

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF THE COMPANY IS SCHEDULED TO BE HELD ON SEPTEMBER 23, 2015 AT 11:00 A.M. AT THE REGISTERED OFFICE S-2/639 -56, VARUNA VIHAR COLONY, J.P. MEHTA ROAD, CANTT, VARANASI - 221002 INDIA TO TRANSACT THE FOLLOWING BUSINESS

SPECIAL BUSINESS:

Change in the tenure of the statutory auditor:

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, "B S R & Associates LLP" registration number 116231W, approval of the shareholders be and are hereby granted for appointment as statutory auditors of the company from the conclusion to this EGM upto the conclusion of the Annual General Meeting held in FY 2018 -19, for a period of 4 years subject to ratification of the appointment by the members of the company at every annual General Meeting as per the provisions of the Companies Act 2013, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

"RESOLVED FURTHER THAT pursuant to the provisions of section 139(2) of the Companies Act (including any re-enactment, modification(s) amendment(s) for the time being force) and any other applicable provision if any, along with rules appended thereto, read with clause 49 of the Listing Agreement and in accordance with Articles of Associations of the Company, the consent of the company be and is hereby granted to the Board of Directors for Change in the tenure of the Statutory Auditor."

"RESOLVED FURTHER THAT Mr. Govind Singh, MD & CEO or Mr. Trilok Nath Shukla, Whole Time Director or Mr. Neeraj Kumar Tiwari, Company Secretary of the company be and are hereby authorized severally to sign and to do all such acts, deeds and things and execute all such deeds, documents and writings, as it may in its absolute discretion deem necessary for giving effect to this resolution."



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.
2. The Register of Members will not remain closed (Specify period).
3. The explanatory statement relating to special business mentioned in the Notice as required pursuant to section 102 of the Companies Act, 2013 is annexed to the Notice

By Order of the Board
for Utkarsh Micro Finance Pvt. Ltd.

Date: August 26, 2015
Place: Varanasi



(Neeraj Kumar Tiwari)
Company Secretary

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

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

As per section proviso of 139 (2) of the Companies act 2013 no audit firm having a common partner or partners to the other audit firm, whose tenure has expired in a company immediately preceding the financial year, shall be appointed as auditor of the same company for a period of five years:

The company has appointed M/s BSR & Associates LLP as its statutory auditor in last AGM for the period of 5 years. Subsequently it has been identified that the existing partner of the appointed statutory auditor is also partner in previously appointed statutory auditor ie. BSR and company and BSR and company has already audited the company for the period of 6 years. Therefore current audit firm cannot be appointed more than 4 years.

Accordingly it is proposed to appoint BSR & Associates LLP as statutory auditor for next four year starting from FY 2015-16 to FY 2018-19.

None of the Directors of the Company, Key Managerial Personnel including their relatives are interested in this resolution.

By Order of the Board
for Utkarsh Micro Finance Pvt. Ltd.


(Neeraj Kumar Tiwari)
Company Secretary

Date: August 26, 2015
Place: Varanasi



Neeraj Kumar Tiwari
Company Secretary
Utkarsh Micro Finance Pvt. Ltd.
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