



UJJIVAN SMALL FINANCE BANK

Build a Better Life

USFB/CS/SE/2021-22/75

Date: December 07, 2021

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: Submission of Postal Ballot Notice of the Bank

Further to our Letter bearing reference number USFB/CS/SE/2021-22/74 dated December 06, 2021, we hereby inform you that 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to transact the businesses set out in Notice of Postal Ballot dated December 06, 2021. A copy of the aforesaid notice is enclosed herewith.

A copy of the Postal Ballot Notice shall be available on the website of the Bank at www.ujjivansfb.in.

Further, this intimation shall be available on the Bank's website at www.ujjivansfb.in.

We request you to take note of the above.

Thanking You,

Yours faithfully,

For UJJIVAN SMALL FINANCE BANK LIMITED

Chanchal Kumar

Company Secretary and Compliance Officer

☎ 18002082121

🌐 www.ujjivansfb.in

✉ customercare@ujjivan.com



UJJIVAN SMALL FINANCE BANK LIMITED

CIN: L65110KA2016PLC142162

**Registered Office: Grape Garden, No. 27, 3rd “A” Cross, 18th Main, 6th 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.

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]**

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 and No. 39/2020 dated December 31, 2020 and No. 10/2021 dated June 23, 2021 (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 and on the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at 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 Private 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 will be published on the website of the Bank at www.ujjivansfb.in and on the website of the E-voting Agency at 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:

ITEM NO. 1

TO APPROVE THE APPOINTMENT OF MR. ITTIRA DAVIS (DIN: 06442816) AS A DIRECTOR (EXECUTIVE) OF THE BANK

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") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, applicable provisions, if any, of the Banking Regulation Act, 1949, and relevant circulars issued by the Reserve Bank of India ("RBI"), from time to time, applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof, for the time being in force), the Articles of Association of the Bank, and further to the recommendation of the Nomination and Remuneration Committee and the Board of Directors ("Board") and in respect of which the Bank has received a notice in writing under Section 160 of the Companies Act, 2013, and subject to the approval of RBI for his appointment as the Managing Director and Chief Executive Officer, approval of the Members be and is hereby accorded to appoint Mr. Ittira Davis (DIN: 06442816) as a Director (Executive) of the Bank to hold the office for the period co-terminus with his tenure as the Managing Director and Chief Executive Officer of the Bank **AND THAT** he shall not be liable to retire by rotation in terms of the relevant provisions of the Act and the Articles of Association of the Bank."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 2

TO APPROVE THE APPOINTMENT AND REMUNERATION OF MR. ITTIRA DAVIS (DIN: 06442816) AS THE MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER 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 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949 and relevant circulars issued by the Reserve Bank of India ("RBI"), from time to time, applicable provisions, if any, of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof, for the time being in force), the Articles of Association of the Bank, and further to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors (“Board”), and subject to the approval of RBI, the approval of the Members be and is hereby accorded to appoint Mr. Ittira Davis (DIN: 06442816) as the Managing Director and Chief Executive Officer of the Bank for a period of 3 years from the date of approval of the Reserve Bank of India (“RBI”) or such other period as may be approved by RBI **AND THAT** he shall not be liable to retire by rotation, in terms of the relevant provisions of the Act and the Articles of Association of the Bank.”

“**RESOLVED FURTHER THAT** further to the recommendation of the Nomination and Remuneration Committee and the Board and subject to the approval of RBI, the consent of the Members be and is hereby accorded to approve the remuneration, mentioned in the table below or such remuneration as may be approved by RBI, to be paid to Mr. Ittira Davis:

Remuneration, other benefits and the performance related bonus:

Particulars	Remuneration (per annum)
PART-A:	
Fixed Pay (including Perquisites):	
w.e.f.: Date of Appointment as Managing Director and Chief Executive Officer	
1. Salary	INR 72,00,000
2. Dearness allowance	-
3. Retiral/Superannuation benefits:	
(a) Provident Fund	INR 8,64,000
(b) Gratuity	INR 3,46,152
(c) Pension	-
4. Leave Fare Concession/ Allowance (Leave Travel Allowance)	INR 7,20,000
5. Other fixed allowances, if any (please specify) * *Consolidated allowance, if any, to be given with details of heads it subsumes.	
(a) Special Allowance (Earlier called Variable Allowance)	INR 58,88,880
(b) Food Coupon	INR 28,800
(c) Telephone Allowance	INR 12,000
(d) Vehicle Maintenance	INR 39,600
(e) House Rent Allowance	INR 28,80,000
6.Perquisites:	
(i) Free Furnished House and its maintenance/House Rent Allowance	-
(ii) Conveyance Allowance/Free use of bank's car for	-
a) Official purposes	Free

b) Private purposes	By compensating the bank along with suitable amount
(iii) Driver(s)' salary	-
(iv) Club Membership(s)	-
(v) Reimbursement of medical expenses	INR 20,568
(vi) Any other perquisites (please specify)	-
Total Fixed pay (including perquisites)	INR 1,80,00,000
Note:	
Particulars	Proposed (per annum)
	(INR.)
PART-B:	
Variable Pay:	
For FY/Performance Period (21-22)	
1. Cash component	INR 60,00,000
• Upfront payment (with %)	NA
• Deferred payment (with %)	100%
Total cash component	INR 60,00,000
Vesting period (in years)	3 Years
Deferral arrangement	
(i) First Year	INR 25,00,000
(ii) Second Year	INR 25,00,000
(iii) Third Year	INR 10,00,000
2. Non-cash Components (Share-linked instruments):	
(i) ESOP/ESOS	
(a) Number of share/ share-linked instruments	4,47,761
(b) Monetary value	INR 1,20,00,000
(c) Deferral (with %)	3 Years
(d) Vesting schedule details (INR)	Year 1: 40,00,000 Year 2: 40,00,000 Year 3: 40,00,000
(ii) Any other share-linked instruments	-
(a) Number of share/ share-linked instruments	-
(b) Monetary value	-
(c) Deferral (with %)	-
(d) Vesting schedule details	-
(iii) Any other non-cash component (please specify) and mention its monetary value, deferral, vesting schedule, etc.	0
Total monetary value of non-cash component(s)	INR 1,20,00,000

Total monetary value of Variable Pay (Cash and non-cash components)	INR 1,80,00,000
% of Cash Component in Total Variable Pay	33.3%
% of Non-cash component in Total Variable Pay	66.7%
% of Variable Pay to Fixed Pay and % of Variable Pay in Total Compensation (for the same FY/Performance Period)	% VP to Fixed: 100% % VP in Total Comp: 50%
Total Compensation (Fixed Pay + Variable Pay)	INR 3,60,00,000

Joining ESOP

(i) Any other share-linked instruments	Joining ESOP
(a) Number of share/ share-linked instruments	20,00,000
(b) Monetary value	As per valuation
(c) Deferral (with %)	100%
(d) Vesting schedule details	Year 1: (20,00,000 Shares)

“RESOLVED FURTHER THAT the Nomination and Remuneration Committee and/or the Board be and are hereby authorized to alter and vary the terms and conditions of the said appointment and/or remuneration including revision in remuneration on the basis of any direction received from RBI and in accordance with and subject to the provisions of applicable laws for the time being in force.”

“RESOLVED FURTHER THAT the Nomination and Remuneration Committee and/or the Board be and are hereby authorized to determine the annual salary increments/ revision in the remuneration, perquisites and all other benefits as part of the annual salary review exercise as per the Bank’s policies subject to the approval of RBI.”

“RESOLVED FURTHER THAT the Nomination and Remuneration Committee and/or the Board be and are hereby authorized to determine the performance bonus as per the Bank’s Compensation Policy and in terms of the guidelines on compensation of Whole Time Directors/ Chief Executive Officers/ Risk takers and Control function staff, etc., issued by the RBI on November 04, 2019 as may be amended from time to time, or any amendments thereof.”

“RESOLVED FURTHER THAT in the event of absence or inadequacy of profits/ losses in any financial year, the fixed pay and perquisites (subject to annual review from time to time) as approved by the Nomination and Remuneration Committee, the Board and the RBI, shall be the minimum remuneration payable to Mr. Ittira Davis.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may necessary for obtaining any approvals-statutory, contractual or otherwise, in relation to the above, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 3

TO APPROVE THE PAYMENT OF PERFORMANCE CASH BONUS TO MR. NITIN CHUGH (DIN: 01884659) FOR THE FINANCIAL YEAR 2019-20.

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 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949 and relevant circulars issued by the Reserve Bank of India (‘RBI’), from time to time, applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof, for the time being in force), the Articles of Association of the Bank, and further to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors (‘Board’) and the Reserve Bank of India (‘RBI’), the approval of the Members be and is hereby accorded to pay performance cash bonus of Rs. 31,10,591 to Mr. Nitin Chugh, former Managing Director and Chief Executive Officer of the Bank for his performance during the Financial Year 2019-20.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

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

**Sd/-
Chanchal Kumar
Company Secretary and Compliance Officer**

Place: Bengaluru

Date: December 06, 2021

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 and 10/2021 dated June 23, 2021 (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, December 03, 2021**. The Notice will also be uploaded on the website of the Bank at www.ujjivansfb.in, on the website of the Registrar and Transfer Agent and E-voting Agency i.e. KFin at evoting.kfintech.com and on the websites of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (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 upto the date of closure of e-voting i.e. January 06, 2022. Members who wish to inspect such documents are requested to send an email to 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, for agenda Items Nos. 1 to 3 of this Notice are annexed herewith and forms part of this Notice. Further, pursuant to 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, an Explanatory Statement for agenda Item Nos. 1 & 2 of this Notice is annexed herewith and forms 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 January 06, 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 inward.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, in its meeting held on December 06, 2021, 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 December 08, 2021 at 09:00 A.M. (IST) and end on January 06, 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, December 03, 2021, 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 and on website of E-voting Agency at 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	A. Users registered for NSDL IDeAS facility: <ol style="list-style-type: none">1. Open web browser by typing the following URL: https://eservices.nsdl.com/. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.2. On the new page, enter your User ID and Password. Post successful authentication, click on “Access to e-Voting”3. Click on options available against Bank name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.
	B. Users not registered for NSDL IDeAS e-Services: <ol style="list-style-type: none">1. Option to register is available at https://eservices.nsdl.com/2. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields.3. After successful registration, please follow the steps given above to cast your vote.
	C. By visiting the e-voting website of NSDL: <ol style="list-style-type: none">1. Open https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.2. On home page, click on the “Login” icon, available under the ‘Shareholder/Member’ section.

	<ol style="list-style-type: none"> 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. 4. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 5. Click on options available against Company name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>A. Existing users who have opted for Easi/Easiest:</p> <ol style="list-style-type: none"> 1. Click on https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com to login. 2. Select New System Myeasi. 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. 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'). 5. Click on KFintech to cast your vote. <p>B. Users who have not opted for Easi/Easiest:</p> <ol style="list-style-type: none"> 1. Option to register for Easi/Easiest is available at https://web.cdslindia.com/myeasi/registration/EasiRegistration 2. Proceed with completing the required fields. 3. Post successful registration, please follow the steps given above to cast your vote. <p>C. By visiting the e-voting website of CDSL:</p> <ol style="list-style-type: none"> 1. Visit www.cdslindia.com home page. 2. Provide Demat Account Number and PAN No. 3. The system will authenticate the user by sending OTP on registered Mobile & email ID as recorded in the Demat Account.

	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. KFinTech.
Individual Shareholders (holding securities in demat mode) logging through their depository participants	<ol style="list-style-type: none"> 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. 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. 3. Click on option available against Company name or e-voting service provider- KFinTech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at respective websites.	
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:	
Members facing any technical issue - NSDL	Members facing any technical issue – CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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 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.
10. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send 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, to the Scrutinizer through email at [cs.skannan@gmail.com/](mailto:cs.skannan@gmail.com) kannans@kannancs.in with a copy marked to corporatesecretarial@ujjivan.com. The same may also be uploaded in the e-voting module in respective login. The scanned image of the above documents should be in the naming format 'BFL_EVENT No.'
11. 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).
12. 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 AND 2

TO APPROVE THE APPOINTMENT OF MR. ITTIRA DAVIS (DIN: 06442816) AS A DIRECTOR (EXECUTIVE) OF THE BANK AND TO APPROVE THE APPOINTMENT AND REMUNERATION OF MR. ITTIRA DAVIS (DIN: 06442816) AS THE MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE BANK

Background

The Nomination and Remuneration Committee and Board of Directors (“Board”), in their meetings held on December 06, 2021, have recommended the appointment of Mr. Ittira Davis as a Director (Executive) for the period co-terminus with his tenure as Managing Director and Chief Executive Officer of the Bank.

In order to fill the vacancy caused by the resignation of Mr. Nitin Chugh, former MD & CEO of the Bank, the Board, on the recommendation of Nomination and Remuneration Committee and subject to the approval of the Members and RBI, has appointed Mr. Ittira Davis as the Managing Director and Chief Executive Officer for a period of 3 years from the date of approval of the Reserve Bank of India (“RBI”) or such other period as may be approved by RBI. He has also been appointed as a Key Managerial Personnel in terms of Section 203 of the Companies Act, 2013. The Bank is required to obtain approval of Members by way of Special Resolution in view of Inadequacy of profits.

Rationale for Appointment

Mr. Ittira Davis is an international banker with over 40 years of banking experience having worked extensively in India, Middle East and Europe. He was with the Europe Arab Bank from July 2008 to October 2012 initially as the Managing Director – Corporate and Institutional Banking and then as an Executive Director. He has previously worked with Citibank in India and the Arab Bank Group in the Middle East. He has been associated with Ujjivan since March 2015 and has played a pivotal role in its transition into a Small Finance Bank. Later, he was the Chief Operating Officer of the Bank until June 2018. Mr. Ittira Davis was the MD & CEO of Ujjivan Financial Services Limited from July 01, 2018 to March 12, 2021. He was also an Additional Director (Non-Executive, Non-Independent) of the Bank from March 13, 2021 till July 23, 2021. He has completed Post-Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad.

Considering his expertise in Banking, Strategic Planning, Finance and prior association with the Bank, it would be in the interest of the Bank to appoint him as the Managing Director and Chief Executive Officer.

Eligibility and Disclosures

Mr. Ittira Davis is not disqualified from being appointed as a Managing Director and Chief Executive Officer in terms of Section 164 and Schedule V of the Companies Act, 2013 and other applicable laws. Mr. Davis satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 and also conditions set out under Section 196(3) of the Companies Act, 2013 for being eligible for this appointment.

Further, he 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 him in terms of the Companies Act, 2013 and rules made thereunder, RBI guidelines, SEBI Listing Regulations and Code of Conduct of the Bank. The Bank has received Notice under Section 160 of the Companies Act, 2013 from him signifying his intention to propose his candidature for the office of Director (Executive) and Managing Director and Chief Executive Officer. The Nomination and Remuneration Committee and the Board has reviewed his profile and found him 'fit and proper' in terms of RBI's Circular on 'Fit and proper' criteria for directors of banks.

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

Name of the Director	Mr. Ittira Davis
DIN	06442816
Date of Birth and Age	March 04, 1955, 66 years
Date of First Appointment on the Board	March 13, 2021 <i>(resigned w.e.f. July 23, 2021, close of business hours)</i>
Brief resume including experience	<p>He has completed Post-Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad.</p> <p>He is an international banker with over 40 years of banking experience having worked extensively in India, Middle East and Europe. He was with the Europe Arab Bank from July 2008 to October 2012 initially as the Managing Director – Corporate and Institutional Banking and then as an Executive Director.</p> <p>He has previously worked with Citibank in India and the Arab Bank Group in the Middle East and has been associated with Ujjivan since 2015. He played a crucial role in transition of the Bank and has also served as the MD & CEO of Ujjivan Financial Services Limited, Bank's Holding Company.</p> <p>He was also an Additional Director (Non-Executive, Non-Independent) of the Bank from March 13, 2021 till July 23, 2021.</p>
Expertise in specific functional areas	Banking Strategic Planning Finance
No. of Board Meetings attended during the year as a Director	1
Directorships currently held in other Companies and Listed Entities from which the person has resigned in past 3 years	<p>Current Directorships in other Companies:</p> <p>Ujjivan Financial Services Limited</p> <p>Listed Entities from which the person has resigned in past 3 years:</p> <p>Ujjivan Financial Services Limited</p>

	<p>July 01, 2018 to March 12, 2021</p> <p>Ujjivan Small Finance Bank Limited</p> <p>March 13, 2021 to July 23, 2021</p>
Memberships / Chairmanships of Committees in other Companies	Nil
Remuneration last drawn	He was paid Rs. 6,00,000 as the Sitting Fees for attending various Board and Board Committee Meetings during his tenure as an Additional Director (Non-Executive, Non-Independent)
Shareholding in the Bank	<p>2,00,001 equity shares*</p> <p><i>*1 Equity Share held for and on behalf of Ujjivan Financial Services Limited</i></p>
Relationship with other Directors and Key Managerial Personnel of the Bank	Nil
Terms and conditions of appointment	<p>Appointment as Director (Executive) for the period co-terminus with his tenure as Managing Director and Chief Executive Officer of the Bank subject to approval of Members.</p> <p>Subject to approval of Members and RBI, the appointment as the Managing Director and Chief Executive Officer shall be for a period of 3 years from the date of approval of the Reserve Bank of India ("RBI") or such other period as may be approved by RBI.</p>
Remuneration Sought to be paid	<p>The remuneration details have been provided in the resolution of Item No. 2.</p> <p>Further, the remuneration, perquisites, variable pay and all other benefits payable to him shall remain unchanged. However, he shall be entitled to receive the annual increments/ revision in the remuneration, perquisites, variable pay and all other benefits as may be recommended by the Nomination and Remuneration Committee and approved by the Board subject to the approval of the RBI and conditions subject to which such approval is granted.</p> <p>Additionally, he would also be eligible for an annual performance bonus as may be determined by the Board/ Nomination and Remuneration Committee as per the Compensation Policy of the Bank and in terms of the guidelines on compensation of Whole Time Directors/ Chief Executive Officers / Risk takers and Control function staff, etc., issued by the RBI on November 04, 2019 and as amended/ as may be amended from time to time, or any amendments thereof.</p>

The information as required under Schedule V of the Companies Act, 2013 with reference to the Special Resolution is set out in the Statement below:

Statement pursuant to Part II of Section II of Schedule V of the Companies Act, 2013 in respect of the appointment of Mr. Ittira Davis as the Managing Director and Chief Executive Officer of the Bank (Refer Item No. 2 of the Postal Ballot Notice)

1. General Information

Nature of industry	Banking			
Date or expected date of commencement of commercial production	February 01, 2017			
Financial performance based on given indicators (Rs. In Crores)	Particulars	FY 2018-19	FY 2019-20	FY 2020-21
	Total Income	2,038	3,026	3,117
	PBT	268	466	10
	PAT	199	350	08
Foreign investments or collaborations, if any.	There is no direct foreign investment in the Bank except to the extent equity shares held. There is no foreign collaboration in the Bank.			

2. Information about the appointee

Background details	<p>He is an international banker with over 40 years of banking experience having worked extensively in India, Middle East and Europe. He was with the Europe Arab Bank from July 2008 to October 2012 initially as the Managing Director – Corporate and Institutional Banking and then as an Executive Director. He has previously worked with Citibank in India and the Arab Bank Group in the Middle East. He has been associated with Ujjivan since March 2015 and has played a pivotal role in its transition into a Small Finance Bank. Later, he was the Chief Operating Officer of the Bank until June 2018. Mr. Ittira Davis was the MD & CEO of Ujjivan Financial Services Limited from July 01, 2018 to March 12, 2021. He was also an Additional Director (Non-Executive, Non-Independent) of the Bank from March 13, 2021 till July 23, 2021. He has completed Post-Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad.</p>
Past remuneration	<p>His last drawn salary as the Chief Operating Officer of the Bank was Rs. 90 Lakhs p.a. He resigned as the Chief Operating Officer, in June, 2018.</p> <p>He was paid Rs. 6,00,000 as the Sitting Fees for attending various Board and Board Committee Meetings during his tenure as an Additional Director (Non-Executive, Non-Independent) of the Bank.</p>
Recognition or awards	-

Job profile and his suitability	<p>Details have been mentioned in background details above.</p> <p>Further, considering his expertise in Banking, Strategic Planning, Finance and prior association with the Bank, it would be in the interest of the Bank to appoint him as the Managing Director and Chief Executive Officer.</p>
Remuneration proposed	The remuneration details have been provided in the resolution of Item No. 2.
Comparative remuneration profile with respect to industry, size of the Bank, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The Human Resource Team of the Bank had undertaken a study of the remuneration of the MD/CEO profile across the Small Finance Banks and based on the same and the profile of Mr. Ittira Davis, the compensation recommendation has been made. The remuneration is also in line with the RBI circular on the matter.
Pecuniary relationship directly or indirectly with the Bank, or relationship with the managerial personnel or other director, if any.	None

3. Other Information

Reasons of loss or inadequate profits	Profits After Tax (PAT) in FY 2020-21 was impacted due to Rs. 799 Crores of credit cost driven by impact of Covid-19 pandemic.
Steps taken or proposed to be taken for improvement	Management has increased focus on collection efforts to minimize credit cost which would increase profitability in due course.
Expected increase in productivity and profits in measurable terms	Management is focusing on month-on-month improvement in productivity and disbursement. This would lead to overall growth in interest generating assets and drive profitability. Equal efforts are being made to minimize credit cost and improve collections, especially from stressed pool of assets.

Recommendation and Interest of Directors/KMPs

The Board of the Bank recommends the passing of the Resolution at Item No. 1 as an Ordinary Resolution and Item No. 2 as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Bank or their relatives are concerned or interested in the proposed resolutions.

ITEM NO. 3

TO APPROVE THE PAYMENT OF PERFORMANCE CASH BONUS TO MR. NITIN CHUGH (DIN: 01884659) FOR THE FINANCIAL YEAR 2019-20.

Background

Mr. Nitin Chugh, former Managing Director and Chief Executive Officer of the Bank was entitled to RBI approved Performance Bonus for the Financial Year 2019-20, which was pending for the approval of Shareholders. However, considering the financial position of the Bank and with the impact of second wave of Covid -19 pandemic and nation-wide lockdowns, Mr. Chugh had suggested to defer the approval of shareholders, for payment of his performance cash bonus for FY 2019-20. Therefore, it is hereby proposed to approve the payment of performance cash bonus for the Financial Year 2019-20 to Mr. Nitin Chugh.

The resolution above has the recommendation of the Nomination and Remuneration Committee and the approval of the Board for the payment of performance cash bonus of Rs. 31,10,591 to Mr. Nitin Chugh for the Financial Year 2019-20. RBI has also approved the payment of Performance Cash Bonus for the said period.

Recommendation and Interest of Directors/KMPs

The Board of the Bank recommends passing of the Resolution at Item No. 3 as an Ordinary Resolution.

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/-
Chanchal Kumar
Company Secretary and Compliance Officer**

Place: Bengaluru

Date: December 06, 2021