

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;

Notice

Shorter Notice is hereby given that EXTRA-ORDINARY GENERAL MEETING of UNITY SMALL FINANCE BANK LIMITED will be held on Monday, October 04, 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. CONSIDERATION AND APPROVAL OF ALTERATION OF ARTICLES OF ASSOCIATION 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 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, applicable provisions of the Banking Regulation Act, 1949, the rules, circulars and guidelines issued by the Reserve Bank of India (‘RBI’) from time to time (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the approval/ directions received from the Reserve Bank of India (‘RBI’) vide its letter dated September 28, 2021, approval of members of the Company be and is hereby accorded to amend the Articles of Association of the Company as under :

1. Following text to be inserted before Article No. 1.1.

The Articles of Association of the Company comprise of two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other. In case of inconsistency or contradiction, conflict or overlap between Part A and Part B, the provisions of Part B shall, subject to Applicable Law, prevail and be applicable.

2. Words “PART A” be inserted before Article No. 1.1.

3. Article No. 1.1:

The Article No. 1.1 be amended by adding the words “to”, “extent it is not inconsistent with” and deleting the words “not”, “except in so far as”, “same are embodied in”

Amended text is given below:

The regulations contained in Table 'F' of the First Schedule to the Companies Act, 2013, shall apply to this Company to the extent it is not inconsistent with these Articles. The regulations for the management of the Company and for the observance of the Members of the Company and their representatives shall, subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of, or addition thereto, by Special Resolution, as prescribed by the Companies Act, 2013, be such as are contained in these Articles.

4. Article No. 7(1)(c):

The Article No. 7(1)(c) be amended by adding the text “or a combination of both”.

Amended Article is given below:

to any persons, if it is authorised by a Special Resolution, whether or not those persons include the persons referred to in clause (a) or clause (b) above, either for cash or for a consideration other than cash, or a combination of both in accordance with Companies Act, 2013 and the applicable Rules.

5. Article No. 7(4)

Following text be inserted as Article No. 7(4):

Notwithstanding anything contained in these Articles, the Company may issue any Security to any Person, on the terms and conditions as may be specified by the Central Government or Reserve Bank of India, from time to time.

6. Article No. 11

The Article No. 11 be amended by deleting the text “with the sanction of an Ordinary Resolution,” and “by Special Resolution”.

Amended Article is given below:

Subject to the provisions of the Act, any Preference Shares may be issued on the terms that they are to be redeemed within the period prescribed under Applicable Law on such other terms and in such manner as the Company before the issue of such Preference Shares may determine.

7. Heading before Article 29 be revised from “TERM OF ISSUE OF DEBENTURE” to “TERM OF ISSUE OF DEBENTURE, DEBENTURE STOCK OR OTHER SECURITY”.

8. Article No.69

The Article No. 69 be amended by adding the text “or removed”.

Amended Article is given below:

69. A Nominee Director(s) may be appointed or removed as whole-time Director(s), subject to prior approval of RBI. Such Nominee Director(s), shall exercise powers as are available to a whole time Director in the management of the affairs of the Company.

9. Article No. 70

The Article No.70 be amended by deleting the text “Independent Directors of the Company shall not be liable to retire by rotation.”

Amended Article is given below:

Directors other than the Chairman, Managing Director & CEO and whole-time Director shall be liable to retire by rotation in accordance with the provisions of the Act.

10. Article No. 79:

The Article No. 79 be amended by adding words “75 and/or”

Amended Article is given below:

A Meeting called under Article 75 and/or 76 above by the requisitionists or any of them shall be called in the same manner, as nearly as possible, as that in which Meetings are to be called by the Board, but shall not be held after the expiration of three months from the date of the deposit of the requisition.

11. Article No. 92 (3):

The Article No. 92(3) be amended by adding the words “Independent directors shall not be liable to retire by rotation.

Amended Article is given below:

92(3). The Board shall constitute of majority of independent directors. Independent directors shall not be liable to retire by rotation.

12. Article No. 92 (7):

The Article No. 92(7) be amended by adding the words “Centrum or its Affiliate (as defined in Part B) is” and “of” deleting the word “holds not less than 40% of the paid-up equity Share Capital in”.

Amended Article is given below:

Subject to other provisions of the Articles, the Board shall with the approval of the Company in General Meeting, appoint the non-retiring Directors from Persons nominated by the Promoter, so long as Centrum or its Affiliate (as defined in Part B) is the Promoter of the Company.

13. Article No. 92 (8):

The Article No. 92(8) be amended by adding the words “3”, “directors”, “directors”, “20 %” and deleting the word “Directors,”, “Directors”.

Amended Article is given below:

In accordance with Section 16 of the Banking Act, the Board of the Company shall not have more than 3 (three) directors who are directors of company(ies), which among themselves are entitled to exercise voting rights in excess of 20% (twenty percent) of the total voting rights of all the shareholders of the Company.

14. Part B

The entire provisions of Part B comprising of Articles 142 to 178 be inserted.

RESOLVED FURTHER THAT the Articles of Association of the Company be renumbered or reformatted, as may be required, pursuant to the aforesaid amendments;

RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorized to take all such steps and actions for the purpose of making all such applications, filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution.”

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act"), in regard to the special business as set out in Item No. 1 above is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.** Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.
3. Members are requested to note that pursuant to Section 105 of the Act, a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Corporate Members intending to send their authorised representatives to attend the Extraordinary General Meeting (EGM) are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Director's Shareholding, Register of Contracts are available for inspection by the members at the registered office of the Company.

By Order of the Board of Directors

Sd/-

Ranjan Ghosh
Director

Place: Mumbai
Date: 29/09/2021

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 of the accompanying Notice dated September 29, 2021:

Item No. 1

The Members may kindly note that the Company was incorporated as a wholly owned subsidiary of Centrum Financial Services Limited ("CFSL"). Further, in accordance with the "in-principle" approval granted by the Reserve Bank of India ("RBI") vide its letter dated June 18, 2021, Resilient Innovations Private Limited ("RIPL") shall be subscribing to the shares of the proposed SFB as a 'Persons Action in Concert' (PAC) along with the Company. The Company shall be capitalized by both RIPL and the Company, from time to time, in the ratio as approved by the RBI. Thus a Shareholders Agreement ("SHA") is proposed to be executed between CFSL, RIPL and the Company and an extract of the relevant clauses of the said SHA needs to be incorporated in the Articles of Association of the Company.

Accordingly, it is proposed to amend the Articles of Association of the Bank as specified in the Resolution. The aforesaid changes were submitted to the Reserve Bank of India ("RBI") for its approval and RBI has vide its letter dated September 28, 2021, approved the same subject to some comments/ observations. The said observations are duly incorporated in the revised AOA.

The Board of Directors of the Company had, at its meeting held on September 29, 2021, approved a proposal to amend the Articles of Association of the Company as per the directions received from the RBI.

To alter the provisions of Articles, it is required to obtain the approval of the shareholders of the Company in the general meeting of the Company by way of Special Resolution.

A copy of the Articles of Association of the Company together with the proposed alteration is available for inspection at the Registered Office of the Company during the business hours on any working day.

The Board recommends the Special Resolutions set out at Item Nos. 1 for the approval of the Members. None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company is interested in the proposed Resolution.

By Order of the Board of Directors,

sd/-

Ranjan Ghosh
Director

Place: Mumbai

Date: 29/09/2021

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FORM NO.MGT- 11 PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.

Name of the Member(s)	
Registered Address	
EmailID	
DP ID Client id/Folio No.	

I/We _____ of _____ being a Member/Member(s) of _____ hereby appoint _____ as my/our Proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the Extra ordinary General Meeting of the Company, to be held on Monday, October 04, 2021 at 11. 00 a.m. and at any adjournment thereof in respect of such resolution as are indicated below:

1. Name: _____ Address: _____
Email ID: _____ Signature: _____, or
failing him/or
2. Name: _____ Address: _____
Email ID: _____ Signature: _____, or
failing him/or
3. Name: _____ Address: _____
Email ID: _____ Signature: _____, or
failing him/or

as my/our Proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the Extra ordinary General Meeting of the Company, to be held on Monday, October 04, 2021 at 11. 00 a.m. and at any adjournment thereof in respect of such resolution as are indicated below:

S r .	Resolution	I/We assent to the resolution (For)*	I /We dissent to the resolution (Against)*
Special Business:			
1	CONSIDERATION AND APPROVAL OF ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY.		

Signed this _____ day of _____ 2021.

Signature of the Shareholder: _____

Signature of the Proxy holder(s): _____

Affix
Revenue
Stamp

Notes:

- 1) This Form of the proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) For the resolution, explanatory statement and notes please refer to the Notice of the Extra ordinary General Meeting.
- 3) A proxy need not be a member of the Company.
- 4) A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carry voting rights.
- 5) If a member holding more than 10% of the total share capital carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other member.
- 6) In case of Joint holder, the vote of the senior who tender as vote, whether in person or by proxy, shall be accepted to the exclusion to the vote of other joint holders .Seniority shall be determined by the order in which the name stand in the register of members.
- 7) *This is optional please put a tick mark (☑) in appropriate column against the resolution indicated above. In case of members wishes his/her vote to be used differently , he/she should indicate the number of shares under the columns “For”, “Against” . In case the members leaves the column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.

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ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Joint shareholders may obtain additional Attendance Slip at the venue of the Meeting. Reference Folio No. /DP

ID & Client ID: _____

Number of Shares: _____

Name and Address: _____

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Monday, 04th October, 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,



