

**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](mailto:info@unitybank.co.in);**

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**Notice**

Shorter Notice is hereby given that EXTRA-ORDINARY GENERAL MEETING of UNITY SMALL FINANCE BANK LIMITED will be held on Friday, October 22, 2021 at 02.00 P.M. at the Corporate office of the Company situated at Centrum House, C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098, to transact the following Special business:

**SPECIAL BUSINESS:**

**Item No. 1:**

**1. APPROVAL OF ISSUANCE OF WARRANTS ON RIGHTS BASIS TO THE EXISTING MEMBERS OF THE COMPANY:**

To consider and, if thought fit, to pass with or without modification, the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 55, 62(1) of the Companies Act, 2013 , read with the Rules formed thereunder (including any statutory modification(s) or amendment or re-enactment thereof for the time being in force) (the "Act"), and subject to requisite approvals from the Reserve Bank of India ("RBI") and / or other regulatory authorities, if any required, and to the extent necessary, and such other approvals, permissions and sanctions as may be required including that of concerned stakeholders, as the case may be, and subject to the Memorandum and Articles of Association of the Company and on the basis of the recommendation of the board of directors ("Board") of the Company, the consent of the Members of the Bank be and is hereby accorded to issue, offer and allot on a rights basis Warrants as per the following specifications (together known as "Warrants");

90,05,50,000 (ninety crores, five lakhs and fifty thousand only) Warrant – Series 1 ("Warrant – Series 1")	of Rs. 10/- each at a price of Rs. 0.10/- per Warrant aggregating to Rs. 90,05,500/- (Rupees Ninety Lakhs Five Thousand and Five Hundred only) to all such members of the Company whose names appear on the Register of members as holders of equity shares of the Company as on October 22, 2021 on right basis, in the ratio of 90055:1 i.e. Ninety Thousand and Fifty-five Warrant – Series 1 of Rs. 0.01/- each for every 1 (One) existing Equity Shares of Rs. 10/- each, as nearly as circumstances permit, fractional entitlement be rounded up to one warrant
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100,06,10,000 (one hundred crores, six lakhs, ten thousand) Warrant – Series 2 ("Warrant – Series 2")	of Rs. 10/- each at a price of Rs. 0.10/- per Warrant aggregating to Rs. 1,00,06,100/- (Rupees One Crore, Six Thousand and One Hundred only) to all such members of the Company whose names appear on the Register of members as holders of equity shares of the Company as on October 22, 2021 on right basis, in the ratio of 100061:1 i.e. One Lakh Sixty-one Warrant – Series 2 of Rs. 0.01/- each for every 1 (One) existing Equity Shares of Rs. 10/- each, as nearly as circumstances permit, fractional entitlement be rounded up to one warrant
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**RESOLVED FURTHER THAT** the draft of the Letter of Offer containing the Terms and Conditions of Warrant – Series 1 and Warrant – Series 2, respectively, as circulated to the Members of the Company, be and is hereby approved;

**RESOLVED FURTHER THAT** consent of the Members be and is hereby further accorded to issue and allot 1 (one) Compulsorily Convertible Preference Share ("CCPS") each in exchange for 1 (one) Warrant issued under Warrant – Series 1 or Warrant – Series 2 at the Warrant Exercise Price as mentioned in Terms and Conditions specified in the respective Letter of Offer, as approved by the Board, for each such series;

**RESOLVED FURTHER THAT** consent of the Members be and is hereby accorded to the Board of Directors to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of aforesaid CCPS in accordance with the terms of issue/ offering in respect of each such Warrants and such equity shares shall rank pari-passu in all respects with the then existing ordinary Equity Shares of the Company and shall carry such rights and be subject to such terms and conditions as may be applicable to the then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable to give effect to the resolution and to settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment as above.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Bank to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

**NOTES:**

1. The 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**

**Sd/-**

**Ranjan Ghosh**  
**Director**

Place: Mumbai

Date: \_\_\_\_\_

## 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 business mentioned under Item No. 1 of the accompanying Notice dated September 29, 2021:

### **Item No. 1**

The Members be apprised that that, the Board of Directors at their meeting held on October 22, 2021, had approved the issuance of Warrant – Series 1 and Warrant – Series 2 on rights basis as per the provisions of the Section 62(1) of the Companies Act, 2013. The Letter of Offer shall be sent to all eligible members and subject to the members approval, the issue shall open from October 26, 2021 till November 1, 2021.

Members may note that each Warrant – Series 1 or Warrant – Series 2 is exchangeable for 1 (one) Compulsorily Convertible Preference Share (“CCPS”) at the Warrant Exercise Price as per the terms and conditions contained in the Letter of Offer. Further, each CCPS shall later convert into 1 Equity Share having the face value of Rs. 10/-.

As per the provision of Section 55 of the Act read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 framed there under, inter alia, requires a company to obtain the approval of the members, by way of a Special Resolution for issuance of preference shares up on conversion of warrants.

The additional information required to be disclosed pursuant to rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014, in relation to the CCPS is given herein below:

Particulars	Pursuant to Conversion of Warrant – Series 1	Pursuant to Conversion of Warrant – Series 2
the size of the issue and number of preference shares to be issued and nominal value of each share	Issuance of up to 90,05,50,000 (Ninety Crore Five Lakh Fifty Thousand only) Compulsorily Convertible Preference share aggregating upto Rs. 9,00,55,00,000 (Nine Hundred Crore Fifty-five Lakhs only)	Issuance of up to 100,06,10,000 (One Hundred Crore Six Lakh Ten Thousand) Compulsorily Convertible Preference share aggregating upto Rs. 10,00,61,00,000/- (Rupees Ten Hundred Crore Sixty-One Lakhs only).
the nature of such shares i.e. cumulative or non - cumulative, participating or non - participating , convertible or non - convertible	Compulsorily Convertible Preference Shares	Compulsorily Convertible Preference Shares
the objects of the issue	To strengthen Capital of the Company	To strengthen Capital of the Company

Manner of issue	CCPS shall be allotted on conversion of Warrants – Series 1. Warrant – Series 1 is issued on Rights Basis	CCPS shall be allotted on conversion of Warrants – Series 2. Warrant – Series 2 is issued on Rights Basis
the price at which such shares are proposed to be issued	The face value of each Compulsorily Convertible Preference Share shall be Rs. 10 (Rupees Ten).	The face value of each Compulsorily Convertible Preference Share shall be Rs. 10 (Rupees Ten).
the basis on which the price has been arrived	Each Warrant – Series 1, when exercised, shall entitle the Series 1 Warrant Holder to subscribe for a fully-paid up Compulsorily Convertible Preference Share of Face value Rs. 10 (Rupees Ten)	Each Warrant – Series 1, when exercised, shall entitle the Series 1 Warrant Holder to subscribe for a fully-paid up Compulsorily Convertible Preference Share of Face value Rs. 10 (Rupees Ten)
the terms of issue, including terms and rate of dividend on each share,	<p>The face value of each Compulsorily Convertible Preference Share shall be Rs. 10 (Rupees Ten). However, the Compulsorily Convertible Preference Shares shall not carry any coupon.</p> <p>The holders Compulsorily Convertible Preference Shares shall not be entitled to any voting rights, except in relation to matters that directly affect the terms of Compulsorily Convertible Preference Shares. Further, the Warrants – Series 1 by itself does not provide to the Holder any right of shareholders of the Company, including voting right.</p>	<p>The face value of each Compulsorily Convertible Preference Share shall be Rs. 10 (Rupees Ten). However, the Compulsorily Convertible Preference Shares shall not carry any coupon.</p> <p>The holders Compulsorily Convertible Preference Shares shall not be entitled to any voting rights, except in relation to matters that directly affect the terms of Compulsorily Convertible Preference Shares. Further, the Warrants – Series 2 by itself does not provide to the Holder any right of shareholders of the Company, including voting right</p>
the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	Each Compulsorily Convertible Preference Share shall convert into 1 Equity Share, having the face value of Rs. 10, on the specified date/ event as contained in the Letter of Offer for issue of Warrant – Series 1	Each Compulsorily Convertible Preference Share shall convert into 1 Equity Share, having the face value of Rs. 10, upon the specified date/event as contained in the Letter of Offer for issue of Warrant – Series 2.
the manner and modes of redemption	Each Compulsorily Convertible Preference Share shall convert into	Each Compulsorily Convertible Preference Share shall convert into 1

	1 Equity Share, having the face value of Rs. 10, on the specified date/ event as contained in the Letter of Offer for issue of Warrant – Series 1	Equity Share, having the face value of Rs. 10, on the specified date/ event as contained in the Letter of Offer for issue of Warrant – Series 2		
the current shareholding pattern of the Company	Equity Share Capital as on October 22, 2021		Equity Share Capital as on October 22, 2021	
	Category	Percentage of Equity Share Capital	Category	Percentage of Equity Share Capital
	Body Corporate along with its nominee	100%	Body Corporate along with its nominees	100%
the expected dilution in equity share capital upon conversion of preference shares	Dependent on the excise of warrants		Dependent on the excise of warrants	

The Board recommends the Resolution to the Members for their consideration and approval, by way of Special Resolution(s).

None of the Promoters, Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of this EGM Notice, except to the extent of number of Warrants allotted.

**By Order of the Board of Directors,**

**sd/-**  
**Ranjan Ghosh**  
**Director**

Place: Mumbai  
Date: 29/09/2021

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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	
EmailID	
DP ID Client id/Folio No.	

I/We \_\_\_\_\_ of \_\_\_\_\_ being a Member/Member(s) of \_\_\_\_\_ hereby appoint \_\_\_\_\_ 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, October 04, 2021 at 11. 00 a.m. and at any adjournment thereof in respect of such resolution as are indicated below:

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, October 04, 2021 at 11. 00 a.m. and at any adjournment thereof in respect of such resolution as are indicated below:

S r .	Resolution	I/We assent to the resolution (For)*	I /We dissent to the resolution (Against)*
Special Business:			
1	APPROVAL OF ISSUANCE OF WARRANTS ON RIGHTS BASIS TO THE EXISTING MEMBERS OF THE COMPANY		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2021.

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.



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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 Friday, October 22, 2021 at 02.00 P.M. 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.

## Route Map for EGM Venue

Address: Centrum House", C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai–400098,



