

# NOTICE

## 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](mailto:corporatesecretarial@ujjivan.com), **Ph. No.:** 080 – 40712121

**Website:** [www.ujjivansfb.in](http://www.ujjivansfb.in)

### NOTICE FOR CONVENING 5<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 5<sup>th</sup> Annual General Meeting ("AGM or Meeting") of Ujjivan Small Finance Bank Limited ("Bank") shall be held on Monday, September 27, 2021 at 03:30 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

#### **ORDINARY BUSINESS: ITEM NO. 1**

**TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE BANK FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON**

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

**"RESOLVED THAT** the Audited Financial Statements of the Bank for the Financial Year ended March 31, 2021 and the Reports of the Board of Directors and the Auditors thereon as circulated, be and are hereby received, considered and adopted."

#### **ITEM NO. 2**

**TO APPOINT M/S. MUKUND M CHITALE & CO., CHARTERED ACCOUNTANTS AND M/S. B. K. RAMADHYANI & CO. LLP, CHARTERED ACCOUNTANTS AS JOINT STATUTORY AUDITORS OF THE BANK AND TO FIX THEIR REMUNERATION**

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 139, 141, 142, and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and Section 30 and other applicable provisions, if any, of the Banking Regulation Act, 1949 read with the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCS (including HFCs) dated April 27, 2021 issued by the Reserve Bank of India ("RBI") ("RBI Guidelines"), the applicable provisions,

if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and further to the recommendation of the Audit Committee and Board of Directors ("Board"), and approval of RBI for the Financial Year 2021-22, M/s. Mukund M Chitale & Co., Chartered Accountants (FRN: 106655W) and M/s. B. K. Ramadhyani & Co. LLP, Chartered Accountants (FRN: 002878S/S200021), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Joint Statutory Auditors, be and are hereby appointed as Joint Statutory Auditors of the Bank for the period of 3 (Three) consecutive financial years until the conclusion of 8th (Eight) AGM of the Bank to be held in the Financial Year 2024-25, subject to approval of RBI on an annual basis from the next financial year and fulfillment of eligibility conditions, on a yearly basis, prescribed under the Companies Act, 2013 and RBI Guidelines and other applicable provisions of Banking Regulation Act, 1949 and applicable circular(s) issued by RBI in this regard from time to time, at such remuneration as may be determined by the Audit Committee and the Board of the Bank from time to time."

**"RESOLVED FURTHER THAT** the Audit Committee and the Board, be and are hereby authorized to finalize/ modify the terms and conditions of appointment and/or remuneration and to avail such other services as may be required from Joint Statutory Auditors from time to time in accordance with the applicable laws."

**"RESOLVED FURTHER THAT** the Audit Committee and the Board be and are hereby authorised to do all such acts, deeds, matters and things including the power to settle all questions, difficulties or doubts that may arise with regard to the aforesaid appointment, as it may in its absolute discretion deem fit, including but not limited to the determination of the scope of work, roles and responsibilities of the respective Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard, and seeking approval of RBI or any other regulatory / statutory authorities, as may be required, to give effect to this resolution, without seeking any further consent or approval of the Members of the Bank."

## **SPECIAL BUSINESS: ITEM NO. 3**

### **TO APPOINT MS. RAJNI ANIL MISHRA (DIN: 08386001) AS AN INDEPENDENT DIRECTOR 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, 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. Rajni Anil Mishra (DIN: 08386001), 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 December 15, 2020 to hold office with effect from December 16, 2020 up to the date of this AGM 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 December 16, 2020 up to December 15, 2023 AND THAT she shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** Ms. Rajni Anil Mishra 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.”

## **ITEM NO. 4**

### **TO APPOINT MR. BANAVAR ANANTHARAMAIAH PRABHAKAR (DIN: 02101808) AS AN INDEPENDENT DIRECTOR 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, 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”), Mr. Banavar Anantharamaiah Prabhakar (DIN: 02101808), who was appointed as an Additional Director (Independent) pursuant to the provisions of Section 161 of the Companies Act, 2013 in the meeting of Board held on August 19, 2021 to hold office with effect from August 20, 2021 up to the date of this AGM and in respect of whom the Bank has received a Notice in writing under Section 160 of the Companies Act, 2013 proposing his 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 August 20, 2021 up to August 19, 2024 AND THAT he shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** Mr. Banavar Anantharamaiah Prabhakar 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.”

## **ITEM NO. 5**

### **TO APPOINT MR. RAJESH KUMAR JOGI (DIN: 03341036) AS AN INDEPENDENT DIRECTOR 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, 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”), Mr. Rajesh Kumar Jogi (DIN: 03341036), who was appointed as an Additional Director (Non-Executive, Non-Independent) pursuant to the provisions of Section 161 of the Companies Act, 2013 in the meeting of the Board of

Directors ("Board") held on March 13, 2021 to hold office with effect from March 13, 2021 up to the date of this AGM and further was re-categorised as an Additional Director (Independent) in the meeting of the Board held on August 25, 2021 to hold Office with effect from August 25, 2021 up to the date of this AGM and in respect of whom the Bank has received a Notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of the Independent Director, be and is hereby appointed as an Independent Director of the Bank for a term of 2.5 (Two and Half) consecutive years commencing from August 25, 2021 up to March 24, 2024 AND THAT he shall not be liable to retire by rotation."

**"RESOLVED FURTHER THAT** Mr. Rajesh Kumar Jogi 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."

#### **ITEM NO. 6**

##### **TO APPOINT MR. RAVICHANDRAN VENKATARAMAN (DIN: 02064557) AS AN INDEPENDENT DIRECTOR 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, 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"), Mr. Ravichandran Venkataraman (DIN: 02064557), who was appointed as an Additional Director (Independent) pursuant to the provisions of Section 161 of the Companies Act, 2013 in the meeting of Board held on August 19, 2021 to hold office with effect from August 20, 2021 up to the date of this AGM and in respect of whom the Bank has received a Notice in writing under Section 160 of the Companies Act, 2013 proposing his 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 August 20, 2021 up to August 19, 2024 AND THAT he shall not be liable to retire by rotation."

**"RESOLVED FURTHER THAT** Mr. Ravichandran Venkataraman 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."

#### **ITEM NO. 7**

##### **TO APPOINT MR. SAMIT KUMAR GHOSH (DIN: 00185369) AS A DIRECTOR (NON-EXECUTIVE, NON-INDEPENDENT) 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 152, 160 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"), Mr. Samit Kumar Ghosh (DIN: 00185369), who was appointed as an Additional Director (Non-Executive, Non-Independent) pursuant to the provisions of Section 161 of the Companies Act, 2013 in the meeting of Board held on August 19, 2021 to hold office with effect from August 20, 2021 up to the date of this AGM and in respect of whom the Bank has received a Notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director (Non-Executive, Non-Independent), be and is hereby appointed as a Director (Non- Executive, Non- Independent) of the Bank for the period of 3 (Three) consecutive years commencing from August 20, 2021 AND THAT he shall be liable to retire by rotation."

**"RESOLVED FURTHER THAT** Mr. Samit Kumar Ghosh 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."

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**ITEM NO. 8****TO APPOINT MS. SUDHA SURESH (DIN: 06480567) AS A DIRECTOR (NON-EXECUTIVE, NON-INDEPENDENT) 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 152, 160 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. Sudha Suresh (DIN: 06480567) who was appointed as an Additional Director (Non-Executive, Non-Independent) pursuant to the provisions of Section 161 of the Companies Act, 2013 in the meeting of the Board held on August 19, 2021 to hold office with effect from August 20, 2021 up to the date of this AGM 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 Director (Non-Executive, Non-Independent), be and is hereby appointed as a Director (Non- Executive, Non- Independent) of the Bank for the period of 3 (Three) consecutive years commencing from August 20, 2021 AND THAT she shall be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** Ms. Sudha Suresh 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/-  
Chanchal Kumar**  
Company Secretary and Compliance Officer

**Place:** Bengaluru  
**Date:** August 25, 2021

## NOTES:

1. Pursuant to the General Circular numbers 14/2020, 17/2020, 20/2020, 02/2021 dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 respectively, issued by the Ministry of Corporate Affairs and Circular Numbers SEBI/ HO/CFD/ CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated May 12, 2020 and January 15, 2021 respectively, issued by the Securities and Exchange Board of India (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold Annual General Meeting ("AGM or Meeting) through Video Conferencing ("VC)/Other Audio Visual Means ("OAVM"), without the physical presence of members at a common venue. Hence, in compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder read with the Circulars, the AGM of the Bank is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Bank.
2. The Board of Directors ("Board") have considered and decided to include the Item Nos. 3 - 8 given above as Special Business in this Meeting, as they are unavoidable in nature.
3. With a view to conserve capital in an environment of heightened uncertainty caused by the Covid-19 pandemic, the Board of the Bank has not proposed any dividend on the equity shares for the Financial Year 2020-21.
4. As per Section 105 of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll in the Meeting instead of himself/herself. Since the AGM is being held through VC/OAVM, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF/ NRI etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative along with attested specimen signature of such representative, to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting or during the AGM. The said Resolution/Authorization shall be sent to the Scrutiniser by email through its registered email address to [cs.skannan@gmail.com](mailto:cs.skannan@gmail.com), [kannans@kannanncs.in](mailto:kannans@kannanncs.in) with a copy marked to [corporatesecretarial@ujjivan.com](mailto:corporatesecretarial@ujjivan.com) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'USFB\_EVENT No'.
7. The Statutory Auditors' Certificate under Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and all other documents referred to 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 AGM, i.e. Monday, September 27, 2021. 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.
8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already casted by remote e-voting.
9. In compliance with the Circulars, the Annual Report for the Financial Year 2020-21, the Notice of this Meeting are being sent only through electronic mode to those members whose email addresses are registered with the depository participant(s). Members may also note that the Notice of this Meeting and the Annual Report for the Financial Year 2020-21 will also be available on the Bank's website at [www.ujjivansfb.in](http://www.ujjivansfb.in), website of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of e-voting agency KFin Technologies Private Limited ("KFin Tech or RTA") at [evoting.kfintech.com](http://evoting.kfintech.com).
10. Pursuant to Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, any request for effecting transfer of securities shall not be processed unless the securities are held in electronic form with a depository except in case of transmission or transposition of securities.
11. Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participant(s).
12. For any queries relating to financial statement you can write to the Bank at [investorrelations@ujjivan.com](mailto:investorrelations@ujjivan.com) at least seven days before the date of the Meeting i.e; by Monday, September 20, 2021.
13. Members can avail of the nomination facility in respect of shares held by them in physical form by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the RTA of the Bank and members holding shares in electronic form may contact their Depository Participant for availing this facility.

14. Members of the Bank under the category of 'Institutional Investors' are encouraged to attend and vote at the AGM.

15. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, for agenda Item No. 3-8 of this Notice is annexed herewith and forms part of this Notice.

Further, pursuant to Regulation 36 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 No. 2-8 of this Notice is annexed herewith and forms part of this Notice.

16. The resolutions as set out in this Notice are being conducted through e-voting, the said resolutions will not be decided by a show of hands at the AGM.

17. The Board and Nomination and Remuneration Committee have taken note that no director will be retiring by rotation at this AGM.

18. Since the AGM will be held through VC/OAVM, the route map is not attached to this Notice.

## 19. Voting through electronic means

### 1. Remote e-voting and e-voting during the AGM:

a. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Bank is providing to its members, facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means. Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting"). The members also have the option to cast their votes during the AGM (e-voting), if not casted earlier through remote e-voting. The Bank has engaged the services of KFin Tech as the agency to provide e-voting facility. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email address is provided in the instructions given below.

b. The remote e-voting facility will be available during the following voting period:

### Commencement of remote e-voting:

9:00 a.m. on Thursday, September 23, 2021 and **End of remote e-voting:** 5:00 p.m. on Sunday, September 26, 2021. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFin Tech upon expiry of the aforesaid period.

c. Voting rights of a member / beneficial owner (in case of electronic shareholding) except the Promoter of the Bank i.e Ujjivan Financial Services Limited shall be in proportion to their share in the paid-up equity share capital as on the cut-off date, i.e., Monday, September 20, 2021.

d. The Board 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 Scrutiniser to scrutinise the remote e-voting and e-voting process during the AGM in a fair and transparent manner and he has communicated his eligibility and willingness to be appointed as Scrutiniser and given his consent for the same and will be available for the said purpose.

e. The Result of remote e-voting and e-voting shall be declared within 2 (Two) working days from conclusion of the AGM and subject to receipt of requisite number of votes, the resolutions proposed in the Notice shall be deemed to be passed on the date of this AGM, that is, Monday, September 27, 2021.

f. The Result of voting declared along with Scrutiniser's Report will be published on the website of the Bank at [www.ujjivansfb.in](http://www.ujjivansfb.in) and on Service Provider's website at <https://evoting.kfintech.com> within 2 (Two) working days from the conclusion of the AGM and the same shall also be simultaneously communicated to the BSE Limited and the National Stock Exchange of India Limited.

### 2. Information and instructions relating to remote e-voting and e-voting :

a. The members can join the AGM through VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned herein. The Facility to join the Meeting shall be kept open throughout the proceedings of the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not

include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- b. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting. Once the vote on a resolution is casted by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
- c. A member can opt for only single mode of voting per EVEN, i.e., through remote e-voting or e-voting during the Meeting. If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) casted at the Meeting shall be treated as "INVALID".
- d. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e Monday, September 20, 2021 only shall be entitled to avail the facility of remote e-voting or e-voting. A person who is not a member as on the cut-off date should treat the Notice for information purpose only.
- e. Any person who becomes member of the Bank after dispatch of the Notice of the Meeting and holding shares as on the cut-off date may obtain the User ID and password from KFin Tech.
- f. The Bank has opted to provide the same electronic voting system during the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the cut-off date who are attending the Meeting and who have not already casted their vote(s) through remote e-voting.
- g. While all efforts would be made to make the VC/ OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops etc. may at times experience audio/video loss due to fluctuation in their respective networks.

Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.

**3. Procedure for registering the email address and obtaining the Annual Report, AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with RTA (in case of shareholders holding shares in physical form):**

Those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

- a. Members holding shares in Demat form can get their email addresses registered by contacting their respective DP.
- b. Members holding shares in physical form may register their email address and mobile number with KFin Tech by:
  - i. Clicking on <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.
  - ii. Select the Company Name i.e. UJJIVAN SMALL FINANCE BANK LIMITED.
  - iii. Select the Holding type from the drop down i.e. - NSDL / CDSL / Physical.
  - iv. 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.
  - v. 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.
  - vi. In case shares are held in physical form and PAN is not available in the records, please enter any one of the PAN/Share Certificate No. in respect of the shares held by you.
  - vii. Enter the email address and mobile number.
  - viii. System will validate DP ID – Client ID/ Physical Folio No. and PAN / Share certificate No., as the case may be, and send the OTP at the registered Mobile number as well as email address for validation.
  - ix. Enter the OTPs received by SMS and Email to complete the validation

process. OTPs validity will be for 5 minutes only.

- x. The Notice and e-voting instructions along with the User ID and Password will be sent on the email address updated by the Member.
- xi. 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.
- xii. 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 1-800- 309-4001.

#### 4. Procedures for remote E-Voting for Members Holding Equity Shares in Physical Form:

Members, who are holding equity shares of the Bank in physical form, are requested to follow the below instructions for remote e-voting:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- ii. Enter the login credentials provided in the Email and click on Login.
- iii. Password change menu appears when you login for the first time with default password. You will be required to mandatorily change the default password.
- iv. The new password should comprise of 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.,).
- v. Update your contact details like mobile number, email address, etc. if prompted. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

vi. Login again with the new credentials.

- vii. On successful login, the system will prompt you to select the "EVENT" i.e. "Ujjivan Small Finance Bank."
- viii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together shall not exceed your total shareholding as mentioned above. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- ix. Members holding multiple folios may choose to vote differently for each folio / demat account.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "Ok" to confirm or "Cancel" to modify. Once you confirm the voting on the resolution, you will not be allowed to modify your vote thereafter. During the voting period, members can login multiple times and vote until they confirm the voting on the resolution by clicking "Submit".
- xi. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members at <https://evoting.kfintech.com/public/Faq.aspx> or call KFin Tech on 1-800-309-4001 (toll free).

#### 5. Procedure for Login for E-voting and Attending AGM through VC/OAVM 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 address in their Demat accounts in order to access e-Voting facility.

Login method for individual shareholders holding securities in Demat mode is given below:



Individual shareholders holding securities in Demat mode with National Securities Depository Limited ("NSDL")

**A. User already registered for IDeAS facility:**

1. Open <https://eservices.nsdl.com>
2. Click on the "Beneficial Owner" icon under 'IDeAS' section.
3. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"
4. Click on Bank Name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period

**B. User not registered for IDeAS e-Services:**

1. To register, open <https://eservices.nsdl.com> either on a Personal Computer or on a mobile
2. Select "Register Online for IDeAS" Portal or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Proceed with completing the required fields

**C. By visiting the e-Voting website of NSDL:**

1. Open <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile
2. Click on the icon "Login" which is available under 'Shareholder/Member' section
3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold 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 Bank name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period

Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited ("CDSL")

**A. Existing user who have opted for Easi/Easiest**

1. Click at <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com)
2. Click on New System Myeasi
3. Login with user ID and Password
4. After successful login of Easi / Easiest, Option will be made available to reach e-voting page
5. Click on e-voting service provider name to cast your vote

**B. User not registered for Easi/Easiest**

1. Option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
2. Proceed with completing the required fields

**C. By visiting the e-Voting website of CDSL:**

1. Visit at [www.cdslindia.com](http://www.cdslindia.com)
2. Provide Demat Account Number and PAN No
3. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account
4. After successful authentication, user will be provided links for the respective e-voting service provider where the e-voting is in progress

Individual Shareholders (holding securities in Demat mode) login through their depository participants

You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.

Once login, you will be able to see e-Voting option. 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. Click on Bank Name or e-Voting service provider name 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 abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:atevoting@nsdl.co.in">atevoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	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 at 022- 23058738 or 22-23058542-43.

## 6. Instructions and Process for participation through VC/OAVM

- The Bank is providing VC/OAVM facility to its members for participating at the AGM. Members will be able to view the live webcast at <https://emeetings.kfintech.com> by using their e-voting login credentials.
- Members are requested to follow the procedure given below:
  - Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com>.
  - Enter the login credentials (i.e., User ID and password for e-voting).
  - After logging in, click on "Video Conference" option.
  - Then click on camera icon appearing against AGM event of Ujjivan Small Finance Bank Limited, to attend the Meeting.
- Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the above e-voting instructions.
- Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and

clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open from Thursday, September 23, 2021 to Sunday, September 26, 2021. Only those members who are registered will be allowed to express their views or ask questions. The Bank reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

- A video guide assisting the members attending AGM either as a speaker or participant is available for quick reference at <https://emeetings.kfintech.com>.
- Members who need assistance before or during the AGM, can contact KFin Tech on <https://emeetings.kfintech.com> or call on toll free number 1-800- 309-4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.

## EXPLANATORY STATEMENT PURSUANT TO REGULATION 36 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("SEBI LISTING REGULATIONS")

### ITEM NO. 2 TO APPOINT M/S. MUKUND M CHITALE & CO., CHARTERED ACCOUNTANTS AND M/S. B. K. RAMADHYANI & CO. LLP, CHARTERED ACCOUNTANTS AS JOINT STATUTORY AUDITORS OF THE BANK AND TO FIX THEIR REMUNERATION

#### Background

The members of the Bank, in the 3rd Annual General Meeting held on July 12, 2019, had reappointed M/s. MSKA & Associates, Chartered Accountants (FRN: 105047W) as Statutory Auditors of the Bank for the period of 3 (Three) financial years until the conclusion of 6th (Sixth) Annual General Meeting to be held in the FY 2022-23, subject to the annual approval of RBI.

The Reserve Bank of India has issued Guidelines for Appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) on April 27, 2021 ("RBI Guidelines") which mandates the entities, with asset size of Rs. 15,000 Crore and above as at the end of the previous year, to appoint Two Chartered Accountants [Partnership firms/Limited Liability Partnerships (LLPs)] as the Joint Statutory Auditors.

Further, the RBI Guidelines prescribe that in order to protect the independence of the auditors/audit firms, entities will have to appoint the SCAs/SAs for a continuous period of three years, subject to the firms satisfying the

eligibility norms each year. Further, Commercial Banks (excluding RRBs) will be required to take prior approval of RBI for appointment/reappointment of SCAs/SAs, on an annual basis.

In view of the above RBI Guidelines, the Bank has adopted a Policy for Appointment of Statutory Auditors of the Bank ('Policy'). Accordingly, in terms of the RBI Guidelines and the Policy of the Bank, the Bank is required to have two Statutory Auditors to act as the Joint Statutory Auditors.

#### **Conclusion of tenure of M/s. MSKA & Associates, Chartered Accountants (FRN: 105047W) as statutory auditors of the Bank**

In compliance with aforesaid RBI Guidelines and Policy of the Bank, M/s. MSKA & Associates, Chartered Accountants (FRN: 105047W) shall conclude their tenure as statutory auditors in this AGM. The Bank has received a letter dated August 13, 2021 from M/s. MSKA & Associates, Chartered Accountants expressing their ineligibility to be re-appointed as Statutory Auditors of the Bank for the Financial Year 2021-22 pursuant to the aforesaid RBI Guidelines.

#### **Appointment of Joint Statutory Auditors**

The Audit Committee and the Board of Directors of the Bank had shortlisted four Chartered Accountants Firms and the Bank had made an application to RBI for their appointment as the Joint Statutory Auditors for a continuous period of three years.

The RBI, vide its letter dated July 20, 2021, has approved the appointment of M/s. Mukund M Chitale & Co., Chartered Accountants (FRN 106655W) and M/s. B. K. Ramadhyani & Co. LLP, Chartered Accountants (FRN 002878S/ S200021), as the Joint Statutory Auditors of the Bank for their first year i.e Financial Year 2021-22.

#### **Profile**

##### **M/s. Mukund M Chitale & Co., Chartered Accountants (FRN 106655W)**

M/s. Mukund M Chitale & Co. is a firm of chartered accountants with professional standing of more than 47 years. It was established in 1973. The Firm is engaged in providing auditing, taxation and advisory services. It has experience in auditing listed companies, public sector undertakings, banks, insurance companies, mutual funds, private equity funds and other entities in the financial and non-financial sectors. The Firm has been awarded the Peer Review Certificate issued by The Institute of Chartered Accountants of India. It has offices in Mumbai and Pune and serves clients across India.

##### **M/s. B. K. Ramadhyani & Co. LLP, Chartered Accountants (FRN 002878S/ S200021)**

M/s. B. K. Ramadhyani and Co. LLP is a firm of chartered accountants with over 80 years of professional standing. The firm renders a range of services including assurance engagements, direct and indirect tax services, corporate law consultancy and support services for accounting,

compliance and MIS functions. It services both Indian and multinational companies and has clients across several key business verticals like manufacturing, retail, technology, real estate, mining, hospitality, banking, insurance etc. It has extensive experience in the BFSI segment having carried out assurance engagements for several nationalized and private sector banks, insurance companies, stock exchange and other financial services companies. The Firm holds a valid peer review certificate issued by the Institute of Chartered Accountants of India.

#### **Eligibility**

The Bank has received all the necessary eligibility declarations from M/s. Mukund M Chitale & Co., Chartered Accountants (FRN: 106655W) and M/s. B. K. Ramadhyani & Co. LLP, Chartered Accountants (FRN: 002878S/S200021) certifying that they meet all the eligibility criteria as envisaged under Section 141 of the Companies Act, 2013 and RBI Guidelines. They have also conveyed their consent to act as Joint Statutory Auditors of the Bank.

#### **Terms of Appointment and Fee/Remuneration**

Further to the recommendation of the Audit Committee, the Board has approved the payment of a fee of Rs. 80 Lakhs per annum plus applicable taxes and out of pocket expenses for the Financial Year 2021-22.

The fee may be allocated by the Bank between the joint Statutory Auditors, as may be mutually agreed between the Bank and the said joint statutory auditors, depending upon their respective scope of work and additional certification fees, out of pocket expenses, outlays and taxes as applicable, with the power to the Board/ Audit Committee to alter and vary the terms of remuneration during the current tenure of joint Statutory Auditors, etc.

Pursuant to Section 142 of the Companies Act, 2013 and RBI Guidelines, the Audit Committee and the Board be authorized to vary/modify/revise including making any upward revisions, if required, and finalize the remuneration payable to Joint Statutory Auditors for conducting statutory audit and other services including but not limited to Tax Audit, Long Form of Audit Report, GST Audit etc, issue of various certificates/certifications as may be required from time to time.

The terms of appointment of Joint Statutory Auditors of the Bank shall be in accordance with the applicable terms and conditions prescribed under the Companies Act, 2013, RBI Guidelines and other applicable laws.

The Audit Committee and the Board be authorized to determinate the scope of work, roles and responsibilities of the respective Joint Statutory Auditors, to modify the terms and condition of appointment and/or remuneration and to avail such other services as may be required from Joint Statutory Auditors from time to time in accordance with the applicable laws.

#### **Tenure and Interest of Directors/KMPs**

The Audit Committee and the Board recommend their appointment as Joint Statutory Auditors of the Bank for

the period of 3 (Three) consecutive financial years until the conclusion of 8th (Eight) Annual General Meeting of the Bank to be held in the Financial Year 2024-25, subject to approval of RBI on annual basis from next financial year, as the RBI has accorded its approval for the Financial Year 2021-22, and fulfillment of eligibility conditions, on a yearly basis, prescribed in the Companies Act, 2013 and RBI Guidelines and other applicable provisions of Banking Regulation Act, 1949 and applicable circular issued by RBI in this regard from time to time.

Since the appointment of M/s. Mukund M Chitale & Co., Chartered Accountants (FRN: 106655W) and M/s. B. K. Ramadhyan & Co. LLP, Chartered Accountants (FRN: 002878S/S200021) as the Joint Statutory Auditors is proposed, as mandated by the RBI Guidelines, in place of the existing Statutory Auditors, M/s. MSKA & Associates, Chartered Accountants (FRN: 105047W), no special notice is required under Section 140 (4) of the Companies Act, 2013 for moving resolution no. 2 of this Notice.

The Board recommends the passing of the Resolution at Item No.2 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.

**EXPLANATORY STATEMENT 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 SEBI LISTING REGULATIONS**

**ITEM NO. 3  
TO APPOINT MS. RAJNI ANIL MISHRA (DIN: 08386001)  
AS AN INDEPENDENT DIRECTOR OF THE BANK**

**Background**

The Board of Directors ("Board") of the Bank, on the recommendation of the Nomination and Remuneration Committee, had appointed Ms. Rajni Anil Mishra (DIN: 08386001) as an Additional Director (Independent) of the Bank w.e.f. December 16, 2020 to hold office up to date of this AGM.

**Rationale for Appointment**

Ms. Rajni Anil Mishra has been a career banker for nearly four decades, with State Bank of India as well as its Associate Banks where she has handled varied assignments and diverse portfolios, gaining exposure in

Branch Administration, Corporate Credit, Forex Treasury, Vigilance, Audit & Inspection etc. She is the Chairperson and Independent Director on the Board of M/s NCL Buildtek Limited, Hyderabad, a leading manufacturer of building materials and a Group Company of M/s NCL Industries (erstwhile Nagarjuna Cement Limited). She has completed M. Com (Gold Medalist) from M S University, Vadodara.

Considering her expertise in the Banking Industry, Accountancy, Finance, Agriculture and Rural economy, Small Scale Industry, Risk Management, Human Resources, Business Management, Credit Recovery & Treasury Management, 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), 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. Rajni Anil Mishra is given below:

Name of Director	Rajni Anil Mishra
Date of Birth and Age	January 23, 1957 64 years
Date of first appointment on the Board	December 16, 2020
Qualifications	M.Com (Gold Medalist), M S University, Vadodara
Brief resume including experience	She has been a career banker for nearly four decades, with State Bank of India as well as its Associate Banks where she has handled varied assignments and diverse portfolios, gaining exposure in Branch Administration, Corporate Credit, Forex Treasury, Vigilance, Audit & Inspection etc. She is the Chairperson and Independent Director on the Board of M/s NCL Buildtek Limited, Hyderabad, a leading manufacturer of building materials and a Group Company of M/s NCL Industries (erstwhile Nagarjuna Cement Limited).

Name of Director	Rajni Anil Mishra
Expertise in specific Functional Areas	<ul style="list-style-type: none"> <li>Banking</li> <li>Accountancy</li> <li>Finance</li> <li>Agriculture and Rural economy</li> <li>Small Scale Industry</li> <li>Risk Management</li> <li>Human Resources</li> <li>Business Management</li> <li>Credit Recovery &amp; Treasury Management</li> </ul>
Directorship held in other Companies	NCL Buildtek Limited (erstwhile Nagarjuna Cement Limited)
Board Committees membership/ chairpersonship in other Companies	<b>NCL Buildtek Limited</b> Audit Committee Chairperson Corporate Social Responsibility Committee Chairperson She is also a Chairperson of the Board
Relationship with other directors and Key Managerial Personnel of the Bank	None
No. of Board Meetings attended during the FY 2020-21	Eligible: 3 Attended: 3
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 December 16, 2020 up to December 15, 2023
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 2020-21	Rs. 4,25,000 was paid during the FY 2020-21 as sitting fees for attending the Board and Board committee meetings

### Recommendation and Interest of Directors/KMPs

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

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

### ITEM NO. 4

#### TO APPOINT MR. BANAVAR ANANTHARAMAIAH PRABHAKAR (DIN: 02101808) AS AN INDEPENDENT DIRECTOR OF THE BANK

#### Background

The Board of Directors ("Board") of the Bank, on the recommendation of the Nomination and Remuneration Committee, had appointed Mr. Banavar Anantharamaiah Prabhakar (DIN: 02101808) as an Additional Director (Independent) of the Bank w.e.f. August 20, 2021 to hold office up to date of this AGM.

Further, the Board, on the recommendation of the Nomination and Remuneration Committee, in its meeting held on August 25, 2021, has appointed him as the Part-Time Chairman of the Bank, subject to the approval of Reserve Bank of India, for the period co-terminus with his tenure as Additional Director/Independent Director or such other tenure as may be approved by Reserve Bank of India.

#### Rationale for Appointment

Mr. Prabhakar possesses about 37 years of experience of serving various banks. He carries experience of various positions from banks such as Bank of India, Andhra Bank and Bank of Baroda. He retired as Chairman and Managing Director of Andhra Bank in August, 2013 and has also served as the Executive Director of Bank of India.

He served on various boards representing the banks he had worked with. He was on the Board of Karnataka Bank Ltd. as an Independent Director for five years and on the Board of Canara HSBC OBC Life Insurance Co. Ltd, for 6 years from 2015 to 2021.

He is a Commerce graduate from the University of Mysore and a Chartered Accountant from ICAI.

He is presently on the Board of L&T Finance Holdings Limited, National Securities Depository Limited, ASREC (India) Limited and Conatus Finserve Private Limited. He is presently the Chairman of National Securities Depository Limited.

Considering his expertise in the Banking Industry, Accountancy, Finance, Agriculture and Rural economy, Small Scale Industry, Risk Management, Human Resources, Business Management, Credit Recovery & Treasury Management, it would be in the interest of the Bank to have him on the Bank's Board.

#### Eligibility and Disclosures

He 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), 2014 and Regulation 16(1)(b) of SEBI Listing Regulations and he is eligible for appointment as an Independent Director of the Bank.

He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and other applicable laws. 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 Conducts 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 Independent Director.

The Nomination and Remuneration Committee and the Board had reviewed his profile and found him 'fit and

proper' in terms of RBI's Circular on 'Fit and proper' criteria for directors of banks and recommended his 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 Mr. Banavar Anantharamaiah Prabhakar is given below:

<b>Name of Director</b>	<b>Banavar Anantharamaiah Prabhakar</b>																																
Date of Birth and Age	August 04, 1953 68 years																																
Date of first appointment on the Board	August 20, 2021																																
Qualifications	<ul style="list-style-type: none"> <li>Chartered Accountant from the Institute of Chartered Accountants of India</li> <li>Commerce Graduate from University of Mysore</li> </ul>																																
Brief resume including experience	He possesses about 37 years of experience of serving various banks. He carries experience of various positions from banks such as Bank of India, Andhra Bank and Bank of Baroda. He retired as Chairman and Managing Director of Andhra Bank in August, 2013 and has also served as the Executive Director of Bank of India. He served on various boards representing the banks he had worked with. He was on the Board of Karnataka Bank Ltd. as an Independent Director for five years and on the Board of Canara HSBC OBC Life Insurance Co. Ltd, for 6 years from 2015 to 2021.																																
Expertise in specific Functional Areas	<ul style="list-style-type: none"> <li>Banking</li> <li>Finance</li> <li>Accountancy</li> <li>Agriculture and Rural economy</li> <li>Small Scale Industry</li> <li>Risk Management</li> <li>Human Resources</li> <li>Business Management</li> <li>Credit, Recovery &amp; Treasury Management</li> </ul>																																
Directorship held in other Companies	<ol style="list-style-type: none"> <li>L&amp;T Finance Holdings Limited</li> <li>National Security Depositories Limited</li> <li>ASREC (India) Limited</li> <li>Conatus Finserve Private Limited</li> </ol>																																
Board Committees membership/ chairpersonship in other Companies	<p><b>National Security Depository Limited</b></p> <table border="1"> <tr><td>Audit Committee</td><td>Member</td></tr> <tr><td>Nomination and Remuneration Committee</td><td>Member</td></tr> <tr><td>Corporate Social Responsibility Committee</td><td>Chairman</td></tr> <tr><td>Member Committee</td><td>Chairman</td></tr> <tr><td>Standing Committee on Technology</td><td>Member</td></tr> <tr><td>Advisory Committee</td><td>Chairman</td></tr> <tr><td>Stakeholders Relationship Committee</td><td>Member</td></tr> <tr><td>Pricing Committee</td><td>Chairman</td></tr> <tr><td>Regulatory Oversight Committee</td><td>Chairman</td></tr> <tr><td>IPO Committee</td><td>Chairman</td></tr> </table> <p><b>L&amp;T Finance Holdings Limited</b></p> <table border="1"> <tr><td>Risk Management Committee</td><td>Chairman</td></tr> </table> <p><b>ASREC(India)Limited</b></p> <table border="1"> <tr><td>Audit Committee</td><td>Chairman</td></tr> <tr><td>Nomination and Remuneration Committee</td><td>Member</td></tr> <tr><td>Acquisition Committee</td><td>Member</td></tr> <tr><td>Resolution Committee</td><td>Member</td></tr> <tr><td>CSR Committee</td><td>Member</td></tr> </table>	Audit Committee	Member	Nomination and Remuneration Committee	Member	Corporate Social Responsibility Committee	Chairman	Member Committee	Chairman	Standing Committee on Technology	Member	Advisory Committee	Chairman	Stakeholders Relationship Committee	Member	Pricing Committee	Chairman	Regulatory Oversight Committee	Chairman	IPO Committee	Chairman	Risk Management Committee	Chairman	Audit Committee	Chairman	Nomination and Remuneration Committee	Member	Acquisition Committee	Member	Resolution Committee	Member	CSR Committee	Member
Audit Committee	Member																																
Nomination and Remuneration Committee	Member																																
Corporate Social Responsibility Committee	Chairman																																
Member Committee	Chairman																																
Standing Committee on Technology	Member																																
Advisory Committee	Chairman																																
Stakeholders Relationship Committee	Member																																
Pricing Committee	Chairman																																
Regulatory Oversight Committee	Chairman																																
IPO Committee	Chairman																																
Risk Management Committee	Chairman																																
Audit Committee	Chairman																																
Nomination and Remuneration Committee	Member																																
Acquisition Committee	Member																																
Resolution Committee	Member																																
CSR Committee	Member																																
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 2020-21	Eligible: 0 Attended: 0																																
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 August 20, 2021 up to August 19, 2024 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 Sought to be paid																																	
Remuneration Last drawn during the FY 2020-21	Nil																																

### Recommendation and Interest of Directors/KMPs

The Board of the Bank recommends the passing of the Resolution at Item No.4 as an Ordinary Resolution.

Except Mr. Banavar Anantharamaiah Prabhakar, none of the Directors or Key Managerial Personnel of the Bank or their relatives are concerned or interested in the proposed resolution.

### ITEM NO. 5

#### TO APPOINT MR. RAJESH KUMAR JOGI (DIN: 03341036) AS AN INDEPENDENT DIRECTOR OF THE BANK

#### Background

The Board of Directors ("Board") of the Bank, on the recommendation of the Nomination and Remuneration committee, had appointed Mr. Rajesh Kumar Jogi (DIN: 03341036) as an Additional Director (Non-Executive, Non-Independent) of the Bank w.e.f. March 13, 2021 to hold office up to date of this AGM.

Further, his category of directorship was re-categorised from Additional Director (Non-Executive, Non-Independent) to Additional Director (Independent) w.e.f. August 25, 2021.

#### Rationale for Appointment

Mr. Rajesh Kumar Jogi is a seasoned risk management professional and has over 27 years of experience in banking, which includes 10 years with NatWest Group India (erstwhile Royal Bank of Scotland) and 17 years with Citibank N.A. He held the position of Head of Risk for India and also led Asia Pacific Risk for the NatWest Group from 2016 to 2017 where he was responsible for all risk disciplines across NatWest Group India and has been a member of the Bank's Executive Committees in India. He has also held Executive Directorship positions on the Boards of various NatWest Group India legal entities and he was also the Chief Risk Officer at RBS Bank (India). Mr. Jogi is a Chartered Accountant and has completed Advanced Management Program from Harvard Business School.

Considering his experience and expertise in Risk Management, Accountancy, Finance, Economics, Taxation Laws, Corporate Laws, SEBI related Laws/Regulations, RBI Regulations, it would be in the interest of the Bank to have him on the Bank's Board.

#### Eligibility and Disclosures

He 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), 2014 and Regulation 16(1)(b) of SEBI Listing Regulations and he is eligible for appointment as an Independent Director of the Bank.

He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and other applicable laws. 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 Conducts 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 Independent Director.

The Nomination and Remuneration Committee and the Board had reviewed his profile and found him 'fit and proper' in terms of RBI's Circular on 'Fit and proper' criteria for directors of banks and recommended his 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 Mr. Rajesh Kumar Jogi is given below:

Name of Director	Rajesh Kumar Jogi
Date of Birth and Age	March 04, 1968 53 years
Date of first appointment on the Board	March 13, 2021
Qualifications	1. Chartered Accountant 2. Advanced Management Program, Harvard Business School 3. B.A. (Economics)
Brief resume including experience	Mr. Rajesh Kumar Jogi is a seasoned risk management professional and has over 27 years of experience in banking, which includes 10 years with NatWest Group India (erstwhile Royal Bank of Scotland) and 17 years with Citibank N.A. He held the position of Head of Risk for India and also led Asia Pacific Risk for the NatWest Group from 2016 to 2017 where he was responsible for all risk disciplines across NatWest Group India and has been a member of the Bank's Executive Committees in India. He has also held Executive Directorship positions on the Boards of various NatWest Group India legal entities and he was also the Chief Risk Officer at RBS Bank (India).
Expertise in specific Functional Areas	<ul style="list-style-type: none"><li>• Accountancy</li><li>• Finance</li><li>• Economics</li><li>• Risk Management</li><li>• Taxation Laws</li><li>• Corporate Laws</li><li>• SEBI related Laws/Regulations</li><li>• RBI Regulations</li></ul>

Directorship held in other Companies	1. Xander Finance Private Limited 2. Wealthfusion Ltd (Company incorporated outside India (UK))
Board Committees membership/ chairpersonship in other Companies	<b>Xander Finance Private Limited</b> Audit Committee Chairman Nomination and Remuneration Committee Member Corporate Social Responsibility Committee Member Risk Management Committee Chairman Internal Complaint Committee Member Vigilance and Ethics Committee Member Credit Committee Member
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 2020-21	Eligible: 1 Attended: 1
Terms and conditions of appointment	Appointment as an Independent Director, not liable to retire by rotation, for a term of 2.5 (Two and Half) consecutive years commencing from August 25, 2021 up to March 24, 2024
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 2020-21	Rs. 75,000 was paid during the FY 2020-21 as sitting fees for attending the Board meeting

### Recommendation and Interest of Directors/KMPs

The Board of the Bank recommends the passing of the Resolution at Item No. 5 as an Ordinary Resolution.

Except Mr. Rajesh Kumar Jogi, none of the Directors or Key Managerial Personnel of the Bank or their relatives are concerned or interested in the proposed resolution.

### ITEM NO. 6

#### TO APPOINT MR. RAVICHANDRAN VENKATARAMAN (DIN: 02064557) AS AN INDEPENDENT DIRECTOR OF THE BANK

#### Background

The Board of Directors ("Board") of the Bank, on the recommendation of the Nomination and Remuneration Committee, had appointed Mr. Ravichandran Venkataraman (DIN: 02064557) as an Additional Director (Independent) of the Bank w.e.f. August 20, 2021 to hold office up to date of this AGM.

#### Rationale for Appointment

Mr. Ravichandran Venkataraman is a global leader with a track record spanning 30+ years having worked in India, London and Bahrain. He moved from Banking to shared services and is currently into education and consulting. He brings a strong business background and having worked with top Business Leaders in over 100 countries.

He is the Founder-Director of Smrti Academy, a K-12 School and Floretz Academy, a Montessori School.

He is the Chairperson of eVidyaloka Trust, a not-for-profit social enterprise into remote education for rural children in India. eVidyaloka currently operates digital classrooms, mobile applications and teachings through television in 155 districts across 11 States to teach 25 Lakhs children.

He is the Founder-CEO of Alive Consulting that is into Leadership Development and Design Thinking. He

mentors senior leaders (including CEOs) and also conduct workshops.

Earlier, in his role as Senior Vice President of HP's Global Business Services, he was responsible for developing the company's shared services strategy and its global operating model. He led a team of 18,000 people spread across 14 global centers and co-located in 58 countries.

He joined Hewlett Packard from ANZ Bank's global back office where he was the Managing Director, responsible for managing a team of over 5,000 in technology and operations.

Prior to that, he was Vice-President – Corporate and Investment Banking at Bank Muscat and was part of the leadership group that set up the Bank in India.

He has completed FCCA from United Kingdom, ACMA from United Kingdom, Program for CFOs with Wharton Business School, USA and is also a B. Com graduate.

Considering his experience and expertise in Banking, Information Technology, Finance, Accountancy and Business Management, it would be in the interest of the Bank to have him on the Bank's Board.

#### Eligibility and Disclosures

He 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), 2014 and Regulation 16(1)(b) of SEBI Listing Regulations and he is eligible for appointment as an Independent Director of the Bank.

He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and other applicable laws. 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 Conducts 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 Independent Director.

The Nomination and Remuneration Committee and the Board had reviewed his profile and found him 'fit and

proper' in terms of RBI's Circular on 'Fit and proper' criteria for directors of banks and recommended his 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 Mr. Ravichandran Venkataraman (DIN: 02064557) is given below:

Name of Director	Ravichandran Venkataraman
Date of Birth and Age	March 22, 1962 59 years
Date of first appointment on the Board	August 20, 2021
Qualifications	<ul style="list-style-type: none"> <li>FCCA (UK)</li> <li>ACMA (UK)</li> <li>Bachelor of Commerce from Bangalore University</li> </ul>
Brief resume including experience	<p>Mr. Ravichandran Venkataraman is a global leader with a track record spanning 30+ years having worked in India, London and Bahrain. He moved from Banking to shared services and is currently into education and consulting. He brings a strong business background and having worked with top Business Leaders in over 100 countries.</p> <p>He is the Founder-Director of Smrti Academy, a K-12 School and Floretz Academy, a Montessori School.</p> <p>He is the Chairperson of eVidyaloka Trust, a not-for-profit social enterprise into remote education for rural children in India. eVidyaloka currently operates digital classrooms, mobile applications and teachings through television in 155 districts across 11 States to teach 25 Lakhs children.</p> <p>He is the Founder-CEO of Alive Consulting that is into Leadership Development and Design Thinking. He mentors senior leaders (including CEOs) and also conduct workshops.</p> <p>Earlier, in his role as Senior Vice President of HP's Global Business Services, he was responsible for developing the company's shared services strategy and its global operating model. He led a team of 18,000 people spread across 14 global centers and co-located in 58 countries.</p> <p>He joined Hewlett Packard from ANZ Bank's global back office where he was the Managing Director, responsible for managing a team of over 5,000 in technology and operations.</p> <p>Prior to that, he was Vice-President – Corporate and Investment Banking at Bank Muscat and was part of the leadership group that set up the Bank in India.</p>
Expertise in specific Functional Areas	<ul style="list-style-type: none"> <li>Banking</li> <li>Information Technology</li> <li>Finance, Accountancy</li> <li>Business Management</li> </ul>
Directorship held in other Companies	<ol style="list-style-type: none"> <li>Smrti Academy Private Limited</li> <li>Floretz Academy Private Limited</li> <li>Outpost Visual Effects Private Limited (Under Process of Incorporation)</li> </ol>
Board Committees membership/ chairpersonship in other Companies	None
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 2020-21	Eligible: 0 Attended: 0
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 August 20, 2021 up to August 19, 2024
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 2020-21	Nil

## Recommendation and Interest of Directors/KMPs

The Board of the Bank recommends the passing of the Resolution at Item No.6 as an Ordinary Resolution.

Except Mr. Ravichandran Venkataraman, none of the Directors or Key Managerial Personnel of the Bank or their relatives are concerned or interested in the proposed resolution.

### ITEM NO. 7

#### TO APPOINT MR. SAMIT KUMAR GHOSH (DIN: 00185369) AS A DIRECTOR (NON-EXECUTIVE, NON-INDEPENDENT) OF THE BANK

#### Background

The Board of Directors ("Board") of the Bank, on the recommendation of the Nomination and Remuneration Committee, had appointed Mr. Samit Kumar Ghosh (DIN: 00185369), as an Additional Director (Non-Executive, Non-Independent) of the Bank w.e.f. August 20, 2021 to hold office up to date of this AGM.

#### Rationale for Appointment

Mr. Samit Kumar Ghosh is the Non-Executive Director and Chairman of Ujjivan Financial Services Limited ("UFSL"). He founded the UFSL in 2004 and served as its MD & CEO until January 31, 2017. With the approval of the Reserve Bank of India, he was designated and took charge as the MD & CEO of Ujjivan Small Finance Bank Limited effective from February 01, 2017 and he retired on November 30, 2019 from this position on attaining the age of 70 years.

He is a career banker with over 30 years of experience in India & overseas with a specialization in retail banking. He was part of the management team which launched retail banking with Citibank in 1985, Standard Chartered Bank in 1993 and HDFC bank in 1996 and his last employment prior to founding UFSL was in Bank Muscat.

Considering his experience, expertise in Banking, Strategic Planning, Payment and Settlement System, Business Management, Agriculture and Rural Economy, Risk Management, Human Resources; Small Scale Industry, Micro Finance, Housing and MSE Business and prior association with the Bank, it would be in the interest of the Bank to have him on the Bank's Board.

#### Eligibility and Disclosures

He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and other applicable laws. 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 Conducts 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 (Non-Executive, Non-Independent).

The Nomination and Remuneration Committee and the Board had reviewed his profile and found him 'fit and proper' in terms of RBI's Circular on 'Fit and proper' criteria for directors of banks and recommended his appointment as a Director (Non-Executive, Non-Independent) 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 Mr. Samit Kumar Ghosh is given below:

Name of Director	Samit Kumar Ghosh
Date of Birth and Age	December 01, 1949 71 Years
Date of first appointment on the Board	July 04, 2016
Qualifications	MBA from Wharton School of Business at the University of Pennsylvania
Brief resume including experience	Mr. Samit Kumar Ghosh is the Non-Executive Director and Chairman of Ujjivan Financial Services Limited ("UFSL"). He founded the UFSL in 2004 and served as its MD & CEO until January 31, 2017. With the approval of the Reserve Bank of India, he was designated and took charge as the MD & CEO of Ujjivan Small Finance Bank Limited effective from February 01, 2017 and he retired on November 30, 2019 from this position on attaining the age of 70 years.
Expertise in specific Functional Areas	He is a career banker with over 30 years of experience in India & overseas with a specialization in retail banking. He was part of the management team which launched retail banking with Citibank in 1985, Standard Chartered Bank in 1993 and HDFC bank in 1996 and his last employment prior to founding UFSL was in Bank Muscat. <ul style="list-style-type: none"><li>• Banking</li><li>• Strategic Planning</li><li>• Payment and Settlement System</li><li>• Business Management</li><li>• Agriculture and Rural Economy</li><li>• Risk Management, Human Resources</li><li>• Small Scale Industry</li><li>• Micro Finance, Housing and MSE Business</li></ul>
Directorship held in other Companies	1. Ujjivan Financial Services Limited 2. Parinaam Foundation

Board Committees membership/ chairpersonship in other Companies	<b>Ujjivan Financial Services Limited</b>
	1. Audit Committee Member
	2. Nomination and Remuneration Committee Member
	3. CSR Committee Member
	4. Risk Management Committee Member
	5. IT Strategy Committee Member
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)	Holds 35,47,143 equity shares of the Bank
	Further, hold 1 equity share of the Bank for and on behalf of Ujjivan Financial Services Limited
No. of Board Meetings attended during the FY 2020-21	Eligible: 0
Terms and conditions of appointment	Attended: 0
Remuneration Sought to be paid	Appointment as a Director (Non-Executive, Non-Independent, liable to retire by rotation, for term of 3 (Three) consecutive years commencing from August 20, 2021
Remuneration Last drawn during the FY 2020-21	Sitting fees, and reimbursed expenses for attending Board and Board committee meetings as per Article of Association of the Bank, as may be approved by the Board from time to time in accordance with the applicable laws
	Nil

### Recommendation and Interest of Directors/KMPs

The Board of the Bank recommends the passing of the Resolution at Item No. 7 as an Ordinary Resolution.

Except Mr. Samit Kumar Ghosh, none of the Directors or Key Managerial Personnel of the Bank or their relatives are concerned or interested in the proposed resolution.

### ITEM NO.8

#### TO APPOINT MS. SUDHA SURESH (DIN: 06480567) AS A DIRECTOR (NON-EXECUTIVE, NON-INDEPENDENT) OF THE BANK

#### Background

The Board of Directors ("Board") of the Bank, on the recommendation of the Nomination and Remuneration Committee, had appointed Ms. Sudha Suresh (DIN: 06480567) as an Additional Director (Non-Executive, Non-Independent) of the Bank w.e.f August 20, 2021 to hold office up to date of this AGM.

#### Rationale for Appointment

Ms. Sudha Suresh is a finance professional with a rich experience of more than two decades in private and public companies & a decade as practicing chartered accountant. Her areas of expertise include Fiscal management, IPO, Corporate Governance & Compliance, NBFC (ND-SI) Regulatory compliances, Internal Audit & Controls, Risk & ALM and Audit of Bank branches. She is the founding partner of S. Rao & Associates, Chartered Accountants, Bangalore. She is also the founder of Mani Capital, a financial consulting firm whose objective is to leverage the knowledge, experience, skills, and network developed over three decades to provide clients with strategic insights and solutions that accelerate growth.

She was the Managing Director and CEO (2017 - 2018) and Chief Financial Officer (2008 – 2017) of Ujjivan Financial Services Limited. Prior to this, she has served as CFO/ Finance Head for many companies.

Details of Membership with other Professional /Social Bodies:

- Life Member of Association of Women Entrepreneurs of Karnataka
- Life Member of the Karnataka State Chartered Accountants Association
- Member of Institute of Directors

Considering her experience and expertise in Accountancy, Taxation, Finance, Corporate Governance, Taxation Laws, Corporate Laws, SEBI related Laws, Regulations, RBI Regulations, and Treasury Management etc., it would be in the interest of the Bank to have her on the Bank's Board.

#### Eligibility and Disclosures

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 Director (Non-Executive, Non-Independent).

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 a Director (Non-Executive, Non-Independent) 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. Sudha Suresh is given below:

<b>Name of Director</b>	<b>Sudha Suresh</b>
Date of Birth and Age	December 21, 1963 57 years
Date of first appointment on the Board	August 20, 2021
Qualifications	<ol style="list-style-type: none"> <li>Chartered Accountant from the Institute of Chartered Accountants of India</li> <li>Company Secretary from the Institute of Company Secretaries of India</li> <li>Grad ICWA from the Institute of Cost &amp; Work Accountants of India</li> <li>B. Com (H)</li> </ol>
Brief resume including experience	<p>Ms. Sudha Suresh is a finance professional with a rich experience of more than two decades in private and public companies &amp; a decade as practicing chartered accountant. Her areas of expertise include Fiscal management, IPO, Corporate Governance &amp; Compliance, NBFC (ND-SI) Regulatory compliances, Internal Audit &amp; Controls, Risk &amp; ALM and Audit of Bank branches. She is the founding partner of S. Rao &amp; Associates, Chartered Accountants, Bangalore. She is also the founder of Mani Capital, a financial consulting firm whose objective is to leverage the knowledge, experience, skills, and network developed over three decades to provide clients with strategic insights and solutions that accelerate growth.</p> <p>She was the Managing Director and CEO (2017 - 2018) and Chief Financial Officer (2008 – 2017) of Ujjivan Financial Services Limited. Prior to this, she has served as CFO/ Finance Head for many companies.</p> <p>Details of Membership with other Professional /Social Bodies:</p> <ol style="list-style-type: none"> <li>Life Member of Association of Women Entrepreneurs of Karnataka</li> <li>Life Member of the Karnataka State Chartered Accountants Association</li> <li>Member of Institute of Directors</li> </ol>
Expertise in specific Functional Areas	<ul style="list-style-type: none"> <li>Accountancy</li> <li>Taxation</li> <li>Finance</li> <li>Corporate Governance</li> <li>Taxation Laws</li> <li>Corporate Laws</li> <li>SEBI related Laws and Regulations</li> <li>RBI Regulations</li> <li>Treasury Management etc.</li> </ul>
Directorship held in other Companies	None
Board Committees membership/ chairpersonship in other Companies	None
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)	Holds 1 equity share of the Bank for and on behalf of Ujjivan Financial Services Limited
No. of Board Meetings attended during the FY 2020-21	Eligible: 0 Attended: 0
Terms and conditions of appointment	Appointment as a Director (Non-Executive, Non-Independent), liable to retire by rotation, for term of 3 (Three) consecutive years commencing from August 20, 2021
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 2020-21	Nil

### Recommendation and Interest of Directors/KMPs

The Board of the Bank recommends the passing of the Resolution at Item No. 8 as an Ordinary Resolution.

Except Ms. Sudha Suresh, 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:** August 25, 2021