

UNITY SMALL FINANCE BANK LIMITED

CIN: U65990DL2021PLC385568

Registered Office: 40, Basant Lok, Vasant Vihar New Delhi, Delhi-110057

Tel No: 011- 4741 4100, Email: info@unitybank.co.in ;

NOTICE

NOTICE is hereby given that EXTRA-ORDINARY GENERAL MEETING [Q4/01/2021-22] of UNITY SMALL FINANCE BANK LIMITED will be held on Monday, January 31, 2022 at 11:00 AM at Centrum House, C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098 to transact the following Special business.

SPECIAL BUSINESS:

1: To appoint Statutory Auditors of the Bank and fix their remuneration and in this regard, to consider and if thought fit, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Audit and Auditors) Rules, 2014, Section 30(1A) and other applicable provisions of the Banking Regulation Act, 1949 (including any re-enactment or amendment(s) or modification(s) thereto) and the Reserve Bank of India Circular no. RBI/2021-22/25 Ref. No. DoS. CO. ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 (“RBI Circular”) on Guidelines for Appointment of Statutory Auditors and any other applicable regulations, guidelines or circulars issued by the Reserve Bank of India (“RBI”), from time to time, and subject to the approval of RBI on annual basis, consent of the Members be and is hereby accorded for the appointment of V. Sankar Aiyar & Co., Chartered Accountants (Firm Registration Number 109208W), as Statutory Auditors of the Bank for a tenure of three years, to hold office until the conclusion of the third Annual General Meeting to be held in the year 2024, at an annual remuneration/ fees as recommended by the Board and given in the explanatory statement, with a power to the Board/Audit Committee to alter and vary the terms and conditions of appointment, revision in the remuneration during the remaining tenure of three years, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.”

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

**Archana Goyal
Company Secretary**

Place: Mumbai

Date: Thursday, January 06, 2022

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act"), in regard to the special business as set out in Item No. 1 above is 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 Extraordinary 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. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Director's Shareholding, Register of Contracts are available for inspection by the members at the registered office of the Company.

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

**Archana Goyal
Company Secretary**

Place: Mumbai

Date: Thursday, January 06, 2022

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 Thursday, January 06, 2022

1: Appointment of Auditors

M/s. V. Sankar Aiyar & Co., Chartered Accountants (Firm Registration no. 109208W), the Statutory Auditors of the Bank, were appointed as the interim auditors of the Bank on September 20, 2021 to hold the office until the conclusion of the first Annual General Meeting of the Company in accordance with Section 139 and 142 of the Companies Act, 2013.

Subsequent to the licence received by the Reserve Bank of India ("RBI") for operating as a Small Finance Bank on October 12, 2021, the appointment of Statutory Auditors is required to be in accordance with the Reserve Bank of India Circular no. RBI/2021-22/25 Ref. No. DoS. CO. ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 ("RBI Circular") mentioning the Guidelines for the appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) (the "RBI Guidelines"). Clause 8 of the said RBI Guidelines lays down that Statutory Auditors shall be appointed for a continuous period of three years, subject to the Audit firms satisfying the eligibility norms as stipulated therein, each year and subject to the approval of RBI on an annual basis.

On the recommendation of the Audit Committee and after considering the profile, experience, and specialization in the audit of banking and financial services sector, the Board of Directors recommended the appointment of M/s V. Sankar Aiyar & Co., Chartered Accountants (Firm Registration Number 109208W) as the first preferred firm for appointment as Statutory Auditors of the Bank to hold office for period of three years for approval of RBI at a remuneration of upto Rs. 40,00,000 p.a. exclusive of out of pocket expenses, outlays and taxes as applicable.

The RBI vide its letter no. Ref DOS.ARG.No.AS-18/08.12.006/2021-2022 dated December 02, 2021 conveyed its approval for the appointment of M/s V Sankar Aiyar & Co., Chartered Accountants (FRN 109208W) as the Statutory Auditor of the bank for its first financial year in terms of Section 30(1A) of the Banking Regulation Act, 1949.

M/s. V. Sankar Aiyar & Co., Chartered Accountants, is one of the oldest serving professional firms in India established since 1952. VSA is headquartered in Mumbai, with 13 full time partners - 4 at Mumbai, 7 at New Delhi and 2 at Chennai. It has well qualified and experienced staff strength of more than 100 persons including 30 professionals located at Mumbai, New Delhi and Chennai. M/s. V. Sankar Aiyar & Co., Chartered Accountants had conveyed their consent to be appointed as the Statutory Auditors of the Bank and have confirmed that they meet the eligibility criteria and conditions of independence of Auditors as laid under the applicable provisions of Section 141 of the Companies Act, 2013 read with the relevant rules made thereunder.

Considering the experience of M/s. V. Sankar Aiyar & Co., Chartered Accountants in the audit of private sector banks, staff strength, network of offices in India etc., the Board recommends their appointment as the Bank's Statutory Auditors for a period of three years. Accordingly, the approval of the shareholders of the Bank is sought for appointment of M/s. V. Sankar Aiyar & Co., Chartered Accountants (Firm Registration Number 109208W) as the Statutory Auditors of the Bank to hold office for period of three years until the conclusion of the third Annual General Meeting to be held in the year 2024, at an annual remuneration/ fees as may be recommended by the Board /Audit Committee from time to time.

None of the Directors and the Key Managerial Personnel of the Bank and their relatives are in any way concerned or interested, financially or otherwise, in the Ordinary Resolution set out in Item No. 1 of this Notice.

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

**Archana Goyal
Company Secretary**

Place: Mumbai

Date: Thursday, January 06, 2022

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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 _____ of _____ being a Member/

Members of the above-named Company, hereby appoint:

1. Name: _____
Address: _____
Email ID: _____
Signature: _____, or
failing him/or
2. Name: _____
Address: _____
Email ID: _____
Signature: _____, or
failing him/or
3. Name: _____
Address: _____
Email ID: _____
Signature: _____, or
failing him/or

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 Monday, 31 January, 2022 at 11:00 AM and at any adjournment thereof in respect of such resolution as are indicated below:

Agenda Items	Title	For/Against*
1	Appointment of Auditors	

Signed this _____ day of _____ 2022.

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 - In case of members wishes his/her vote to be used differently, he/she should indicate the number of shares and his vote preference under the column "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.

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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 Monday, 31 January, 2022 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

