

UNITY SMALL FINANCE BANK LIMITED

CIN: U65990DL2021PLC385568

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

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

Notice is hereby given that EXTRA-ORDINARY GENERAL MEETING [Q4/02/2021-22] of UNITY SMALL FINANCE BANK LIMITED will be held on Monday, March 28, 2022 at 1.00 P.M. at a shorter notice 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 APPROVE THE APPOINTMENT OF MR. SANDIP GHOSE (DIN: 07482589) AS AN INDEPENDENT DIRECTOR OF THE BANK**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules framed thereunder and Regulation 17 and other applicable Regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Section 10A of the Banking Regulation Act, 1949 and relevant circulars issued by the Reserve Bank of India (“RBI”) from time to time, and subject to the Articles of Association of the Bank, Mr. Sandip Ghose (DIN: 07482589), who was appointed by the Board of Directors as an Additional Director of the Bank with effect from October 26, 2021 in terms of Section 161 of the Act and in respect of whom the Bank has received a Notice in writing under Section 160 of the Act, proposing his candidature for the office of Director of the Bank, be and is hereby appointed as an Independent Director of the Bank not liable to retire by rotation, for a period of five years commencing from October 26, 2021 up to October 25, 2026.

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 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”

2. TO APPROVE THE APPOINTMENT OF MR. BASANT SETH (DIN: 02798529) AS AN INDEPENDENT DIRECTOR OF THE BANK

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules framed thereunder and Regulation 17 and other applicable Regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Section 10A of the Banking Regulation Act, 1949 and relevant circulars issued by the Reserve Bank of India (“RBI”) from time to time, and subject to the Articles of Association of the Bank, Mr. Basant Seth (DIN: 02798529), who was appointed by the Board of Directors as an Additional Director of the Bank with effect from October 26, 2021 in terms of Section 161 of the Act and in respect of whom the Bank has received a Notice in writing under Section 160 of the Act, proposing his candidature for the office of Director of the Bank, be and is hereby appointed as an Independent Director of the Bank not liable to retire by rotation, for a period of five years commencing from October 26, 2021 up to October 25, 2026.

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 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”

3. TO APPROVE THE APPOINTMENT OF MR. SUBHASH KUTTE (DIN: 00233322) AS AN INDEPENDENT DIRECTOR OF THE BANK

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules framed thereunder and Regulation 17 and other applicable Regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Section 10A of the Banking Regulation Act, 1949 and relevant circulars issued by the Reserve Bank of India (“RBI”) from time to time, and subject to the Articles of Association of the Bank, Mr. Subhash Kutte (DIN: 00233322), who was appointed by the Board of Directors as an Additional Director of the Bank with effect from October 26, 2021 in terms of

Section 161 of the Act and in respect of whom the Bank has received a Notice in writing under Section 160 of the Act, proposing his candidature for the office of Director of the Bank, be and is hereby appointed as an Independent Director of the Bank not liable to retire by rotation, for a period of five years commencing from October 26, 2021 up to October 25, 2026.

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 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”

4. TO APPROVE THE APPOINTMENT MR. VINOD RAI (DIN: - 00041867) AS THE PART-TIME CHAIRMAN OF THE BANK

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161, 197 read with Schedule IV and V and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules framed thereunder and Regulation 17 and other applicable Regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Section 10A and 10B(1A)(i) of the Banking Regulation Act, 1949 and relevant circulars issued by the Reserve Bank of India (‘RBI’) from time to time, and subject to the Articles of Association of the Bank, and pursuant to the approval of the Reserve Bank of India received vide its letter dated January 19, 2022, Mr. Vinod Rai (DIN- 00041867) who was appointed as an Additional Director (Independent) in the capacity of the ‘Part – Time Chairman’ of the Bank on January 21, 2022 in terms of Section 161 of the Act and in respect of whom the Bank has received a Notice in writing under Section 160 of the Act, proposing his candidature for the office of Director of the Bank, be and is hereby appointed as an Independent Director in the capacity of the ‘Part – Time Chairman’ of the Bank, to hold office with effect from January 21, 2022 up to May 22, 2023 (both days inclusive) at a consolidated remuneration of ₹12,00,000 p.a., in addition to sitting fees for attending board / committee meetings and reimbursement of expenses incidental thereto and whose office shall not be liable to retire 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 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”

5. TO APPROVE THE APPOINTMENT OF MS. RENU SUBHABRATA BASU (DIN: 03550920) AS INDEPENDENT WOMAN DIRECTOR OF THE BANK

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules framed thereunder and Regulation 17 and other applicable Regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Section 10A of the Banking Regulation Act, 1949 and relevant circulars issued by the Reserve Bank of India (‘RBI’) from time to time, and subject to the Articles of Association of the Bank, Ms. Renu Subhabrata Basu (DIN: 03550920), who was appointed by the Board of Directors as an Additional Director (Independent Woman Director) of the Bank with effect from January 28, 2022 in terms of Section 161 of the Act and in respect of whom Bank has received a Notice in writing under Section 160 of the Act, proposing her candidature for the office of Director of the Bank, be and is hereby appointed as an Independent Woman Director of the Bank, not liable to retire by rotation, for a period of five years commencing from October 26, 2021 up to October 25, 2026.

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 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”

6. TO RECLASSIFY THE AUTHORISED SHARE CAPITAL OF THE BANK AND ALTER THE MEMORANDUM OF ASSOCIATION OF THE BANK

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and pursuant to the provisions of Banking Regulation Act, 1949 and other applicable laws, and Articles of Association of the Bank and pursuant to the approval of the Reserve Bank of India vide letter no. DOR. HGG. No. S4729/16.02.013/2021-22 dated March 24, 2022, the consent of the members be and is hereby accorded to reclassify the existing Authorised Share Capital of the Bank, ie. Rs. 4000,00,00,000/- (Rupees Four Thousand Crore

Only) divided into 400,00,00,000 (Four Hundred Crore) Equity shares of the Face Value Rs. 10/- (Rupees Ten) each be reclassified to 170,00,00,000 (One Hundred and Seventy Crores) Equity share of Rs. 10/- each aggregating to Rs. 1700,00,00,000/- (Rupees Seventeen Hundred Crores only) and 230,00,00,000 (Two Hundred and Thirty Crore) Preference Shares of Rs. 10/- each aggregating to Rs. 2300,00,00,000/- (Rupees Twenty-Three Hundred Crore only) Preference Shares, after cancelling the existing unissued Equity Share Capital comprising of 230,00,00,000 (Two Hundred and Thirty Crore) Equity Shares of Rs. 10/- each aggregating to Rs. 2300,00,00,000/-, and consequently the existing Clause V of the Memorandum of Association of the Bank, relating to the Authorised Share Capital be and is hereby altered by deleting the same and substituting in its place the following new Clause V:

V. The Authorised Share Capital of the Bank is Rs. 4000,00,00,000/- (Rupees Four Thousand Crore Only) divided into 170,00,00,000 (One Hundred and Seventy Crores) Equity share of Rs. 10/- each and 230,00,00,000 (Two Hundred and Thirty Crore) Preference Shares of Rs. 10/- each. The Bank has the power from time to time to increase, reduce, modify or cancel the Capital and to divide, classify, reclassify the Shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of Association of the Bank and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be provided by the Articles of Association of the Bank or legislative provisions for the time being in force in that behalf.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors or the President or the Chief Financial Officer or the Company Secretary be and are hereby authorised severally to take all such steps and actions and give such directions as they may in their absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by authority of this resolution.”

7. TO ADOPT THE PUNJAB AND MAHARASHTRA CO-OPERATIVE BANK LIMITED (AMALGAMATION WITH UNITY SMALL FINANCE BANK LIMITED) SCHEME, 2022 NOTIFIED AND SANCTIONED BY THE CENTRAL GOVERNMENT ON JANUARY 25, 2022 AND TO AUTHORISE ACTIONS THEREUNDER.

To consider and if thought fit to pass with or without modification(s), the following resolution as a Special resolution:

“RESOLVED THAT the Punjab and Maharashtra Co-operative Bank Limited (Amalgamation with Unity Small Finance Bank Limited) Scheme, 2022 (“Scheme”) notified by the Central Government pursuant to powers conferred by sub-section (7) of section 45 of the Banking Regulation Act, 1949 (10 of 1949), with “appointed date” as January 25, 2022, be and is hereby noted and adopted by the Bank.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, 2013, read with Rules formed thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Master Circular – Basel III Capital Regulations dated July 01, 2015 and/ or any other guidelines issued in this connection, and in accordance with the Memorandum of Association and the Articles of Association of 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 (“RBI”), in this regard and such conditions and modifications as may be prescribed or imposed by the RBI and any of the regulatory authority or institution, and pursuant to the Punjab and Maharashtra Co-operative Bank Limited (Amalgamation with Unity Small Finance Bank Limited) Scheme, 2022 (“Scheme”), consent of the members be and is hereby accorded to issue the following instruments, pursuant to the terms and conditions as mentioned in the Scheme:

1. Such number of Unlisted, Unrated, Fully paid-up, Non-Convertible, BASEL III Perpetual Non-Cumulative Preference Shares (“PNCPS”) as shall be required under the Scheme and payment of fixed Dividend @ 1% p.a. annually, irrespective of any constraints arising from the provisions of Section 123 of the Companies Act, 2013 and rules prescribed thereunder.
2. Such number of Unlisted, fully paid-up Equity Warrants as shall be required under the Scheme at a price of ₹ 1 per warrant, that entitle the Warrant-holder to exchange the Equity Warrants for Equity Shares as per the terms mentioned in the Scheme.

RESOLVED FURTHER THAT in case of any inconsistency, discrepancy or deviation with applicable law and Rules in connection with the issuance and allotment of the securities/instruments, provisions of the Scheme shall prevail.

RESOLVED FURTHER THAT the President of the Bank, the Interim CEO, be and are hereby severally authorised to make modifications, finalise and execute the term sheets post receipt of confirmations/ approvals from DICGC and/ or RBI, as may be required, and to do all such acts, deeds, matters and things as may be necessary, proper and expedient of whatsoever nature that may be ancillary or incidental to the implementation of the Scheme, including but not limited to delegating any or all of their powers vested herein by this resolution to any officers or executives of the Bank or such other persons like advisors, advocates, attorneys, lawyers, bankers, trustees or any other appropriate agencies or persons, to give effect to this resolution and also to

settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the Board or the shareholders of the Bank;

RESOLVED FURTHER THAT any of the Directors of the Bank or the Company Secretary be and are hereby severally authorised to file the necessary resolutions and forms with Registrar of the Companies and do all such acts, deeds and things as are necessary to give effect to the resolutions and the matters connected therewith or incidental thereto.”

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

Sd/-
Archana Goyal
Company Secretary

Place: Mumbai
Date: 25/03/2022

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 to 7 above 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. 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.
7. 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: 25/03/2022

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 March 25, 2022.

Item No. 1

TO APPROVE THE APPOINTMENT OF MR. SANDIP GHOSE (DIN: 07482589) AS AN INDEPENDENT DIRECTOR OF THE BANK

The Board of Directors, at its Meeting held on October 26, 2021 had appointed Mr. Sandip Ghose as Additional Director (Independent) of the Bank, subject to the approval of shareholders to hold office for a period of five years with effect from October 26, 2021 to October 25, 2026.

Mr. Sandip Ghose holds a Master's Degree in History (M.A.) and is an alumnus of Anderson School of Management UCLA, and Columbia Business School, among others. Mr. Sandip Ghose is also the former Director of the National Institute of Securities Markets (NISM), an educational initiative of SEBI. He has overseen the school of regulatory and supervisory studies which acts as a staff college for SEBI officers. Mr. Ghose has vast experience and knowledge of the financial sector. Prior to taking over as a Director of NISM, Mr. Ghose was the Head of Human Resources in the Reserve Bank of India (RBI). As a central banker by profession, Mr. Ghose was the Chief of Staff and Advisor to three successive RBI Governors - Dr. C. Rangarajan, Dr. Bimal Jalan, and Dr. Y.V. Reddy over a period of nine years. During his career, Mr. Ghose has received several prestigious awards including an Honorary Doctoral Degree by the EILM University, Sikkim.

The Bank has received declaration from Mr. Ghose as per the provisions of section 149(6) that he meets the criteria of independence under the Companies Act, 2013. Further, the Bank has also received Mr. Ghose's consent 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. Mr. Ghose will not be liable to retire by rotation.

In the opinion of the Board, Mr. Sandip Ghose fulfills the criteria for being appointed as Independent Director in accordance with Section 149 of the Act, Rules framed thereunder and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Further, Mr. Ghose 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 Board, Mr. Ghose meets the fit and proper criteria and has the necessary knowledge and experience for being appointed as an Independent Director and his guidance will be extremely helpful to the Bank over the period. Mr. Ghose's appointment is in compliance with the provisions of section 149(10) of the Companies Act, 2013 and Section 10A of the Banking Regulation Act, 1949.

The Bank has received Notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director. Profile of Mr. Sandip Ghose along with the information as required to be furnished under Secretarial Standards-2 is annexed with the notice.

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

Item No. 2

TO APPROVE THE APPOINTMENT OF MR. BASANT SETH (DIN: 02798529) AS AN INDEPENDENT DIRECTOR OF THE BANK

The Board of Directors, at its Meeting held on October 26, 2021 had appointed Mr. Basant Sheth (DIN: 02798529) as Additional Director (Independent) of the Bank, subject to the approval of shareholders for a period of five years with effect from October 26, 2021 to October 25, 2026.

Mr. Basant Sheth is a qualified Chartered Accountant with a Post Graduate Diploma in Bank Management and has over 40 years of experience in finance & banking, management & administrative matters. He has headed Institutions like Syndicate Bank (as Chairman and Managing Director) and SIDBI (as Deputy Managing Director). He has also served as Independent Director of State Bank of India, Central Board, where he headed several committees of the Board. He was appointed as Information Commissioner in the Central Information Commission for a period of 5 years.

The Bank has received declaration from Mr. Seth as per the provisions of section 149(6) that he meets the criteria of independence under the Companies Act, 2013. Further, the Bank has also received Mr. Seth's consent 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. Mr. Seth will not be liable to retire by rotation.

In the opinion of the Board, Mr. Basant Sheth fulfils the criteria for being appointed as Independent Director in accordance with Section 149 of the Act, Rules framed thereunder, Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Further, Mr. Sheth 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 Board, Mr. Sheth meets the fit and proper criteria and has the necessary knowledge and experience for being appointed as an Independent Director and his guidance will be extremely helpful to the Bank over the period. Mr. Sheth's appointment is in compliance with the provisions of section 149(10) of the Companies Act, 2013 and Section 10A of the Banking Regulation Act, 1949.

The Bank has received Notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director. Profile of Mr. Basant Sheth along with the information as required to be furnished under Secretarial Standards-2 is annexed with the notice.

Except Mr. Basant Sheth 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. The Board recommends the Special Resolution set forth in Item No. 2 above for approval of the shareholders.

Item No. 3

TO APPROVE THE APPOINTMENT OF MR. SUBHASH KUTTE (DIN: 00233322) AS AN INDEPENDENT DIRECTOR OF THE BANK

The Board of Directors, at its Meeting held on October 26, 2021 had appointed Mr. Subhash Kutte (DIN: 00233322) as Additional Director (Independent) of the Bank subject to the approval of shareholders for a period of five years with effect from October 26, 2021 to October 25, 2026.

A veteran Banker, Mr. Subhash Kutte joined Ratnakar Bank in June 1980 and served the bank for thirty-four years, initially in an executive capacity across various departments, including its Chairman and MD & CEO. He currently serves on the Board of several companies including Centrum Capital, Ghatge Patil Industries, Synergy Green Industries and Menon Pistons Ltd.

The Bank has received declaration from Mr. Kutte as per the provisions of section 149(6) that he meets the criteria of independence under the Companies Act, 2013. Further, the Bank has also received Mr. Kutte's consent 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. Mr. Kutte will not be liable to retire by rotation.

In the opinion of the Board, Mr. Kutte fulfils the criteria for being appointed as Independent Director in accordance with Section 149 of the Act, Rules framed thereunder, Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Further, Mr. Kutte 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 Board, Mr. Kutte meets the fit and proper criteria and has the necessary knowledge and experience for being appointed as an Independent Director and his guidance will be extremely helpful to the Bank over the period. Mr. Kutte's appointment is in compliance with the provisions of section 149(10) of the Companies Act, 2013 and Section 10A of the Banking Regulation Act, 1949.

The Bank has received notice under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director. Profile of Mr. Kutte along with the information as required to be furnished under Secretarial Standards-2 is annexed with the notice.

Except Mr. Subhash Kutte, 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. The Board recommends the Special Resolution set forth in Item No.3 above for approval of the shareholders.

Item No.4

TO APPROVE THE APPOINTMENT MR. VINOD RAI (DIN- 00041867) AS THE PART-TIME CHAIRMAN OF THE BANK

Pursuant to the to approval of the Reserve Bank of India received vide its letter dated January 19, 2022, the Board of Directors of the Bank vide circular resolution dated January 21, 2022 had approved appointment of Mr. Vinod Rai (DIN- 00041867) as an

Additional Director (Independent) in the capacity of the 'Part – Time Chairman' of the Bank, subject to the approval of shareholders to hold office with effect from January 21, 2022 up to May 22, 2023 (both days inclusive) at a consolidated remuneration of ₹12,00,000 p.a., in addition to sitting fees for attending board / committee meetings and reimbursement of expenses incidental thereto.

Mr. Vinod Rai was the former Comptroller and Auditor General of India. Mr. Rai has wide experience of working in various capacities at both, the Central and State Governments. He was the Chairman of Banks Board Bureau constituted by the Government of India under Ministry of Finance. His previous position was as Secretary in the Ministry of Finance - GOI, where he was responsible for managing the Financial Services sector, including banks and insurance companies. He had been a Director on several Boards including the State Bank of India, ICICI Bank, IDBI Bank and Life Insurance Corporation of India. Mr. Rai was instrumental in setting up the India Infrastructure Finance Company Limited and was also on the Board of this company. Mr. Rai has also been the Principal Secretary (Finance) in the State Government of Kerala, apart from holding senior positions in the Ministries of Commerce and Defence, GOI. Mr. Vinod Rai holds a Masters Degree in Economics from Delhi School of Economics, University of Delhi along with a Masters Degree in Public Administration from Harvard University, USA.

Mr. Vinod Rai is a highly respected industry veteran, and will add significant value to the Board of the Bank. Moreover, his vast experience as a Board Member in several PSU and Private Banks will help in building a strong foundation and shaping the long term strategy at the Bank.

The Bank has received declaration from Mr. Rai as per the provisions of section 149(6) that he meets the criteria of independence under the Companies Act, 2013. Further, the Bank has also received Mr. Rai's consent 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. Mr. Rai will not be liable to retire by rotation.

In the opinion of the Board, Mr. Vinod Rai fulfils the criteria for being appointed as Independent Director in accordance with Section 149 of the Act, Rules framed thereunder, Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Bank has received Notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director. Profile of Mr. Rai along with the information as required to be furnished under Secretarial Standards-2 is annexed with the notice.

Except Mr. Vinod Rai, 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. The Board recommends the Special Resolution set forth in Item No.4 above for approval of the shareholders.

The statement containing additional information as required in Schedule V of the Companies Act, 2013 is stated below:

I. General Information:

1. Nature of Industry: Banking Company
2. Date or expected date of commencement of commercial production: The Bank commenced operations as a Small finance bank w.e.f November 01, 2021.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
4. Financial performance based on given indicators: The Bank commenced operations on November 01, 2021. The details of the financial performance as of Quarter ended December 31, 2021 is provided below –

Particulars	Amount (Rs. in lakhs)
Total Income	4,408
Total Expenditure	5,136
Operating Profit before Provisions and Contingencies	(728)
Provisions (other than tax) and Contingencies	(326)
Profit Before Tax	(1,054)
Profit After Tax	(1,054)
Earnings per equity share	(0.15)

5. Foreign Investments or collaborations, if any: Resilient Innovations Private Limited, Foreign Owned and Controlled Company (FOCC) holds 49% in the equity shareholding of the Bank.

II. Information about the appointee:

1. **Background details:** Mr. Vinod Rai, former Comptroller and Auditor General of India has wide experience of working in various capacities at both, the Central and State Governments. He was the Chairman of Banks Board Bureau constituted by the Government of India under Ministry of Finance. His previous position was as Secretary in the Ministry of Finance - GOI, where he was responsible for managing the Financial Services sector, including banks and insurance companies. He had been a Director on several Boards including the State Bank of India, ICICI Bank, IDBI Bank and Life Insurance Corporation of India.

Mr. Rai was instrumental in setting up the India Infrastructure Finance Company Limited. He has also been the Principal Secretary (Finance) in the State Government of Kerala, apart from holding senior positions in the Ministries of Commerce and Defence, GOI.

Mr. Rai holds a Masters Degree in Economics from Delhi School of Economics, University of Delhi and has a Masters Degree in Public Administration from Harvard University, USA.

2. **Past remuneration:** First appointment in the Bank and hence not applicable.
3. **Recognition or awards:** Mr. Rai has been conferred with “Padmabhushan Award (Civil servant)” by the Government of India in 2016. He has been conferred with ‘Outstanding contribution to the Indian Economy’- by CNBC TV18 and the ‘Civil Servant achieving Excellence in Public Administration’ – by Mannapuram Finance Limited. He has also figured as one of the ‘Persons of the year’ in Forbes magazine.
4. **Job profile and his suitability:** Mr. Vinod Rai has been appointed as the Part-time Chairman and Independent Director of the Bank w.e.f January 21, 2022. Mr. Rai is a highly respected industry veteran. Mr. Rai will add significant value to the Board of the Bank. Moreover, his vast experience as a Board Member in several PSU and Private Banks will help in building a strong foundation and shaping the long term strategy at the Bank, for customer delight through a seamless digital banking experience.
5. **Remuneration proposed:** RBI has vide letter dated January 19, 2022 approved the appointment of Mr. Vinod Rai as the Part-time Chairman of the Bank w.e.f taking charge till May 22, 2023, at a consolidated remuneration of ₹12,00,000 p.a. in addition to sitting fees for attending board / committee meetings and reimbursement of expenses incidental thereto, stands approved
6. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** The remuneration of Mr. Vinod Rai is comparable to that drawn by the peers in the similar capacity in the industry and is approved by Reserve Bank of India vide letter dated January 19, 2022.
7. **Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any:** Mr. Rai is not related to any of the Directors and Key Managerial Personnel of the Company

III. Other Information:

1. **Reasons for inadequate profits:** Unity Small Finance Bank Limited was incorporated on 25 August 2021 and the RBI License for commencement of business was received on 1 November 2021.

The Business Transfer Agreement (BTA) of Centrum Financial Services Limited (CFSL) and Centrum Microcredit Limited (CML) effective from November 01, 2021 wherein all assets and Liabilities were transferred to the Bank. The Central Government has sanctioned the Punjab and Maharashtra Co-operative Bank Limited (Amalgamation with Unity Small Finance Bank Limited) Scheme, 2022 (“Scheme”) on January 25, 2021, Pursuant to the Scheme the Bank is required to discharge the obligations of the depositors of the erstwhile Punjab and Maharashtra Co-operative (PMC Bank).

Being a newly incorporated entity, there are significant pre-operative costs involved pertaining to Share Capital, Legal and professional fees cost, Employee Costs including cost of acquisition of senior management for the Bank.

2. **Steps taken or proposed to be taken for improvement:** Unity Small Finance Bank Limited is driven for being a digital first bank with a business model of collaboration and open architecture, uniting all its stakeholders to deliver a seamless digital experience.

The bank being backed by the profitable small business lending arm of the Centrum Group and Resilient Innovations Private Limited (BharatPe), one of India's fastest-growing fintech companies is expected to grow significantly.

The bank is also in the process of repayment of high cost debt obtained pursuant to the BTA which will reduce the interest cost.

3. **Expected increase in productivity and profits in measurable terms:** The Bank is well capitalized, significantly higher than the minimum regulatory requirement, which gives the Bank a platform to build a robust technological infrastructure.

The combined expertise of Centrum and BharatPe, business strengths and our proven success, will provide a strong foundation to drive growth in the Bank and the Bank will take steps to increase its profits in the future.

Item No.5

TO APPROVE THE APPOINTMENT OF MS. RENU SUBHABRATA BASU (DIN:03550920) AS INDEPENDENT WOMAN DIRECTOR OF THE BANK

The Board of Directors of the Bank vide circular resolution dated January 28, 2022 have appointed Ms. Renu Subhabrata Basu (DIN: 03550920) as Additional Director (Independent Women Director) of the Bank, subject to the approval of shareholders for a period of five years with effect from January 28, 2022 to January 27, 2027.

Ms. Renu Basu is a veteran Sales and Marketing Professional with over 30 years' experience in Customer Management, Revenue Management, Brand Building, Marketing including Digital Marketing, CRM, and Loyalty. She was the former Senior Vice President Global Sales and Marketing at IHCL. Served as former Director of Taj Madras Flight Kitchen and British Business Group. She featured in Impact's 50 Most Influential Women from the advertising, media, and marketing industry in India. Currently, retained after retirement as a Consultant and advisor to The Indian Hotels Company Limited (IHCL), focussing on key initiatives including New Products, Customer Centricity, Hotel Openings, Taj Public Service Welfare Trust and Diversity and Inclusion of Women.

Ms. Basu holds degree of Management Development Program from University of Michigan Business School, Diploma in Marketing Management from Jamnalal Bajaj Institute of Management Studies, Bachelor of Law and Bachelor of Arts in Psychology from Mumbai University.

The Bank has received declaration from Ms. Basu as per the provisions of section 149(6) that she meets the criteria of independence under the Companies Act, 2013. Further, the Bank has also received Ms. Basu's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Ms. Basu will not be liable to retire by rotation.

In the opinion of the Board, Ms. Basu fulfils the criteria for being appointed as Independent Director in accordance with Section 149 of the Act, Rules framed thereunder, Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Further, Ms. Basu 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 Board, Ms. Basu meets the fit and proper criteria and has the necessary knowledge and experience for being appointed as an Independent Director and her guidance will be extremely helpful to the Bank over the period. Ms. Basu's appointment is in compliance with the provisions of section 149(10) of the Companies Act, 2013 and Section 10A of the Banking Regulation Act, 1949.

The Bank has received Notice under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Independent Women Director. Profile of Ms. Basu along with the information as required to be furnished under Secretarial Standards-2 is annexed with the notice.

Except Ms. Renu Subhabrata Basu, 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. The Board recommends the Special Resolution set forth in Item No.5 above for approval of the shareholders

Item No. 6:**TO RECLASSIFY THE AUTHORISED SHARE CAPITAL OF THE BANK AND ALTER THE MEMORANDUM OF ASSOCIATION OF THE BANK**

The members be apprised that the present authorised capital of the Bank is Rs. 4000,00,00,000 (Rupees Four Thousand Crore Only) divided into 400,00,00,000 (Four Hundred Crore) equity shares.

Pursuant to the notification and sanction of Punjab and Maharashtra Co-operative Bank Limited (Amalgamation with Unity Small Finance Bank Limited) Scheme, 2022, the Bank is required to issue Perpetual Non-Cumulative Preference Shares (PNCPS) to the institutional depositors and holders of Long Term Deposits (Tier II Capital instrument) of Punjab and Maharashtra Co-operative Bank Limited (PMC).

In view of the same, the resolution set out in Item No. 6 seeks to reclassify the existing Authorised Share Capital of the Bank to Rs. 4000,00,00,000 (Rupees Four Thousand Crore Only) divided into 170,00,00,000 (One Hundred and Seventy Crores) Equity share of Rs. 10/- each and 230,00,00,000 (Two Hundred and Thirty Crore) Preference Shares of Rs. 10/- each after cancelling the existing unissued Equity Share Capital comprising of 230,00,00,000 (Two Hundred and Thirty Crore) Equity Shares of Rs. 10/- each.

Inconsequence of the same, the Clause V of the Memorandum of Association is proposed to be altered as set out in Item No. 6. The said alteration has been approved by Reserve Bank of India vide its letter no. DOR.HGG.No.S4729/16.02.013/2021-22 dated March 24, 2022.

The Directors accordingly recommend the resolution at set out in Item No. 6 for your approval as an Special Resolution.

None of the Directors or Key Managerial Personnel of the Bank or their respective relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice except to the extent of their individual shareholding in the Bank.”

Item No. 7**TO ADOPT THE PUNJAB AND MAHARASHTRA CO-OPERATIVE BANK LIMITED (AMALGAMATION WITH UNITY SMALL FINANCE BANK LIMITED) SCHEME, 2022 NOTIFIED AND SANCTIONED BY THE CENTRAL GOVERNMENT ON JANUARY 25, 2022.**

The members be apprised that, in exercise of the powers conferred by sub-section (7) of section 45 of the Banking Regulation Act, 1949 (10 of 1949), the Central Government has on January 25, 2022, sanctioned the Punjab and Maharashtra Co-operative Bank Limited (Amalgamation with Unity Small Finance Bank Limited) Scheme, 2022 (“Scheme”) with “appointed date” as January 25, 2022, subject to the terms and conditions as mentioned in the Scheme.

One aspect of implementation of the Scheme is to issue, on the “appointed date” Perpetual Non-Cumulative Preference Shares (“PNCPS”) of the Unity Small Finance Bank Limited (“Unity Bank”) carrying a dividend of one per cent per annum payable annually, to be issued to :

- Institutional Depositors of the Punjab and Maharashtra Co-operative Bank Limited (“PMC”) to the extent of 80 per cent of Net uninsured deposits outstanding (aggregate in various accounts)
And
- Holders of Long Term Deposits (Tier II Capital instrument) of PMC as per terms of the Scheme

As provided for in the Scheme, the payment of dividend to the PNCPS holders is absolute and not contingent upon conditions set out in Section 123 and Section 55 of the Companies Act, 2013. Accordingly, the approval of the members is sought for the issuance and payment of dividend as per the Scheme.

Another aspect of implementation of the scheme is that the remaining 20 per cent. amount of the institutional deposits shall be converted into equity warrants of the bank at a price of ₹ 1 per warrant and these equity warrants will further be converted into equity shares of the Bank at the time of the Initial Public Offer when the Bank goes for public issue. The price for such conversion will be determined at the lower band of the Initial Public Offer price.

Thus approval of the members is sought to approve and adopt the Scheme, to undertake all the actions as prescribed in the Scheme and to authorise officials of the Bank to implement the same. The Scheme along with the term sheets for issuance of PNCPS and Equity Warrants is available for inspection at the registered and corporate office of the Bank.

The Directors accordingly recommend the resolution at set out in Item No. 7 for your approval as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Bank or their respective relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice except to the extent of their individual shareholding in the Bank.”

For Unity Small Finance Bank Limited

Sd/-

Archana Goyal

Company Secretary

Place: Mumbai

Date: 25/03/2022

ANNEXURE A

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

Name of Director	Sandip Ghose	Basant Seth	Subhash Kutte
Director Identification Number	07482589	02798529	00233322
Category and date on first appointment on Board	October 26,2021 Independent Director in capacity of Additional Director	October 26,2021 Independent Director in capacity of Additional Director	October 26,2021 Independent Director in capacity of Additional Director
Date of Birth and Age	07-08-1953 (Age 68 years)	16-02-1952 (Age 70 years)	04-11-1952 (Age 69 years)
Qualification	Master's Degree in History (M.A.) and is an alumnus of Anderson School of Management UCLA, and Columbia Business School	Chartered Accountant with a Post Graduate Diploma in Bank Management	B. Com. (Hons.) Intermediate C.A
Experience/Expertise	Over 40 years of experience	Over 40 years of experience in finance & banking, management & administrative matters	Over 35 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	Appointment as an Independent Director, not liable to retire by rotation, for a term of 5 years with effect from October 26,2021 Remuneration includes Sitting fees, and reimbursement of expenses for attending Board and Board committee meetings as per Articles of Association of the Bank, as may be approved by the Board from time to time in accordance with the applicable law	Appointment as an Independent Director, not liable to retire by rotation, for a term of 5 years with effect from October 26,2021 Remuneration includes Sitting fees, and reimbursed expenses for attending Board and Board committee meetings as per Articles of Association of the Bank, as may be approved by the Board from time to time in accordance with the applicable law	Appointment as an Independent Director, not liable to retire by rotation, for a term of 5 years with effect from October 26,2021 Remuneration includes Sitting fees, and reimbursed expenses for attending Board and Board committee meetings as per Articles of Association of the Bank, as may be approved by the Board from time to time in accordance with the applicable law
Number of Meetings of the Board attended during the year and Membership/Chairmanship of Committees of other Boards	No of meetings attended: 4 Membership/Chairmanship of Committees of other Boards: Motilal Oswal Trustee Company – Audit committee - Chairman	No. of meetings attended:4 Membership/Chairmanship of Committees of other Boards: 1. Roto Pumps Limited- Chairman - AC & Member –NRC 2. DHARAMPAL SATYAPAL LIMITED- Chairman - AC & Member –NRC 3. CANBANK FACTORS LIMITED- Member - AC & NRC	No. of meetings attended:4 Membership/Chairman-ship of Committees of other Boards: 1. Centrum Capital Limited- Chairman - ACM, NRC & Member – CSR & SRC 2. Centrum Retail Services Limited- Chairman - ACM & NRC 3. Centrum Wealth Limited- Chairman - NRC & Member ACM

		4. U. P. INDUSTRIAL CONSULTANTS LIMITED- Member - AC & RMC 5. EVER ELECTRONICS PRIVATE LIMITED- Chairman - AC & Member -NRC	4. Menon Pistons Limited- Chairman - ACM & Member NRC 5. Synergy Green Industries Limited- Member –ACM 6. Centrum Microcredit Limited- Member- ACM, NRC & CSR
Relationship with other Directors, Manager and other Key Managerial Personnel of the company.	Mr. Sandip Ghose is not related to any other Director or Key Managerial Personnel of the Bank	Mr. Basant Seth is not related to any other Director or Key Managerial Personnel of the Bank	Mr. Subhash Kutte is not related to any other Director or Key Managerial Personnel of the Bank
Shareholding in the company	Nil	Nil	Nil

Name of Director	Vinod Rai	Renu Basu
Director Identification Number	00041867	03550920
Category and date on first appointment on Board	Date of appointment: January 21,2022 Part-time Chairman & Independent Director in Capacity of Additional Director	Date of appointment: 28-01-2022 Independent Women Director in capacity of Additional Director
Date of Birth and Age	23-05-1948	27-04-1960
Qualification	Masters Degree in Economics from Delhi School of Economics, University of Delhi. He has a Masters Degree in Public Administration from Harvard University, USA.	Management Development Program from University of Michigan Business School, Diploma in Marketing Management from Jamnalal Bajaj Institute of Management Studies, Bachelor of Law and Bachelor of Arts in Psychology form Mumbai University
Experience/Expertise	Over 40 years of experience	over 30 years' experience in Customer Management, Revenue Management, Brand Building, Marketing including Digital Marketing, CRM, and Loyalty
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	Appointment as an Independent Director in the capacity of the 'Part – Time Chairman' of the Bank, to hold office with effect from January 21, 2022 up to May 22, 2023 (both days inclusive) at a consolidated remuneration of ₹12,00,000 p.a., in addition to sitting fees for attending board / committee meetings and reimbursement of expenses incidental thereto.	Appointment as an Independent Director, not liable to retire by rotation, for a term of 5 years with effect from January 28,2022 Remuneration includes Sitting fees, and reimbursed expenses for attending Board and Board committee meetings as per Articles of Association of the Bank, as may be approved by the

		Board from time to time in accordance with the applicable law
Number of Meetings of the Board attended during the year and Membership/Chairmanship of Committees of other Boards	1 Membership/Chairmanship of Committees of other Boards: a. Apollo Tyres Ltd- Audit & Nomination & remuneration committee- Chairperson b.Shubhum Housing Development Finance – NRC- Chairperson, Risk & Audit committee- Member	1 Membership/Chairmanship of Committees of other Boards: NA
Relationship with other Directors, Manager and other Key Managerial Personnel of the company.	Mr. Vinod Rai is not related to any other Director or Key Managerial Personnel of the Bank	Ms. Renu Basu is not related to any other Director or Key Managerial Personnel of the Bank
Shareholding in the company,	Nil	Nil

UNITY SMALL FINANCE BANK LIMITED
CIN: U65990DL2021PLC385568
Registered Office: 40, Basant Lok, Vasant Vihar New Delhi - 110057
Tel No: 011- 4741 4100, Email: cs@unitybank.co.in;

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, March 28, 2022 at 1:00 PM and at any adjournment thereof in respect of such resolution as are indicated below:

Agenda Items	Title	For/Against*
1	TO APPROVE THE APPOINTMENT OF MR. SANDIP GHOSE (DIN: 07482589) AS AN INDEPENDENT DIRECTOR OF THE BANK	
2	TO APPROVE THE APPOINTMENT OF MR. BASANT SETH (DIN: 02798529) AS AN INDEPENDENT DIRECTOR OF THE BANK	
3	TO APPROVE THE APPOINTMENT OF MR. SUBHASH KUTTE (DIN: 00233322) AS AN INDEPENDENT DIRECTOR OF THE BANK	
4	TO APPROVE THE APPOINTMENT MR. VINOD RAI AS THE PART-TIME CHAIRMAN OF THE BANK	
5	TO APPROVE THE APPOINTMENT OF MS. RENU SUBHABRATA BASU (DIN: 03550920) AS INDEPENDENT WOMAN DIRECTOR OF THE BANK	
6	TO RECLASSIFY THE AUTHORISED SHARE CAPITAL OF THE BANK AND ALTER THE MEMORANDUM OF ASSOCIATION OF THE BANK	

7	TO ADOPT THE PUNJAB AND MAHARASHTRA CO-OPERATIVE BANK LIMITED (AMALGAMATION WITH UNITY SMALL FINANCE BANK LIMITED) SCHEME, 2022 NOTIFIED AND SANCTIONED BY THE CENTRAL GOVERNMENT ON JANUARY 25, 2022 AND TO AUTHORISE ACTIONS THEREUNDER.	
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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.

UNITY SMALL FINANCE BANK LIMITED
CIN: U65990DL2021PLC385568
Registered Office: 40, Basant Lok, Vasant Vihar New Delhi - 110057
Tel No: 011- 4741 4100, Email: cs@unitybank.co.in;

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, March 28, 2022 at 01:00 PM 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

