



CERTIFIED TRUE COPY OF THE CIRCULAR RESOLUTIONS PASSED BY THE CAPITAL STRUCTURING & FUND RAISE COMMITTEE OF BOARD OF UTKARSH SMALL FINANCE BANK LIMITED ON OCTOBER 10, 2025 THROUGH CIRCULAR RESOLUTION

Approval and adoption of the Letter of Offer in relation to the Rights Issue

"RESOLVED THAT, pursuant to the resolution(s) passed by the Board of Directors at their meetings held on October 01, 2025 & October 08, 2025 approving the proposed Rights Issue & terms respectively, the letter of offer for the Rights Issue to be sent to the existing shareholders of the Bank whose names appear on the register of members of the Bank/beneficial owners list maintained by the depositories, as at the end of the business hours as on the record date (i.e., October 14, 2025 and such shareholders of the Bank, **"Eligible Equity Shareholders"**), eligible renouncees, specific investor(s) thereof and/ or to such other persons in accordance with the provisions of the Companies Act, 2013, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **"SEBI ICDR Regulations"**) and other applicable regulations, circulars, and guidelines issued by the Securities and Exchange Board of India (the **"SEBI"**) or the Reserve Bank of India, other applicable laws, regulations, policies or guidelines including the guidelines and clarifications issued by the Government of India (such laws, **"Applicable Laws"**) including the authority accorded by the Board of Directors, on the record date set out above, be and is hereby approved by the Capital Structuring & Fund Raise Committee and adopted for filing with SEBI, BSE Limited (the **"BSE"**) and National Stock Exchange of India Limited (the **"NSE"**, and together with BSE, the **"Stock Exchanges"**) and any other authorities, as the case may be, in accordance with Applicable Laws."

"RESOLVED FURTHER THAT, the Managing Director & CEO or the Whole Time Director or the Chief Financial Officer or the Chief Compliance Officer or the Company Secretary & Compliance Officer of the Bank be and are hereby severally authorised to inter alia take all steps and do all such acts, deeds, matters and things and to execute all such documents, instruments as deemed necessary in this regard, including filing the Letter of Offer with the SEBI, Stock Exchanges and any other authorities to give effect to the aforesaid resolution,."

"RESOLVED FURTHER THAT the Managing Director & CEO, be and is hereby authorized to approve the necessary changes, updates, alterations, revisions, modifications or amendments in the Letter of Offer, Application Form, Advertisements including at the stage of the Issue Opening, Issue Closing and Basis of Allotment and other documents, information, disclosures, confirmations, statements, certificates, including financial statements and auditors' report thereon, etc. as may be required to be included /mentioned, in compliance with all applicable provisions of SEBI ICDR Regulations, to be filed with SEBI, Stock Exchanges where the rights equity shares are listed or any other authorities, and to inter alia negotiate, authorize, approve and pay commission, fees, remuneration, expenses and/or any other charges to the applicable agencies / intermediaries / persons and to give them such directions or instructions as it may deem fit from time to time."



Utkarsh Small Finance Bank

"RESOLVED FURTHER THAT, the Company Secretary and Compliance Officer or any Director of the Bank is authorised to certify the true copy of the aforesaid resolution and forward the same to such persons and/or the concerned authorities for necessary actions, if required."

For **Utkarsh Small Finance Bank Limited**

Muthiah Ganapathy
Company Secretary

Date: October 28, 2025

Place: Mumbai



Registered & Corporate Office

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

CIN: L65992UP2016PLC082804 | ☎ 0542-6605555 | 🌐 www.utkarsh.bank