



SE/2023-24/35

August 24, 2023

The BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai – 400001 Scrip Code: 543942, 958095, 958226, 959644	National Stock Exchange of India Limited 5th Floor, Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra East, Mumbai – 400 051 NSE symbol: UTKARSHBNK
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Dear Sir/Madam,

Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) – Notice of Postal Ballot

Pursuant to the provisions of Regulation 30 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**SEBI LODR**), the Postal Ballot Notice along with Explanatory Statement thereto, dated August 08, 2023 (**'Notice'**) is being sent to the members of Utkarsh Small Finance Bank Limited (the **'Bank'**) who have registered their e-mail addresses with the Bank's Registrar and Transfer Agent, KFin Technologies Limited (**'KFINTECH'**) / Depositories Participants, and whose names appear in the Register of Members / List of Beneficial Owners as on the **cut-off date i.e., Friday, August 18, 2023**, for seeking approval from the Members of the Bank on following special businesses through remote electronic voting (**'remote e-voting'**) only, in compliance with the General Circulars issued by Ministry of Corporate Affairs, in this regard:-

S.No.	Description of Resolutions	Type of Resolution
1.	Approval for Alteration of the Articles of Association of the Bank	Special
2.	Approval of remuneration to be paid to Mr. Govind Singh, Managing Director & CEO (DIN: 02470880) for FY 23-24	Special

The Bank has engaged the services of KFINTECH to provide the platform for facilitating the remote e-voting. **Remote e-voting shall commence on Friday, August 25, 2023 at 10:00 A.M. (IST) and shall end on Saturday, September 23, 2023 at 5:00 P.M. (IST)**. Members holding Equity Shares of the Bank as on the Cut-off Date ("Eligible Members") only shall be entitled to vote through remote e-voting process.

Registered & Corporate Office:



Utkarsh Small Finance Bank

The results of the voting by postal ballot will be announced on or before Tuesday, September 26, 2023.

The Postal Ballot Notice is also available on the website of the Bank at <https://www.utkarsh.bank/investors/>.

Thanking You
Yours Faithfully,

For Utkarsh Small Finance Bank Limited

Muthiah Ganapathy
Company Secretary & Compliance Officer

Registered & Corporate Office:

Utkarsh Tower, NH - 31 (Airport Road) Sehmalpur, Kazi Sarai, Harhua Varanasi - Uttar Pradesh 221105
CIN: U65992UP2016PLC082804 | Tel.: 0542-6605555 | Website: www.utkarsh.bank



Utkarsh Small Finance Bank
Aapki Ummeed Ka Khaata

UTKARSH SMALL FINANCE BANK LIMITED

CIN: U65992UP2016PLC082804

Utkarsh Tower, NH - 31 (Airport Road), Sehmalpur, Kazi Sarai, Harhua,
Varanasi, Uttar Pradesh, PIN – 221105

Tel No +91-542-6605555 | Website: www.utkarsh.bank | Email: shareholders@utkarsh.bank

NOTICE OF POSTAL BALLOT

*(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies
(Management & Administration) Rules, 2014)*

NOTICE is hereby given pursuant to Section 108 and Section 110 of the Companies Act, 2013, as amended from time to time (hereinafter referred to as the "Act") read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting ("SS-2") and the relaxations and clarifications issued by Ministry of Corporate Affairs vide General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 05, 2022 and General Circular No. 11/2022 dated December 28, 2022 ("**MCA Circulars**") and the Securities and Exchange Board of India Circular Nos. SEBI/HO/CFD/CMD1/CIR/ P/2020179 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/ 2021 /11 dated January 15, 2021 ("**SEBI Circulars**") and other applicable laws and regulations, if any, for seeking approval of members of Utkarsh Small Finance Bank Limited ("**the Bank**") to the proposed resolutions appended below through Postal Ballot by remote e-voting process only ("**remote e-voting**").

In accordance with the provisions of the MCA Circulars referred to above, the Bank is sending a Postal Ballot Notice (the "Notice") only by e-mail to all its members whose email address is/are registered with the Company / Depository / Depository Participant / Registrar and Transfer Agent ('**RTA**') as on August 18, 2023.

The explanatory statement pursuant to Sections 102, and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts concerning the proposed resolutions appended below, is annexed hereto for your consideration.

The Board of Directors of the Bank at their meeting held on August 08, 2023 had appointed CS Avinash Bagul (FCS No.5578, COP No.19862), Partner of M/s BNP & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot through remote e-voting in a fair and transparent manner.

Shareholders are requested to read the instructions in the Notes under the section "General information and instructions relating to remote e-voting" in this postal ballot notice to cast their vote electronically. Shareholders are requested to cast their vote through the remote e-voting process not later than **05:00 p.m. IST on Saturday, September 23, 2023** to be eligible for being considered, failing which it will be strictly considered that no votes have been received. The last date for receipt of votes vide e-voting i.e., **Saturday, September 23, 2023** will be deemed to be the date of passing of the resolution, if passed by requisite majority.

The Scrutinizer will submit his report to the Chairman or the Managing Director or the Company Secretary of the Bank after completion of scrutiny of the remote e-voting. The results shall be declared on or before Tuesday, September 26, 2023 and will be communicated to BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") (together the "Stock Exchanges"), National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the "Depositories"), KFin Technologies Limited ("KFINTech" or "Registrar and Share Transfer Agent" or "RTA") and will also be displayed on the Bank's website at www.utkarsh.bank/investors/

ITEM No. 1:

APPROVAL FOR ALTERATION OF ARTICLES OF ASSOCIATION (AOA) OF THE BANK

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the section 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and Securities Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 and the Banking Regulation Act, 1949 and the rules, circulars and guidelines issued by Reserve Bank of India (RBI) and applicable regulations including amendments thereof from time to time in this regard and subject to the approval of the RBI, Articles of Association of the Bank be and is hereby altered by addition of article(s) 12.4 & 15.2 and deletion of Part B comprising of Article(s) 1.2, 1.3, 30 to 37 (both inclusive) and Annexure B thereof, in the manner given below:

Addition of Article no(s):

12.4 Any Trust Deed for securing debentures or debenture-stock may, if so arranged, provided for the appointment from time to time by the trustees thereof or by the holders of debentures or debenture-stock of some person to be a Director of the Company and may empower such trustees or holders of debentures or debenture-stock from time to time to remove any Director so appointed. A Director appointed under this Article is herein referred to as "Debenture Director" and the term "Debenture Director" means a Director for the time being in office under this Article. A "Debenture Director" shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company.

15.2 Subject to the Act and Applicable Law:

(a) any Shareholder who (along with its Affiliates) owns at least nine per cent. (9%) or more Shares on a Fully Diluted Basis (excluding: (i) any employee stock options granted by the Company; and (ii) any Shares issued by the Company pursuant to an exercise of such employee stock options), shall have the right to nominate one (1) Director on the Board; and

(b) Utkarsh CoreInvest Limited (UCL) shall have the right to appoint such number of Directors which is one (1) more than the total number of Directors appointed pursuant to Articles 15.2 (a) (excluding any Director nominated by UCL under Article 15.2(a) provided that this right of UCL to appoint such additional Directors shall cease to exist upon UCL holding is reduced to forty per cent (40%) or less than forty per cent (40%) of the total paid-up shares of the Bank.

Deletion of Article no(s):

Article 1.2, 1.3 and entire Part B comprising of article 30 to article 37 (both inclusive) & Annexure B and reference thereof of the word Part A & Part B appearing, if any, in the Articles.

“RESOLVED FURTHER THAT the Managing Director & CEO, the Chief Financial Officer, the Chief Compliance Officer and the Company Secretary, be and are hereby severally authorised to file the amended AOA with the RBI for its approval and other such necessary forms with the Registrar of Companies, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.”

“RESOLVED FURTHER THAT the Managing Director & CEO and the Chief Financial Officer and the Chief Compliance Officer and the Company Secretary be and are hereby severally authorized to furnish certified true copies of the aforesaid resolutions and issue the same to all concerned parties or regulatory authorities.”

ITEM No. 2:

Approval of remuneration to be paid to Mr. Govind Singh, Managing Director & CEO (DIN: 02470880) for FY 23-24.

To consider and, if thought fit, to pass, the following resolution as **Special Resolution**:

“RESOLVED THAT in partial modification of the resolution passed by the Shareholders at the Annual General Meeting held on July 30, 2021 for re-appointment of Mr. Govind Singh as the Managing Director & CEO of the Bank and pursuant to the provisions of section 196,197,117 and other applicable sections of the Companies Act, 2013 read with schedule V of the Act and the rules made thereunder and other applicable Acts/Rules, regulations and guidelines in this regard, [including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force] and the recommendations of the Nomination & Remuneration Committee and the Board of Directors and subject to the approval of Reserve Bank of India (RBI), the consent of the Members of the Bank be and is hereby accorded for revision in the remuneration to be paid to Mr. Govind Singh, Managing Director & CEO, in the manner given below:

- Remuneration:

Remuneration

FY 23-24

Fixed Pay

Maximum upto ₹ 2.44 crore per annum

Variable Pay will be decided post finalization of the financial statements for FY 23-24 and completion of the annual appraisal cycle for FY 23-24.

- Period: For FY 23-24
- The other terms and conditions of his appointment remain unchanged.

“RESOLVED FURTHER THAT in case the Bank has no profit or its profits are inadequate, for the Financial year 2023-24, the remuneration will be paid to the Managing Director & CEO in accordance with the Schedule V and applicable provisions of the Act.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be necessary, usual, expedient to give effect to the above resolution.”

**By Order of the Board
for Utkarsh Small Finance Bank Limited**

**Date: August 8, 2023
Place: Mumbai**

Sd/-
**Muthiah Ganapathy
Company Secretary**

NOTES:

1. The explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 stating all material facts and the reasons for the proposals set out in resolution no. 1, 2 is annexed herewith.
2. The Postal Ballot Notice is being sent to the shareholders of the Bank whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on **Friday, August 18, 2023 ("Cut-Off Date")**.
3. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.utkarsh.bank/investors/websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Limited at <https://evoting.KFINTECH.com>.
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s).
5. Members holding shares in physical form are requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR-1 along with self-attested copy of the PAN card and such other documents as prescribed in the Form. The said form is available on the website of KFin at https://ris.KFINTECH.com/clientservices/isc/default.aspx#isc_download_hrd. Duly Filled form can be submitted in Person at any of the Branches of KFIN, details of which are available on the link: <https://www.KFINTECH.com/contact-us/>.

Forms can be e-Signed and submitted online along with requisite documents by following the link: <https://ris.KFINTECH.com/clientservices/isc/default.aspx#> or Physical forms can be sent through post to the address of our RTA - KFin Technologies Limited (Formerly known as KFin Technologies Private Limited) , Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

6. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, August 18, 2023** will be considered for the purpose of remote e-voting.
7. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
8. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on **Friday, August 18, 2023**. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.

9. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Bank has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the remote e-voting service facility arranged by KFin Tech. The instructions for remote e-voting are provided as part of this Postal Ballot Notice.
10. Shareholders desiring to exercise their vote through the remote e-voting process are requested to read the instructions in the Notes under the section "General information and instructions relating to remote e-voting" in this Postal Ballot Notice.

Shareholders are requested to cast their vote through the remote e-voting process not later than 05:00 p.m. IST on Saturday, September 23, 2023 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

11. The Scrutinizer will submit his report to the Chairman or the Managing Director or the Company Secretary of the Bank after the completion of scrutiny, and the result of the voting by postal ballot through remote e-voting process will be announced by the Chairman or the Managing Director or the Company Secretary of the Bank, on or before **Tuesday, September 26, 2023** and will also be displayed on the website of the Company www.utkarsh.bank/investors/, besides being communicated to the Stock Exchanges, Depositories and the Registrar and Share Transfer Agent.
12. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Saturday, September 23, 2023 i.e., the last date specified for receipt of votes through the remote e-voting process.
13. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the remote e-voting process. Members seeking to inspect such documents can send an email to shareholders@utkarsh.bank.

GENERAL INFORMATION AND INSTRUCTIONS RELATING TO REMOTE E-VOTING ARE AS UNDER:

- a. A person whose name is recorded in the register of members or in register of beneficial owners maintained by the Depositories as on the cut-off date, i.e., Friday, August 18, 2023 only shall be entitled to avail the facility of remote e-voting.
- b. Any shareholder who holds the shares as on the cut-off date i.e., Friday, August 18, 2023, may obtain the User ID and password in the manner as mentioned below:
 - i. Shareholders may call KFin-tech's toll free number 1-800-309-4001
 - ii. Shareholders may send an e-mail request to einward.ris@KFINTECH.com. If the shareholder is already registered with the KFin tech e-voting platform, such shareholder can use his/her existing User ID and password for casting the vote through remote e-voting.
 - iii. If e-mail address of the shareholder is registered against Folio No./DP ID Client ID, on the homepage of <https://evoting.KFINTECH.com>, the shareholder may click "Forgot password" and enter Folio No. or DP ID Client ID and Permanent Account Number ("PAN") to generate a password.
- c. The remote e-voting facility will be available during the following period:
 - i. **Commencement of E-Voting:** 10:00 a.m. (IST) on **Friday, August 25, 2023**
 - ii. **End of E-Voting:** 05:00 p.m. (IST) on **Saturday, September 23, 2023.**

Remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFin tech upon expiry of the aforesaid period.

A. PROCEDURES FOR REMOTE E-VOTING FOR MEMBERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING EQUITY SHARES IN DEMAT MODE AND MEMBERS HOLDING EQUITY SHARES IN PHYSICAL FORM:

Members whose email address is/are registered with the Company / Depository / Depository Participant / Registrar and Transfer Agent ('RTA'), will receive an email from KFin Tech which will include details of E-Voting Event Number, USER ID and password.

Members are requested to follow the below process:

- a. Launch internet browser by typing the URL: <https://evoting.KFINTECH.com/>.
- b. Enter the login credentials provided in the email and click on Login.
- c. Password change menu appears when you login for the first time with default password. You will be required to mandatorily change the default password.
- d. The new password should comprise of minimum 8 characters with at least one upper case(A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,).
- e. Update your contact details like mobile number, email address, etc. if prompted. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- f. Login again with the new credentials.
- g. On successful login, the system will prompt you to select the "EVENT"
- h. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date under "FOR / AGAINST" or alternatively, you may partially enter any numbering "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together shall not exceed your total shareholding as mentioned above. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- i. Members holding multiple folios may choose to vote differently for each folio /

demat account.

- j. You may then cast your vote by selecting an appropriate option and click on "Submit. A confirmation box will be displayed. Click "Ok" to confirm or "Cancel" to modify.
- k. Once you confirm the voting on the resolution, you will not be allowed to modify your vote thereafter.
- l. During the voting period, members can login multiple times and vote until they confirm the voting on the resolution by clicking "Submit".

B. IN CASE OF ANY QUERIES/GRIEVANCES, YOU MAY REFER THE FREQUENTLY ASKED QUESTIONS (FAQS) FORMEMBERS AT [F.A.Q'S \(KFINTECH.COM\)](http://F.A.Q'S (KFINTECH.COM)) OR CALL KFIN TECH ON 1-800-309-4001 (TOLL FREE).

PROCEDURE FOR LOGIN AND REMOTE E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in Demat mode is given below:

Individual shareholders holding securities in Demat mode with National Securities Depository Limited ("NSDL")	<p>A. User already registered for IDeAS facility:</p> <ul style="list-style-type: none">1. Open <u>https://eservices.nsdl.com</u>2. Click on the "Beneficial Owner" icon under 'IDeAS' section.3. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-voting"4. Click on Company Name or e-voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the Meeting. <p>B. User is not registered for IDeAS e-Services:</p> <ul style="list-style-type: none">1. To register, open <u>https://eservices.nsdl.com/</u> either on a Personal Computer or on a mobile.2. Select "Register Online for IDeAS "Portal or click on <u>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</u>.3. Proceed with completing the required fields: After successful registration, please follow steps given under serial number A above to cast your vote.
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	<p>C. By visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Open https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 2. Click on the icon "Login" which is available under 'Shareholder/Member' section 3. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit Demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 5. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
<p>Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited ("CDSL")</p>	<p>A. Existing user who have opted for Easi/Easiest</p> <ol style="list-style-type: none"> 1. Click at https://web.cdslindia.com/myeasinew/home/login or www.cdslindia.com 2. Click on New System Myeasi. 3. Login with user ID and Password 4. After successful login of Easi / Easiest, Option will be made available to reach e-voting page 5. Click on e-voting service provider name to cast your vote <p>B. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> 1. Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiestRegistration 2. Proceed to complete registration using the required fields. 3. After successful registration, please follow steps given under serial no. A above to cast your vote. <p>C. By visiting the e-voting website of CDSL</p> <ol style="list-style-type: none"> 1. Visit https://evoting.cdslindia.com/Evoting/EvotingLogin 2. Provide Demat Account Number and PAN No. 3. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account. <p>After successful authentication you will enter the e-voting module of CDSL. Click on Company name or e-voting service provider and you will be redirected to KFINTECH website for casting the vote during the remote e-voting period.</p>

Individual Shareholders (holding securities in Demat mode) login through their depository participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL fore-voting facility. 2. Once logged in, you will be able to see e-Voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. 3. Click on Company Name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget UserID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by
	sending a request at evoting@nsdl.co.in or call at toll free no.:
	1800 1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by
	sending a request at helpdesk.evoting@cdslindia.com or contact at
	022- 23058738 or 22-23058542/43.

**EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

The following Statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

ITEM No. 1

Adoption of Revised Articles of Association of the Bank

Securities Exchange Board of India (SEBI) vide its circular no SEBI/HO/DDHS/DDHS-RACPOD1/CIR/P/2023/028 dated February 09, 2023, mandated companies issuing Non-Convertible Securities in accordance with SEBI (Issue and Listing of Non-Convertible Securities) Regulations 2021 to include in the Articles of Association (AOA) provisions with respect to the requirement for the Board of Directors to appoint such person nominated by the debenture trustee in the event of default made by companies.

In order to align with the SEBI circular, it is proposed to add the following clause 12.4 in AOA to enable Debenture Trustees to nominate Director thereof.

Further, it is proposed to add the Article 15.2 of the AOA providing for special rights available to shareholders in terms of the Investment Agreement & Promoter Entity SHAs.

Further, the Shareholders at the Extraordinary General Meeting held on February 01, 2021 had approved that Part B of the AOA along with Annexure B which would stand terminated upon listing of the Bank.

The Bank's equity shares got listed on July 21, 2023 and accordingly, it is proposed to delete the said Part B, Annexure B and reference of the same from the Articles of Association.

Your Directors, therefore, recommend the resolution at item no.1 for your approval as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Bank, other than Mr. Govind Singh and his relatives to the extent of their shareholding in the Bank are concerned or interested in the Resolution as stated in item no. 1 of the notice.

ITEM No. 2**Approval of Remuneration of Mr. Govind Singh, Managing Director & CEO – USFBL (for FY 23-24)**

In line with the annual appraisal program for senior management, it is proposed to revise the remuneration to be paid to Managing Director and CEO for FY 23-24. The Board of Directors on the recommendations of the Nomination & Remuneration Committee approved payment remuneration to Managing Director & CEO subject to approval of the Reserve Bank of India and the Shareholders of the Bank. During his tenure as the Managing Director & CEO of the Bank, Mr. Govind Singh has contributed significantly to the growth of the Bank. Given his skills, experience and expertise and his contribution as a Board member, it is considered desirable to revise the remuneration to be paid to Mr. Govind Singh as a Managing Director & CEO of the Bank.

Remuneration, etc	Proposed (in Rs.)
Remuneration:	
1. Salary	91,80,000
2. Dearness allowance	-
3. House rent allowance	45,90,000
4. Conveyance allowance	-
5. Entertainment allowance	-
6. Other allowances, if any (please specify)	
a. Medical Allowance	15,000
b. Driver Allowance	
c. Other Allowance	80,72,054
d. Food Allowance	15,000
e. Statutory Bonus	-
f. Leave Travel Allowance	9,18,000
g. Children Education Allowance	12,000
Gross Salary: (A)	2,28,02,054
Perquisites:	
1. Free furnished house	
2. Free use of bank's car for	
(i) Official purposes	
(ii) for private purposes on compensating the bank with suitable amount	
3. Provident Fund/Gratuity/Pension ***	15,42,946
4. Travelling and Halting Allowances	-
5. Medical benefits	55,000
6. Other benefits, if any (please specify)	
a. Fuel Reimbursement	
b. Driver Salary	
Total Perquisites: (B)	15,97,946
Total Fixed Pay (A + B) (Gross Salary + Perquisites):	2,44,00,000

Leave: 1. Casual Leave 2. Ordinary Leave 3. Sick Leave 4. Leave Fare Concession	As per the Bank's policy	As per the Bank's policy	
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None of the Bank's Directors, Key Managerial Personnel and their relatives, other than Mr. Govind Singh and his relatives are concerned or interested financially or otherwise in the passing of special resolution.

Your Directors recommend the passing of the resolution set out in Item No.2 of the accompanying Notice as Special Resolution.

Additional information on Director being appointed/ re-appointed as required under SS-2 by ICSI:

Name of the Director	Mr. Govind Singh
DIN	02470880
Date of Birth and Age	May 15, 1965; 58 years
Date of First Appointment on the Board	April 30, 2016 (since inception)
Nationality	Indian
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	Mr. Govind Singh is the Managing Director and Chief Executive Officer of our Bank. He holds a bachelor's degree in commerce from Delhi University. He is a certified associate of the Indian Institute of Bankers. He was previously the assistant general manager at ICICI Bank Limited. He was the Managing Director and Chief Executive Officer of our Promoter. He has also been associated with Surya Fincap Limited, UTI Bank Limited, Allahabad Bank, State Bank of Patiala and Bank Internasional Indonesia.
Terms & Condition of Appointment/Re-appointment	Managing Director, not liable to retire by rotation.
Remuneration sought to be paid	As mentioned in the item no. 2 of the notice.
Relationship with other Directors and Key Managerial Personnel (KMP's) of the Bank	Not related to any other directors and KMP's of the Bank
No. of Board Meetings attended during the financial year 2022-23 as a Director	12
Shareholding in the Bank	1,87,961 Equity Share, including One (1) share as Nominee of Utkarsh CoreInvest Limited
List of Directorship in other Companies	Utkarsh Welfare Foundation

List of Chairmanship or Membership of various committees in other public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil
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**By Order of the Board
for Utkarsh Small Finance Bank Limited**

**Date: August 8, 2023
Place: Mumbai**

**Sd/-
Muthiah Ganapathy
Company Secretary**