

USFB/CS/SE/2022-23/23

**Date:** June 10, 2022

**To,**

**National Stock Exchange of India Limited**  
Listing Department  
Exchange Plaza, C-1, Block G, Bandra Kurla Complex,  
Bandra (E)  
Mumbai – 400 051

**BSE Limited**  
Listing Compliance  
P.J. Tower,  
Dalal Street, Fort,  
Mumbai – 400 001

**Symbol:** UJJIVANSFB

**Scrip Code:** 542904

Dear Sir/Madam,

**Sub: Postal Ballot Notice - Intimation under Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

Please be informed that the Bank is seeking the approval of its members for the following special businesses as set out in the notice of Postal Ballot ("Notice") dated June 08, 2022:

Sr.	Resolution Description	Resolution
1	To offer and issue Debt Securities/Bonds/Other Permissible Instruments, through private placement, in one or more tranches	Special
2	To appoint Ms. Anita Ramachandran (DIN: 00118188) as an Independent Director of the Bank	Special

The approval of shareholders is being sought by way of Postal Ballot in accordance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any amendment(s), statutory modifications or re-enactment thereof for the time being in force), Regulation 44 of SEBI Listing Regulations. A copy of the aforesaid notice is enclosed herewith. In terms of the MCA Circulars, the above resolutions are proposed to be passed through postal ballot, only by way of electronic voting (‘E-voting’)

The Bank today, on June 10, 2022, has sent the Postal Ballot Notice by e-mail to all its members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Depositories as on cut-off date i.e. Friday, June 03, 2022 and hard copy of the said Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope are not being sent to the Members. Further, the Bank has engaged the services of KFin Technologies Limited to provide E-voting facility to all the Members of the Bank. **E-voting will commence at 9 a.m. on Monday, June 13, 2022 and will close at 5 p.m. on Tuesday, July 12, 2022.**

A copy of the Postal Ballot Notice and this intimation shall be available on the website of the Bank at [www.ujjivansfb.in](http://www.ujjivansfb.in).

We request you to take note of the above.

Thanking You,

Yours faithfully,

**For UJJIVAN SMALL FINANCE BANK LIMITED**

**Sanjeev Barnwal**  
**Company Secretary & Head of Regulatory Framework**

Encl: Notice of Postal Ballot dated June 08, 2022



**UJJIVAN SMALL FINANCE BANK LIMITED**

**CIN: L65110KA2016PLC142162**

Registered Office: Grape Garden, No. 27, 3rd “A” Cross, 18<sup>th</sup> Main, 6<sup>th</sup> Block, Koramangala,

Bengaluru – 560 095, Karnataka, India

Email: corporatesecretarial@ujjivan.com, Ph. No.: 080 – 40712121

Website: www.ujjivansfb.in

In view of the prevailing novel Coronavirus pandemic (“Covid-19”) and in accordance with the Circulars issued by the Ministry of Corporate Affairs on postal ballot process, the voting on the resolutions covered in the Notice will take place through e-voting only and no physical ballots will be collected. Please refer the detailed instructions on e-voting provided in the Notice.

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**POSTAL BALLOT NOTICE (“NOTICE”)**

**[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]**

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**Dear Members,**

**NOTICE** is hereby given pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014, (including any amendment(s), statutory modifications or re-enactments thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings (“SS-2”) and circulars issued by the Ministry of Corporate Affairs (“MCA”) vide its General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021 and No. 3/2022 dated May 05, 2022 (collectively referred to as “MCA Circulars”). The resolutions appended below are proposed to be passed by the Members of Ujjivan Small Finance Bank Limited (“Bank”) through postal ballot by remote e-voting process (“E-voting”).

Pursuant to Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and MCA Circulars, the Bank shall send Postal Ballot Notice by e-mail to all its Members who have registered their e-mail addresses with the Bank’s Registrar and Transfer Agent (RTA) or Depository/ Depository Participants (DPs) and voting by the Members shall be allowed only through the E-voting system. The Notice shall also be available on the Bank’s website at [www.ujjivansfb.in](http://www.ujjivansfb.in) and on the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com).

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Bank has appointed Mr. S Kannan (FCS: 6261; CoP: 13016) of M/s. S Kannan and Associates, Company Secretaries, Firm No. S2017KR473100 as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Bank has engaged the services of KFin Technologies Limited (“RTA/E-voting Agency/KFin”) as the agency to provide E-voting facility. The manner of voting remotely by members holding shares in dematerialized mode and

physical mode is provided in the instructions given below. Process of registration of email address for members who have not registered their email address is also provided in the instructions given below.

The Members are hereby requested to consider the following proposed resolutions along with explanatory statements concerning each item, as annexed to the Notice and thereafter record their assent or dissent by means of E-Voting.

The result of E-voting along with Scrutinizer's Report shall be published on the website of the Bank at [www.ujjivansfb.in](http://www.ujjivansfb.in) and on the website of the E-voting Agency at [evoting.kfintech.com](http://evoting.kfintech.com) within 2 (Two) working days from the last day of E-voting and the same shall also be simultaneously communicated to the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited.

## **SPECIAL BUSINESS:**

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### **ITEM NO. 1**

#### **TO OFFER AND ISSUE DEBT SECURITIES/ BONDS/ OTHER PERMISSIBLE INSTRUMENTS, THROUGH PRIVATE PLACEMENT, IN ONE OR MORE TRANCHES**

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 42 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read together with the Companies (Prospectus and Allotment of Securities) Rules, 2014, including any modification, amendment, substitution or re-enactment thereof, for the time being in force and the provisions of the Memorandum of Association and the Articles of Association of the Bank, the approval and consent of the members of the Bank, be and is hereby accorded to the Bank, subject to applicable law (including without limitation, any directions/regulations of the Reserve Bank of India ("**RBI**") and the Securities and Exchange Board of India ("**SEBI**") in respect of the raising of debt by banking companies), to issue, and to make offer(s) and/or invitation(s) to eligible persons to subscribe to, non-convertible debentures ((a) listed or unlisted, (b) senior or subordinated, and/or (c) such other debt securities as may be permitted under applicable law from time to time (including under any directions/regulations of the RBI and the SEBI) (as may be determined)) ("**NCDs**"), on a private placement basis, in one or more tranches, for a period of 1 (one) year from the date of passing of this resolution, provided that the outstanding amounts of all such NCDs at any time during the period shall not exceed Rs. 1,500 Crores (Indian Rupees One Thousand and Five Hundred Crore).

**RESOLVED FURTHER THAT** the Board of Directors of the Bank ("**Board**") be and is hereby authorized and empowered to arrange, settle and determine the terms and conditions of the said NCDs (including without limitation, price, premium, interest/coupon, tenure, repayment, etc.) and the Board is hereby further authorized to delegate all or any of the powers herein conferred to any Committee duly constituted by the Board or any Committee of Directors or any Directors(s) or Officer(s) of the Bank in such manner as it may deem fit in its absolute discretion with the power to take all such steps and to do all such acts, deeds, matters and things for the purpose of the private placement of the said NCDs and to settle any questions or difficulties that may arise in connection with the aforesaid resolution."

### **ITEM NO. 2**

#### **TO APPOINT MS. ANITA RAMACHANDRAN (DIN: 00118188) AS AN INDEPENDENT DIRECTOR 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** pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014, Section 10A and other applicable provisions, if any, of the Banking Regulation Act, 1949 and relevant circular(s) issued by Reserve Bank of India, applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof

for the time being in force) and the Articles of Association of the Bank and further to the recommendation of the Nomination and Remuneration Committee and the Board of Directors (“Board”), Ms. Anita Ramachandran (DIN: 00118188), who was appointed as an Additional Director (Independent) pursuant to the provisions of Section 161 of the Companies Act, 2013 in the meeting of the Board held on May 12, 2022, and who has a valid independent director’s databank registration certificate issued by the Indian Institute of Corporate Affairs (IICA) and in respect of whom the Bank has received a Notice in writing under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Bank for a term of 3 (Three) consecutive years commencing from July 01, 2022 up to June 30, 2025 AND THAT she shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** Ms. Anita Ramachandran be paid sitting fees, and reimbursed expenses for attending Board and Board Committee meetings as per Articles of Association of the Bank, as may be approved by the Board from time to time in accordance with the applicable laws.”

**“RESOLVED FURTHER THAT** the Board /Nomination and Remuneration Committee be and is hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the above resolution.”

**By Order of the Board of Directors  
For UJJIVAN SMALL FINANCE BANK LIMITED**

**Sd/-  
Sanjeev Barnwal  
Company Secretary & Head of Regulatory Framework**

**Place:** Bengaluru  
**Date:** June 08, 2022

## Notes:

1. In terms of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021 and No. 3/2022 dated May 05, 2022 (the “MCA Circulars”), this Notice along with the instructions regarding E-voting is being sent only by email to all those members, whose email addresses are registered with the Bank’s RTA or with the depository(ies)/ depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e. **Friday, June 03, 2022**. The Notice will also be uploaded on the website of the Bank at [www.ujjivansfb.in](http://www.ujjivansfb.in), on the website of the Registrar and Transfer Agent and E-voting Agency i.e. KFin at [evoting.kfintech.com](http://evoting.kfintech.com) and on the websites of National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)). All the members of the Bank as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice. Any person who is not a member on the Cut-off date shall treat this notice for information purpose only.

As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

2. Documents referred in the Notice shall be made available for electronic inspection without any fee to the members from the date of circulation of this Notice up to the date of closure of e-voting i.e. **July 12, 2022**. Members who wish to inspect such documents are requested to send an email to [corporatesecretarial@ujjivan.com](mailto:corporatesecretarial@ujjivan.com) mentioning their name, folio no./client ID and DP ID and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.

The Bank hereby requests all its members to register their email addresses, if not yet registered, to promote green initiative and to enable the Bank to provide all communications to the members through email.

3. Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013, Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 on General Meetings, specified by the Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs under Section 118 (10) of the Companies Act, 2013 for agenda Items Nos. 1 and 2 of this Notice are annexed herewith and form part of this Notice.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if, they have been passed at a General Meeting of the Members.
5. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on **July 12, 2022** i.e., the last date specified for receipt of votes through the e-voting process.
6. For receiving copy of postal ballot notice electronically, members who have not yet registered their email addresses are requested to get their email addresses registered with KFin, on a temporary basis, by following the procedure mentioned below:
  - a) Visit the link <https://ris.kfintech.com/clientservices/postalballot/>
  - b) Select the Company Name i.e., Ujjivan Small Finance Bank.
  - c) Select the Holding type from the drop down i.e. - NSDL/CDSL/Physical
  - d) Enter DP ID – Client ID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and PAN.
  - e) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
  - f) In case of shares held in physical form where PAN details are not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
  - g) Enter the email address and mobile number.
  - h) System will validate DP ID – Client ID/Folio No. and PAN or Share Certificate No., as the case may be, and send OTP at the registered Mobile number as well as email address for validation.

- i) Enter the OTPs received by SMS and email to complete the validation process. OTPs will be valid for 5 minutes only.
  - j) The Notice and e-voting instructions along with the User ID and Password will be sent on the email address updated by the member.
  - k) Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
  - l) In case of queries, members are requested to write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or call at the toll-free number 1800-309-4001.
7. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended and SS-2, as amended, the Bank is providing facility to the Members to exercise votes through E-voting on the e-voting platform provided by KFin to enable them to cast their votes electronically instead of dispatching the Postal Ballot form.
  8. The Board of Directors, through its resolution passed on **June 08, 2022**, has appointed Mr. S Kannan (FCS: 6261; CoP: 13016) of M/s. S Kannan and Associates, Company Secretaries, Firm No. S2017KR473100 as the ‘Scrutinizer’ to scrutinize the Postal Ballot process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
  9. The E-voting shall commence on **Monday, June 13, 2022** at 09:00 A.M. (IST) and end on **Tuesday, July 12, 2022** at 05:00 P.M. (IST). The e-voting module shall be disabled by KFin for voting thereafter. During this period, the members of the Bank holding shares as on the cut-off date i.e., **Friday, June 03, 2022**, may cast their vote by electronic means in the manner given below. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  10. The Results of E-voting along with Scrutinizer’s Report will be published on the website of the Bank at [www.ujjivansfb.in](http://www.ujjivansfb.in) and on website of E-voting Agency at [evoting.kfintech.com](http://evoting.kfintech.com) within 2 (Two) working days from the last day of E-voting and the same shall also be simultaneously communicated to the Stock Exchanges, BSE Limited and the National Stock Exchange of India Limited. A member cannot exercise his vote by proxy on Postal Ballot.
  11. The details of the process and manner for remote e-voting are given below:

**I. Login method for remote e-voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 09, 2020 on E-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email ID in their Demat accounts held with their respective DPs in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login method
Individual shareholders holding securities in demat mode with NSDL	<p><b>A. Users registered for NSDL IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.</li> <li>2. On the new page, enter your User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> </ol>

	<p>3. Click on options available against Bank name or e-voting service provider - <b>KFin</b> and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.</p> <p><b>B. Users not registered for NSDL IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a></li> <li>2. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a> and proceed with completing the required fields.</li> <li>3. After successful registration, please follow the steps given above to cast your vote.</li> </ol> <p><b>C. By visiting the e-voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>1. Open <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. On home page, click on the “<b>Login</b>” icon, available under the ‘<b>Shareholder/Member</b>’ section.</li> <li>3. A new screen will open. Enter your User ID (i. e. your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>4. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</li> <li>5. Click on options available against Company name or e-voting service provider - <b>KFin</b> and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p><b>A. Existing users who have opted for Easi/Easiest:</b></p> <ol style="list-style-type: none"> <li>1. Click on <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> to login.</li> <li>2. Select New System Myeasi.</li> <li>3. Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication.</li> <li>4. After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The menu will have links of E-Voting Service Providers (‘ESP’).</li> <li>5. Click on KFin to cast your vote.</li> </ol> <p><b>B. Users who have not opted for Easi/Easiest:</b></p> <ol style="list-style-type: none"> <li>1. Option to register for Easi/Easiest is available at <a href="https://web.cdslindia.com/myeasi/registration/EasiRegistration">https://web.cdslindia.com/myeasi/registration/EasiRegistration</a></li> <li>2. Proceed with completing the required fields.</li> </ol>

	<p>3. Post successful registration, please follow the steps given above to cast your vote.</p> <p><b>C. By visiting the e-voting website of CDSL:</b></p> <p>1. Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page.</p> <p>2. Provide Demat Account Number and PAN No.</p> <p>3. The system will authenticate the user by sending OTP on registered Mobile &amp; email ID as recorded in the Demat Account.</p> <p>4. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider i.e. KFin.</p>
Individual Shareholders (holding securities in demat mode) logging through their depository participants	<p>1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option.</p> <p>2. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.</p> <p>3. Click on option available against Company name or e-voting service provider- <b>KFin</b> and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>
<b>Important Note:</b> Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at respective websites.	
<b>Helpdesk for Individual Shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e. NSDL and CDSL:</b>	
<b>Members facing any technical issue - NSDL</b>	<b>Members facing any technical issue – CDSL</b>
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call on toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact on 022-23058738 or 022-23058542-43.

## II. Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

1. Launch internet browser and type the URL: [evoting.kfintech.com](http://evoting.kfintech.com) in the address bar.
2. Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
3. After entering the correct details, click on LOGIN.
4. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



5. You need to login again with the new credentials.
6. On successful login, the system will prompt you to select the EVENT i.e. Ujjivan Small Finance Bank.
7. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
8. Members holding multiple folios/demat accounts shall vote separately for each folio/demat account.
9. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to upload the scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, in the e-voting module in respective login. The scanned image of the above documents should be in the naming format 'BFL\_EVENT No.' The same may also be sent to the Scrutinizer through email at [cs.skannan@gmail.com](mailto:cs.skannan@gmail.com)/[kannans@kannans.in](mailto:kannans@kannans.in) with a copy marked to [corporatesecretarial@ujjivan.com](mailto:corporatesecretarial@ujjivan.com).

10. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800-309-4001. (toll free).
11. A member need not use all his/ her/ its votes nor does he/ she/ it need to cast all his/ her/ its votes in the same way.

**EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (“ICSI”) AND REGULATION 36 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“SEBI LISTING REGULATIONS”)**

**ITEM NO. 1**

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("**Prospectus and Allotment Rules**") deals with private placement of securities by a company. Rule 14(1) of the Prospectus and Allotment Rules prescribes that in case of an offer or invitation to subscribe to securities, the Bank shall obtain previous approval of its shareholders/members ("**Members**") by means of a special resolution. Rule 14(1) of the Prospectus and Allotment Rules further prescribes that in case of the issue of non-convertible debentures ("**NCDs**") exceeding the limits prescribed therein, it shall be sufficient to obtain such previous approval only once in a year for all the offers or invitations for such NCDs issued during a period of 1 (one) year from the date of passing of the aforementioned special resolution.

In order to augment the resources of the Bank and for general corporate purposes and such other purposes as may be determined, the Bank may invite subscription for non-convertible debentures ((a) listed or unlisted, (b) senior or subordinated, and/or (c) such other debt securities as may be permitted under applicable law from time to time (including under any directions/regulations of the Reserve Bank of India ("**RBI**") and the Securities and Exchange Board of India ("**SEBI**") (as may be determined)) to be issued by the Bank, in one or more series/tranches on a private placement basis. The NCDs proposed to be issued, may be issued either at par or at premium to face value and the issue price (including premium, if any) shall be decided by the board of directors of the Bank ("**Board**") on the basis of various factors including the interest rate/effective yield determined, based on market conditions prevailing at the time of the issue(s).

Pursuant to Rule 14(1) of the Prospectus and Allotment Rules, the following disclosures are being made by the Bank to the Members:

<p><b>PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION</b></p>	<p>Rule 14(1) of the Prospectus and Allotment Rules prescribes that where the amount to be raised through offer or invitation of NCDs (as defined above) exceeds the limit prescribed, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such NCDs during the year.</p> <p>In view of this, pursuant to this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer/issue of NCDs (whether subordinated/senior, rated/unrated, listed/unlisted, redeemable NCDs) shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned shareholders resolution. In line with Rule 14(1) of the Prospectus and Allotment Rules, the date of the relevant resolution shall be mentioned/disclosed in the private placement offer and application letter for each offer/issue of NCDs.</p>
<p><b>KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED</b></p>	<p>Non-convertible debt securities/NCDs.</p> <p>The NCDs will be offered/issued either at par or at premium to face value, which will be decided for each specific issue, on the basis of the interest rate/effective yield determined, subject to applicable law (including without limitation, any directions/regulations of the RBI and the SEBI in respect of the raising of debt by banking companies) and based on market conditions prevailing at the time of the respective issue.</p>

<b>BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY) AT WHICH THE OFFER OR INVITATION IS BEING MADE</b>	Not applicable, as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments which will be issued either at par or at premium to face value in accordance with terms to be decided, subject to applicable law (including without limitation, any directions/regulations of the RBI and the SEBI in respect of the raising of debt by banking companies) and in discussions with the relevant investor(s).
<b>NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION</b>	Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments.
<b>AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES</b>	The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned shareholders resolution, provided that the amounts of all such NCDs at any time issued within the period of 1 (one) year from the date of passing of the aforementioned shareholders resolution shall not exceed the limit specified in the resolution in accordance with Section 42 of the Companies Act, 2013 and Rule 14 of the Prospectus and Allotment Rules (being, Rs. 1,500 Crores (Indian Rupees One Thousand and Five Hundred Crore)).
<b>MATERIAL TERMS OF RAISING OF SECURITIES, PROPOSED TIME SCHEDULE, PURPOSES OR OBJECTS OF OFFER, CONTRIBUTION BEING MADE BY THE PROMOTERS OR DIRECTORS EITHER AS PART OF THE OFFER OR SEPARATELY IN FURTHERANCE OF OBJECTS; PRINCIPLE TERMS OF ASSETS CHARGED AS SECURITIES</b>	The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned shareholders resolution, subject to applicable law (including without limitation, any directions/regulations of the RBI and the SEBI in respect of the raising of debt by banking companies) and in discussions with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter for each offer/issue.

Accordingly, consent of the Members is sought in connection with the aforesaid issue of NCDs and they are requested to authorize the Bank to issue such NCDs during the year on private placement basis up to Rs. 1,500 Crores (Indian Rupees One Thousand and Five Hundred Crore) as stipulated above, in one or more tranches.

None of the directors and key managerial personnel of the Bank and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Bank. The Board recommends the passing of the resolution as special resolution.

## **ITEM NO. 2**

### **Background**

The Board of Directors (“Board”) of the Bank, on the recommendation of the Nomination and Remuneration Committee, had appointed Ms. Anita Ramachandran (DIN: 00118188) as an Additional Director (Independent) of the Bank w.e.f. July 01, 2022.

### **Rationale for Appointment**

Ms. Anita is a well-known HR expert in the country and has over 40 years of experience as a management consultant. She is also one of the first generation of women professionals to become an entrepreneur and run a highly successful HR consulting and services organization.

She began her career in the Management Consultancy division of AF Ferguson & Co (the KPMG network company in India then) in Mumbai in 1976 as the first woman consultant in the firm and was finally a Director of the firm. In AFF, Anita worked in a wide range of areas from finance, industrial market research, strategy and human resources consulting.

Ms. Anita founded Cerebrus Consultants in 1995 to focus on HR advisory services, including Organisation transformation. Cerebrus has a large portfolio of work in Bangladesh and Sri Lanka besides India. She is known as an authority in Reward management in the country and her work in the compensation and rewards.

She has been an Independent Director on the Board of other Companies for the last 20 years and has in this capacity been associated with a wide range of industries. She is currently on the Board of Grasim, Metropolis Healthcare, Kotak Life, Happiest Minds and several other companies. Ms. Anita is an MBA from the Jamnalal Bajaj Institute, Mumbai and has won several academic honours.

Considering her experience and expertise in the above mentioned fields, the Nomination and Remuneration Committee and the Board are of the opinion that it would be in the interest of the Bank to have her on the Bank's Board.

### **Eligibility and Disclosures**

She meets the criteria of independence as prescribed under Section 149(6) of Companies Act, 2013 read with Rule 5 of Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16(1)(b) of SEBI Listing Regulations and she is eligible for appointment as an Independent Director of the Bank.

She is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and other applicable laws. Further, she is not debarred from holding the office of director by virtue of any SEBI order or of any other such authority.

The Bank has received all the necessary disclosures from her in terms of the Companies Act, 2013 and rules made thereunder, RBI guidelines, SEBI Listing Regulations and Code of Conducts of the Bank.

The Bank has received Notice under Section 160 of the Companies Act, 2013 from her signifying her intention to propose her candidature for the office of Independent Director.

The Nomination and Remuneration Committee and the Board had reviewed her profile and found her 'fit and proper' in terms of RBI's Circular on 'Fit and proper' criteria for directors of banks and recommended her appointment as an Independent Director of the Bank to the members for their approval.

### **Detailed Profile**

Pursuant to Secretarial Standard-2 specified by the ICSI and Regulation 36(3) of SEBI Listing Regulations, detailed profile of Ms. Anita Ramachandran is given below:

Name of Director	Anita Ramachandran
Date of Birth and Age	28/04/1955 67 Years
Date of first appointment on the Board	July 01, 2022
Qualifications	MBA from the Jamnalal Bajaj Institute, Mumbai

Brief resume including experience	<p>She is a well-known HR expert in the country and has over 40 years of experience as a management consultant.</p> <p>She began her career in the Management Consultancy division of AF Ferguson &amp; Co (the KPMG network company in India then) in Mumbai in 1976 as the first woman consultant in the firm. Ms. Anita founded Cerebrus Consultants in 1995 to focus on HR advisory services. She is known as an authority in Reward management in the country and her work in the compensation and rewards. She also works with several PE firms and start-ups to mentor them through their growth journey. She has been an Independent Director on company Boards for the last 20 years and has in this capacity been associated with a wide range of industries. She is currently on the Board of Grasim, Metropolis Healthcare, Kotak Life, Happiest Minds and several other companies.</p>
Expertise in specific Functional Areas	<ul style="list-style-type: none"> <li>• Human Resources, Talent sourcing and Reward Management</li> <li>• Management and Business Leadership</li> </ul>
Directorship held in other Companies	<ol style="list-style-type: none"> <li>1. Cerebrus Consultants Private Limited</li> <li>2. FSN Ecommerce Ventures Limited (Listed)</li> <li>3. Kotak Mahindra Life Insurance Company Limited</li> <li>4. Godrej &amp; Boyce Manufacturing Limited</li> <li>5. Aditya Birla Housing Finance Limited</li> <li>6. Happiest Minds Technologies Ltd (Listed)</li> <li>7. Grasim Industries Limited (Listed)</li> <li>8. Rane (Madras) Limited (Listed)</li> <li>9. Metropolis Healthcare Limited (Listed)</li> <li>10. Essel Mining &amp; Industries Ltd</li> </ol>
Details of resignation from listed entities in past three years	NIL
Board Committees membership/chairpersonship in other Companies	<p><b>1. Rane (Madras) Limited</b></p> <p>a) Nomination &amp; Remuneration Committee- Chairperson  b) Corporate Social Responsibility Committee - Member  c) Audit Committee- Member</p> <p><b>2. Aditya Birla Housing Finance Limited</b></p> <p>a) Audit Committee- Member  b) Nomination &amp; Remuneration Committee- Member  c) Corporate Social Responsibility Committee-Chairperson</p> <p><b>3. Kotak Mahindra Life Insurance Company Limited</b></p> <p>a) Nomination &amp; Remuneration Committee- Member</p> <p><b>4. FSN Ecommerce Ventures Limited</b></p> <p>a) Nomination &amp; Remuneration Committee- Chairperson  b) Corporate Social Responsibility Committee- Chairperson  c) Audit Committee- Member</p> <p><b>5. Godrej &amp; Boyce Manufacturing Company Limited</b></p> <p>a) Audit Committee- Member  b) Nomination &amp; Remuneration Committee- Chairperson</p>

	<p>c) Stakeholder Relationship Committee- Member</p> <p><b>6. Grasim Industries Limited</b></p> <p>a) Corporate Social Responsibility - Member  b) Stakeholder Relationship Committee- Chairperson  c) Nomination &amp; Remuneration Committee- Chairperson</p> <p><b>7. Metropolis Healthcare Ltd.</b></p> <p>a) Nomination &amp; Remuneration Committee- Chairperson  b) Corporate Social Responsibility Committee- Chairperson</p> <p><b>8. Happiest Minds Technologies</b></p> <p>a) Stakeholder Relationship Committee- Chairperson  b) Audit Committee- Member  c) Nomination &amp; Remuneration Committee- Member  d) Risk Management Committee- Member  e) Strategic Initiatives Committee- Member  f) Corporate Social Responsibility Committee- Member</p>
Relationship with other directors and Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank (Including shareholding as a beneficial owner)	Nil
No. of Board Meetings attended during the FY 2021-22	Nil
Terms and conditions of appointment	Appointment as an Independent Director, not liable to retire by rotation, for a term of 3 (Three) consecutive years commencing from July 01, 2022 to June 30, 2025.
Remuneration Sought to be paid	Sitting fees and reimbursed expenses for attending Board and Board committee meetings as per Articles of Association of the Bank, as may be approved by the Board from time to time in accordance with the applicable laws
Remuneration Last drawn during the FY 2021-22	Nil
Skills and capabilities required for the role of Independent Director and the manner in which the proposed person meets such requirements.	<p>The Board of the Bank was in search of a professional who has expertise in HR functions and will add considerable value to the board in the matters relating to Human Resources, such as but not limited to Talent Management, Talent Retention, Organization Structure, Employee Benefits etc.</p> <p>Ms. Anita Ramachandran is a well-known HR expert in the country and has over 40 years of experience as a management consultant. Further she brings in multi-dimensional Board Experience being on the Boards of various reputed listed companies.</p> <p>Her candidature meets the requirement of the Board of the Bank and her guidance will be valuable to the Bank.</p>

**Recommendation and Interest of Directors/KMPs**

The Board of the Bank recommends the passing of the Resolution at Item No. 2 as a Special Resolution.

Except Ms. Anita Ramachandran, none of the Directors or Key Managerial Personnel of the Bank or their relatives are concerned or interested in the proposed resolution.

**By Order of the Board of Directors  
For UJJIVAN SMALL FINANCE BANK LIMITED**

**Sd/-  
Sanjeev Barnwal  
Company Secretary & Head of Regulatory Framework**

**Place:** Bengaluru  
**Date:** June 08, 2022