

NOTICE OF ADJOURNED 5TH ANNUAL GENERAL MEETING

Notice is hereby given that the adjourned Fifth (5th) Annual General Meeting ("AGM") of the Members of **Shivalik Small Finance Bank Limited** ("Bank" or "Company") (which was originally scheduled on Saturday, the 19th July, 2025) will be held on **Saturday, the 26th day of July 2025 at 10:00 A.M.** at the Registered Office of the Company situated at 501, Salcon Aurum, Jasola District Centre, New Delhi - 110 025 to transact the following business as per the original notice of Annual General Meeting:

Ordinary Business

- Item No. 1:** To adopt the Audited Financial Statements of the Bank for financial year ended on 31st March 2025 including the Audited Balance Sheet and Profit and Loss account as on 31st March 2025 along with Cash Flow Statement on that date together with the reports of the Board of Directors and Auditors thereon.
- Item No. 2:** To appoint a director in place of Mr. Dinesh Kumar Mittal (DIN: 00040000), who retires by rotation and being eligible, has offered himself for re-appointment.

Special Business:

- Item No. 3:** To re-appoint Mr. Dinesh Kumar Mittal (DIN: 00040000) as a non-executive Director on the Board of the Bank for a second term.

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 Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the Banking Regulation Act, 1949, and the guidelines/circulars issued by the Reserve Bank of India (RBI) from time to time, and in accordance with the Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Dinesh Kumar Mittal (DIN: 00040000), as Non-Executive Director, who was appointed as an Additional Director on the Board of Directors of the Company with effect from 6th August 2022 in terms of Section 161(1) of the Companies Act, 2013 and was thereafter regularised as a Director by the members at Annual General Meeting held on 19th September 2022, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, as a Non-Executive Director of the Company to hold office for a second term commencing from 6th August 2025 and up to the completion of his 75 years of age i.e. up to 24th January 2028 subject to the approval of the members in the ensuing General Meeting and shall be liable to retire by rotation.

RESOLVED FURTHER THAT any Directors or Company Secretary of the Company be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter

SHIVALIK SMALL FINANCE BANK LTD.

HEAD OFFICE:
2nd Floor, Add India Tower, Plot No.-A-6A,
Sector-125, Noida-201 303

Ph: 0120-4060000
info@shivalikbank.com
www.shivalikbank.com

REGD. OFFICE:
501, Salcon Aurum, Jasola District Centre, New Delhi - 110025
CIN NO: U65900DL2020PLC366027



etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

Item No: 4 To consider and approve the reclassification of the Bank's authorised share capital by converting preference share portion into equity share capital.

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

"RESOLVED THAT (i) pursuant to the provisions of sections 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, (ii) applicable provisions of the Articles of Association of the company, and (iii) subject to any other approvals as may be necessary, consent of the members of the Company be and is hereby accorded to reclassify the authorised share capital of the Company by converting the existing authorised 2,00,00,000 (Two Crore) preference shares of ₹10/- (Rupees Ten) each aggregating to ₹20,00,00,000/- (Rupees Twenty Crore only) into 2,00,00,000 (Two Crore) equity shares of ₹10/- (Rupees Ten) each aggregating to ₹20,00,00,000/- (Rupees Twenty Crore only).

RESOLVED FURTHER THAT upon the reclassification, the authorised share capital of the Company shall be ₹2,00,00,00,000/- (Rupees Two Hundred Crore only) divided into 20,00,00,000 (Twenty Crore) equity shares of ₹10/- (Rupees Ten) each.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be and is hereby proposed to be substituted with the following Clause V:

V. The Authorised Share Capital of the Company is ₹2,00,00,00,000/- (Rupees Two Hundred Crore only) divided into 20,00,00,000 (Twenty Crore) equity shares of ₹10/- (Rupees Ten) each.

RESOLVED FURTHER THAT Board of Directors of the Company and Company Secretary be and is hereby authorized severally to do all such acts, deed and things necessary to bring into effect the above resolution."

Item No: 5 To authorize the Board of Directors to Borrow money in excess of paid-up capital, free reserves, and securities premium of the Bank u/s section 180(1)(C) of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of section 180(1)(C) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per the applicable provisions of the Banking Regulation Act, 1949 and rules, guidelines and

SHIVALIK SMALL FINANCE BANK LTD.

HEAD OFFICE:
2nd Floor, Add India Tower, Plot No.A-6A,
Sector-125, Noida-201303

Ph: 0120-4060000
Info@shivalikbank.com
www.shivalikbank.com

REGD. OFFICE:
501, Salcon Aurum, Jasola District Centre, New Delhi - 110025.
CIN NO: U65900DL2020PLC366027





circulars issued by the Reserve Bank of India, from time to time, the consent of the members of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter referred as the "Board" which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to borrow for the purpose of business of the Bank, such sum or sums of monies as they may deem necessary, notwithstanding the fact that the monies so borrowed and the monies to be borrowed from time to time (apart from (i) temporary loans obtained from the Bank's bankers in the ordinary course of business and (ii) acceptances of deposits of money from public repayable on demand or otherwise and withdrawable by cheque, draft, order or otherwise and/or temporary loans obtained in the ordinary course of business from banks, whether in India or outside India) will exceed the aggregate of the paid up capital of the Bank, its free reserves and securities premium, provided that the total amount so borrowed including the money already borrowed and the money to be borrowed by the Board in any manner permissible at any time shall not exceed Rs. 1,000 crores (Rupees One Thousand crores).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary or expedient in this regard but not limited to delegate power conferred herein to any of the committee constituted by the Bank or to any Director or to any Committee of Directors or to settle all questions, difficulties or doubts that may arise in this regard as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and to seek such approval/ consent from the government departments as may be required in this regard."

Item No. 6: Issue of Equity Shares on Private Placement basis to Incubate Fund Asia Rising VCC (Sub-Fund-SMBC Asia Rising Fund)

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

"RESOLVED THAT pursuant the provisions of (i) Articles of Association of the Company, (ii) Section 42 read with Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), (iii) the Foreign Exchange Management Act, 1999, (as amended from time to time) and (iv) the regulations made thereunder, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Reserve Bank of India, or any other competent authority, whether in India or abroad, from time to time to the extent applicable, consent of the members of the Bank be and is hereby accorded for the issuance of 81,37,768 equity shares of the Bank to Incubate Fund Asia Rising VCC (Sub-Fund-SMBC Asia Rising Fund) at the price of INR 71.00/- (Indian Rupee Seventy one only) including premium of INR 61.00/- (Indian Rupees Sixty one only) per equity share for an aggregate subscription amount of INR

SHIVALIK SMALL FINANCE BANK LTD.

HEAD OFFICE:
2nd Floor, Add India Tower, Plot No.A-6A,
Sector-125, Noida-201303

Ph: 0120-4060000
info@shivalikbank.com
www.shivalikbank.com

REGD. OFFICE:
S01, Salcon Aurum, Jasola District Centre, New Delhi - 110025.
CIN NO: U65900DL2020PLC366027





57,77,81,528.00/- (Indian Rupees Fifty-seven crore seventy-seven lakh eighty-one thousand five hundred and twenty-eight rupees only).

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, name of the Incubate Fund Asia Rising VCC (Sub-Fund-SMBC Asia Rising Fund) be recorded for the issue of invitation to subscribe to the equity shares of the Bank.

RESOLVED FURTHER THAT the Valuation Certificate issued by Sundae Capital Advisors Private Limited, Registered Valuer and Merchant Banker as placed before the members be and is hereby perused and noted by the members of the Bank.

RESOLVED FURTHER THAT the draft of the offer letter in Form PAS-4 ("Offer Letter") placed before the members be and is hereby approved and any Director or Company Secretary of the Bank be and is hereby severally authorized to issue the said Offer Letter to Incubate Fund Asia Rising VCC (Sub-Fund-SMBC Asia Rising Fund).

RESOLVED FURTHER THAT any Director or Company Secretary be and is hereby severally authorized to make any corrections, amendments, deletions, or additions in the Offer Letter relating to the proposed Offer and to give any information, explanation, declaration, and confirmations as may be required in accordance with applicable law.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized severally to determine, vary, modify, alter any of the terms and conditions of the issue, as it may deem expedient, in its discretion, open and close the offer of above said Shares, issuing certificates/ clarifications, effecting any modifications or changes to the foregoing (including modifications to the terms of the Issue), entering into agreements, addendums, documents in connection therewith and incidental thereto as the Board in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise regarding the offer, issue, and allotment of the securities and take all other steps and do all such deeds and actions which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive."

Item No: 7 Issue of Equity Shares on Private Placement basis to Lightspeed India Partners IV, LLC.

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

"RESOLVED THAT pursuant the provisions of (i) Articles of Association of the Company, (ii) Section 42 read with Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), (iii) the Foreign Exchange Management Act, 1999, (as amended from time to time) and (iv) the regulations made thereunder, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Reserve Bank of India, or

SHIVALIK SMALL FINANCE BANK LTD.

HEAD OFFICE:
2nd Floor, Add India Tower, Plot No.A-6A,
Sector-125, Noida-201303

Ph: 0120-4060000
Info@shivalikbank.com
www.shivalikbank.com

REGD. OFFICE:
501, Salcon Aarun, Jasola District Centre, New Delhi - 110025.
CIN NO: U65900DL2020PLC366027





any other competent authority, whether in India or abroad, from time to time to the extent applicable, consent of the members of the Company be and is hereby accorded for issuance of 7,04,226 equity shares of the Bank to Lightspeed India Partners IV, LLC at the price of INR 71.00/- (Indian Rupees Seventy One only) including premium of INR 61.00/- (Indian Rupees Sixty-one only) per equity share for an aggregate subscription amount of INR 5,00,00,046.00 /- (Indian Rupees Five crore and forty-six only).

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, name of the Lightspeed India Partners IV, LLC be recorded for the issue of invitation to subscribe to the equity shares of the Bank.

RESOLVED FURTHER THAT the Valuation Certificate issued by Sundae Capital Advisors Private Limited, Registered Valuer and Merchant Banker as placed before the members be and is hereby perused and noted by the members of the Bank.

RESOLVED FURTHER THAT the draft of the offer letter in Form PAS-4 ("Offer Letter") placed before the members be and is hereby approved and any Director or Company Secretary of the Bank be and is hereby severally authorized to issue the said Offer Letter to Lightspeed India Partners IV, LLC.

RESOLVED FURTHER THAT any Director or Company Secretary be and is hereby severally authorized to make any corrections, amendments, deletions, or additions in the Offer Letter relating to the proposed Offer and to give any information, explanation, declaration, and confirmations as may be required in accordance with applicable law.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized severally to determine, vary, modify, alter any of the terms and conditions of the issue, as it may deem expedient, in its discretion, open and close the offer of above said Shares, issuing certificates/ clarifications, effecting any modifications or changes to the foregoing (including modifications to the terms of the Issue), entering into agreements, addendums, documents in connection therewith and incidental thereto as the Board in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise regarding the offer, issue, and allotment of the securities and take all other steps and do all such deeds and actions which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive."

Item No. 8 Issue of Equity Shares on Private Placement basis to Sorin Investment Fund

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

"RESOLVED THAT pursuant the provisions of (i) Articles of Association of the Company, (ii) Section 42 read with Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification or re-enactment thereof for

SHIVALIK SMALL FINANCE BANK LTD.





the time being in force), (iii) the Foreign Exchange Management Act, 1999, (as amended from time to time) and (iv) the regulations made thereunder, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Reserve Bank of India, or any other competent authority, whether in India or abroad, from time to time to the extent applicable, consent of the members of the Bank be and is hereby accorded for the issuance of 12,15,800 equity shares of the Company to Sorin Investment Fund at the price of INR 71.00 (Indian Rupee Seventy-one only) including premium of INR 61.00/- (Indian Rupees Sixty-one only) per equity share for an aggregate subscription amount of INR 8,63,21,800.00/- (Indian Rupees Eight crore sixty-three lakh twenty-one thousand and eight hundred only).

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, name of the Sorin Investment Fund be recorded for the issue of invitation to subscribe to the equity shares of the Bank.

RESOLVED FURTHER THAT the Valuation Certificate issued by Sundae Capital Advisors Private Limited, Registered Valuer and Merchant Banker as placed before the members be and is hereby perused and noted by the members of the Bank.

RESOLVED FURTHER THAT the draft of the offer letter in Form PAS-4 ("Offer Letter") placed before the members be and is hereby approved and any Director or Company Secretary of the Bank be and is hereby severally authorized to issue the said Offer Letter to Sorin Investment Fund.

RESOLVED FURTHER THAT any Director or Company Secretary be and is hereby severally authorized to make any corrections, amendments, deletions, or additions in the Offer Letter relating to the proposed Offer and to give any information, explanation, declaration, and confirmations as may be required in accordance with applicable law.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized severally to determine, vary, modify, alter any of the terms and conditions of the issue, as it may deem expedient, in its discretion, open and close the offer of above said Shares, issuing certificates/ clarifications, effecting any modifications or changes to the foregoing (including modifications to the terms of the Issue), entering into agreements, addendums, documents in connection therewith and incidental thereto as the Board in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise regarding the offer, issue, and allotment of the securities and take all other steps and do all such deeds and actions which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive."

Item No. 9 Issue of Equity Shares on Private Placement basis to Quona Accion Inclusion Fund III, L.P.

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

SHIVALIK SMALL FINANCE BANK LTD.

HEAD OFFICE:
2nd Floor, Add India Tower, Plot No.A-6A,
Sector-125, Noida-201303

Ph: 0120-4060000
Info@shivalikbank.com
www.shivalikbank.com

REGD. OFFICE:
501, Salcon Arium, Jasola District Centre, New Delhi - 110025
CIN NO: U65900DL2020PLC366027



"RESOLVED THAT pursuant the provisions of (i) Articles of Association of the Company, (ii) Section 42 read with Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), (iii) the Foreign Exchange Management Act, 1999, (as amended from time to time) and (iv) the regulations made thereunder, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Reserve Bank of India, or any other competent authority, whether in India or abroad, from time to time to the extent applicable, consent of the members of the Bank be and is hereby accorded for issuance of 18,74,536 equity shares of the Bank to Quona Accion Inclusion Fund III, L.P. at the price INR 71.00/- (Indian Rupee Seventy one only) including premium of INR 61.00/- (Indian Rupees Sixty one only) per equity share for an aggregate subscription amount of INR 13,30,92,056.00/- (Indian Rupees Thirteen crore thirty lakh ninety-two thousand and fifty-six only).

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, name of the Quona Accion Inclusion Fund III, L.P. be recorded for the issue of invitation to subscribe to the equity shares of the Bank.

RESOLVED FURTHER THAT the Valuation Certificate issued by Sundae Capital Advisors Private Limited, Registered Valuer and Merchant Banker as placed before the members be and is hereby perused and noted by the members of the Bank.

RESOLVED FURTHER THAT the draft of the offer letter in Form PAS-4 ("Offer Letter") placed before the members be and is hereby approved and any Director or Company Secretary of the Bank be and is hereby severally authorized to issue the said Offer Letter to Quona Accion Inclusion Fund III, L.P.

RESOLVED FURTHER THAT any Director or Company Secretary be and is hereby severally authorized to make any corrections, amendments, deletions, or additions in the Offer Letter relating to the proposed Offer and to give any information, explanation, declaration, and confirmations as may be required in accordance with applicable law.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized severally to determine, vary, modify, alter any of the terms and conditions of the issue, as it may deem expedient, in its discretion, open and close the offer of above said Shares, issuing certificates/ clarifications, effecting any modifications or changes to the foregoing (including modifications to the terms of the Issue), entering into agreements, addendums, documents in connection therewith and incidental thereto as the Board in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise regarding the offer, issue, and allotment of the securities and take all other steps and do all such deeds and actions which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive."

SHIVALIK SMALL FINANCE BANK LTD.

HEAD OFFICE
2nd Floor, Add India Tower, Plot No.A-6A,
Sector-125, Noida-201303

Ph: 0120-4060000
info@shivalikbank.com
www.shivalikbank.com

REGD. OFFICE
501, Salcon Aurum, Jasola District Centre, New Delhi - 110025.
CIN NO: U65900DL2020PLC366027



Item No. 10 Issue of Equity Shares on Private Placement basis to Accel India VII (Mauritius) Ltd.

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

“RESOLVED THAT pursuant the provisions of (i) Articles of Association of the Company, (ii) Section 42 read with Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), (iii) the Foreign Exchange Management Act, 1999, (as amended from time to time) and (iv) the regulations made thereunder, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Reserve Bank of India, or any other competent authority, whether in India or abroad, from time to time to the extent applicable, consent of the members of the Bank be and is hereby accorded for the issuance of 24,33,500 equity shares of the Bank to Accel India VII (Mauritius) Ltd. at the price of INR 71.00 (Indian Rupee Seventy one only) including premium of INR 61.00/- (Indian Rupees Sixty one only) per equity share for an aggregate subscription amount of INR 17,27,78,500.00/- (Indian Rupees Seventeen crore twenty-seven lakh seventy-eight thousand and five hundred only).

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, name of the Accel India VII (Mauritius) Ltd. be recorded for the issue of invitation to subscribe to the equity shares of the Bank.

RESOLVED FURTHER THAT the Valuation Certificate issued by Sundae Capital Advisors Private Limited, Registered Valuer and Merchant Banker as placed before the members be and is hereby perused and noted by the members of the Bank.

RESOLVED FURTHER THAT the draft of the offer letter in Form PAS-4 (“Offer Letter”) placed before the members be and is hereby approved and any Director or Company Secretary of the Bank be and is hereby severally authorized to issue the said Offer Letter to Accel India VII (Mauritius) Ltd.

RESOLVED FURTHER THAT any Director or Company Secretary be and is hereby severally authorized to make any corrections, amendments, deletions, or additions in the Offer Letter relating to the proposed Offer and to give any information, explanation, declaration, and confirmations as may be required in accordance with applicable law.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized severally to determine, vary, modify, alter any of the terms and conditions of the issue, as it may deem expedient, in its discretion, open and close the offer of above said Shares, issuing certificates/ clarifications, effecting any modifications or changes to the foregoing (including modifications to the terms of the Issue), entering into agreements, addendums, documents in connection therewith and incidental thereto as the Board in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise regarding the offer, issue, and allotment of the securities and take all other steps and

SHIVALIK SMALL FINANCE BANK LTD.

HEAD OFFICE:
2nd Floor, Add India Tower, Plot No.A-6A,
Sector-125, Noida-201303

Ph: 0120-4060000
info@shivalikbank.com
www.shivalikbank.com

REGD. OFFICE:
501, Salcon Aarum, Jasola District Centre, New Delhi - 110025.
CIN NO: U65900DL2020PLC366027





do all such deeds and actions which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive.”

Item No. 11: To consider and approve amendment to “2021 Employee Stock Option Scheme” of the Bank

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

“RESOLVED THAT (i) pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the rules framed thereunder, (ii) the relevant provisions of the Memorandum and Articles of Association of the Bank, (iii) pursuant to the approval of the Nomination and Remuneration Committee and the Board of Directors and (iv) subject to the rules, regulations, circulars, and guidelines permissions and sanctions as may be necessary, the consent of the members of the Bank be and is hereby accorded to the amendment of “2021 Employee Stock Option Scheme” as placed before the members, with view to ensure better efficacy and administration of the Scheme.


RESOLVED FURTHER THAT it is hereby noted that the terms of amendments are not prejudicial to the interests of the option holders.

RESOLVED FURTHER THAT amended copy of the ‘2021 Employee Stock Option Scheme’ initialed by the chairman for the purpose of identification, be and is hereby approved and the same shall come into effect from the date of shareholders’ approval.

RESOLVED FURTHER THAT the Board of Directors of the Bank be and are severally hereby authorized to take such steps as may be necessary and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Bank and to do all such acts, deeds, matters and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board of Directors to be in the best interest of the Bank, as it may deem fit at any stage without requiring the Board to secure any further consent or approval of the members of the Bank in this regard.”

By order of the Board of Directors

For Shivalik Small Finance Bank Limited


(Shrutti Pandey)

Company Secretary

Membership No.: A34796



SHIVALIK SMALL FINANCE BANK LTD.

HEAD OFFICE:
2nd Floor, Add India Tower, Plot No.A-6A,
Sector-125, Noida-201303

PH: 0120-4060000
info@shivalikbank.com
www.shivalikbank.com

REGD. OFFICE:
501, Saloon Aurum, Jasola District Centre, New Delhi - 110025.
CIN NO: U65900DL2020PLC366027





Place: Noida

Date: 22nd July 2025

Registered Office:

501, Salcon Aurum, Jasola District Centre,

New Delhi – 110025

Website: www.shivalikbank.com

Tel no.:0120-4060000

E-mail: investorrelations@shivalikbank.com

SHIVALIK SMALL FINANCE BANK LTD.

HEAD OFFICE:
2nd Floor, Add India Tower, Plot No.A-6A,
Sector-125, Noida-201 303

Ph: 0120-4060000
info@shivalikbank.com
www.shivalikbank.com

REGD. OFFICE:
501, Salcon Aurum, Jasola District Centre, New Delhi - 110025.
CIN NO: U65900DL2020PLC366027



Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON POLL, TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument of appointing proxies shall however be deposited at the registered office of the company not less than 48 (forty-eight) hours before the commencement of the meeting.
3. The proxy form in Form MGT-11 is attached. A proxy shall not have the right to speak and shall not be entitled to vote except on a poll.
4. Corporate Members intending to attend the AGM through their authorised representatives are requested to send a Certified True Copy of the Board Resolution and Power of Attorney, (PDF/JPG Format), authorizing its representative to attend and vote on their behalf at the Annual General Meeting. The said Resolution / Authorisation shall be sent to the Company by e-mail through its registered e-mail address at investorrelations@shivalikbank.com with a copy marked to info@shivalikbank.com.
5. Balance Sheet as on 31st March 2025 along with Statement of Profit & Loss, Cash Flow Statement and Schedules thereto, together with Auditors' and Board's Report thereon for the financial year ending on that date are enclosed as **Annexure A**.
6. Entry to the place of meeting will be regulated by an attendance slip which is annexed to this notice. Members / Proxies are requested to bring the Attendance Slip duly filled in.
7. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
8. In line with the MCA Circulars, the Annual Report for the Financial Year 2024-25 and AGM Notice has been uploaded on the website of the Bank at www.shivalikbank.com.
1. In compliance with the MCA General Circular 17/2020 dated 13th April 2020 , Notice of the Annual General Meeting along with the Balance Sheet as on 31st March 2025, Statement of Profit & Loss, Cash Flow Statement and Schedules thereto, together with Auditors' and Board's Report thereon for the financial year ending on that date is being sent only through electronic mode to those Members whose name appearing the Register of Members/ Beneficial Owners maintained by the Depositories as on Benpos date i.e. 20th June, 2025 and whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report for FY 2024-25 will also be available on website of the Company i.e. www.shivalikbank.com.
2. Members are requested to register their e-mail address, including changes therein from time to time, with the Company to enable the Company to service various notice, reports, documents etc. to the Members in electronic mode.
3. The Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode. Members can inspect the same up to the date of Annual General Meeting, by sending an e-mail to the Company at investorrelations@shivalikbank.com.
4. There is no record date for the purpose of Dividend as the Board of Directors has not recommended Dividend for FY 2024-25.

SHIVALIK SMALL FINANCE BANK LTD.

HEAD OFFICE:
2nd Floor, Add India Tower, Plot No.A-6A,
Sector-125, Noida-201303


Ph: 0120-4060000
info@shivalikbank.com
www.shivalikbank.com

REGD. OFFICE:
501, Salcon Aurum, Jasola District Centre, New Delhi - 110025.
CIN NO: U65900DL2020PLC366027



5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the adjourned Annual General Meeting.
6. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
7. Institutional shareholders are encouraged to attend and vote at the adjourned Annual General Meeting.
8. All documents referred to in the Notice will be available for inspection at the Bank's registered office during normal business hours on working days up to the date of the Annual General Meeting.
9. The route map for the venue of the general meeting, Attendance slip, and Proxy Form are appended herein as below.

By order of the Board of Directors
For Shivalik Small Finance Bank Limited


(Shrutti Pandey)
Company Secretary
Membership No.: A34796



Place: Noida

Date: 22nd July 2025

Registered Office:

501, Salcon Aurum, Jasola District Centre,
New Delhi – 110025

Website: www.shivalikbank.com

Tel no.: 0120-4060000

E-mail: investorrelations@shivalikbank.com

SHIVALIK SMALL FINANCE BANK LTD.

HEAD OFFICE:
2nd Floor, Add India Tower, Plot No.A-6A,
Sector-125, Noida-201303

Ph: 0120-4060000
Info@shivalikbank.com
www.shivalikbank.com

REGD. OFFICE:
501, Salcon Aurum, Jasola District Centre, New Delhi - 110025.
CIN NO: U65900DL2020PLC366027





EXPLANATORY STATEMENT

A STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FOR THE ADJOURNED 5TH ANNUAL GENERAL MEETING OF THE COMPANY SCHEDULED TO BE HELD ON SATURDAY, THE 26TH DAY OF JULY 2025 AT 10:00 A.M AT THE REGISTERED OFFICE OF THE BANK SITUATED AT 501, SALCON AURUM, JASOLA DISTRICT CENTRE, NEW DELHI – 110025.

Item No. 3: To re-appoint Mr. Dinesh Kumar Mittal (DIN: 00040000) as a non-executive Director on the Board of the Bank for a second term.

Meaning

Re-appointment of a Non-Executive Director (NED) entails the continuation of an existing director on the Board following the conclusion of their current term, provided such re-appointment is in compliance with applicable regulatory frameworks. As per the provisions of the Companies Act, 2013 and guidelines issued by the Reserve Bank of India (RBI), a NED may be re-appointed subject to shareholder approval, provided the individual continues to meet prescribed eligibility criteria and has demonstrated satisfactory performance.

Background and Rationale

The Reserve Bank of India, through its circular DOR.GOV.REC.8/29.67.001/2021-22 dated 26th April 2021, has laid down specific norms for the tenure of Non-Executive Directors on the Boards of banks.

- a. The total tenure of Non-Executive Director, continuously or otherwise, on the Board of the Bank, shall not exceed 8 (eight) years and after completing eight years on the board of the Bank, the individual may be considered for re-appointment only after a minimum gap of three years.
- b. The upper age limit for NEDs, including the Chair of the board, shall be 75 years and after attaining the age of 75 years no person can continue in these positions.

Mr. Dinesh Kumar Mittal (DIN: 00040000) was appointed as an Additional Director of the Bank with effect from 6th August 2022 under Section 161(1) of the Companies Act, 2013. He was subsequently regularised as a Non-Executive Director by the shareholders at the Annual General Meeting held on 19th September 2022 three (3) consecutive years. The first term of Mr. Dinesh Kumar Mittal (DIN:00040000) will be completed on 5th August 2025.

Mr. Dinesh Kumar Mittal (DIN:00040000) is eligible for re-appointment as Directors under Section 164 of the Companies Act, 2013, the Banking Regulation Act, 1949 and various guidelines issued by the Reserve Bank of India (RBI) from time to time and he has willingly provided his consent to continue serving as Director of the Bank.

Considering his strategic insights, governance capabilities, and valuable contributions, Banking Knowledge and Experience, Specialist Skill Set, Strategic Thinking and Vision, Alignment with the Bank's Mission and Vision, Fit and Proper Criteria of the Reserve Bank of India (RBI), the Board of

SHIVALIK SMALL FINANCE BANK LTD.

HEAD OFFICE:
2nd Floor, Add India Tower, Plot No.A-6A,
Sector-125, Noida-201303

Ph: 0120-4060000
info@shivalikbank.com
www.shivalikbank.com

REGD. OFFICE:
501, Salcon Aurum, Jasola District Centre, New Delhi - 110025.
CIN NO: U65900DL2020PLC366027





Directors at its meeting held on 10th June 2025, based on the recommendation of the Nomination and Remuneration Committee and the outcome of performance evaluations, approved the proposal to re-appoint Mr. Dinesh Kumar Mittal for a second term commencing from 6th August 2025 and up to the completion of his 75 years of age i.e. up to 24th January 2028, whichever is earlier (both days inclusive), subject to shareholder approval and shall be liable to retire by rotation.

Scope

This resolution relates to the re-appointment of Mr. Dinesh Kumar Mittal as a Non-Executive Director of the Bank for a second term. His re-appointment will ensure continuity in leadership and retain strategic expertise at the Board level. During his previous tenure, Mr. Mittal has actively contributed to governance, compliance, and strategic oversight functions of the Bank. The re-appointment aligns with the Board's succession planning framework and regulatory requirements.

Eligibility and Disclosures

Mr. Dinesh Kumar Mittal is eligible for re-appointment under Section 164 of the Companies Act, 2013 and satisfies the conditions prescribed under applicable RBI guidelines, the Banking Regulation Act, 1949, and the Articles of Association of the Bank. He has provided his written consent for re-appointment and confirmed that he is not disqualified to act as a director under any applicable laws.

The Board has reviewed his performance and contributions and affirmed his integrity, experience, domain expertise, and ability to guide the Bank's strategic and compliance directions. The Company has also received notices from members under Section 160 of the Companies Act, 2013, proposing his candidature for re-appointment.

Implications

The re-appointment of Mr. Mittal will allow the Bank to retain a highly experienced and competent director who possesses a deep understanding of banking regulations, financial oversight, and corporate governance. His continued presence will support Board stability, compliance orientation, and long-term strategic planning. His leadership will also be instrumental in reinforcing governance practices and Board effectiveness in a dynamic regulatory environment.

His vast experience and deep understanding of governance, finance, and administration will continue to benefit the Bank in aligning with regulatory expectations and enhancing stakeholder confidence.

STATUTORY DISCLOSURES:

Disclosure under Section 102(3)

All documents mentioned in this notice and the explanatory statement are available for inspection during the Company's business hours on all business days at the Registered Office of the Company.

Disclosure of Interest under Section 102(1)(a)

Mr. Dinesh Kumar Mittal (DIN: 00040000), Director of the Company who is proposed to be re-appointed in the above Items are interested in the matter. However none other Director or Key

SHIVALIK SMALL FINANCE BANK LTD.

HEAD OFFICE
2nd Floor, Add India Tower, Plot No.A-6A,
Sector-125, Noida-201303

Ph: 0120-4060000
info@shivalikbank.com
www.shivalikbank.com

REGD. OFFICE
501, Salcon Aarum, Jasola District Centre, New Delhi - 110025.
CIN NO: U65900DL2020PLC366027





Managerial Personnel of the Bank or their relatives are, directly or indirectly, financially or otherwise, concerned or interested in the Resolution set out at **Item No. 3**.

Additional Disclosures as per SS-2:

Additional Information of Directors seeking appointment/re-appointment at the Annual General Meeting, as required under Clause 1.2.5 of the Secretarial Standard - 2 on General Meetings ("SS-2"), is annexed to the Notice as **Annexure B**.

The Board recommends the Resolution for approval of the Members as set out in **Item No. 3** of the Notice as **Ordinary Resolution**.

Item No: 4 To consider and approve the reclassification of the Bank's authorised share capital by converting preference share portion into equity share capital

Meaning

Reclassification of authorised share capital refers to altering the composition of share capital within the existing authorised limit by converting one class of shares into another. This action does not result in any increase or decrease in the overall authorised capital of the Company. Rather, it restructures the capital to better suit business needs, subject to approval by the shareholders through an ordinary resolution under Section 61(1)(b) of the Companies Act, 2013.

Scope

The Company had earlier authorised a total capital of ₹2,00,00,00,000 (Rupees Two Hundred Crore only), comprising ₹1,80,00,00,000 (Rupees One Hundred Eighty Crore) in equity shares and ₹20,00,00,00,000 (Rupees Twenty Crore) in preference shares. As of 31st March 2025, all outstanding Compulsorily Convertible Preference Shares (CCPS) of the Company have been converted into equity shares in accordance with the terms of their issuance and applicable laws.

Consequently, the entire authorised preference share capital of ₹20,00,00,00,000 (Rupees Twenty Crore) now lies unutilised. In order to optimise capital structure and align with upcoming equity fundraising plans, the Board has proposed to reclassify the unutilised **2,00,00,000 preference shares of ₹10 each** into **2,00,00,000 equity shares of ₹10 each**, without altering the overall authorised capital.

This change necessitates an amendment to **Clause V of the Memorandum of Association**, which reflects the share capital structure of the Company.

Implications

- The total authorised capital of the Company remains **unchanged at ₹2,00,00,00,000**.
- The reclassification will provide the Company with greater flexibility in issuing equity shares for future fund-raising, ESOPs, or other capital-raising activities.
- It eliminates the idle component of the preference share capital, which is no longer required following the complete conversion of CCPS.

SHIVALIK SMALL FINANCE BANK LTD.





- This reclassification has **no impact** on the issued, subscribed, or paid-up capital and does not affect any rights of existing shareholders.

STATUTORY DISCLOSURES:

Disclosure under Section 102(3)

A copy of the existing Memorandum of Association along with all documents mentioned in this notice and the explanatory statement are available for inspection during the Company's business hours on all business days at the Registered Office of the Company.

Disclosure of Interest under Section 102(1)(a)

None of the Director or Key Managerial Personnel of the Bank or their relatives are, directly or indirectly, financially or otherwise, concerned or interested in the Resolution set out at **Item No. 4**.

The Board recommends the Resolution for approval of the Members as set out in **Item No. 4** of the Notice as **Ordinary Resolution**.

Item No: 5 To authorize Board of Directors to Borrow money in excess of paid-up capital, free reserves, and securities premium of the Bank u/s section 180(1)(C) of the Companies Act, 2013

Meaning:

As per the provisions of Section 180(1) (c) of the Companies Act, 2013, the Board can borrow money subject to the condition that the money to be borrowed together with the monies already borrowed by the Bank (apart from deposits of money accepted from the public in the ordinary course of its business, temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed the aggregate, for the time being, of the paid-up share capital, free reserves and securities premium of the Bank, that is to say, reserves not set apart for any specific purpose, unless the Shareholders have authorized the Board to borrow the monies up to some higher limits.

Scope:

In terms of projected financing needs for FY 2025-26, borrowed funds are required by the Bank for its business needs. Also, the Board of Directors of the Bank envisages a requirement for funds for future requirements. Accordingly, it is proposed to empower and authorize the Board of Directors of the Bank to borrow money from any Financial Institutions (FIs), Foreign Institutional Investors (FIIs), Bodies Corporate or Business Associates, or any other person or entities, etc., in excess of paid-up capital, free reserves and securities premium of the Bank up to a sum not exceeding Rs. 1,000 crores (Rupees One Thousand Crores) for the purpose of business activities of the Bank.

The borrowing will serve multiple purposes, including but not limited to working capital management, long-term capital investments, repayment or refinancing of existing liabilities, meeting capital adequacy requirements, and funding new product and service lines to align with the Bank's strategic

SHIVALIK SMALL FINANCE BANK LTD.

HEAD OFFICE:
2nd Floor, Add India Tower, Plot No.A-6A,
Sector-125, Noida-201303

Ph: 0120-4060000
info@shivalikbank.com
www.shivalikbank.com

REGD. OFFICE:
501, Salcon Aurum, Jasola District Centre, New Delhi - 110025.
CIN NO: U65900DL2020PLC366027





objectives. Additionally, maintaining liquidity buffers and preparing for unforeseen contingencies also form part of the broader financial prudence.

Accordingly, it is proposed to empower and authorize the Board of Directors to raise borrowings from time to time, from Financial Institutions (FIs), Foreign Institutional Investors (FIIs), Bodies Corporate, Business Associates, or any other eligible person or entity, whether in India or abroad, in one or more tranches. Such borrowings may be by way of loans, credit facilities, debentures (secured or unsecured), bonds, or any other debt instruments or financial arrangements deemed suitable by the Board.

The authority is sought for a borrowing limit not exceeding Rs. 1,000 crores (Rupees One Thousand Crores only), over and above the aggregate of the Bank's paid-up capital, free reserves, and securities premium. This would enable the Board to make borrowing decisions in a responsive and timely manner, ensuring that business and strategic requirements of the Bank are met efficiently without procedural delays.

STATUTORY DISCLOSURES:

Disclosure under Section 102(3)

All documents mentioned in this notice and the explanatory statement are available for inspection during the Company's business hours on all business days at the Registered Office of the company.

Disclosure of Interest under Section 102(1)(a)

None of the Director or Key Managerial Personnel of the Bank or their relatives are, directly or indirectly, financially or otherwise, concerned or interested in the Resolution set out at Item No. 5 except to the extent of their shareholding.

The Board recommends the Resolution for approval of the Members as set out in item No. 5 of the Notice as **Special Resolution**.

Item No: 6 to 10: Issue of Equity Shares on a Private Placement Basis

The Board of Directors of the Bank at their meeting held on 14th June, 2025 proposed to offer and issue 1,43,65,830 (One Crore, Forty Three Lakhs, Sixty Five Thousand Eight Hundred Thirty only) equity shares having face value of INR 10/- (Indian Rupee Ten only) each at premium of INR 61.00/- (Indian Rupees Sixty One only) per share aggregating to INR 1,01,99,73,930/- (Indian Rupee One Hundred One Crore Ninety Nine Lakh Seventy Three Thousand Nine Hundred and Thirty only) to following entities:

- A. **Incubate Fund Asia Rising VCC (Sub-Fund-SMBC Asia Rising Fund)**, for subscription to 81,37,768 equity shares of the Company
- B. **Lightspeed India Partners IV, LLC** for subscription to 7,04,226 equity shares of the Company.
- C. **Sorin Investment Fund** for subscription to 12,15,800 equity shares of the Company.

SHIVALIK SMALL FINANCE BANK LTD.

HEAD OFFICE:
2nd Floor, Add India Tower, Plot No.A-6A,
Sector-125, Noida-201303

Ph: 0120-4060000
Info@shivalikbank.com
www.shivalikbank.com

REGD. OFFICE:
501, Salcon Aurum, Jasola District Centre, New Delhi - 110025.
CIN NO: U65900DL2020PLC366027





- D. **Quona Accion Inclusion Fund III, L.P.** for subscription to 18,74,536 equity shares of the Company, and
- E. **Accel India VII (Mauritius) Ltd**, for subscription to 24,33,500 equity shares of the Company.

As per Section 42 of the Companies Act, 2013, read with the Companies (Prospectus and allotment of Securities) Rules, 2014, a Company offering or making an invitation to subscribe to securities, including Equity Shares on a Private Placement basis, is required to obtain the prior approval of the shareholders by way of a Special Resolution, for each of the offers and invitations.

Accordingly, the approval of members is being sought by way of a Special Resolution, for the issue of 1,43,65,830 (One Crore, Forty Three Lakhs, Sixty Five Thousand Eight Hundred Thirty only) equity shares having face value of INR 10/- (Indian Rupee Ten only) each at premium of INR 61.00/- (Indian Rupees Sixty One only) Equity Shares aggregating to an amount of up to INR 1,01,99,73,930/- (Indian Rupee One Hundred One Crore Ninety-Nine Lakh Seventy-Three Thousand Nine Hundred and Thirty only).

- I. Given below is a statement of disclosures as required under Rule 14(1) of the Companies (Prospectus and Allotment of securities) Rules, 2014:

S. No	Particulars
(a)	<div>Particulars of the offer including date of passing board resolution</div> <div>The Board of Directors of the Company at its meeting held on 14th June 2025 has approved the offer for issuance of 1,43,65,830 (One Crore, Forty Three Lakh Sixty Five Thousand Eight Hundred Thirty only) equity shares having face value of INR 10/- (Indian Rupee Ten only) each at premium of INR 61.00/- (Indian Rupees Sixty One only) per share aggregating to 1,01,99,73,930/- (Indian Rupee One Hundred One Crore Ninety-Nine Lakh Seventy-Three Thousand Nine Hundred and Thirty only).</div> <div>Proposed Offeree(s) are hereunder:</div> <div><div>i. Incubate Fund Asia Rising VCC (Sub-Fund-SMBC Asia Rising Fund): 81,37,768 equity shares of the Bank at a price of INR 71.00/-</div><div>ii. Lightspeed India Partners IV, LLC: 7,04,226 equity shares of the Bank at a price of INR 71.00/- ,</div><div>iii. Sorin Investment Fund: 12,15,800 equity shares of the Bank at a price of INR 71.00/-,</div></div>

SHIVALIK SMALL FINANCE BANK LTD.

HEAD OFFICE:
2nd Floor, Add India Tower, Plot No.A-6A,
Sector-125, Noida-201303

Ph: 0120-4060000
info@shivalikbank.com
www.shivalikbank.com

REGD. OFFICE:
501, Salcon Aurum, Jasola District Centre, New Delhi - 110025.
CIN NO: U65900DL2020PLC366027



		iv. Quona Accion Inclusion Fund III, L.P.: 18,74,536 equity shares of the Bank at a price of INR 71.00/- , v. Accel India VII (Mauritius) Ltd: 24,33,500 equity shares of the Bank at a price of INR 71.00/-,
(b)	Kinds of securities offered and the price at which the security is being offered	The Company proposes to issue 1,43,65,830 (One Crore, Forty Three Lakh Sixty Five Thousand Eight Hundred Thirty only) equity shares having face value of INR 10/- (Indian Rupee Ten only) each at premium of INR 61.00/- (Indian Rupees Sixty One only) per share aggregating to 1,01,99,73,930/- (Indian Rupee One Hundred One Crore Ninety-Nine Lakh Seventy-Three Thousand Nine Hundred and Thirty only).
(c)	Basis or justification for the price (including premium, if any) at the offer or invitation is being made	<p>The Equity shares are being issued at face value of INR 10/- (Indian Rupee Ten only) each and at premium of INR 61.00/- (Indian Rupees Sixty-One only) per share.</p> <p>The determined price is based on the valuation report issued by Sundae Capital Advisors Private Limited, a Registered Valuer having Registration Number-IBBI/RV-E/03/2021/136. This valuation report serves as the foundation for establishing the price, providing a comprehensive and professional assessment of the relevant factors influencing the valuation. The expertise and accreditation of Sundae Capital Advisors Private Limited contribute to the reliability and credibility of the valuation process, ensuring transparency and adherence to established valuation standards.</p>
(d)	Name and address of valuer who performed valuation	Name: Sundae Capital Advisors Private Limited Address: 1177, 11 th Floor, VEGAS, Plot No. 6, Sector 14 (North), Dwarka City Centre, New Delhi - 110 075
(e)	Amount which the company intends to raise by way of such securities	Amount up to 1,01,99,73,930/- (Indian Rupee One Hundred One Crore Ninety-Nine Lakh Seventy-Three Thousand Nine Hundred and Thirty only).

SHIVALIK SMALL FINANCE BANK LTD.

HEAD OFFICE:
 2nd Floor, Add India Tower, Plot No.A-6A,
 Sector-125, Noida-201303

Ph: 0120-4060000
 info@shivalikbank.com
 www.shivalikbank.com

REGD. OFFICE:
 501, Salcon Aarum, Jasola District Centre, New Delhi - 110025.
 CIN NO: U65900DL2020PLC366027



(f)	Material terms of raising of such securities	<p>Material terms of offer is hereunder:</p> <ol style="list-style-type: none"> Incubate Fund Asia Rising VCC (Sub-Fund-SMBC Asia Rising Fund) . has agreed to subscribe to equity shares up to 4.99% of the paid-up share capital of the Company i.e. 81,37,768 equity shares of the Bank at the price of INR 71.00/- including premium of INR 61.00/- per equity share for an aggregate subscription amount of INR 57,77,81,528.00 /- (Indian Rupees Fifty-seven crore seventy-seven lakh eighty-one thousand five hundred and twenty-eight rupees only). Lightspeed India Partners IV, LLC has agreed to subscribe to equity shares up to 4.65% of the paid-up share capital of the Company i.e. 7,04,226 equity shares of the Bank at the price of INR 71.00/- including premium of INR 61.00/- per equity share for an aggregate subscription amount of 5,00,00,046.00 /- (Indian Rupees Five crore and forty-six only) Sorin Investment Fund has agreed to subscribe to equity shares up to 4.99% of the paid-up share capital of the Company i.e. 12,15,800 equity shares of the Bank at the price of INR 71.00/- including premium of INR 61.00/- per equity share for an aggregate subscription amount of INR 8,63,21,800.00/- (Indian Rupees Eight crore sixty-three lakh twenty-one thousand and eight hundred only). Quona Accion Inclusion Fund III, L.P. has agreed to subscribe to equity shares up to 9.64% of the paid-up share capital of the Company i.e. 18,74,536 equity shares of the Bank at the price of INR 71.00/- including premium of INR 61.00/- per equity share for an
-----	--	---

SHIVALIK SMALL FINANCE BANK LTD.



		<p>aggregate subscription amount of 13,30,92,056.00/- (Indian Rupees Thirteen crore thirty lakh ninety-two thousand and fifty-six only)</p> <p>e. Accel India VII (Mauritius) Ltd. has agreed to subscribe to equity shares up to 9.99% of the paid-up share capital of the Company i.e. 24,33,500 equity shares of the Bank at the price of INR 71.00/- including premium of INR 61.00/- per equity share for an aggregate subscription amount of INR 17,27,78,500.00/- (Indian Rupees Seventeen crore twenty-seven lakh seventy-eight thousand and five hundred only).</p>
(g)	Proposed time schedule	Allotment of Equity Shares shall be made within 60 days of the date of receipt of application money.
(h)	Purposes or objects of offer	The offer is made with an objective to meet business requirements for which the Company requires an infusion of funds in the form of additional capital.
(i)	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	Not Applicable
(j)	Principle terms of assets charged as securities	The equity shares are unsecured and do not carry any charge on the assets of the Company.

- a. Given below is a statement of disclosures as required under Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014:

S. No.	Particulars	
(a)	The objects of the issue	The offer is made with an objective to meet business requirements for which the Company requires an infusion of funds in the form of additional capital.
(b)	the total number of shares or other securities to be issued	The Company proposes to issue 1,43,65,830 (One Crore, Forty Three Lakh Sixty Five Thousand Eight Hundred Thirty only) equity shares having face value of INR 10/- (Indian Rupee Ten only) each at premium of INR 61.00/-

SHIVALIK SMALL FINANCE BANK LTD.

HEAD OFFICE:
2nd Floor, Add India Tower, Plot No.-A-6A,
Sector-125, Noida-201303

Ph: 0120-4060000
Info@shivalikbank.com
www.shivalikbank.com

REGD. OFFICE:
501, Salcon Aurum, Jasola District Centre, New Delhi - 110025
CIN NO: U65900DL2020PLC366027

		(Indian Rupees Sixty One only) per share aggregating to 1,01,99,73,930/- (Indian Rupee One Hundred One Crore Ninety-Nine Lakh Seventy-Three Thousand Nine Hundred and Thirty only).																								
(c)	the price or price band at/within which the allotment is proposed	The proposed allotment price is INR 71.00/- (Indian Rupees Seventy-One only) including premium of INR 61.00/- (Indian Rupees Sixty-One only).																								
(d)	Basis on which the price has been arrived at along with report of the registered valuer	On the basis of Valuation Report obtained from Sundae Capital Advisors Pvt. Ltd. Enclosed as Annexure C to the notice.																								
(e)	Relevant date with reference to which the price has been arrived at	Date of valuation: 31 st May 2025 Report Date: 13 th June 2025																								
(f)	the class or classes of persons to whom the allotment is proposed to be made	<div>Allotment is proposed to be made to following:</div> <table><tr><th>S. N o.</th><th>Name of Proposed Allottees</th><th>Class</th><th>No. of Shares</th></tr><tr><td>1</td><td>Incubate Fund Asia Rising VCC (Sub-Fund-SMBC Asia Rising Fund)</td><td>Foreign Investors</td><td>81,37,768</td></tr><tr><td>2</td><td>Lightspeed India Partners IV, LLC</td><td>Foreign Investors</td><td>7,04,226</td></tr><tr><td>3</td><td>Sorin Investment Fund</td><td>Others</td><td>12,15,800</td></tr><tr><td>4</td><td>Quona Accion Inclusion Fund III, L.P.</td><td>Foreign Investors</td><td>18,74,536</td></tr><tr><td>5</td><td>Accel India VII (Mauritius) Ltd.</td><td>Foreign Investors</td><td>24,33,500</td></tr></table>	S. N o.	Name of Proposed Allottees	Class	No. of Shares	1	Incubate Fund Asia Rising VCC (Sub-Fund-SMBC Asia Rising Fund)	Foreign Investors	81,37,768	2	Lightspeed India Partners IV, LLC	Foreign Investors	7,04,226	3	Sorin Investment Fund	Others	12,15,800	4	Quona Accion Inclusion Fund III, L.P.	Foreign Investors	18,74,536	5	Accel India VII (Mauritius) Ltd.	Foreign Investors	24,33,500
S. N o.	Name of Proposed Allottees	Class	No. of Shares																							
1	Incubate Fund Asia Rising VCC (Sub-Fund-SMBC Asia Rising Fund)	Foreign Investors	81,37,768																							
2	Lightspeed India Partners IV, LLC	Foreign Investors	7,04,226																							
3	Sorin Investment Fund	Others	12,15,800																							
4	Quona Accion Inclusion Fund III, L.P.	Foreign Investors	18,74,536																							
5	Accel India VII (Mauritius) Ltd.	Foreign Investors	24,33,500																							
(g)	intention of promoters, directors or key managerial personnel to subscribe to the offer	None of the Promoter, Directors or Key Managerial Person of the Company are subscribing to the offer																								
(h)	the proposed time within which the allotment shall be completed	Within 60 days from the date of receipt of application money																								

SHIVALIK SMALL FINANCE BANK LTD.

HEAD OFFICE:
2nd Floor, Add India Tower, Plot No.A-6A,
Sector-125, Noida-201303

Ph: 0120-4060000
info@shivalikbank.com
www.shivalikbank.com

REGD. OFFICE:
501, Salcon Aarun, Jasola District Centre, New Delhi - 110025.
CIN NO: U65900DL2020PLC366027

(i)	the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	S. No.	Name of Proposed Allottees	% of Capital Post Private Placement
		1	Incubate Fund Asia Rising VCC (Sub-Fund-SMBC Asia Rising Fund)	4.99
		2	Lightspeed India Partners IV, LLC	4.68
		3	Sorin Investment Fund	4.99
		4	Quona Accion Inclusion Fund III, L.P.	9.65
		5	Accel India VII (Mauritius) Ltd.	9.99
(j)	the change in control, if any, in the company that would occur consequent to the preferential offer	There will be no change in the control of the Company consequent to the Preferential Issue.		
(k)	the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	During the Financial year 2025-26, the Bank has not made any allotments till date.		
(l)	the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	N.A.		
(m) The pre issue and post issue shareholding pattern of the company (As mentioned below)				

A. SHAREHOLDING PATTERN

Sr. No	Category	Pre-Issue		Post-Issue	
		No. of shares held	% of shareholding	No. of Shares Held	% of shareholding
A	Promoters holding (including relatives and entities controlled by promoters)				
1	Indian				
	Individual	5,73,42,721	38.56%	5,73,42,721	35.16%
	Bodies Corporate	51,19,854	3.44%	51,19,854	3.13%
	Sub- Total	6,24,62,575	42.00%	6,24,62,575	38.30%

SHIVALIK SMALL FINANCE BANK LTD.

HEAD OFFICE:
 2nd Floor, Add India Tower, Plot No.-6A,
 Sector-125, Noida-201 303

Ph: 0120-4060000
 info@shivalikbank.com
 www.shivalikbank.com

REGD. OFFICE:
 501, Salcon Aurum, Jasola District Centre, New Delhi - 110025.
 CIN NO: U65900DL2020PLC366027



2	Foreign Promoters	0	0.00%	0	0.00%
	Sub- Total(A)	6,24,62,575	42.00%	6,24,62,575	38.30%
B	Non-Promoters' holding				
1	Institutional Investors	0	0.00%	0	0.00%
2	Non-Institutional Investors				
	Private Corporate Bodies	26,14,241	1.76%	26,14,241	1.60%
	Directors and Relatives	0	0.00%	0	0.00%
	Indian Public	3,61,10,207	24.28%	3,61,10,207	22.14%
	Others [(including HUF, Non-Resident Indians (NRIs), AIF's & Foreign Corporate Investors)]	4,75,29,774	31.96%	6,18,95,604	37.95%
	Sub Total (B)	8,62,54,222	58.00%	10,06,20,052	61.69%
	GRAND TOTAL	14,87,16,797	100%	16,30,82,627	100%

* Post issue shareholding includes offer made to all five offerees in the present offer

STATUTORY DISCLOSURES:

Disclosure under Section 102(3)

All documents mentioned in this notice and the explanatory statement are available for inspection during the Company's business hours on all business days at the Registered Office of the Company.

Disclosure of Interest under Section 102 (1) (a)

None of the Director or Key Managerial Personnel of the Bank or their relatives are, directly or indirectly, financially or otherwise, concerned or interested in the Resolution set out at Item No. 6 to 10 except to the extent of their shareholding.

The Board recommends the Resolution for approval of the Members as set out in Item no. 6 to 10 of the Notice as Special Resolution.

Item No. 11

The Bank had implemented the '2021 Employee Stock Option Scheme' ("Scheme"), with a view to attract, retain, incentivize and motivate employees of the Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

The Scheme was originally approved by the shareholders in the Annual General Meeting held on 30th September 2021 and subsequent amendments has been made by the shareholders in the Extra Ordinary General Meeting held on 27th March 2024 in due compliance of the provisions of the Companies Act, 2013 and the rules framed thereunder. Further, to ensure clarity and fairness in the treatment of Option Holders, your Bank intends to amend "2021 Employee Stock Option Scheme' ("Scheme")".

SHIVALIK SMALL FINANCE BANK LTD.

HEAD OFFICE:
2nd Floor, Add India Tower, Plot No.A-6A,
Sector-125, Noida-201303

Ph: 0120-4060000
info@shivalikbank.com
www.shivalikbank.com

REGD. OFFICE:
501, Salcon Aarum, Jasola District Centre, New Delhi - 110025.
CIN NO: U65900DL2020PLC366027



The aforesaid proposed amendment is not detrimental to the interests of any existing option grantees as the amendment is intended to be prospective.

Accordingly, the Nomination and Remuneration Committee of the Board and the Board of the Bank ("Board") at their respective meetings held on 9th June 2025 and 10th June 2025 respectively had approved the aforementioned amendments to the Scheme subject to the approval of members of the Company.

In accordance with Section 62(1)(b) of the companies Act 2013, read with rule 12(5) of the Companies (Share Capital and Debentures) Rules, 2014, a company may, by special resolution, amend the terms the Employee Stock Option Schemes, provided such variation is not prejudicial to the interests of the option holders. Additionally, the notice for passing the special resolution to amend the scheme's terms must fully disclose the variation, the rationale therefore, and the details of the employees who are beneficiaries of such variation.

The other details including the disclosures pursuant to Rule 12(5) of the Companies (Share Capital and Debentures) Rules, 2014 are as under:

a. The rationale behind variation:

To ensure clarity and fairness in the treatment of Option Holders, the Bank intends to amend the aforementioned clauses of "2021 Employee Stock Option Scheme".

b. Details of the variation

Comparatives of New (Proposed) clause vs. Old (Existing) clause are outlined below:

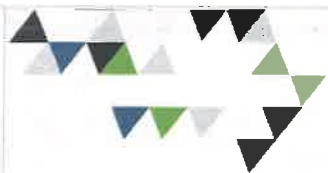
Clause no.	Existing Norms	Proposed Norms
3.1	Grant Date" means the date of the meeting of the Administrator, in which the Grant of Options to the Eligible Employees is approved	Grant Date" means the date of the meeting of the Administrator or any date after the date of the meeting of the Administrator, in which the Grant of Options to the Eligible Employees is approved
4.4	The maximum number of Options (taken together with Options already granted) that may be granted to any individual Eligible Employee shall be lesser than 1% (One Percent) of the issued equity share capital (excluding outstanding warrants and conversions, if any) of the Bank as on the date of the Grant	The maximum number of Options (taken together with Options already granted) that may be granted to any individual Eligible Employee shall not exceed 1% (One Percent) of the issued equity share capital (excluding outstanding warrants, if any) of the Bank as on the date of the Grant, subject to prior approval of the administrator.
9.5	Para on share certificates	Deleted

SHIVALIK SMALL FINANCE BANK LTD.

HEAD OFFICE:
2nd Floor, Add India Tower, Plot No.A-6A,
Sector-125, Noida-201303

Ph: 0120-4060000
info@shivalikbank.com
www.shivalikbank.com

REGD. OFFICE:
501, Salcon Aurum, Jasola District Centre, New Delhi - 110025.
CIN NO: U65900DL2020PLC366027



10.1b	Notwithstanding anything contained in this Scheme, the Option Grantee can tender such Option Shares under the Buy-Back Offer, which arise pursuant to Exercise of Vested Options subject to completion of four (4) years from the date of joining.	Notwithstanding anything contained in this Scheme, the Option Grantee can tender such Option Shares under the Buy-Back Offer, which arise pursuant to Exercise of Vested Options subject to completion of three (3) years from the date of joining.
10.1b	In case the Option Grantee exercises his/her Vested Options immediately upon completion of Vesting Period, in such case the Option Grantee shall be required to hold such Option Shares for a minimum period of 4 (four) years from the date of Exercise of such Vested Options	Deleted
10.1f	The consideration per Option Share ("Buy-Back Price") shall be equal to the prevailing Fair Market Value as on date of intimation by the Option Grantee to the Board.	The consideration per Option Share ("Buy-Back Price") shall be equal to the prevailing Fair Market Value or Last Transaction Price as on date of intimation by the Option Grantee to the Board.
10.3a	Notwithstanding anything contained in the Scheme, in case prior to Listing, there is a divestment by either of the Promoters to a third party of more than 50% of their individual or collective shareholdings in the Bank, then the Promoters at their discretion may cause the third party to offer to purchase any or all Option Shares of the Option Holders at a price equal to the price being paid by the third party to the Promoters. The Option Holders will be obliged tender any or all of their Shares at this price and comply with this purchase and sale requirement including executing agreements and instruments and taking other actions as may be reasonably necessary.	Notwithstanding anything contained in the Scheme, in case prior to Listing, there is a divestment by either of the Promoters to a third party of more than 50% of their individual or collective shareholdings in the Bank, then the Promoters at their discretion may cause the third party to offer to purchase any or all Option Shares of the Option Holders at a price equal to the price being paid by the third party to the Promoters. The Option Holders may tender any or all of their Shares at this price and comply with this purchase and sale requirement including executing agreements and instruments and taking other actions as may be reasonably necessary.
10.3b	If such a divestment happens before the Vesting Date of any Options, or during the Exercise Period while an employee has Vested Options that have not been Exercised, then the selling Promoter(s) at their discretion may cause the third party to honour the terms and conditions of the	If such a divestment happens before the Vesting Date of any Options, or during the Exercise Period while an employee has Vested Options that have not been Exercised, then the selling Promoter(s) at their discretion may cause the third party to honour the terms and conditions of the

SHIVALIK SMALL FINANCE BANK LTD.

HEAD OFFICE:
2nd Floor, Add India Tower, Plot No.A-6A,
Sector-125, Noida-201303

Ph: 0120-4060000
info@shivalikbank.com
www.shivalikbank.com

REGD. OFFICE:
501, Salcon Aurum, Jasola District Centre, New Delhi - 110025.
CIN NO: U65900DL2020PLC366027



	Scheme with respect to such Unvested Options and such Vested but Unexercised Options. The Option Holders can exercise the Vested Options as instructed by the Promoters. Such Option Holders may choose not to exercise in which case notified quantum of Vested Options shall lapse. In case, Exercise is made by such Option Holders, the resultant Shares must be tendered.	Scheme with respect to such Unvested Options and such Vested but Unexercised Options. The Option Holders can exercise the Vested Options as instructed by the Promoters.
10.4e	Option Holders can exercise the Vested Options as prescribed in the Offer. Such Option Holders may choose not to exercise in which case the prescribed number of Vested Options shall lapse. In case, Exercise is made by such Option Holders, the resultant Shares must be tendered as per Offer	Option Holders may choose to exercise the Vested Options as prescribed in the Offer.
10.4f	Each Option Holder shall take all necessary and desirable actions in connection with the purchase, including executing agreements and instruments and taking other actions as required for completing the purchase and provisions of Sub-section 10.2 (d) above shall apply to this Section to the extent relevant.	Each Option Holder shall take all necessary and desirable actions in connection with the purchase, including executing agreements and instruments and taking other actions as required for completing the purchase and provisions of Sub-section 10.3 (d) above shall apply to this Section to the extent relevant.
11.2	All Exercised Options in each of the situations above will have to be sold to promoters before option holder is relieved from the Bank at Fair Market Value. Insert necessary wordings that this is a liability of the promoter to buy back in such instance within 90 days or as mutually agreed between the parties.	Subject to malus and clawback, all Exercised Options in each of the situations above will have to be sold to Promoters before option holder is relieved from the Bank at Fair Market Value. The Promoter shall buy back in such instance within 90 days or as mutually agreed between the parties.
13.1	In the event an Option Holder retires from service on attaining the Retirement age or due to superannuation, all Options granted to him/ her but not Vested as on the retirement / superannuation date shall immediately Vest in him/ her subject to the minimum one-year Vesting Period and other provisions of Section 7 of this Scheme.	In the event an Option Holder retires from service on attaining the Retirement age or due to superannuation or non-receipt of renewal from RBI, all Options granted to him/ her but not Vested as on the retirement / superannuation date shall immediately Vest in him/ her subject to the minimum one-year Vesting Period and

SHIVALIK SMALL FINANCE BANK LTD.

HEAD OFFICE:
 2nd Floor, Add India Tower, Plot No.A-6A,
 Sector-125, Noida-201303

Ph: 0120-4060000
 info@shivalikbank.com
 www.shivalikbank.com

REGD. OFFICE:
 501, Salcon Aurum, Jasola District Centre, New Delhi - 110025
 CIN NO: U65900DL2020PLC366027



		other provisions of Section 7 of this Scheme.
15.1	<p>Prior to the Listing, in case of separation of the Option Holder (including death and Permanent Incapacity), all exercised Options will have to be sold to Promoters at Fair Market Value. The Promoter shall be obliged to buy back or acquired aforesaid Shares in such instance within 30 days ("Acquisition Period") from the last working day in the Company prior to his/her full and final settlement with the Company or as mutually agreed between the Promoter and the Option Holder.</p> <p>Provided that in case of a death and permanent incapacity, the Board shall have a right, without any obligation, to determination the Acquisition Period within which nominee of the Option Holder (in case of a death) and Option Holder will have to sell their Shares to the Promoter.</p>	<p>Prior to the Listing, in case of separation of the Option Holder who has not completed three (3) years with the Bank from the date of joining (including death and Permanent Incapacity), all exercised Options will have to be sold to Promoters at Last Transaction Price. The Promoter shall be obliged to buy back or acquired aforesaid Shares in such instance within 30 days ("Acquisition Period") from the last working day in the Company or as mutually agreed between the Promoter and the Option Holder.</p> <p>Provided that in case of a death and permanent incapacity, the Administrator shall have a right, without any obligation, to determination the Acquisition Period within which nominee of the Option Holder (in case of a death) and Option Holder will have to sell their Shares to the Promoter.</p>
Annexure 1	Letter Format for notice of exercise	Format updated

c. Variation is not prejudicial to the interests of the option holders:

The amendment ensures compliance with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, confirming that the changes do not prejudice the interests of the employees and do not reduce or curtail their rights under the 2021 Employee Stock Option Scheme.

d. The details of the Employees who are beneficiaries of such variation:

All the Employees who are eligible as per ESOP Scheme and who already have been granted the Options under the ESOP Scheme of the Company.

The Board recommends the Resolution for approval of the Members as set out in item No. 11 of the Notice as Special Resolution.

STATUTORY DISCLOSURES:

Disclosure under Section 102(3)

All documents mentioned in this notice and the explanatory statement are available for inspection during the Company's business hours on all business days at the Registered Office of the Company.

SHIVALIK SMALL FINANCE BANK LTD.

HEAD OFFICE:
2nd Floor, Add India Tower, Plot No.A-6A,
Sector-125, Noida-201303

Ph: 0120-4060000
info@shivalikbank.com
www.shivalikbank.com

REGD. OFFICE:
501, Salcon Aarum, Jasola District Centre, New Delhi - 110025.
CIN NO: U65900DL2020PLC366027



Disclosure of Interest under Section 102 (1) (a)

None of the Director or Key Managerial Personnel of the Bank or their relatives are, directly or indirectly, financially or otherwise, concerned or interested in the Resolution set out at Item No. 11 except to the extent of their shareholding or entitlement of the ESOP if applicable.

By order of the Board of Directors

For Shivalik Small Finance Bank Limited



(Shruti Pandey)

Company Secretary

Membership No.: A34796



Place: Noida

Date: 22nd July 2025

Registered Office:

501, Salcon Aurum, Jasola District Centre,
New Delhi – 110025

Website: www.shivalikbank.com

Tel no.: 0120-4060000

E-mail: investorrelations@shivalikbank.com

SHIVALIK SMALL FINANCE BANK LTD.

HEAD OFFICE:
2nd Floor, Add India Tower, Plot No.A-6A,
Sector-125, Noida-201303

Ph: 0120-4060000
info@shivalikbank.com
www.shivalikbank.com

REGD. OFFICE:
501, Salcon Aurum, Jasola District Centre, New Delhi - 110025
CIN NO: U65900DL2020PLC366027

**ATTENDANCE SLIP**

I hereby record my presence at the Adjourned 5th Annual General Meeting of the Bank held on **Saturday, the 26th day of July 2025 at 10:00 A.M** at the Registered Office of the Bank situated at 501, Salcon Aurum, Jasola District Centre, New Delhi – 110025. Following are my details mentioned below:

Name of Member	
Address	
Regd. Folio No/ ISIN No.	
No. of Shares held	
Name of the Proxy (If any)	
Name of the Authorized Representative (If any)	

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the **Adjourned 5th Annual General Meeting of the Bank.**

Signature of Member / Proxy/ Authorized Representative

Note:

Please fill up this attendance slip and hand it over at the entrance of the meeting place.

SHIVALIK SMALL FINANCE BANK LTD.

HEAD OFFICE:
2nd Floor, Add India Tower, Plot No.A-6A,
Sector-125, Noida-201303

Ph: 0120-4060000
Info@shivalikbank.com
www.shivalikbank.com

REGD. OFFICE:
501, Salcon Aurum, Jasola District Centre, New Delhi - 110025.
CIN NO: U65900DL2020PLC366027



Form No. MGT-11**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U65900DL2020PLC366027**Name of the Company:** SHIVALIK SMALL FINANCE BANK LIMITED**Registered Office:** 501, Salcon Aurum Jasola District Centre New Delhi - 110025

Name of the member(s):

Registered Address:

Email-id:

Folio No/ISIN No.:

DP ID:

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

1. Name:
Address:
E-mail Id:
Signature:....., or failing him
2. Name:
Address:
E-mail Id:
Signature:....., or failing him
3. Name:
Address:
E-mail Id:
Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at **the Adjourned 5th Annual General Meeting of the Bank scheduled to be held on Saturday, the 26th day of July 2025 at 10:00 A.M** at Registered Office of the Bank situated at 501, Salcon Aurum Jasola District Centre New Delhi – 110025 in respect of such resolutions mentioned in Notice.

Signed this..... day of..... 2025.

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

SHIVALIK SMALL FINANCE BANK LTD.

HEAD OFFICE:
2nd Floor, Add India Tower, Plot No.A-6A,
Sector-125, Noida-201303

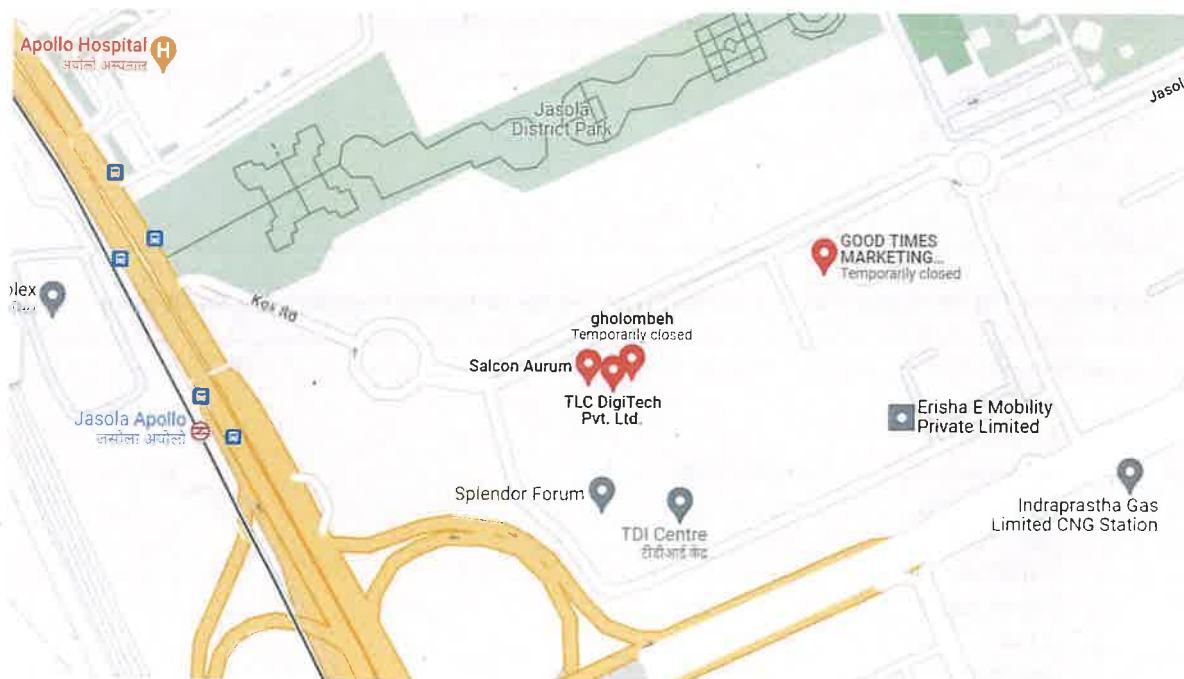
Ph: 0120-4060000
info@shivalikbank.com
www.shivalikbank.com

REGD. OFFICE:
501, Salcon Aurum, Jasola District Centre, New Delhi - 110025.
CIN NO: U65900DL2020PLC366027



ROUTE MAP OF THE VENUE FOR THE ADJOURNED 5th ANNUAL GENERAL MEETING OF THE MEMBERS OF SHIVALIK SMALL FINANCE BANK LIMITED TO BE HELD ON SATURDAY, THE 26TH DAY OF JULY 2025 AT 10:00 A.M AT THE REGISTERED OFFICE OF THE BANK SITUATED AT 501, SALCON AURUM JASOLA DISTRICT CENTRE NEW DELHI – 110025

Prominent Landmark:



SHIVALIK SMALL FINANCE BANK LTD.

HEAD OFFICE:
2nd Floor, Add India Tower, Plot No A-6A,
Sector-125, Noida-201 303

Ph: 0120-4060000
info@shivalikbank.com
www.shivalikbank.com

REGD. OFFICE:
501, Salcon Aurum, Jasola District Centre, New Delhi – 110025.
CIN NO: U65900DL2020PLC366027



Annexure B

Details of directors seeking re-appointment at the Annual General Meeting of the Company, pursuant to the Standard 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of The Company Secretaries of India

Name of Director	Mr. Dinesh Kumar Mittal
DIN:	00040000
Date of Birth (Age in Years)	25 th January 1953 Age: -72 years
Qualification	M.Sc.
Experience (including Expertise in Specific area/ Brief Resume)	<ul style="list-style-type: none"> i. Mr. Mittal was an Indian Administrative Service (IAS) officer of 1977 batch (UP cadre) and has served the Government of India in various capacities. ii. He served as Secretary of Department of Financial Services for Ministry of Finance where he was responsible for overseeing Banking, Insurance and Pension policies of India. iii. He was Secretary, Ministry of Corporate Affairs and has worked closely with ICAI, ICSI and ICWAI. He has hands on experience in Infrastructure, International Trade, Urban Development, Renewable Energy, Agriculture Development and Micro-Credit, Corporate Governance, Banking, Insurance, Pension and Finance. iv. He served in the State of Uttar Pradesh Government, Joint Secretary and Additional Secretary in the Ministry of Commerce and Industry. v. He holds board positions on a number of large corporates in sectors such as Insurance, Telecommunications, Power and Manufacturing.
Terms and conditions of appointment/ re-appointment	As per Appointment letter
Details of Remuneration sought to be paid (Per annum)	No remuneration paid apart from sitting fees
Remuneration Last drawn during FY 2024-25	19,50,000 (sitting fees)
Date of first appointment on the Board	6 th August 2022
Shareholding in the Company	23.20% of paid-up share capital
Relationship with other director / KMP	Not related to any directors or KMP of the Company

SHIVALIK SMALL FINANCE BANK LTD.

HEAD OFFICE:
 2nd Floor, Add India Tower, Plot No.A-6A,
 Sector-125, Noida-201303

Ph: 0120-4060000
info@shivalikbank.com
www.shivalikbank.com

REGD. OFFICE:
 501, Salcon Aurum, Jasola District Centre, New Delhi - 110025.
CIN NO: U65900DL2020PLC366027



No. of meetings of the Board attended during the year	5
Directorship in other Companies (Excluding Foreign Companies)	Nine
Chairmanship/membership of Committees of other Board	i. Arohan Financial Services Limited (Chairman)

SHIVALIK SMALL FINANCE BANK LTD.

HEAD OFFICE:-
2nd Floor, Add India Tower, Plot No.A-6A,
Sector-125, Noida-201303

Ph: 0120-4060000
info@shivalikbank.com
www.shivalikbank.com

REGD. OFFICE:
501, Salcon Aarum, Jasola District Centre, New Delhi - 110025.
CIN NO: U65900DL2020PLC366027

