

UNITY SMALL FINANCE BANK LIMITED

CIN: U65990DL2021PLC385568

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

Phone: 022 4215 9000, Fax: 022 4215 9833; Email: info@unitybank.co.in

NOTICE OF EXTRA ORDINARY GENERAL MEETING

SHORTER NOTICE is hereby given that an EXTRA ORDINARY GENERAL MEETING of Unity Small Finance Bank Limited will be held on Monday, November, 01, 2021, at 01:45 P.M. at Centrum House, C.S.T Road, Vidyanagari Marg, Kalina, Santacruz East, Mumbai-400098, to transact the following business:

SPECIAL BUSINESS:

1. TO APPROVE THE ISSUANCE OF EQUITY SHARES BY WAY OF PREFERENTIAL ISSUE TO RESILIENT INNOVATIONS PRIVATE LIMITED:

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

“RESOLVED THAT in accordance with the provisions of section 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) (the “Act”) and in accordance with any other applicable laws, regulations, the Memorandum of Association and the Articles of Association of Unity Small Finance Bank Limited (“the Bank”), and in accordance with the provisions of any rules/regulations/guidelines/circulars issued/framed by or under the Central Government or the Reserve Bank of India, in this regard and such conditions and modifications as may be prescribed or imposed by the Reserve Bank of India and any of the regulatory authority or institution while granting any approval, permission and sanction if required, on the basis of the recommendation of the board of directors (“Board”) of the Bank, the approval of the Shareholders of the Bank be and is hereby accorded for the proposed fund raise of up to Rs. 7,45,72,28,316.40/- (Rupees Seven Hundred and Forty-five Crores, Seventy-two Lakhs, twenty-eight Thousand and Three Hundred and Sixteen and Paise Forty Only) for issue of equity shares of face value of INR 10/- each (“Equity Shares”) by way of preferential allotment (“Proposed Issuance”) to Resilient Innovations Private Limited (“RIPL”), in one or more tranches subject to the overall limit of 49% post issue paid-up equity share capital at a price of Rs. 21.59 (including premium of Rs. 11.59), based on the valuation report dated October 25, 2021 issued by Mr. Amol Chandrakant Bongale as the Registered Valuer (IBBI/RV/03/2020/12847) in accordance with Section 247(1) of the Act.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted to RIPL shall be subject to the provisions of the Memorandum and Articles of Association of the Bank and shall rank pari passu with the existing Equity Shares of the Bank in all respects.

RESOLVED FURTHER THAT the private placement offer letter in Form PAS-4 tabled before the Members of the Bank be and is hereby approved for the purpose of issuance of the same to RIPL for subscribing to the Equity Shares of the Bank.

RESOLVED FURTHER THAT the monies received by the Bank from RIPL towards application for subscribing to the Equity Shares pursuant to the Proposed Issuance shall be kept in the escrow account of the Bank opened by the Bank for the designated purpose.

RESOLVED FURTHER THAT the Shareholders of the Bank be and hereby accord their approval to authorise the Members of the Board of Directors of the Bank to allot the Equity Shares pursuant to the Proposed Issuance to RIPL, subject to applicable laws, in one or more tranches as may be deemed, and to do all such deeds, acts, matters and things as it may be necessary to give effect to the resolution.

RESOLVED FURTHER THAT the Board be and is hereby severally 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 of Equity Shares of the Bank and to negotiate, finalize, execute and amend any other agreement(s) or document(s) and writings, to give effect to the aforesaid resolution.”

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

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

Place: Mumbai
Date: November 01, 2021

Sd/
CHAIRMAN

NOTES:

1. The relevant 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 deposited 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.

Members are requested to note that 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.

3. 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 authorising their representative to attend and vote in their behalf at the Meeting.
4. 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.
5. The Register of Director's Shareholding, Register of Contracts are available for inspection by the members at the Registered office of the Company.

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material acts relating to the business mentioned under Item Nos. 1 of the accompanying Notice dated November 01, 2021:

ITEM NO 1:

The Members be apprised that that, the Board of Directors of the Company at its meeting held on November 1, 2021, have approved issuance of up to Rs. 7,45,72,28,316.40/- (Seven Hundred and Forty-five Crores, Seventy-two Lakhs, twenty-eight Thousand and Three Hundred and Sixteen and Paise Forty Only) through issue of equity shares of face value of INR 10/- each by way of preferential issue to Resilient Innovations Private Limited ("RIPL") at a price of Rs. 21.59 (including premium of Rs. 11.59), based on the valuation report issued by a registered valuer as per the provisions of Section 62 of the Companies Act, 2013 and the rules prescribed thereunder. The said report is available for inspection at the Registered Office of the company during the business hours on any working day.

As per the provision of section 62(1)(c) of the Companies Act, 2013, requires a Company to obtain the approval of the members, by way of a Special Resolution for allotment of equity shares by way of preferential issue on private placement basis.

The additional information required to be disclosed pursuant to rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014, is given herein below:

Sr. No	Particulars	Information
1	Objects of the Preferential Issue:	Subject to compliance with applicable laws and regulations, we intend to use the Net Proceeds of the Issue, to strengthen our capital structure and ensuring adequate capital to support growth and expansion, including enhancing our solvency and capital adequacy ratio.
2	The total number of equity shares to be issued	Issuance of up to 34,54,01,960 (Thirty-four crores, Fifty-four lakhs, One Thousand Nine Hundred and Sixty)
3	The price or price band at/within which the allotment is proposed;	Face Value: ₹ 10/- Issue Price: ₹ 21.59/- Premium: ₹ 11.59/-
4	Basis on which the price has been arrived at along with	Based on the valuation report dated August 21, 2021 issued by Mr. Amol Chandrakant Bongale as the Registered Valuer (IBBI/RV/03/2020/12847) in accordance with Section 247(1) of the Act.

	report of the registered valuer;	
5	Relevant date with reference to which the price has been arrived at;	November 1, 2021
6	The class or classes of persons to whom the allotment is proposed to be made;	The offer is being made to Resilient Innovations Private Limited, a private limited company incorporated under the Companies Act, 2013
7	Intention of promoters, directors or key managerial personnel to subscribe to the offer	Not Applicable
8	The proposed time within which the allotment shall be completed;	November 01, 2021. The Issue Closing Date, Pay-in Date and the Deemed Date of Allotment may be extended up to 4 working days by the Issuer
9	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	<p>The offer is being made to Resilient Innovations Private Limited, a private limited company incorporated under the Companies Act, 2013.</p> <p>Refer table in point 13 for post-issue shareholding.</p>
10	The change in control, if any, in the company that would occur consequent	No change in control. However, allotment of equity shares pursuant to this Issue shall lead to the Investor holding 49% of the post issue paid-up capital in the Bank.

	to the preferential offer	
11	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price;	During the year no allotment of securities on preferential basis has been made by the Bank.
12	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	Not applicable

13	The pre issue and post issue shareholding pattern of the company in the following format-	Sl. No.	Category	Pre-issue	Post-issue		
				No of shares held	% of Share holding	No of shares held	% of Share holding
		A	Promoters holding	Nil	Nil		
		1	Indian	Nil	Nil		
			Individual	Nil	Nil		
			Bodies Corporate	35,95,00,000-100%	35,95,00,000-51%		
			Sub-total	35,95,00,000-100%	35,95,00,000-51%		
		2	Foreign Promoters	Nil	Nil		
			Sub-total (A)	Nil	Nil		
		B	Non-promoters holding	Nil	Nil		
		1	Institutional Investors	Nil	Nil		
		2	Non-Institutional Investors	Nil	Nil		
			Private Corporate Bodies	Nil	34,54,01,960-49%		
			Directors and Relatives	Nil	Nil		
			Indian Public	Nil	Nil		
			Others [including Non-Resident Indians(NRIs)]	Nil	Nil		
			Sub-total (B)	Nil	Nil		
			GRAND TOTAL	35,95,00,000-100%	70,49,01,960-100%		

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.

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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 the 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: _____

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 November 01, 2021, at 01:00 p.m. at Centrum House, C.S.T. Road, Vidyanagri Marg, Kalina, Santacruz (East), Mumbai – 400 098 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Description of the Resolution	I/We assent the resolution (For)*	I /We dissent the resolution (Against)*
Special Business			
1.	TO APPROVE THE ISSUANCE OF EQUITY SHARES BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS		

Signed this _____ day of _____ 2021.

Signature of Member(s): _____

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) A proxy need not be a member of the Company.
- 3) 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.
- 4) 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.
- 5) 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.
- 6) *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: _____

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, November 01, 2021, at 01:45 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. Members/proxy are requested to bring a copy of the Annual Report at the meeting.