

## NOTICE

Notice is hereby given that Extra-Ordinary General Meeting (Q3/01/2023-24) of UNITY SMALL FINANCE BANK LIMITED ("Bank") will be held on **Friday, December 15, 2023 at 11:00 a.m.** at Centrum House, C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098 to transact the following business.

### SPECIAL BUSINESS:

- 1. TO APPROVE APPOINTMENT OF MR. CHANDIR GIDWANI (DIN: 00011916) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE BANK AND A NOMINEE DIRECTOR OF M/S. CENTRUM FINANCIAL SERVICES LIMITED.**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and 161, and other applicable provisions of the Companies Act, 2013 ('Act') read with relevant Rules made thereunder, the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as applicable, the Banking Regulation Act, 1949 (including any statutory modification or re-enactment thereof for the time being in force), and relevant rules, guidelines, regulations and circulars issued by the Reserve Bank of India ('RBI') from time to time, the Articles of Association of the Bank, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Bank, Mr. Chandir Gidwani (DIN: 00011916) who was appointed as an Additional Director of the Bank with effect from November 03, 2023, and in respect of whom the Bank has received a notice in writing from a member proposing his candidature for the office of Director, and who holds office till the date of general meeting, be and is hereby appointed as a 'Non-Executive Non-Independent Director' of the Bank and a Nominee of Centrum Financial Services Limited (hereinafter known as 'Centrum Nominee Director'), and whose period of office shall be liable to retirement by rotation.

**RESOLVED FURTHER THAT** any one of the Director or the Company Secretary or the Chief Compliance officer of the Bank be and are hereby severally authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary or desirable for furtherance of the above, and to execute any such documents and writings as may be required on behalf of the Bank, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment."

- 2. TO APPROVE APPOINTMENT OF MR. SUNIL KAKAR (DIN: 03055561) AS AN INDEPENDENT DIRECTOR OF THE BANK**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, of the Companies Act, 2013 ('Act') read with relevant Rules made thereunder, the provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as applicable, the Banking Regulation Act, 1949 (including any statutory modification or re-enactment thereof for the time being in force) and relevant rules, guidelines, regulations and circulars issued by the Reserve Bank of India ('RBI') from time to time, and the Articles of Association of the Bank, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Bank, Mr. Sunil Kakar (DIN: 03055561), who was appointed as an Additional Director in the capacity of Independent Director of the Bank with effect from November 04, 2023, and who in terms of Section 161 of the Act holds office upto the date of general meeting and in respect of whom the Bank has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Bank not liable to retirement by rotation, for a period of three years commencing from November 04, 2023 up to November 03, 2026.

**RESOLVED FURTHER THAT** any one of the Director or the Company Secretary or the Chief Compliance officer of the Bank be and are hereby severally authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary or desirable for furtherance of the above, and to execute any such documents and writings

as may be required on behalf of the Bank, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment.”

**By Order of the Board of Directors**

**For Unity Small Finance Bank Limited**

**Sd/-  
Archana Goyal  
Company Secretary  
Membership No. A16004**

**Place: Mumbai  
Date: November 22, 2023**

**NOTES:**

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “**Act**”), in regard to the special business No. 1 and 2 are set out on above Items which are annexed hereto.
2. **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 A MEMBER.** Proxies, in order to be effective, must be received at the Company’s Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.
3. Members are requested to note that pursuant to Section 105 of the Act, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Corporate members intending to send their authorised representatives to attend the Extra-Ordinary General Meeting (EGM) are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the Meeting.
5. The Register of Directors’ and Key Managerial Personnel and their shareholding and other documents referred to in the Notice will be available for inspection by the members at the registered office of the Company.
6. Route map of the venue of the meeting (including prominent landmark) is annexed hereto and forms a part of this notice

**By Order of the Board of Directors  
For Unity Small Finance Bank Limited**

**Sd/-  
Archana Goyal  
Company Secretary  
Membership No. A16004**

**Place: Mumbai  
Date: November 22, 2023**

## EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under the accompanying Notice dated November 22, 2023.

### **Item No. 1**

The Bank had received a representation from Centrum Financial Services Limited ("CFSL"), Promoter Company of the Bank to appoint Mr. Chandir Gidwani (DIN: 00011916) on the Board of the Bank, as its Nominee Director ("Centrum Nominee Director") pursuant to the shareholders agreement ('SHA') dated October 26, 2021 between CFSL and Resilient Innovations Private Limited ("RIPL") and the Bank, and the Articles of Association of the Bank.

Considering the above, and basis the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors of the Bank have at its meeting held on November 03, 2023 appointed Mr. Chandir Gidwani (DIN: 00011916) as an Additional Director in the capacity of 'Non- Executive Non-Independent Director' of the Bank and Nominee of M/s. Centrum Financial Services Limited ("Centrum Nominee Director") with effect from November 03, 2023 subject to the approval of the members of the Bank. Further, pursuant to Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") approval of shareholders for appointment is required to be taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

Mr. Chandir Gidwani is Founder & Chairman Emeritus of Centrum Capital Limited. He is a distinguished first-generation entrepreneur. As the founder of the Centrum group, he has set up a robust platform that offers integrated financial services for Institutions as well as Individuals. He has contributed greatly to building a strong reputation and goodwill for the group and built a highly experienced and competent management team, which is poised to lead Centrum into a high growth trajectory. He is an astute investor with a vision of identifying businesses that have immense growth potential. He has more than three decades of work experience in the area of finance, investments, etc. Brief profile of Mr. Chandir Gidwani along with the information as required to be furnished under Secretarial Standards-2 is annexed as Annexure A with the notice.

The Bank has received consent of Mr. Chandir Gidwani to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In the opinion of the Board, Mr. Gidwani fulfils the criteria for his appointment as the Non-Executive Non-Independent Director and his appointment would be in the interest of the Bank. Further, Mr. Gidwani has the requisite qualifications, skills, experience and expertise in the functional areas as prescribed under the Banking Regulation Act, 1949 which are beneficial to the Bank. In the opinion of the NRC and Board, Mr. Gidwani meets the fit and proper criteria as prescribed under RBI guidelines. The Bank has received Notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director.

The Board recommends the Special Resolution set forth in Item No.1 above for approval of the members.

Except Mr. Chandir Gidwani and Mr. Jaspal Singh Bindra, none of the other Directors or Key Managerial Personnel of the Bank and / or their relatives are concerned or interested, financially or otherwise, in passing of the resolution.

### **Item No. 2**

Basis the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Bank at its meeting held on November 03, 2023 appointed Mr. Sunil Kakar (DIN: 03055561) as Additional Director in the capacity of 'Independent Director' of the Bank, for a period of three years with effect from November 04, 2023 to November 03, 2026, subject to the approval of members of the Bank. Further, pursuant to Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") approval of shareholders for appointment is required to be taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

Mr. Sunil Kakar has over 40 years of diversified financial services experience in banking, insurance and non-banks. Mr. Kakar was the MD & CEO of IDFC from July 2017 to September 2022. He is focused on corporate restructuring to

unlock value. He was engaged in divestment of key businesses i.e. Asset Management/ Infra Debt Fund, Brokerage & Investment Banking, Private Equity. Mr. Kakar's key strengths include intellectual capital, leading by example, team player, honesty, integrity, transparency and innovation. Brief profile of Mr. Sunil Kakar along with the information as required to be furnished under Secretarial Standards-2 is annexed as Annexure A with the notice.

The Bank has received declaration from Mr. Kakar as per the provisions of section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") that he meets the criteria of independence under the Companies Act, 2013. Further, the Bank has also received consent of Mr. Kakar to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mr. Kakar fulfils the criteria for appointment as an Independent Director of the Bank and is independent of the management and is a person of integrity and his appointment would be in the interest of the Bank. Further, Mr. Kakar has the requisite qualifications, skills, experience and expertise in the functional areas as prescribed under the Banking Regulation Act, 1949 which are beneficial to the Bank. In the opinion of the NRC and Board, Mr. Kakar meets the fit and proper criteria as prescribed under RBI guidelines and has the necessary knowledge and experience for being appointed as an Independent Director and his guidance will be extremely helpful to the Bank over the period. Mr. Kakar's appointment is in compliance with the provisions of section 149 of the Companies Act, 2013 and Section 10A of the Banking Regulation Act, 1949. The Bank has received Notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director.

Draft letter of appointment setting out the terms and conditions of his appointment is available for inspection by the members without any fees at the Registered Office and Corporate Office of the Bank between 11:00 a.m. and 01:00 p.m. on all working days except Saturdays. Further, the terms and conditions of appointment of Independent directors has also been uploaded on the Bank's website i.e. <https://theunitybank.com>.

The Board recommends the Special Resolution set forth in Item No.2 above for approval of the members.

Except Mr. Sunil Kakar, none of the other Directors or Key Managerial Personnel of the Bank and / or their relatives are concerned or interested, financially or otherwise, in passing of the resolution.

**For Unity Small Finance Bank Limited**

**Sd/-**

**Archana Goyal**

**Company Secretary**

**Membership No. A16004**

**Place: Mumbai**

**Date: November 22, 2023**

## ANNEXURE A

Information as required to be furnished pursuant to Secretarial Standards-2

<b>Name of Director</b>	<b>Chandir Gidwani</b>	<b>Sunil Kakar</b>						
<b>Director Identification Number</b>	00011916	03055561						
<b>Category and date on first appointment on Board</b>	Appointed as Non-Executive Non-Independent Director and Nominee of Centrum Financial Services Limited ('Centrum Nominee Director') with effect from November 03, 2023.	Appointed as an Independent Director with effect from November 04, 2023.						
<b>Date of Birth and Age</b>	03-08-1964 (59 years)	01-10-1957 (Age 66 years)						
<b>Qualification</b>	Mr. Chandir Gidwani is a Chartered Accountant and holds a Masters degree in Commerce from Bombay University.	MBA (Finance), XLRI Business School (Jamshedpur). He completed B. Tech (Chemical) from IIT, Kanpur.						
<b>Experience/Expertise</b>	Over 30 years of experience.  Expertise: Finance, Risk Management, Accountancy and Business Management.	Over 40 years of experience.  Expertise: Banking, Finance, Risk Management, Accountancy and Business Management.						
<b>Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person</b>	<p>Mr. Gidwani is being appointed as Non-Executive Non-Independent Director (Centrum Nominee Director) representing Centrum Financial Services Limited and is liable to retirement by rotation at the Annual general meeting of the Bank.</p> <p>Remuneration includes Sitting fees, and reimbursement of expenses, etc. for attending Board and Committee meetings, as paid to other Non-Executive directors, as may be approved by the Board / members from time to time in accordance with the applicable law.</p> <p>Last Remuneration drawn:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Sr. no.</th><th style="text-align: center;">Particulars</th><th style="text-align: center;">Amt (Rs.)</th></tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td><td>Sitting fees</td><td style="text-align: right;">1,00,000/-</td></tr> </tbody> </table>	Sr. no.	Particulars	Amt (Rs.)	1	Sitting fees	1,00,000/-	<p>Mr. Sunil Kakar is being appointed as an Independent Director of the Bank.</p> <p>Remuneration includes Sitting fees, and reimbursement of expenses, etc. for attending Board and Committee meetings, as paid to other Non-Executive directors, as may be approved by the Board / members from time to time in accordance with the applicable law.</p> <p>Last Remuneration drawn from the Bank: NIL</p>
Sr. no.	Particulars	Amt (Rs.)						
1	Sitting fees	1,00,000/-						
<b>Number of Meetings of the Board attended during the year and other Directorship/ Membership/Chairmanship of Committees of other Boards</b>	<p>No of meetings attended: 1 on November 03, 2023</p> <p><b>Details of Other Directorship:</b></p> <ol style="list-style-type: none"> <li>Nanikrami Agro Private Limited</li> <li>Maurya Sugar Private Limited</li> <li>Casby Global Air Private Limited</li> <li>Sonchajyo Investments and Finance Private Limited</li> </ol>	<p>No of meetings attended: NIL</p> <p><b>Details of Other Directorship:</b></p> <ol style="list-style-type: none"> <li>Edelweiss Tokio Life Insurance Company Limited</li> <li>GIC Housing Finance Limited</li> </ol> <p><b>Membership/Chairmanship of Committees of other Boards:</b></p>						

	5. Gurudaya Estates Private Limited 6. Begonia Ventures Private Limited 7. Business Match Services (India) Private Limited 8. Centrum Fiscal Private Limited 9. JBCG Advisory Services Private Limited 10. ADF Foods Limited 11. Centrum Holdings Limited 12. P & M Infrastructures Limited 13. Club 7 Holidays Limited 14. Centrum Capital Limited 15. Modulus Alternatives Investment Managers Limited 16. BG Advisory Services LLP 17. JBCG Ventures LLP  <b>Membership/Chairmanship of Committees of other Boards:</b> <b>1. Centrum Capital Limited:</b> a) Nomination & Remuneration Committee, Member b) Stakeholder Relationship Committee, Member c) Corporate Social Responsibility Committee, Chairperson <b>2. ADF Foods Limited:</b> a) Audit Committee, Chairperson b) Nomination & Remuneration Committee, Chairperson c) Risk Management Committee, Chairperson	1. <b>Edelweiss Tokio Life Insurance Company Limited:</b> a) Audit Committee, Member b) Risk Management Committee – Member, c) Nomination & Remuneration Committee- Member  <b>GIC Housing Finance Limited:</b> Audit Committee, Member
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company.</b>	Mr. Chandir Gidwani is not related to any other Director or Key Managerial Personnel of the Bank.  However, he is the founder and Chairman Emeritus of Centrum Group.	Mr. Sunil Kakar is not related to any other Director or Key Managerial Personnel of the Bank.
<b>Shareholding in the company</b>	NIL	NIL

**FORM NO.MGT-11 PROXY FORM**

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

Name of the Member(s)	
Registered Address	
Email ID	
DP ID Client id/Folio No.	

I/We \_\_\_\_\_, being the member of \_\_\_\_\_ shares of the above named Company, hereby appoint

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

as my/our Proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on **Friday, December 15, 2023 at 11.00 A.M.** and at any adjournment thereof in respect of such resolution as are indicated below:



Resolution No.	Resolution	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
<b>Special Business:</b>			
1	To approve appointment of Mr. Chandir Gidwani (DIN: 00011916) as Non-Executive Non-Independent Director of the Bank and a Nominee Director of M/s. Centrum Financial Services Limited.		
2	To approve appointment of Mr. Sunil Kakar (DIN: 03055561) as an Independent Director of the Bank.		

Signed this \_\_\_\_\_ day of 2023.

Signature of the Shareholder: \_\_\_\_\_

Signature of the Proxy holder(s): \_\_\_\_\_

Affix  
Revenue  
Stamp

**Notes:**

1. This Form of the proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolution, explanatory statement and notes please refer to the Notice of the Extra-ordinary General Meeting.
3. A proxy need not be a member of the Company.
4. A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carry voting rights.
5. If a member holding more than 10% of the total share capital carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other member.
6. In case of Joint holder, the vote of the senior who tender as vote, whether in person or by proxy, shall be accepted to the exclusion to the vote of other joint holders. Seniority shall be determined by the order in which the name stand in the register of members.
7. \*This is optional please put a tick mark in appropriate column against the resolution indicated above. In case of members wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns "For", "Against". In case the members leaves the column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.

**ATTENDANCE SLIP**  
**EXTRA ORDINARY GENERAL MEETING**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Joint shareholders may obtain additional Attendance Slip at the venue of the Meeting.

Reference Folio No. /DP ID & Client ID: \_\_\_\_\_

Number of Shares: \_\_\_\_\_

Name and Address: \_\_\_\_\_

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Friday, December 15, 2023 at 11:00 AM at Centrum House, C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (east), Mumbai – 400 098.

Signature of Member/Proxy

(Name in BLOCK letters)

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

### Shareholder's Meeting Venue Route Map

Address: UNITY SMALL FINANCE BANK LIMITED; CENTRUM HOUSE, C.S.T. ROAD, VIDYANAGARI MARG, KALINA, SANTACRUZ (EAST), MUMBAI – 400 098

