

USFB/CS/SE/2020-21/38

Date: September 03, 2020

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
Mumbai – 400 001

Symbol: UJJIVANSFB

Scrip Code: 542904

Dear Sir/Madam,

Sub: Outcome and Proceeding of the 4th Annual General Meeting (“AGM or Meeting”) of Ujjivan Small Finance Bank Limited (“Bank”)

We are pleased to inform you that the 4th AGM of the Bank was held on September, 02, 2020 at 3:30 P.M. IST through Video Conferencing/Other Audio Visual Means in compliance with applicable provisions of the Companies Act, 2013 and rules made thereunder read with General Circular numbers 14/2020, 17/2020, 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020 respectively, issued by the Ministry of Corporate Affairs and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India to transact the businesses specified in the Notice of the 4th AGM.

Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the following:

1. Outcome the 4th AGM held on Wednesday, September 02, 2020 at 03.30 P.M. as Annexure-1
2. Proceeding of the 4th AGM held on Wednesday, September 02, 2020 at 03.30 P.M. as Annexure-2

This intimation shall also be available on the website of the Bank 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

Ujjivan Small Finance Bank Ltd.

Registered Office: Plot No. 2364/ 8, Khampur Raya Village, Shadi Kampur, Main Patel Road, New Delhi – 110008.

Tel: +91 11 30432121, Fax: +91 11 30432111.

Head Office: Grape Garden, No. 27, 3rd A Cross, 18th Main, Koramangala, 6th Block, Bengaluru - 560 095.

Tel: +91 80 40712121, Fax: +91 80 41468700.

CIN: L65110DL2016PLC302481 **W** www.ujjivansfb.in **E** ujjivan.blr@ujjivan.com

Annexure-1**Outcome of the 4th AGM held on Wednesday, September 02, 2020 at 03.30 P.M****1. Change in designation of Mr. Umang Bedi from Additional Director (Independent) to Director (Independent)/Independent Director**

The Board of Directors had appointed Mr. Umang Bedi (DIN: 02432920), at their meeting held on March 23, 2020, as an Additional Director (Independent) of the Bank w.e.f April 01, 2020 to hold office up to the date of the 4th AGM of the Bank.

Further, Members of the Bank have accorded their approval, at the 4th AGM of the Bank, for his appointment as Director (Independent)/ Independent Director for a term of 5 (Five) consecutive years commencing April 01, 2020 up to March 31, 2025 and he shall not be liable to retire by rotation.

2. Reappointment of Mr. Jayanta Kumar Basu (DIN: 01268046) as Non-Executive, Non-Independent Director

Mr. Jayanta Kumar Basu was a Director (Non-Executive, Non-Independent) of the Bank and pursuant to the provisions of the Section 152 of the Companies Act, 2013, he was liable to retire by rotation at the 4th AGM.

Members of the Bank have accorded their approval, at the 4th AGM of the Bank, for his reappointment as a Director (Non-Executive, Non-Independent) and he shall be liable to retire by rotation as per Section 152 of the Companies Act, 2013.

3. Shifting/Change of Place/Location of the Registered Office of the Bank from New Delhi, the National Capital Territory of Delhi to Bengaluru in the State of Karnataka and Consequent Alteration of Memorandum of Association of the Bank

Members of the Bank have accorded their approval, at the 4th AGM of the Bank, for shifting/change of place/location of the Registered Office of the Bank and the consequent alteration to Clause II of the Memorandum of Association of the Bank.

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Annexure-2**Proceeding of the 4th AGM held on Wednesday, September 02, 2020 at 03.30 P.M.**

1. The 4th AGM of Members of the Bank was held on September, 02, 2020 at 3:30 P.M. IST through Video Conferencing/Other Audio Visual Means (“VC/OAVM”) in compliance with applicable provisions of the Companies Act, 2013 and rules made thereunder read with General Circular numbers 14/2020, 17/2020, 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020 respectively, issued by the Ministry of Corporate Affairs and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India to transact the businesses specified in the Notice of the 4th AGM.

2. Chairman of the Meeting

Mr. Biswamohan Mahapatra, Part-time Chairman and Independent Director, chaired the Meeting in terms of Clause 83 of the Article of Association of the Bank and applicable laws.

3. Directors Present

Following directors were Present during the Meeting through VC/ OAVM:

- a. Mr. Biswamohan Mahapatra, Part-time Chairman and Independent Director
- b. Mr. Nitin Chugh-Managing Directors and CEO
- c. Mr. Mahadev Lakshminarayanan, Independent Director-Chairman of Audit Committee and Stakeholders Relationship Committee
- d. Ms. Vandana Viswanathan, Independent Director- Chairperson of Nomination and Remuneration Committee and Corporate Social Responsibility Committee
- e. Mr. Jayanta Kumar Basu- Non-Executive Director
- f. Mr. Umang Bedi-Additional (Independent) Director
- g. Mr. Prabal Kumar Sen- Independent Director
- h. Mr. Nandlal Sarda-Independent Director

4. Bank’s Management Team

Following executives were present from Bank’s Management Team:

- a. Ms. Upma Goel-Chief Financial Officer
- b. Mr. Chanchal Kumar- Company Secretary and Compliance Officer

5. Other Invitees

The representatives of the Statutory Auditors, Secretarial Auditors, Mr. K Jayachandran and Mr. S Kannan, Scrutiniser were also present at the Meeting.

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6. Number of members present at the Meeting

Total 92 (Ninety Two) Members attended the Meeting.

7. Quorum

The Chairman informed the members that participation of Members through VC/OAVM has been reckoned for the purpose of quorum as per section 103 of Companies Act, 2013. Further, requisite quorum being present, the Chairman called the meeting to order and welcomed the members and the invitees to the 4th AGM (1st AGM post listing) of the Bank.

8. Chairman's welcome address

The Chairman informed the Members that in view of continuing COVID-19 pandemic, this meeting is being held through video conferencing/other audio visual means in accordance with the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India. He then introduced the Directors and KMP attending the Meeting. He further informed that Ms. Mona Kachhwaha, Non-Executive Director and Ms Chitra K Alai, Non-Executive (Nominee Director) could not attend the meeting due to their prior commitments.

He further informed that the Bank has complied with provisions of Companies Act, 2013 and rules made thereunder read with circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India in conducting this Meeting.

9. Instruction to members

Company Secretary informed the members regarding participations at the Meeting and voting, inter-alia, on all resolutions (Ordinary Resolution and Special Resolution) set out in the Notice of the 4th AGM.

He further informed that the Statutory Registers and documents have been made available electronically for inspection by the members during the 4th AGM. Members who wish to inspect such documents can send their request to corporatesecretarial@ujjivan.com.

He further informed that in compliance with the provisions of the Companies Act, 2013 and SEBI Regulations, the Bank has arranged for e-voting facility for all the members holding shares in the Bank as on the cut-off date of August 26, 2020.

The remote e-voting period commenced on August 29, 2020 at 9:00 am IST and ended on September 01, 2020 at 5.00 pm IST

Further, the Members attending this meeting and who have not voted during the remote e-voting period were informed about the availability of the facility to vote during the meeting.

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He then informed that the results of the remote e-voting and e-voting during the 4th AGM, together with the Report of the Scrutinizer thereon will be disclosed to the Stock Exchanges and on the website of the Bank within 48 hours.

The Company Secretary informed the members that Statutory Audit Report and Secretarial Audit Report does not contain any qualification, observation or adverse remarks and same forms part of the annual report. As the Notice convening the 4th meeting along with the Annual Report were circulated to the members of the Bank, same were taken as read.

10. Chairman Speech

The Chairman addressed the members of the Bank with a brief speech wherein he informed about listing of equity shares of the Bank on Stock Exchanges by way of Initial Public Offer. Chairman also highlighted efforts of Bank for financial inclusion and towards human capital of the Bank.

He also updated on changes in leadership positions during the year, aspects of Corporate Governance and Bank's initiative towards Covid-19, Promoter shareholding dilution and awards and recognition received by the Bank.

11. Managing Director and CEO Speech

After the address of Chairman, Mr. Nitin Chugh addressed the Members and updated on business and financial performance of the Bank for the financial year 2019-20, moratorium and collections, disbursements, Bank's initiative against Covid-19, future plans among other things.

12. Resolutions

Following business, as set out in the Notice of 4th AGM, were considered at the 4th AGM:

Ordinary Business			
Item No.	Resolution Type	Resolution	Manner of Voting
1	Ordinary	TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE BANK FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON	E- Voting
2	Ordinary	TO REAPPOINT MR. JAYANTA KUMAR BASU (DIN: 01268046), WHO RETIRES BY ROTATION AS A DIRECTOR AND, BEING ELIGIBLE, SEEKS REAPPOINTMENT	E- Voting
3	Ordinary	TO CONFIRM AND TAKE NOTE OF THE INTERIM DIVIDEND DECLARED AND PAID @ 5.50% ON 20,00,00,000 11% PERPETUAL NON-CUMULATIVE PREFERENCE SHARES	E- Voting

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Special Business			
Item No.	Resolution Type	Resolution	Manner of Voting
4	Special	TO RATIFY UJJIVAN SMALL FINANCE BANK-EMPLOYEE STOCK OPTION PLAN 2019 (“ESOP 2019”)	E- Voting
5	Special	TO RATIFY UJJIVAN SMALL FINANCE BANK-EMPLOYEE STOCK PURCHASE SCHEME 2019 (“ESPS 2019”)	E- Voting
6	Ordinary	TO APPOINT MR. UMANG BEDI (DIN: 02432920) AS AN INDEPENDENT DIRECTOR OF THE BANK	E- Voting
7	Special	TO SHIFT/CHANGE OF PLACE/LOCATION OF THE REGISTERED OFFICE OF THE BANK FROM NEW DELHI, THE NATIONAL CAPITAL TERRITORY OF DELHI TO BENGALURU IN THE STATE OF KARNATAKA AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE BANK	E- Voting

13. Q&A Session

The Company Secretary requested the members to put forth their questions, suggestion or observation and seek clarification, if any.

Some of the members expressed their views / sought clarifications on various issues relating to the business and operations, collections, profitability, shifting of the registered office etc. The queries raised by members were addressed satisfactorily by the Managing Director and CEO of the Bank. Few members also appreciated the efforts taken by the Bank’s management team in managing the overall affairs of the Bank.

14. Conclusion

The Chairman thanked all the shareholders, directors and other invitees for attending the 4th AGM and concluded the meeting. He further informed the members that the e-voting will be available for the next 15 minutes. He also authorised the Company Secretary to declare the results of the remote e-voting as well votes casted through e-voting during the AGM.

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