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**Kirtane & Pandit LLP**

Chartered Accountants  
601, 6th Floor,  
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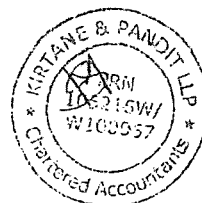
To,  
The Board of Directors  
**Utkarsh Small Finance Bank Limited**  
Utkarsh Tower, NH -31 (Airport Rd),  
Sehmalpur, Kazi Sarai,  
Harhua, Varanasi  
Uttar Pradesh - 221105

**Independent Auditors' Certificate on the proposed accounting treatment of the Draft Scheme of Amalgamation in the books of Utkarsh Small Finance Bank Limited**

1. This certificate is issued in accordance with the terms of our engagement letter dated August 16, 2024.
2. We, Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No. 117365W), and Kirtane and Pandit LLP, (Firm Registration No. 105215W/W100057) are the Joint Statutory Auditors of **Utkarsh Small Finance Bank Limited** (the 'Bank' or 'Transferee Company'), have been requested by the Bank having its registered office at Utkarsh Tower, NH -31 (Airport Rd), Sehmalpur, Kazi Sarai, Harhua, Varanasi to certify the proposed accounting treatment specified in Clause 22.1 in the Draft Scheme of Amalgamation (hereinafter referred as the "Scheme") between Utkarsh CoreInvest Limited ('Transferor Company') with the Transferee Company and their respective shareholders under sections 230 to 232 of the Companies Act, 2013 (the "Act"), is in compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and circulars issued thereunder (the "SEBI Regulations") the presently applicable Accounting Standards (AS) notified under Section 133 of the Act read with the rules made thereunder, as amended, to the extent applicable, the relevant provisions of the Banking Regulation Act, 1949, the circulars, notifications and directions issued by the Reserve Bank of India (RBI) from time to time, to the extent applicable (the "RBI guidelines") and other Generally Accepted Accounting Principles in India for the purpose of onward submission to the Reserve Bank of India (the 'RBI'), BSE Limited ('the BSE'), the National Stock Exchange of India Limited ('the NSE') and the National Company Law Tribunal, ('the Tribunal'), or any other regulatory authorities, if required.
3. The Scheme has been approved by the Board of Directors of the Transferee Company in its meeting held on September 20, 2024. The appointed date of amalgamation for the purpose of this scheme is April 01, 2025.

**Responsibility of the Management and the Board of Directors**

4. The responsibility for the preparation of the Scheme and its compliance with the relevant laws and regulations, including the Banking Regulation Act, 1949, the RBI guidelines, SEBI Regulations and applicable Accounting Standards read with the rules made there under and other generally accepted accounting principles In India as aforesaid, is that of the Board of Directors of the Transferee Company.
5. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Scheme and applying an appropriate basis of preparation including accounting treatment; and making estimates that are reasonable in the circumstances and providing all relevant information with respect to the Proposed Scheme to the Tribunal and any other regulatory authority.



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**Auditor's Responsibility**


6. Our responsibility is only to examine and provide a reasonable assurance whether the proposed accounting treatment referred in Clause 22.1 of Part III of the Scheme as applicable to the Transferee Company, referred to in the Scheme comply with the presently applicable Accounting Standards and Other generally accepted accounting principles in India as aforesaid. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity as the statutory auditors of any financial statements of the Company. Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid Scheme.
7. Further, we have no responsibility to update our report for any change in circumstances and events occurring subsequent to the date of our report including any changes in the final scheme of amalgamation which will be submitted to the RBI, the BSE, the NSE, the Tribunal, or any other regulatory authorities for approval.
8. We have carried out our examination of the Scheme in accordance with the Guidance Note on Reports or Certificates for Special Purposes ('Guidance Note'), issued by the Institute of Chartered Accountants of India (ICAI) and Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate, which includes the concepts of test check and materiality. This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements issued by ICAI.

**Opinion**

10. Based on our examination and according to the information and explanations given to us, we are of the opinion that the proposed accounting treatment contained in Clause 22.1 of Part -III of the Scheme in the books of the Transferee Company is in compliance with SEBI Regulations and all the applicable Accounting Standards as presently applicable to the Bank, prescribed under Section 133 of the Companies Act, 2013 (read with the rules made there under), the Banking Regulation Act, 1949, the RBI guidelines, and other generally accepted accounting principles in India.
11. For ease of references, Clause 22.1 of Part III of the Scheme, duly authenticated on behalf of the Company, is reproduced in Annexure A to this Certificate and is initialed by us only for the purposes of identification.



For Utkarsh Small Finance Bank Limited

  
Company Secretary

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**Deloitte Haskins & Sells**

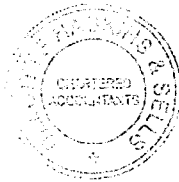
**Kirtane & Pandit LLP**

**Restriction on Use**

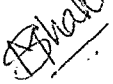
12. This certificate is addressed to and provided to the board of directors of the Transferee company pursuant to the requirements of the SEBI Regulations and Sections 230 to 232 of the Act and relevant rules thereunder, solely for the purpose of onward submission to the Tribunal, NSE, BSE, and SEBI and should not be used by any other person or for any other purposes without our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

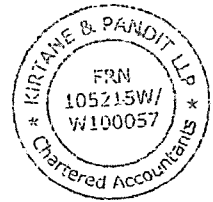
For **Deloitte Haskins & Sells**  
Chartered Accountants  
(Firm Registration No. 117365W)

  
**G. K. Subramaniam**  
Partner  
Membership No. 109839  
UDIN: 24109839BKFTLG6379  
Place: Mumbai  
Date: September 20, 2024



For **Kirtane & Pandit LLP**  
Chartered Accountants  
(Firm Registration No. 105215W/W100057)

  
**Mittal Shah**  
Partner  
Membership No. 147370  
UDIN: 24147370BKANUY4478  
Place: Mumbai  
Date: September 20, 2024



**Certified True Copy**

For **Utkarsh Singh** (Name of the person whose copy is being certified)

  
  
Company Secretary



Utkarsh Small Finance Bank

Annexure A

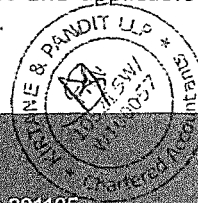
Extract of Clause 22.1 of Part III of the scheme describing the accounting treatment in the books of the Transferee company in respect of the draft scheme of amalgamation of Utkarsh CoreInvest Limited ('Transferor company') with Utkarsh Small Finance Bank Limited ('Transferee Company')

Clause 22.1

22. Accounting Treatment

22.1. Upon the Scheme becoming effective and with effect from the Appointed Date, the Transferee Company shall account for the amalgamation in its books, in accordance with the "Pooling of interest" method referred to in Accounting Standard - 14 "Accounting for Amalgamation", as prescribed by the Central Government under the relevant provisions of the Act, as specified here under:

- (a) The assets, liabilities and reserves of the Transferor Company, shall be recorded by the Transferee Company in its books of accounts at their respective book values, and in the same form, as appearing in the books of the Transferor Company (converted into applicable GAAP of the Transferee Company i.e., Indian GAAP) as at the close of business of a day immediately preceding the Appointed Date.
- (b) The share capital held by the Transferor Company in the Transferee Company shall stand cancelled and extinguished upon the Scheme becoming effective.
- (c) Any inter-company balances outstanding between Transferee Company and the Transferor Company shall stand cancelled and there shall be no further obligation/outstanding balances in this regard.
- (d) The Transferee Company shall issue and allot equity shares to the shareholders of the Transferor Company in accordance with Clause 15.1 above and credit the face value of such equity shares to its share capital account.
- (e) The difference, if any arising, between the value of assets, liabilities and reserves of the Transferor Company as recorded by the Transferee Company (as referred to in Clause 22.1(a) above), after making adjustments referred to in Clause 19 (with respect to stock options to be granted by Transferee Company against the stock options of the Transferor Company as per the Share Exchange Ratio and ensuring necessary compliance), Clause 22.1(b) and Clause 22.1(c) and the face value of the shares allotted (as referred to in Clause 22.1(d) above) shall be recorded as capital reserve in the books of the Transferee Company.
- (f) In case of any difference in accounting policy between the Transferor Company and the Transferee Company, the accounting policy followed by the Transferee Company will prevail. The effects on the financial statements of any changes in the accounting policies shall be reported in accordance with Accounting Standard - 5, net profit or loss for the period, prior period items and changes in accounting policies.
- (g) Notwithstanding the above, the Board of the Transferee Company is authorized to account for any of these balances in any manner whatsoever, as may be deemed fit in accordance with the applicable accounting standards under the Act and applicable regulations issued by the RBI and applicable generally accepted accounting principles as applicable to the Transferee Company.



Registered & Corporate Office:

Utkarsh Tower, NH - 31 (Airport Road) Sehmapur, Kazi Sarai, Harhua Varanasi - Uttar Pradesh 221105  
CIN: U65992UP2016PLC082804 | Tel.: 0542-6605555 | Website: www.utkarsh.bank