



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Eighth (28th) Annual General Meeting (AGM) of the Company will be held on June 26, 2018 at 5:00 PM at Corporate office of the Company at S-24/1-2, First Floor, Mahavir Nagar, Orderly Bazar, Near Mahavir Mandir, Varanasi-221002 Uttar Pradesh, India to transact the following business(es):

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2018, and the Statement of Profit and Loss for the year ended on that date, together with the reports of the Directors' and Auditors' thereon.
2. To ratify the appointment of M/s. BSR & Associates LLP, Chartered Accountants, having Registration No. 116231W, allotted by The Institute of Chartered Accountants of India (ICAI), as Statutory Auditors of the Company, for one year FY 18-19 i.e. from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting.
3. To appoint a Director in place of Mr. Harjeet Toor (DIN- 07498425) who retires by rotation, and being eligible, offers himself for re appointment.
4. To appoint a director in place of Mr. Gaurav Malhotra (DIN- 07640504) who retires by rotation, and being eligible, offers himself for re appointment.

SPECIAL BUSINESS

5. Appointment of Mr. G. S. Sundararajan as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification, following resolution as Special resolution:

"**RESOLVED THAT** in terms of the provisions of section 161 read with Section 149 and all other provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof, approval of, members of the Company be and is hereby accorded for appointment of Mr. G. S. Sundararajan, (DIN-0770963) as the Independent Director of the Company."

"**RESOLVED FURTHER THAT** the Board of directors and nomination and remuneration committee of the Board of the company be and is hereby authorized to revise the terms of reference for appointment and to do or delegate all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution."

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

Utkarsh Micro Finance Limited

Regd. Office: S-2 / 639 / 56, Varuna Vihar Colony, J P Mehta Road, Cantt., Varanasi - 221 002, UP

Corp. Office: S-24 / 1-2, First Floor, Mahavir Nagar, Orderly Bazaar, Varanasi - 221 002, UP

CIN: U65191UP1990PLC045609 | Tel.: +91-542-2500596 | Website: www.utkarshmf.com

6. Consideration & Approval for Change of name of the Company on account of conversion into Core Investment Company

To consider and if thought fit, to pass with or without modification, the following resolution as special resolution:

"RESOLVED THAT pursuant to the provision of section 13 and other applicable provisions of the companies Act 2013, if any, the consent of the Board of directors of the company be and is hereby accorded, subject to the approval of the members of the Company, at the general meeting, to change the name of the Company, and consequently, the name of the Company be and is hereby changed from "Utkarsh Micro Finance Limited" to "Utkarsh Holdings Limited" or such other name as may be approved by the Registrar of Companies, Ministry of Corporate Affairs."

"RESOLVED FURTHER THAT the name wherever appearing in the Clause I of MOA be changed from "Utkarsh Micro Finance Limited" to "Utkarsh Holdings Limited" or any other name as approved by the Registrar of Companies and article of association of the company be changed."

"RESOLVED FURTHER THAT Mr. Raghvendra Singh MD & CEO or Mr. Neeraj Kumar Tiwari, Company secretary of the company be and are hereby authorized to make application, file form etc. for change of status and name of the company and consequently its status and name with the Registrar of companies Kanpur, and are hereby further authorized to do all such acts, deeds and things, as may be required or deemed expedient to implement this resolution."

Place: Mumbai
Date: 14.05.2018

by order of the Board of Directors
For Utkarsh Micro Finance Limited

Neeraj Kumar Tiwari

(Neeraj Kumar Tiwari)
Company Secretary

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



NOTES:

- I. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE VALID AND EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- II. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of the Notice.
- III. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Meeting.
- IV. Relevant documents referred to in the Notice are open for inspection by the Members at the Registered Office of the Company on all working days, except on Saturdays, between 11.00 A.M. and 1.00 P.M. upto the date of the Meeting and also during the continuance of the Meeting.
- V. Members are requested to inform their email-id and notify immediately any change in their address.

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

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

Item No. 5

The Board of Directors of the Company ("the Board") at its meeting held on February 22, 2018, appointed Mr. G. S. Sundararajan as Director of the Company. Further to this, Mr. Sundararajan was appointed as Independent Director vide Board approval dated February 22 2018 subject to RBI approval. Pursuant to the section 152 of the Companies Act, 2013 read with Article 27 of the Articles of Association of the Company. In terms of section 152 of the Companies Act, 2013, Mr. G. S. Sundararajan will hold office upto the date of the ensuing AGM.

Profile of Mr. G. S. Sundararajan is as follows:

He has extensive experience in BFSI Sector, with focus on Assets Business. He has been Group Director - Shriram Group, Managing Director - Shriram Capital Ltd, the Holding Company of Shriram Group's financial services and Insurance businesses across India and overseas. He was also the CEO & Managing Director of Fullerton India Credit Company Ltd, Managing Director of Fullerton Enterprises Private Limited, nominated to the Boards of two Financial Services investments of Temasek in China, one in Nanjing for the SME Business and the other in Chengdu in their village Bank Franchise. Earlier to this, he was the Managing Director and Head of Citibank's SME and Asset Based Finance business in India. He started his career in Sales with Eicher Mitsubishi and went on to head the captive finance arm of this company in India. He was also the Non- Executive Chairman of the Board of Directors of Vistaar Financial Services Ltd.

He has a Post Graduate Diploma in Management from the Indian Institute of Management (IIM), Ahmedabad and holds a Bachelor of Engineering Degree from Coimbatore.

None of the Directors, except Mr. G.S. Sundararajan is concerned or interested in this resolution.

The Board recommends resolution under Item No. 5 to be passed as special resolution.

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

Item No 6

Your Company has received a licence for conversion of its status from NBFC MFI to Core Investment Company. In view of the change in status, it is pertinent to change the name of the company from "Utkarsh Micro Finance Limited" to "Utkarsh Holdings Limited".

As per Section 13 of the Companies Act 2013, for changing the name of the company, Shareholders approval is required, through special resolution. Accordingly, The Shareholders approval is requested to consider and approve the change in name of the company from "Utkarsh Micro Finance Limited" to "Utkarsh Holdings Limited" or any name, as suggested by ROC, Kanpur or any other regulatory authority.

None of the Directors, or KMP is concerned or interested in this resolution.

The Board recommends resolution under Item No. 6 to be passed as Special resolution.

By order of the Board of Directors
For Utkarsh Micro Finance Limited

Place: Mumbai
Date: 14.05.2018



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