

NOTICE

Notice is hereby given that the 5th Annual General Meeting of North East Small Finance Bank Limited will be held at 10:00 AM, on Wednesday, 29th day of September, 2021 at Board Room, 3rd Floor, Fortune Central, Basistha Road, Basisthapur Bye Lane No. 3, Beltola Guwahati, Assam to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement & Directors Report for the year ended 31st March, 2021 and Auditor's Report and the comments thereupon.
2. To appoint Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution with or without modification as an ordinary resolution:

"RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, and the applicable provisions of the Banking Regulation Act 1949 including any statutory enactment or amendments or modifications, thereof, M/s Baweja & Kaul, Chartered Accountant, (Firm Registration No. FRN-005834N) be and is hereby appointed as the Statutory Auditors of the Company for a period of 1 year and to hold the office from the conclusion of this 5th Annual General Meeting till the conclusion of 6th Annual General Meeting of the bank, subject to approval from Reserve Bank of India and such other regulatory authorities, as may be applicable, and on such terms and conditions, including remuneration, as approved by the Board of Directors of the Bank".

SPECIAL BUSINESS.

3. Appointment of Mrs Manjula Saikia Bhuyan as an Independent Director.

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

"RESOLVED THAT pursuant to provisions of Section 149 of Companies Act, 2013 read with Schedule IV and other applicable provisions, if any, of the Companies Act 2013, and as per Rule 4 Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment(s) thereof, for the time being in force), and as per the Article of Association of Company, subject to such other consents and permissions as may be required by statute, the consent of the Shareholders be and is hereby accorded for the appointment of Mrs Manjula Saikia Bhuyan as an Independent Director on the Board of North East Small Finance Bank Limited for a term of five years with effect from 20.01.2021 to 19.01.2026."

"FURTHER RESOLVED THAT Ms. Rupali Kalita, MD & CEO and Mr. Ketan Kumar Joshi, Chief Financial Officer of the Bank be and are hereby authorized to do all such acts and deeds and things to give effect to the above resolution."

4. Appointment of Mr Ram Krishna Garg as an Independent Director.

“RESOLVED THAT pursuant to provisions of Section 149 of Companies Act, 2013 read with Schedule IV and other applicable provisions, if any, of the Companies Act 2013, and as per Rule 4 Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment(s) thereof, for the time being in force), and as per the Article of Association of Company, subject to such other consents and permissions as may be required by statute, the consent of the Shareholders be and is hereby accorded for the appointment of Mr Ram Krishna Garg as an Independent Director on the Board of North East Small Finance Bank Limited for a term of five years with effect from 25.05.2021 to 24.05.2026.”

“FURTHER RESOLVED THAT Ms. Rupali Kalita, MD & CEO and Mr. Ketan Kumar Joshi, Chief Financial Officer of the Bank be and are hereby authorized to do all such acts and deeds and things to give effect to the above resolution.”

5. Appointment of Mr Tapan Kumar Hazarika as an Independent Director.

“RESOLVED THAT pursuant to provisions of Section 149 of Companies Act, 2013 read with Schedule IV and other applicable provisions, if any, of the Companies Act 2013, and as per Rule 4 Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment(s) thereof, for the time being in force), and as per the Article of Association of Company, subject to such other consents and permissions as may be required by statute, the consent of the Shareholders be and is hereby accorded for the appointment of Mr Tapan Kumar Hazarika as an Independent Director on the Board of North East Small Finance Bank Limited for a term of five years with effect from 29.06.2021 to 28.06.2026.”

“FURTHER RESOLVED THAT Ms. Rupali Kalita, MD & CEO and Mr. Ketan Kumar Joshi, Chief Financial Officer of the Bank be and are hereby authorized to do all such acts and deeds and things to give effect to the above resolution.”

6. Appointment of Mr Sistla Prabhakar as an Independent Director.

“RESOLVED THAT pursuant to provisions of Section 149 of Companies Act, 2013 read with Schedule IV and other applicable provisions, if any, of the Companies Act 2013, and as per Rule 4 Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment(s) thereof, for the time being in force), and as per the Article of Association of Company, subject to such other consents and permissions as may be required by statute, the consent of the Shareholders be and is hereby accorded for the appointment of Mr Sistla Prabhakar as an Independent Director on the Board of North East Small Finance Bank Limited for a term of five years with effect from 30.07.2021 to 29.07.2026.”

"FURTHER RESOLVED THAT Ms. Rupali Kalita, MD & CEO and Mr. Ketan Kumar Joshi, Chief Financial Officer of the Bank be and are hereby authorized to do all such acts and deeds and things to give effect to the above resolution."

By order of the Board of Directors
For NORTH EAST SMALL FINANCE BANK LIMITED

Place: Guwahati
Date:07/09/2021

Rupali Kalita
Managing Director

NOTES:

1. A member entitled to attend and vote at the 5th Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and a proxy need not be a member of the company. The proxy form, to be valid and effective, should be lodged at the registered office of the company, duly completed and signed, not less than 48 hours before the commencement of the AGM.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carry voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the company a certified copy of relevant board resolution together with the specimen signature(s) of the representative(s) authorized under the said board resolution to attend and vote on their behalf at the meeting.
4. For security reasons and for proper conduct of AGM, entry to the place of the AGM will be regulated by the attendance slip, which is annexed to this notice. Members/ proxies are requested to bring their attendance slip in all respects and signed at the place provided there at and hand it over at the entrance of the venue. The route map of the AGM venue is also annexed to this notice.
5. All documents referred to in the notice and the explanatory statement requiring the approval of the members at the AGM and other statutory registers shall be available for inspection by the members at the registered office of the company during office hours on all working days between 11.00 A. M. and 1.00 P. M. from the date hereof up to the date of ensuing annual general meeting.
6. The annual report 2020-21 of the company is also available on the company's website at www.nesfb.com.
7. Member desirous of obtaining any information concerning the accounts and operations of the company are requested to address their questions in writing to the company at least 10 days in advance before the date of annual general meeting, so that the information required may be available at the meeting.

8. Shareholders are requested to kindly bring their copies of annual report to the meeting.
9. The explanatory statement as required under section 102(1) of the Companies Act, 2013, is annexed hereto and all documents referred to in the same will be open for inspection by members, at the registered office of the company during normal working hours up to the date of the annual general meeting.

By order of the Board of Directors

For North East Small Finance Bank Limited

Place: Guwahati
Date: 07/09/2021

Rupali Kalita
Managing Director

Explanatory Statement (Pursuant to section 102 of the Companies Act, 2013)

Item No.3:

Mrs Manjula Saikia Bhuyan [DIN-08156782] was appointed as Additional Director in the Board meeting dated 20.01.2021 as per the provisions of Section 161 (1) of Companies Act, 2013. Further, as per the provisions of Section 149 of the Companies Act, 2013 read with Schedule IV and as per Rule 4 Companies (Appointment and Qualification of Directors) Rules, 2014, Mrs Manjula Saikia Bhuyan as an Independent Director on the Board of North East Small Finance Bank Limited for a term of five years with effect from 20.01.2021 to 19.01.2026. Therefore, Shareholders approval is required for the appointment of Independent Director in the Board of the Bank.

Further, Mrs Manjula Saikia Bhuyan is not related to any other Director or Key Managerial Personnel of the Bank. The Board of Directors recommended for the passing of the Ordinary Resolution as set out in Item No. 3 of the Notice.

Item No. 4:

Mr Ram Krishna Garg [DIN-02164119] was appointed as Additional Director in the Board resolution passed through circulation on 25.05.2021 and taken note in the in the Board meeting dated 30.07.2021 as per the provisions of Section 161 (1) of Companies Act, 2013. Further, as per the provisions of Section 149 of the Companies Act, 2013 read with Schedule IV and as per Rule 4 Companies (Appointment and Qualification of Directors) Rules, 2014, Mr Ram Krishna Garg as an Independent Director on the Board of North East Small Finance Bank Limited for a term of five years with effect from 25.05.2021 to 24.05.2026. Therefore, Shareholders approval is required for the appointment of Independent Director in the Board of the Bank.

Further, Mr Ram Krishna Garg is not related to any other Director or Key Managerial Personnel of the Bank. The Board of Directors recommended for the passing of the Ordinary Resolution as set out in Item No. 4 of the Notice.

Item No. 5:

Mr Tapan Kumar Hazarika [DIN-08088195] was appointed as Additional Director in the Board Resolution by circulation on 29.06.2021 and taken note in the in the Board meeting dated 30.07.2021 as per the provisions of Section 161 (1) of Companies Act, 2013. Further, as per the provisions of Section 149 of the Companies

Act, 2013 read with Schedule IV and as per Rule 4 Companies (Appointment and Qualification of Directors) Rules, 2014, Mr Tapan Kumar Hazarika as an Independent Director on the Board of North East Small Finance Bank Limited for a term of five years with effect from 29.06.2021 to 28.06.2026. Therefore, Shareholders approval is required for the appointment of Independent Director in the Board of the Bank.

Further, Mr Tapan Kumar Hazarika is not related to any other Director or Key Managerial Personnel of the Bank. The Board of Directors recommended for the passing of the Ordinary Resolution as set out in Item No. 5 of the Notice.

Item No. 6:

Mr Sistla Prabhakar [DIN-09249122] was appointed as Additional Director in the Board meeting dated 30.07.2021 as per the provisions of Section 161 (1) of Companies Act, 2013. Further, as per the provisions of Section 149 of the Companies Act, 2013 read with Schedule IV and as per Rule 4 Companies (Appointment and Qualification of Directors) Rules, 2014, Mr Sistla Prabhakar as an Independent Director on the Board of North East Small Finance Bank Limited for a term of five years with effect from 30.07.2021 to 29.07.2026. Therefore, Shareholders approval is required for the appointment of Independent Director in the Board of the Bank.

Further, Mr Sistla Prabhakar is not related to any other Director or Key Managerial Personnel of the Bank. The Board of Directors recommended for the passing of the Ordinary Resolution as set out in Item No. 6 of the Notice.

By order of the Board of Directors
For NORTH EAST SMALL FINANCE BANK LIMITED

Place: Guwahati
Date: 07/09/2021

Rupali Kalita
Managing Director

NORTH EAST SMALL FINANCE BANK LIMITED

(CIN: U65100AS2016PLCO17505)

Registered Office: 1st & 3rd Floor, Fortune Central, Basistha Road,
Basisthapur, Bye lane No:3, Guwahati-781028

Website: www.nesfb.com, Email: contact@nesfb.com

Phone No: +91 361 7180001,

5th ANNUAL GENERAL MEETING- WEDNESDAY, SEPTEMBER 29, 2021 AT 10:00 AM

ATTENDANCE SLIP

Name of the member(s) &
Registered address:

Folio No./DP ID-Client Id:

No. of shares:

*Applicable for the member(s) holding shares in Electronic Form.

I being a member/proxy for the member of the Company, hereby record my presence at the 5th Annual General Meeting of the Company at Board Room, 3rd Floor, Fortune Central, Basistha Road, Basisthapur, Bye lane No:3, Guwahati-781028 on Wednesday, September 29, 2021.

Name of the Member/Proxy#	Signature of the Member/Proxy#

Strike out whichever is not applicable.

1. Please hand over the attendance slip at the entrance of the meeting venue.
2. This attendance is valid only in case shares are held on the date of the meeting.
3. As per section 118(10) of the Companies Act, 2013 read with the Secretarial Standards for General Meeting issued by Institute of Company Secretaries of India **"No gifts, gift coupons or cash in lieu of gifts shall be distributed to members at or in connection with the meeting"**.

.....

**FORM NO. MGT – 11
PROXY FORM**

[Pursuant to Section 105(6) of the Companies (Management and Administration) rules, 2014]

North East Small Finance Bank Limited

(CIN: U65100AS2016PLCO17505)

Registered Office: 1st & 3rd Floor, Fortune Central, Basistha Road,

Basisthapur, Bye lane No:3, Guwahati-781028

Website: www.nesfb.com, Email: compliance@nesfb.com

Phone No: +91 361 7180001,

Name of the member(s)	
Registered address	
Email id:	
Folio No/Client Id	
DP ID	

I/We, being the member(s) of shares of the above named company, hereby

1. Name:.....
 Email id:.....
 Address:.....
 Signature:..... Or failing him/her
2. Name:.....
 Email id:.....
 Address:.....
 Signature:..... Or failing him/her

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 5th Annual General Meeting of the company, to be held on Wednesday, September 29, 2021 at 10 AM at board room, 3rd floor, fortune Central, Basisthapur, Guwahati-781028 and at any adjournment thereof in respect of such resolution as are indicated overleaf.

Resolution No.	Resolution	Vote (See Note 3)	
		for	against
Ordinary Business			
1	To receive, consider and adopt the Audited Financial Statement & Directors Report for the year ended 31st March, 2021 and Auditor's Report and the comments thereupon.		
2	To appoint M/s Baweja & Kaul, Chartered Accountants, firm registration No FRN-005834N as Statutory auditors of the company for a period of 1 (one) financial year.		
Special Business			

3	To approve the appointment of Mrs Manjula Saikia Bhuyan as Independent Director in the Board of Directors of the company wef January 20, 2021 for a term of 5 years i.e. till January 19, 2026.		
4	To approve the appointment of Mr. Ram Krishna Garg as Independent Director in the Board of Directors of the company wef May 25, 2021 for a term of 5 years i.e. till May 24, 2026.		
5	To approve the appointment of Mr. Tapan Kumar Hazarika as Independent Director in the Board of Directors of the company wef June 29, 2021 for a term of 5 years i.e. till June 28, 2026.		
6	To approve the appointment of Mr. Sistla Prabhakar as Independent Director in the Board of Directors of the company wef July 30, 2021 for a term of 5 years i.e. till July 29, 2026.		

Signed this day of 2021.

Signature of Shareholder
on revenue stamp

Note:

1. This form of Proxy in order to be effective should be duly completed and deposited at Registered & Corporate Office: 1st & 3rd Floor, Fortune Central, Basistha Road, Basisthapur, Bye lane No:3, Guwahati, Assam-781028, not less than 48 hours before the schedule time of the meeting.

2. A person can act as Proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the company may appoint a single person as a Proxy and such person cannot act as a Proxy for any other person or shareholder.

3. It is optional to put a "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

.....

ROAD MAP
AGM VENUE-NORTH EAST SMALL FINANCE BANK LIMITED

