

UTKARSH MICRO FINANCE LTD.

(Formerly Utkarsh Micro Finance Pvt. Ltd.)

NOTICE



NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF UTKARSH MICRO FINANCE LIMITED (THE "COMPANY") IS SCHEDULED TO BE HELD ON TUESDAY, DECEMBER 20, 2016 AT 11:00 A.M. AT S-24/1-2, 1ST FLOOR, MAHAVIR NAGAR, ORDERLY BAZAAR, VARANASI -221 002, UTTAR PRADESH TO TRANSACT FOLLOWING BUSINESS(ES):

SPECIAL BUSINESS:

Approval for Amendment in Articles of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of section 14 and other applicable provisions, if any, of the Companies Act, 2013, shareholders' approval be and is hereby accorded to amend Clause 25 (c) of the Article of Association of the Company as follows:

"25 (c) Subject to Article 25(b) above, the Board shall be composed of (i) two (2) Directors nominated by the Sponsors (ii) at least three (3) designated independent Directors; and (iii) such number of Nominee Directors appointed by the relevant Investors (together with their Affiliates) pursuant to Article 25(a) above."

"RESOLVED FURTHER THAT pursuant to the provisions of section 14 and other applicable provisions, if any, of the Companies Act, 2013, shareholders' approval be and is hereby accorded to insert new clause Clause 25 (ee) in the Article of Association of the Company as follows:

"25 (ee) Subject to Article 25(e) above, the Sponsor, Mr. Govind Singh, at his own discretion has the right to act as an observer or appoint some person to act as an Observer from time to time to attend all meetings of the Board and the committees and sub-committees thereof (as existing as of the Effective Date, or at any time in the future), as a permanent invitee having the right to review all documentation, financial information and other information that is presented to the board committees or sub-committees of the Company."

"RESOLVED FURTHER THAT Mr. Govind Singh MD & CEO or Mr. Trilok Nath Shukla, Whole Time Director or Mr. Shyam Sunder Rai, Chief Financial Officer or Mr. Neeraj Kumar Tiwari, Company Secretary of the Company be and is hereby severally authorized to sign and file all the necessary forms and other necessary documents as may be required by the statutory authorities including the concerned Registrar of Companies, and to do such acts and deeds that may be required for the purpose of alteration of the Articles of Association of the Company that may be suggested by the Registrar of Companies or such other statutory authorities in the implementation of the aforesaid resolution and to authorize such person or persons to give effect to the above resolutions and to submit all documents to the concerned authorities with regard to the same."



NOTES:-

1. 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 THE MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY AT LEAST 48 HOURS BEFORE THE TIME OF THE MEETING.
2. The Register of Members will not remain closed.
3. The explanatory statement relating to special business mentioned in the Notice as required pursuant to section 102(1) of the Companies Act, 2013 is annexed to the Notice.

Date: 26-11-2016
Place: Varanasi

Neeraj Kumar Tiwari
Neeraj Kumar Tiwari
Company Secretary
Utkarsh Micro Finance Ltd.
Membership No.-37761

By Order of the Board
for Utkarsh Micro Finance Limited.

Neeraj Kumar Tiwari
Company Secretary



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Approval for Amendment in Articles of Association of the Company

As per present Clause 25 (c) of the Articles of Association of your Company, there should be two executive directors in the Company, one of whom should necessarily be Mr. Govind Singh. As your Company is in the process of transitioning into Small Finance Bank, Mr. Govind Singh is proposed to be appointed as Managing Director in Utkarsh Small Finance Bank (subsidiary of the Company) subject to necessary approval from Reserve Bank of India.

Further to this, as per Section 10 (1) (c) of the Banking Regulation Act, 1949, no Banking Company shall be managed by any person who is a Director of any other company not being a subsidiary of the banking company.

In view of the above requirement, it is suggested that Mr. Govind Singh step down from the Directorship of Utkarsh Micro Finance Limited before commencing operations of the Bank and necessary amendment should be made in the specific clause of Articles of Association of the Company which currently mandates Mr. Govind Singh to be an Executive Director at all times.

Apart from this, after demitting the office of Directorship as per above regulatory requirement, for the purpose of enriching the decision making process and carrying continuity at Board level, it is proposed to engage Mr. Govind Singh in the capacity of "observer" by making suitable amendment in the Articles of Association of the Company.

Pursuant to the provisions of section 14 of the Companies Act, 2013 the proposed repeal of the articles of association of the Company requires the approval of the shareholders of the Company by way of special resolution.

A copy of Memorandum & Articles of Association is open for inspection by members on any working day during 11.00 A.M. to 1.00 P.M. up to the date of ensuing extra-ordinary general meeting at the registered office of the Company.

None of the Directors, or any other key managerial personnel and relatives of the said persons are interested (financially or otherwise) or concerned in the said resolutions except Mr. Govind Singh.

The Board recommends the resolution proposed for your approval as special resolution.

By Order of the Board

for Utkarsh Micro Finance Limited

Neeraj Kumar Tiwari
Neeraj Kumar Tiwari
Company Secretary
Utkarsh Micro Finance Ltd.
Membership No.-37761

Date: 26-11-2016
Place: Varanasi

