be permissible by law (including any statutory modification (s) or re-enactment thereof as contained in RBI guidelines issued from time to time).

RESOLVED FURTHER THAT the Board of Directors of the Bank, the Chief Financial Officer, the Chief Compliance Officer, the Chief Human Resource Officer and the Company Secretary & Compliance Officer of the Bank be and hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, file requisite forms or applications with statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise, in this regard, as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s) / Officer(s) of the Bank, to give effect to this Resolution.”

**By Order of the Board
For Utkarsh Small Finance Bank Limited**



**Nutan Anand Rane
Company Secretary**

**Date: July 08, 2021
Place: Mumbai**

NOTES:

- 1) In view of the continuing COVID-19 pandemic, and the consequent restrictions and General Circulars issued by the Ministry of Corporate Affairs from time to time have allowed the Companies to hold the General Meeting ("GM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") during the calendar year 2021. In terms of the said circulars read with the applicable provisions of the Companies Act, 2013, the AGM of the Company will be held through VC or OAVM, hereinafter called as Electronic Annual General Meeting ("e-AGM"), and the members can attend and participate in the e-AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM Facility is mentioned hereunder in this notice. The deemed venue for the aforesaid AGM shall be the Registered Office of the Company.
- 2) In view of the continuing COVID-19 pandemic and in line with the Ministry of Corporate Affairs (MCA) Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 F. NO. 2/6/2020-CL-V and SEBI Circulars issued in this regard, the Notice calling the AGM has been uploaded on the website of the Bank at <https://www.utkarsh.bank>.
- 3) AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with the MCA Circular issued in this respect so far. The AGM will be convened over Blue Jeans Video Conferencing platform vide Meeting ID <https://bluejeans.com/151432793/2948>
- 4) 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 above, enter your name and click "Enter Meeting". The passcode is optional and henceforth can be joined without entering the same.
- 5) In case of difficulties in joining the meeting or any other concern, the Members may reach out to Ms. Nutan Anand Rane, the Company Secretary & Compliance Officer of the Bank secretarial.usfb@utkarsh.bank ; or on her contact number +91 9167730880.
- 6) Please note that the proceedings at the meeting held through VC will be recorded for audit purpose. The transcript of the same will be uploaded on the website of the Bank
- 7) The Notice is being electronically sent to all the members of the Bank, whose names appear on the Register of Members/List of Beneficial Owners, as received from RTA i.e. KFin Technologies Private Limited as on the date of dispatch of Notice.
- 8) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 9) The attendance of the Members attending the AGM through VC/OAVM will be counted for reckoning the quorum under Section 103 of the Companies Act, 2013.
- 10) Since the AGM will be held through VC, there would be no requirement of appointing proxy in accordance with the MCA circular. Accordingly, appointment of proxies by the members will not be applicable and hence Proxy Form and Attendance Slip are not annexed to the Notice. However, the Body Corporate members are entitled to appoint authorised representatives and are requested to send a duly certified copy of Board Resolution authorizing their representative(s) to attend and vote at the AGM, pursuant to Section 113 of the Companies Act, 2013.
- 11) The resolutions as set out in this Notice are being conducted through 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 e-voting system.
- 12) There is no record date for the purpose of Dividend, as the Board of Directors does not recommend the same for FY 2020-21 pursuant to guidelines issued by RBI.
 - 13) With a view to using natural resources responsibly, we request shareholders to update their contact details including e-mail address, mandates, nominations, power of attorney, bank details covering name of the bank and branch details, bank account number, MICR code, IFSC code, etc. with their depository participants to enable the Bank to send all the communications electronically including Annual Report, Notices, Circulars, etc.
 - 14) On account of the threat posed by COVID-19 and in terms of the MCA Circulars, the Bank will send the Annual report and AGM notice in electronic form only. The hard copy of Annual Report and AGM notice along with annexures will not be sent to the members in accordance with the requirements specified under the MCA Circulars.
 - 15) Members may also note that the Notice of 5th AGM 2020-21 of the Bank is posted on the Bank's website i.e. <https://www.utkarsh.bank>. The physical copies of the documents will also be available at the Bank's registered office for inspection during the normal business hours between 10:00 AM to 5:00 PM on working days up to the date of the AGM. Members having any queries may please write to us at secretarial.usfb@utkarsh.bank.
 - 16) Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 5th AGM, from their registered email address, mentioning their name, DP ID and Client ID / folio number and mobile number, to reach the Bank's email address at secretarial.usfb@utkarsh.bank from the date of receipt of Annual Report. Such questions by the Members shall be taken up during the meeting and replied by the Bank suitably. Further, Members, who would like to ask questions during the 5th AGM with regard to the financial statements or any other matter to be placed at the 5th AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number and mobile number, to reach the Bank's email address at secretarial.usfb@utkarsh.bank. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 5th AGM, depending upon the availability of time.
 - 17) Since the AGM will be held through VC/OAVM, hence, the route map is not attached to this Notice.



EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4:

The Board of Directors, at their meeting held on August 11, 2018, appointed Mr. Govind Singh, as the Managing Director & Chief Executive Officer ("MD & CEO") of the Bank for a period of 3 years from September 21, 2018 to September 20, 2021. The said appointment was also approved by the Reserve Bank of India ("RBI") vide their letter dated September 21, 2018 and approved by the members at their Annual General Meeting held on August 5, 2019.

As the tenure of Managing Director & CEO is due for completion on September 20, 2021 and based on the recommendation of the Nomination and Remuneration Committee and Board vide their respective meetings held on February 15, 2021 and February 16, 2021, the Bank had submitted application to RBI vide its letter dated March 9, 2021 approval for the reappointment of Mr. Govind Singh as the Managing Director & CEO of the Bank for a further period of five years with effect from September 21, 2021 subject to the approval of the Members. The RBI vide its email communication dated June 29, 2021 has approved reappointment of Mr. Govind Singh as Managing Director & CEO of the Bank for a further period of three years with effect from September 21, 2021.

Further, the Board, at its meeting held on **July 06, 2021**, pursuant to the recommendation of the Nomination and Remuneration Committee on **July 05, 2021**, noted and further recommended to the Members for their approval, the reappointment of Mr. Govind Singh as the Managing Director & CEO of the Bank, for a further period of three (3) years, with effect from September 21, 2021 till September 20, 2024 (both days inclusive) on the existing terms and conditions including remuneration (Fixed Pay and perquisites) as mentioned below:

| Remuneration: | Proposed (Rs.) |
|---|-----------------------|
| 1. Salary | 6,864,000 |
| 2. Dearness allowance | NA |
| 3. House rent allowance | 3,432,000 |
| 4. Conveyance allowance | 90,000 |
| 5. Entertainment allowance | 120,000 |
| 6. Other allowances, if any (please specify) | - |
| a. Medical Allowance | 15,000 |
| b. Driver Allowance | - |
| c. Other Allowance | 5,997,600 |
| d. Food Allowance | 15,000 |
| e. Statutory Bonus | 48,000 |
| f. Leave Travel Allowance | 686,400 |
| g. Children Education Allowance | 12,000 |
| Gross Salary: | 17,280,000 |
| Perquisites: | |
| 1. Free furnished house | NA |
| 2. Free use of bank's car for | 216,000 |
| (i) Official purposes | |
| (ii) for private purposes on compensating the bank with suitable amount | |
| 3. Provident Fund/Gratuity/Pension *** | 1,153,680 |






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| 4. Travelling and Halting Allowances | As per rule |
| 5. Medical benefits | 60,578 |
| 6. Other benefits, if any (please specify) | |
| a. Fuel Reimbursement | 180,000 |
| b. Driver Salary | 197,460 |
| Total Perquisites: | 1,807,718 |
| Total Fixed Pay (Gross Salary + Perquisites): | 19,087,718 |

| | |
|-------------------|------------------|
| ***Provident Fund | 823,680 |
| Gratuity | 330,000 |
| Total: | 1,153,680 |

Pursuant to the relevant provisions of the Articles of Association of the Bank, Mr. Govind Singh shall not be liable to retire by rotation in terms of the provisions of Section 152 of the Act, during his tenure.

Mr. Govind Singh is not disqualified from being reappointed as a Managing Director & CEO in terms of Section 164 of the Act and has given his consent to continue to act as a Managing Director & CEO of the Bank. In the opinion of the Board, he fulfils the conditions for the said appointment as prescribed under the relevant provisions of the Act and the relevant Rules made thereunder, the Banking Regulation, Act, 1949 and other guidelines issued by the RBI, from time to time. Mr. Govind Singh has affirmed that he is not de-barred from holding office of the Managing Director & CEO by virtue of any order of Securities and Exchange Board of India or any other regulatory authority. Other details as required to be disclosed in terms of the provisions of Secretarial Standard on General Meetings form part of this Notice.

None of the Bank's Directors, Key Managerial Personnel and their relatives, other than Mr. Govind Singh and his relatives are concerned or interested in the passing of these resolutions. Your Directors recommend the passing of the resolution set out in Item No. 4 of the accompanying Notice.

**By Order of the Board
For Utkarsh Small Finance Bank Limited**




Nutan Anand Rane
Company Secretary

Date: July 08, 2021

Place: Mumbai



Additional information on Director being appointed/ re-appointed as required under SS-2 by ICSI:

| | |
|--|--|
| Name of the Director | Mr. Govind Singh |
| DIN | 02470880 |
| Date of Birth and Age | May 15, 1965; 56 years |
| Date of First Appointment on the Board | September 21, 2018 |
| Nationality | Indian |
| Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas | Mr. Govind Singh is the Managing Director and Chief Executive Officer of our Bank. He holds a bachelor's degree in commerce from Delhi University. He is a certified associate of the Indian Institute of Bankers. He was previously the assistant general manager at ICICI Bank Limited. He was the managing director and chief executive officer of our Promoter. He has also been associated with Surya Fincap Limited, UTI Bank Limited, Allahabad Bank, State Bank of Patiala and Bank Internasional Indonesia. |
| Terms & Condition of Appointment/Re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable | Managing Director, not liable to retire by rotation Remuneration last drawn - ₹ 1.91 crore Remuneration sought to be paid – As mentioned in the item no. 4 of the notice. |
| Relationship with other Directors and Key Managerial Personnel (KMP's) of the Bank | Not related to any other directors and KMP's of the Bank |
| No. of Board Meetings attended during the financial year 2020-21 as a Director | 15 |
| Shareholding in the Bank | One (1) Equity Share as Nominee of Utkarsh CoreInvest Limited |
| List of Directorship in other Companies | 1. Utkarsh Welfare Foundation |
| List of Chairmanship or Membership of various committees in other public Companies (includes only Audit Committee and Stakeholders Relationship Committee) | Nil |

