

UNITY SMALL FINANCE BANK LIMITED

CIN: U65990DL2021PLC385568

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

Corporate Office: Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (E) Mumbai 400098

Tel No: 011- 4741 4100, Email: cs@unitybank.co.in; Website: www.theunitybank.com**NOTICE**

Notice is hereby given that Extra-Ordinary General Meeting (Q1/01/2023-24) of UNITY SMALL FINANCE BANK LIMITED ("Bank") will be held on Friday, April 21, 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 Special business.

SPECIAL BUSINESS:

- 1. TO APPOINT MR. JASPAL SINGH BINDRA (DIN: 00128320) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR 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, if any, of the Companies Act, 2013 ("Act") read with relevant rules made thereunder, the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Banking Regulation Act, 1949, and other rules, guidelines, regulations and circulars issued by the Reserve Bank of India ("RBI") in this regard from time to time, and the Articles of Association of the Bank, Mr. Jaspal Singh Bindra (DIN: 00128320), in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as a 'Non-Executive Non-Independent Director' of the Bank and a Nominee of Centrum Financial Services Limited, Promoter of the Bank (hereinafter known as '**Centrum Nominee Director**'), with effect from March 24, 2023, 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 Compliance officer of the Bank be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for furtherance of the above, on behalf of the Bank, and to execute any such documents and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment, and to give effect to this resolution and furnish a certified true copy of the aforesaid resolution to all such parties, agencies and authorities, as may be deemed necessary from time to time"

By Order of the Board of Directors

For Unity Small Finance Bank Limited

Sd/-

Archana Goyal

Company Secretary

Place: Mumbai

Date: March 29, 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 is 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**

**Place: Mumbai
Date: March 29, 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 March 29, 2023.

Item No. 1

The Bank had received a representation from Centrum Financial Services Limited ("CFSL"), Promoter Company of the Bank to appoint Mr. Jaspal Singh Bindra (DIN: 00128320) 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 at its meeting held on March 24, 2023 appointed Mr. Jaspal Singh Bindra (DIN: 00128320) as an Additional Director in the capacity of 'Non- Executive Non-Independent Director' of the Bank and Nominee of CFSL ("Centrum Nominee Director") effective from March 24, 2023 subject to the approval of the shareholders 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 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. Jaspal Singh Bindra is a veteran Banker with a successful global MNC career spanning over three decades. He has held coveted positions across MNC Banks such as Standard Chartered, UBS and Bank of America and has an impeccable track record of leading large banks, driving profitable growth, Mergers, Acquisitions, Turnarounds and the list goes on. He has played a key role in transitioning the Centrum Group, from a pure play financial advisory business to becoming a diversified financial services group. Brief profile of Mr. Jaspal Singh Bindra 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. Jaspal Singh Bindra 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. Bindra 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. Bindra 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. Bindra meets the fit and proper criteria as prescribed under RBI guidelines.

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

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

For Unity Small Finance Bank Limited

Archana Goyal
Company Secretary

Place: Mumbai
Date: March 29, 2023

ANNEXURE A

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

Name of Director	Jaspal Singh Bindra
Director Identification Number	00128320
Category and date on first appointment on Board	Appointed as Non-Executive Non-Independent Director and Nominee of Centrum Financial Services Limited on March 24, 2023 <i>{He was first appointed on August 25, 2022 (First Director) and subsequently resigned on November 01, 2021 pursuant to direction of Reserve Bank of India ('RBI')}</i>
Date of Birth and Age	29/09/1960 (Age 62 years)
Qualification	Mr. Jaspal Singh Bindra is a Chartered Accountant (member of the Institute of Chartered Accountants of India) and MBA from XLRI Business School. He completed B. Com (Hons.) degree from St. Xaviers College, Mumbai
Experience/Expertise	Over 36 years of experience.
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	Mr. Jaspal Singh Bindra is proposed to be appointed as Non-Executive Non-Independent Director and Centrum Nominee Director representing Centrum Financial Services Limited and is liable to retirement by rotation. Remuneration includes Sitting fees, and reimbursement of expenses, etc. for attending Board and Board 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.
Number of Meetings of the Board attended during the year and other Directorship/ Membership/Chairmanship of Committees of other Boards	No of meetings attended: 1 on March 24, 2023 Details of Other Directorship: <ol style="list-style-type: none"> 1. Centum Capital Limited 2. Gurudaya Estates Private Limited 3. JBCG Advisory Services Private Limited 4. JASUA Advisory Services Private Limited 5. Calculus Travel Ventures Private Limited 6. Centrum Holdings Limited 7. Centrum Financial Services Limited 8. Jas Advisory Services LLP 9. BG Advisory Services LLP 10. Centrum Alternatives LLP 11. JBCG Ventures LLP Membership/Chairmanship of Committees of other Boards: Centrum Capital Limited – Stakeholders Relationship Committee, Member

	and Risk Management Committee – Chairman, Fund Raising Committee- Member
Relationship with other Directors, Manager and other Key Managerial Personnel of the company.	Mr. Jaspal Singh Bindra is not related to any other Director or Key Managerial Personnel of the Bank. However, he is the Executive Chairman of Centrum Capital Limited, ultimate holding Company and Non-Executive Director of Centrum Financial Services Limited, Holding Company and Promoter Company of the Bank.
Shareholding in the company	He is holding one share as a Nominee of Centrum Financial Services Limited.

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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:

- Name: _____ Address: _____

Email ID: _____ Signature: _____, or failing him/or
- Name: _____ Address: _____

Email ID: _____ Signature: _____, or failing him/or
- 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 Friday, April 21, 2023 at 11:00 AM and at any adjournment thereof in respect of such resolution as are indicated below:

Agenda Items	Title	For/Against*
1	TO APPOINT MR. JASPAL SINGH BINDRA (DIN: 00128320) AS NON-EXECUTIVE NON-INDEPENDENT AND A NOMINEE DIRECTOR OF M/S. CENTRUM FINANCIAL SERVICES LIMITED	

Signed this _____ day of _____ 2023.

Signature of the Shareholder: _____

Signature of the Proxy holder(s): _____

Affix
Revenue
Stamp

Notes:

- 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.
- 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. *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 Friday, April 21, 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

