

**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 **Monday, September 13, 2021 at 11.00 A.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. TO APPROVE ACQUIRING OF ENTIRE BUSINESS UNDERTAKING OF CENTRUM FINANCIAL SERVICES LIMITED BY WAY OF A SLUMP SALE**

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 179, 186, 188 and other applicable provisions of the Companies Act, 2013 read with the Rules formed in this connection (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 the approval of the members be and is hereby accorded to acquire the ‘Business Undertaking’ of Centrum Financial Services Limited (“CFSL”), by way of a slump sale, as a going concern, on ‘as-is-where-is’ basis, at a consideration amounting to INR 316.00 Crore (Rupees Three Hundred Sixteen Crore only) (“Consideration”), subject to adjustments, if any, for any material change in financial status of the undertaking during the intervening period till the date of actual transfer, on the terms and conditions substantially similar to those contained in the draft of the Business Transfer Agreement (BTA) as approved by the Board at its meeting held on September 08, 2021;

**RESOLVED FURTHER THAT** for the purpose of implementation of this resolution, the Board be and is hereby authorized to take all the necessary steps and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including without limitation, to settle any questions, difficulties or

doubts that may arise in this matter;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers herein conferred to any one or more officers of the Company / Group Company;

**RESOLVED FURTHER THAT**, any one of the Directors or the Company Secretary, be and are hereby severally authorized to forward a certified true copy of the resolution to concerned Authorities and do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution”

**Item No. 2 :**

**2. TO APPROVE ACQUIRING OF ENTIRE BUSINESS UNDERTAKING OF CENTRUM MICROCREDIT LIMITED BY WAY OF A SLUMP SALE.**

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 179, 186, 188 and other applicable provisions of the Companies Act, 2013 read with the Rules formed in this connection (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 approval of the members be and is hereby accorded to acquire the ‘Business Undertaking’ of Centrum Microcredit Limited (“CML”), by way of a slump sale, as a going concern, on ‘as-is-where-is’ basis, at a consideration amounting to INR 110.00 crore (Rupees One Hundred Ten Crore only) (“Consideration”), subject to adjustments, if any, for any material change in financial status of the undertaking during the intervening period till the date of actual transfer, on the terms and conditions substantially similar to those contained in the draft of the Business Transfer Agreement (BTA) as approved by the Board at its meeting held on September 08, 2021;

**RESOLVED FURTHER THAT** for the purpose of implementation of this resolution, the Board be and is hereby authorized to take all the necessary steps and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including without limitation, to settle any questions, difficulties or doubts that may arise in this matter;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers herein conferred to any one or more officers of the Company / Group Company;

**RESOLVED FURTHER THAT**, any one of the Directors or the Company Secretary, be and are hereby severally authorized to forward a certified true copy of the resolution to concerned Authorities and do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

**Item No. 3 :**

**3. TO APPROVE THE LIMITS FOR BORROWINGS AND GIVING GUARANTEE/ SECURITY ON BEHALF 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 180 (1) (c) and 188 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the Rules formed in this connection (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, the consent of the members of the Company, be and is hereby given to borrow for and on behalf of the Company from time to time as they may consider fit or to acquire borrowings of other entities through slump sale, any sum or sums of money in any manner, and without prejudice to the generality thereof, by way of loans, advances, credits, commercial paper, non-convertible debentures, compulsorily convertible debentures in the form of either fund based or non-fund based facility or otherwise in Indian Rupees or any other foreign currency from any bank or banks or any financial institutions, NBFC’s, ARCs, any Person/s, Companies, including group, holding, associate or subsidiary companies, Central Government or State Government, body corporate, firm, other person or persons, and whether the same be unsecured or secured and if secured, whether by way of mortgage, charge, hypothecation, pledge, assignments, securitization or transfer into any trust or special purpose vehicle or otherwise in any way whatsoever, on over or in respect of all or any of the Company’s assets and effects and properties including uncalled capital, stock in trade (including raw materials, stores, spares and components in stock or in transit) notwithstanding that the money to be borrowed together with the money, if any, already borrowed by the Company (apart from temporary loans and credits obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company’s bankers in the ordinary course of business, provided however that, the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed Rs. 2000 Crores (Rupees Two Thousand Crores only) or equivalent amount in foreign currency, exclusive of interest and other charges;

**RESOLVED FURTHER THAT** for the purpose of implementation of this resolution, the Board be and is hereby authorized to take all the necessary steps and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including without limitation, to settle any questions, difficulties or doubts that may arise in this matter;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers herein conferred to any one or more officers of the Company / Group Company;

**RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary, be and are hereby severally authorized to forward a certified true copy of the resolution to concerned Authorities and do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution”

**Item No. 4 :-**

**4. TO APPROVE CREATION OF MORTGAGE/CHARGE ON ASSETS 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 180(1)(a) and 188 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 read with the Rules formed in this connection (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, the consent of the members of the Company be and is hereby given to mortgage, hypothecate, pledge, charge, encumber, to transfer, sell, lease, assign, deliver, assign, securitize or transfer into any trust or special purpose vehicle or otherwise dispose of, in addition to the mortgage/charges created/to be created by the Company or its acquired undertaking/s, on such terms and conditions and at such time(s) and in such form and manner and with such ranking as to priority as the Board in its absolute discretion think fit, on the whole or substantially the whole of the Company’s any one or more of the undertakings or all the undertakings, including the present and/or future properties, whether movable or immovable comprised in any existing or new undertaking or undertakings of the Company, as the case may be, Company’s assets and effects and properties including uncalled capital, stock in trade (including raw materials, stores, spares and components in stock or in transit) together with interest, additional interest, liquidating damages, commitment charges, redemption costs/premium, charges, expenses, and all other monies in respect of all such borrowings including any increase as a result of devaluation/revaluation/fluctuation in the rate of exchange and all other

monies payable by the Company in terms of Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agent(s) and Trustee(s), in respect of said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of securities as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s)/Agent(s) and Trustee(s), in favour of the Lenders including but not limited to bank or banks or any financial institutions, NBFC's, ARCs, any Person/s, Companies, including group, holding, associate or subsidiary companies, Central Government or State Government, body corporate, firm, other person or persons and/or such other parties, as may be required, to secure borrowings whether fund based on non-fund based including term loan and working capital assistance obtained/to be obtained by the Company, and or any of the Company's holding/subsidiary/affiliate/associate company up to an aggregate amount not exceeding Rs. 2000 Crores (Rupees Two Thousand Crores only) or equivalent amount in foreign currency, exclusive of interest and other charges i.e. within the overall ceiling approved by the members of the Company, in terms of Section 180(1)(c) and 188 of the Companies Act, 2013;

**RESOLVED FURTHER THAT** for the purpose of implementation of this resolution, the Board be and is hereby authorized to take all the necessary steps and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including without limitation, to settle any questions, difficulties or doubts that may arise in this matter;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers herein conferred to any one or more officers of the Company / Group Company;

**RESOLVED FURTHER THAT**, any one of the Directors or the Company Secretary, be and are hereby severally authorized to forward a certified true copy of the resolution to concerned Authorities and do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution”

**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 to Item No. 4 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**

Place: Mumbai

Date: September 08, 2021

## **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 to Item No.4 of the accompanying Notice dated September 08, 2021:

### **Item No. 1**

The Board of Directors of the Company had, at its meeting held on September 08, 2021, approved a proposal to acquire the 'Business Undertaking' of Centrum Financial Services Limited ("CFSL"), by way of a slump sale, as a going concern, on 'as-is-where-is' basis, at a consideration amounting to INR 316.00 Crore (Rupees Three Hundred Sixteen Crore only) subject to adjustments, if any, for any material change in financial status of the undertaking during the intervening period till the date of actual transfer, on the terms and conditions substantially similar to those contained in the draft of the Business Transfer Agreement (BTA) as approved by the Board.

The proposed slump sale is subject to receipt of requisite approvals from the Reserve Bank of India ("RBI") and approvals from Shareholders pursuant to the Section 186 and 188 of the Companies Act, 2013.

The Board recommends the Special Resolutions set out at Item No. 1 for the approval of the Members.

None of the Directors and Key Managerial Personnel and/ or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1. However, the Directors of the Company hold KMP positions in the CFSL or its holding Company.

### **Item No. 2**

The Board of Directors of the Company had, at its meeting held on September 08, 2021, approved a proposal to acquire the 'Business Undertaking' of Centrum Microcredit Limited ("CML"), by way of a slump sale, as a going concern, on 'as-is-where-is' basis, at a consideration amounting to INR 110.00 crore (Rupees One Hundred Ten Crore only), subject to adjustments, if any, for any material change in financial status of the undertaking during the intervening period till the date of actual transfer, on the terms and conditions substantially similar to those contained in the draft of the Business Transfer Agreement (BTA) as approved by the Board.

The proposed slump sale is subject to receipt of requisite approvals from the Reserve Bank of India ("RBI") and approvals from Shareholders pursuant to the Section 186 and 188 of the Companies Act, 2013.

The Board recommends the Special Resolutions set out at Item No. 2 for the approval of the Members. None of the Directors and Key Managerial Personnel and/ or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2. However, the Directors of the Company hold KMP positions in the other Centrum Group Companies.

### **Item No. 3 & 4**

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from related/ unrelated parties, viz. Banks and/or Financial Institutions, NBFC's, ARCs, any Person/s, Companies, including group, holding, associate or subsidiary companies and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit. Further the Company proposes to acquire the 'Business Undertaking' of Centrum Financial Services Limited ("CFSL") and Centrum Microcredit Limited ("CML"), by way of a slump sale, as a going concern, on 'as-is-where-is' basis. Post slump sale the Company's borrowings may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to approve the maximum borrowing limits up to Rs. 2000 Crores (Rupees Two thousand Crores only).

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, at any one time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further the CFSL and CML has already created charge on assets which will be acquired by the Company through slump sale. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting by way of a special resolution.

Accordingly, the Resolution Nos. 3 & 4 are proposed to obtain necessary consent of the Company in term of the provision of Sections 180(1) (c), 180(1)(a) and 188 of the Companies Act, 2013.

The Board recommends the Special Resolutions set out at Item Nos. 3 & 4 for the approval of the Members.

None of the Directors and Key Managerial Personnel and/ or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 & 4.

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

**sd/-**

**Ranjan Ghosh**  
**Director**

Place: Mumbai

Date: September 08, 2021



**UNITY SMALL FINANCE BANK LIMITED**

**CIN: U65990DL2021PLC385568**

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

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

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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 \_\_\_\_\_ the above Member/Member, 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, September 13, 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)*
<b>Special Business:</b>			
1	TO APPROVE ACQUIRING OF ENTIRE BUSINESS UNDERTAKING OF CENTRUM FINANCIAL SERVICES LIMITED BY WAY OF A SLUMP SALE.		
2	TO APPROVE ACQUIRING OF ENTIRE BUSINESS UNDERTAKING OF CENTRUM MICROCREDIT LIMITED BY WAY OF A SLUMP SALE.		
3	TO APPROVE THE LIMITS FOR BORROWINGS AND GIVING GUARANTEE/ SECURITY ON BEHALF OF THE COMPANY		
4	TO APPROVE CREATION OF MORTGAGE/CHARGE ON ASSETS 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.

**UNITY SMALL FINANCE BANK LIMITED**

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

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

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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, 13<sup>th</sup> September, 2021 at Time 11.00 A.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,



