



## UJJIVAN SMALL FINANCE BANK LIMITED

**CIN: L65110DL2016PLC302481**

**Registered Office:** Plot No. 2364/8, Khampur Raya Village, Shadi Kampur, Main Patel Road, New Delhi – 110 008, Delhi, India

**Corporate/Head 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:** <https://www.ujjivansfb.in>

### NOTICE FOR CONVENING FOURTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 4th Annual General Meeting ("AGM or Meeting") of the Members of Ujjivan Small Finance Bank Limited ("Bank") will be held on Wednesday, September 02, 2020 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, 2020 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, 2020 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 REAPPOINT MR. JAYANTA KUMAR BASU (DIN: 01268046), WHO RETIRES BY ROTATION AS A DIRECTOR AND, BEING ELIGIBLE, SEEKS REAPPOINTMENT**

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 Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, Mr. Jayanta Kumar Basu (DIN: 01268046), who retires by rotation at this Meeting, be and is hereby reappointed as

Director (Non-Executive, Non-Independent) of the Bank who shall be liable to retire by rotation."

##### ITEM NO. 3

**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**

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

**"RESOLVED THAT** the Members of the Bank hereby confirm and take note of the interim dividend declared @ 5.5% by the Board of Directors and paid on 20,00,00,000, 11% Perpetual Non-Cumulative Preference Shares of ₹10/- each as follows:

Date of declaration	% age of dividend	Amount of dividend excluding DDT* (₹ In Crores)
July 30, 2019	5.50	11.00

\*DDT- Dividend Distribution Tax

#### SPECIAL BUSINESS:

##### ITEM NO. 4

**TO RATIFY UJJIVAN SMALL FINANCE BANK - EMPLOYEE STOCK OPTION PLAN 2019 ("ESOP 2019")**

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

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), read with applicable circulars/

notifications or guidelines issued by the Securities and Exchange Board of India from time to time, applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions, if any, of the Banking Regulation Act, 1949 and applicable circulars/notifications/directions/guidelines issued by Reserve Bank of India from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and enabling provisions of Memorandum of Association and Articles of Association of the Bank, and any other applicable rules, regulations, ordinances, guidelines, clarifications, circulars, directions, orders and notifications, the "ESOP 2019" of the Bank formulated and implemented prior to the Initial Public Offering of the Bank, which was approved and adopted by the Members in the Extra-ordinary General Meeting of the Bank held on March 29, 2019, be and is hereby ratified pursuant to Regulation 12 of the SEBI SBEB Regulations."

**"RESOLVED FURTHER THAT** the Board of Directors ("Board") of the Bank and/or the Nomination and Remuneration Committee ("Committee") or such other Board Committee as may be decided by the Board is authorised to exercise such powers, including the powers, conferred by this resolution, to create, offer, issue and grant at any time, to the eligible employees of the Bank and of Ujjivan Financial Services Limited ("UFSL"), existing & future directors (including whole-time directors and non-executive directors but excluding independent directors) of the Bank and UFSL, as may be decided solely by the Board and/or Nomination and Remuneration Committee or such other Board Committee as may be decided by the Board, under the ESOP 2019, up to a maximum of 14,40,00,000 (Fourteen Crores and Forty Lakhs) stock options, each option convertible into one fully paid-up equity share of ₹10 each of the Bank, on payment of the requisite exercise price to the Bank, on such terms and conditions as may be fixed or determined by the Board and/or the Nomination and Remuneration Committee or such other Board Committee as may be decided by the Board in accordance with the ESOP 2019."

**"RESOLVED FURTHER THAT** the equity shares issued/allotted upon exercise of stock options from time to time in accordance with the ESOP 2019, shall rank pari-passu in all respects with the existing equity shares of the Bank."

**"RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division / undertaking, and others, if any additional equity shares are to be issued by the Bank to the shareholders, the ceiling as foresaid of stock options and equity shares shall be deemed to increase in proportion of such additional equity shares issued to facilitate making a fair and reasonable adjustment as determined by the Board/Nomination and Remuneration Committee or such other Board Committee as may be decided by the Board as per provisions of SEBI SBEB Regulations."

**"RESOLVED FURTHER THAT** in case the equity shares of the Bank are either sub-divided or consolidated, then the number of equity shares to be allotted and exercise price payable by the grantees under the ESOP 2019 shall automatically stand reduced or augmented, respectively, in the same proportion as the present face value of ₹10 per equity share shall bear to the revised face value of the equity shares of the Bank after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to any grant, offer, issue, allotment or listing of the shares under ESOP 2019, on behalf of the Bank, the Board and/or the Nomination and Remuneration Committee or such other Board Committee as may be decided by the Board be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in the ESOP 2019 from time to time or to suspend, withdraw or revise the ESOP 2019, from time to time, as may be specified by any statutory authority or otherwise and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose in conformity with the Companies Act, 2013 and rules made thereunder, the Memorandum and Articles of Association of the Bank, SEBI SBEB Regulations, as amended from time to time and any other applicable laws and with power on behalf of the Bank, to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board and/or the Board Committee to secure any further consent or approval of the Members of the Bank."

#### **ITEM NO. 5**

#### **TO RATIFY UJJIVAN SMALL FINANCE BANK - EMPLOYEE STOCK PURCHASE SCHEME 2019 ("ESPS 2019")**

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

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations") read with applicable circulars/notifications or guidelines issued by the Securities and Exchange Board of India from time to time, applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions, if any, of the Banking Regulation Act, 1949 and applicable circulars/notifications/directions/guidelines issued by Reserve Bank of India from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and enabling provisions of Memorandum of Association and Articles of Association of the Bank, and any other applicable rules, regulations, ordinances,

guidelines, clarifications, circulars, directions, orders and notifications, the "ESPS 2019" of the Bank formulated and implemented prior to the Initial Public Offering of the Bank, which was approved and adopted by the Members in the Extra-ordinary General Meeting of the Bank held on August 03, 2019, be and is hereby ratified pursuant to Regulation 12 of the SEBI SBEB Regulations."

**"RESOLVED FURTHER THAT** the Board of Directors ("Board") of the Bank and/or the Nomination and Remuneration Committee ("Committee") or such other Board Committee as may be decided by the Board is authorised to exercise such powers, including the powers, conferred by this resolution, to create, offer, issue and allot at any time, to the eligible employees of the Bank and of Ujjivan Financial Services Limited ("UFSL"), existing & future directors (including whole-time directors and non-executive directors but excluding independent directors) of the Bank and UFSL, as may be decided solely by the Board and/or Nomination and Remuneration Committee or such other Board Committee as may be decided by the Board, under the ESPS 2019, up to a maximum of 7,20,01,840 (Seven Crores and Twenty Lakhs One Thousand Eight Hundred and Forty only) fully paid-up equity share of ₹10 each of the Bank, on payment of the requisite price to the Bank, on such terms and conditions as may be fixed or determined by the Board and/or the Nomination and Remuneration Committee or such other Board Committee as may be decided by the Board in accordance with the ESPS 2019."

**"RESOLVED FURTHER THAT** the equity shares, if any, issued/allotted from time to time in accordance with the ESPS 2019, shall rank pari-passu in all respects with the existing equity shares of the Bank."

**"RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division / undertaking, and others, if any additional equity shares are to be issued by the Bank to the shareholders, the ceiling as foresaid equity shares shall be deemed to increase in proportion of such additional equity shares issued to facilitate making a fair and reasonable adjustment as determined by the Board, and/or Nomination and Remuneration Committee or such other Board Committee as may be decided by the Board as per provisions of SEBI SBEB Regulations."

**"RESOLVED FURTHER THAT** in case the equity shares of the Bank are either sub-divided or consolidated, then the number of equity shares to be allotted and price payable by the allottees under the ESPS 2019 shall automatically stand reduced or augmented, respectively, in the same proportion as the present face value of ₹10 per equity share shall bear to the revised face value of the equity shares of the Bank after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue, allotment or listing of the shares under ESPS 2019, on behalf of the Bank, the Board and/or the Nomination and Remuneration Committee or such other Board Committee as may be decided by the Board be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in the ESPS 2019 from time to time or to suspend, withdraw or revise the ESPS 2019, from time to time, as may be specified by any statutory authority or otherwise and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose in conformity with the Companies Act, 2013 and rules made thereunder, the Memorandum and Articles of Association of the Bank, the SEBI SBEB Regulations, as amended from time to time and any other applicable laws and with power on behalf of the Bank, to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board and/or the Board Committee to secure any further consent or approval of the Members of the Bank."

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

#### **TO APPOINT MR. UMANG BEDI (DIN: 02432920) 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 Section 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, 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 the Directors ("Board"), Mr. Umang Bedi (DIN: 02432920), 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 March 23, 2020 to hold office with effect from April 01, 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 his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Bank 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."

**"RESOLVED FURTHER THAT** Mr. Umang Bedi be paid such sitting fee, 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.”

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

#### **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**

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

**“RESOLVED THAT** pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014, Section 49C of the Banking Regulation Act, 1949 and relevant circular(s) issued by Reserve Bank of India (including any statutory modification(s), or re-enactment(s) thereof for the time being in force), pursuant to the No-objection of Reserve Bank of India, approval of the Board of Directors (“Board”) of the Bank and subject to the approval of the Central Government (power delegated to Regional Director) and/or approval/No-objection from any other such authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the Companies Act, 2013 and rules made thereunder or under any other law for the time being in force, consent of the Members of the Bank be and is hereby accorded for shifting/change of place/location of the Registered Office of the Bank from **“Plot No. 2364/8, Khampur Raya Village, Shadi Kampur, Main Patel Road, New Delhi-110008, Delhi, India”** to its Corporate/ Head office situated at **“Grape Garden, No. 27, 3rd “A” Cross, 18th Main, 6th Block, Koramangala, Bengaluru-560095, Karnataka, India.”**

**“RESOLVED FURTHER THAT** consequent to aforesaid change, Clause II of the Memorandum of Association of the Bank be substituted with the following clause:

**II. The Registered Office of the Company will be situated in the State of Karnataka and within the jurisdiction of the Registrar of Companies, Bangalore, Karnataka.**

**“RESOLVED FURTHER THAT** the Board of the Bank including any duly constituted Board Committee or any officer/executive/representative and/or any other person so authorised by the Board or any duly constituted Board Committee, be and is hereby authorised on behalf of the Bank to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent as may be considered necessary and to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders for aforesaid shifting/

change of place/location of the Registered Office of the Bank from the authorities concerned and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Bank.”

**By Order of the Board of Directors**

**For UJJIVAN SMALL FINANCE BANK LIMITED**

Sd/-

**Chanchal Kumar**

Company Secretary and Compliance Officer

Place: Bengaluru

Date: July 31, 2020

#### **NOTES:**

1. Pursuant to the 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 SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC/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 Reserve Bank of India (“RBI”), vide its circular dated April 17, 2020, has decided that the banks shall not make any further dividend payouts from profits pertaining to the financial year ended March 31, 2020 until further communication from RBI, with a view that banks must conserve capital in an environment of heightened uncertainty caused by COVID-19. Accordingly, the Board of the Bank has not proposed any final dividend on the equity shares for the financial year ended March 31, 2020.
3. 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.

4. 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.
5. 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/Authorisation etc., authorising 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. The said Resolution/ Authorisation shall be sent to the Scrutiniser by email through its registered email address to [cs.skannan@gmail.com](mailto:cs.skannan@gmail.com)/[kannans@kannancs.in](mailto:kannans@kannancs.in) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [corporatesecretarial@ujjivan.com](mailto:corporatesecretarial@ujjivan.com).
6. 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. Wednesday, September 02, 2020. Members who wish to inspect such documents are requested to send an email to [corporatesecretarial@ujjivan.com](mailto:corporatesecretarial@ujjivan.com) mentioning their name, folio no./client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email. The Notice and Annual Report of the Bank shall be available on the website of the Bank at <https://www.ujjivansfb.in>.
7. 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.
8. In compliance with the Circulars, the Annual Report for the financial year 2019-20, the Notice of this Meeting and instructions for e-voting and attending the AGM through VC/OAVM 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 2019-20 will also be available on the Bank's website at <https://www.ujjivansfb.in>, website of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com> and <https://www.nseindia.com> respectively and on the website of e-voting agency KFin Technologies Private Limited ("KFin Tech") at <https://evoting.karvy.com>.
9. Members who have not registered their email address and in consequence the Annual Report, Notice of this Meeting and instruction for e-voting and attending the AGM through VC/OAVM could not be serviced may temporarily get their email address and mobile

number registered with the Bank's Registrar and Share Transfer Agent ("RTA"), KFin Technologies Private Limited ("KFin Tech"), by clicking the link: [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/) for sending the same. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of aforesaid documents and instructions along with the User ID and Password. In case of any queries, Members may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

10. We urge Members to support our commitment to environmental protection by choosing to receive the Bank's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Bank's RTA, KFin Tech.

Members may follow the process detailed below for registration of their email ID:

Type of Holders	Registering Email Address
Physical	Send a request to the RTA of the Bank, KFin Tech at <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> providing Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar card) for registering email address.
Demat	Please contact your Depository Participant ("DP") and register your email address and bank account details in your demat account, as per the process advised by your DP.

11. 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.
12. 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).
13. For any queries relating to financial statements 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 Wednesday, August 26, 2020.
14. 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.

15. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, for agenda Item No. 4, 5, 6 and 7 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 approved by the Ministry of Corporate Affairs under Section 118(10) of the Companies Act, 2013, an Explanatory Statement for agenda Item No. 2 and item 6 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. Since the AGM will be held through VC/OAVM, the route map is not attached to this Notice.

#### **PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:**

1. 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 ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("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 dematerialised mode, physical mode and for members who have not registered their email addresses is provided in the instructions given below.

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

Commencement of remote e-voting: 9:00 a.m. on Saturday, August 29, 2020 and End of remote e-voting: 5:00 p.m. on Tuesday, September 01, 2020. 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.

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., Wednesday, August 26, 2020.

2. The Board of Directors of the Bank has appointed Mr. S Kannan (FCS: 6261; CoP: 13016) of M/s. S Kannan and Associates, Company Secretaries, Firm No. S2017KR473100, as 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 the consent for the same and will be available for the said purpose.
3. The result of remote e-voting and e-voting shall be declared within 48 (Forty Eight) hours 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, Wednesday, September 02, 2020.
4. The Results of voting declared along with Scrutiniser's Report will be published on the website of the Bank at <https://www.ujjivansfb.in> and on Service Provider's website at <https://evoting.karvy.com> within 48 (Forty Eight) hours 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.

#### **Information and instructions relating to remote e-voting and e-voting are as under:**

- A. 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.
- B. A member can opt for only single mode of voting per E-Voting Event Number ("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 during the Meeting shall be treated as "INVALID".
- C. 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., Wednesday, August 26, 2020 only shall be entitled to avail the facility of remote e-voting or for e-voting during the AGM. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only.

- D. Any person who becomes a 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 in the manner as mentioned below:
- i. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - ii. Member may call on KFin Tech's toll-free numbers 1800-425- 8998 / 1800-345-4001 (from 9:00 a.m. to 6:00 p.m.)
  - iii. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com).
  - iv. If the member is already registered on KFin Tech's e-voting platform, then he can use his existing password for logging in.
- E. 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.
- F. In case a member receives an e-mail from the Bank / KFin Tech [for members whose e-mail addresses are registered with the Depository Participant(s)]:
- (a) Launch internet browser by typing the URL: <https://evoting.karvy.com>
  - (b) Enter the login credentials (User ID and password given in the e-mail). The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with KFinTech for e-voting, you can use the existing password for logging in. If required, please visit <https://evoting.karvy.com> or contact toll-free numbers 1800- 425-8998 / 1800-345-4001 (from 9:00 a.m. to 6:00 p.m.) for your password.
  - (c) After entering these details appropriately, click on "LOGIN".
  - (d) You will be navigated to Password Change Menu wherein you are required to mandatorily change your password upon logging in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. 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 that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - (e) You need to login again with the new credentials. On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Ujjivan Small Finance Bank Limited. SHAREHOLDERS TO SELECT THE RESPECTIVE EVENS AND VOTE DEPENDING UPON THEIR SHAREHOLDING.
  - (f) On the voting page, enter the number of shares as on the cut-off date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose to "ABSTAIN" and vote will not be counted under either head.
  - (g) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
  - (h) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".
  - (i) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
  - (j) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
  - (k) Once you confirm, you will not be allowed to modify your vote.
  - (l) Corporate / Institutional Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at e-mail id: [cs.skannan@gmail.com](mailto:cs.skannan@gmail.com)/[kannans@kannancs.in](mailto:kannans@kannancs.in) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [corporatesecretarial@ujjivan.com](mailto:corporatesecretarial@ujjivan.com). It is also requested to upload the same in the e-voting

module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVEN NO."

Once the vote on a resolution has been casted by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

In case of any query pertaining to e-voting, members may refer to the "Help" and "FAQs" sections / E-voting user manual available through a dropdown menu in the "Downloads" section of KFin Tech's website for e-voting: <https://evoting.karvy.com> or contact KFin Tech as per the details given below.

Members are requested to note the following contact details for addressing e-voting grievances: Mr. Mohd Mohsin Uddin, Senior Manager, KFin Technologies Private Limited, Karvy Selenium, Tower B, Plot number 31 & 32, Financial District, Gachibowli, Hyderabad 500 032, [mohsin.mohd@kfintech.com](mailto:mohsin.mohd@kfintech.com), Phone: +91 040 6716 1562 toll-free number 1800-425-8998 / 1800-345-4001.

#### INSTRUCTIONS FOR PARTICIPATION THROUGH VC

- A. 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.
- B. Members are requested to follow the procedure given below:
  - i. Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com>.
  - ii. Enter the login credentials (i.e., User ID and password for e-voting).
  - iii. After logging in, click on "Video Conference" option.
  - iv. Then click on camera icon appearing against AGM event of Ujjivan Small Finance Bank Limited, to attend the Meeting.
- C. 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 E-voting instructions.
- D. 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 Friday, August 28, 2020 to Sunday, August 30, 2020. 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.

- E. Members will be allowed to attend the AGM through VC/OAVM on first come, first served basis.
- F. Facility to join the meeting shall be opened thirty minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
- G. Members who need assistance before or during the AGM, can contact KFinTech on <https://emeetings.kfintech.com> or call on toll free numbers 1800-425-8998 / 1800-345-4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.

#### EXPLANATORY STATEMENT PURSUANT TO SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ('ICSI') AND REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

##### ITEM NO. 2

#### TO REAPPOINT MR. JAYANTA KUMAR BASU (DIN: 01268046), WHO RETIRES BY ROTATION AS DIRECTOR AND, BEING ELIGIBLE, SEEKS REAPPOINTMENT

##### Background

Mr. Jayanta Kumar Basu is a Director (Non-Executive, Non-Independent) of the Bank and pursuant to the provisions of the Section 152 of the Companies Act, 2013, he is liable to retire by rotation at this Meeting and, being eligible, offers himself for reappointment as Director (Non-Executive, Non-Independent) of the Bank and he shall be liable to retire by rotation.

##### Eligibility and Disclosures

Mr. Jayanta Kumar Basu is not disqualified from being appointed/reappointed as Director in terms of Section 164 of Companies Act, 2013. Further, he is not debarred from holding the office as a Director by virtue of any SEBI order or any other such authority.



## Detailed Profile

Pursuant to Secretarial Standard-2 specified by the ICSI and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile of Mr. Jayanta Kumar Basu and other information pertaining to his reappointment are given below:

Name of the Director	Jayanta Kumar Basu
DIN	01268046
Date of Birth and Age	November 09, 1965; 54 Years
Date of First Appointment on the Board	November 14, 2018
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	<p>Jayanta Kumar Basu is a Director (Non-Executive, Non-Independent) of the Bank. He holds a bachelor's degree in arts (economics) from Delhi University and a post graduate diploma in management from the Indian Institute of Management, Ahmedabad.</p> <p>He is currently a Managing Partner at CX Advisors LLP. He was previously a senior vice president at Citibank.</p> <p>He has expertise in Corporate and Investment Banking.</p>
No. of Board Meetings attended during the financial year ended March 31, 2020 as a Director	5
Directorships held in Listed Companies	Ujjivan Financial Services Limited
Listed entities (other than the Bank) in which he holds Committee Membership/Chairmanship	Member of Audit Committee of Ujjivan Financial Services Limited.
Remuneration last drawn during the financial year ended March 31, 2020	Sitting fees of ₹700,000 for attending the Board and Board Committee Meetings held during the financial year 2019-20.
Remuneration sought to be paid	Sitting fees as approved by the Board of Directors the Bank within the limits prescribed under section 197(5) of the Companies Act, 2013
Shareholding in the Bank	Nil
Relationship with other Directors and Key Managerial Personnel of the Bank	Nil

### Recommendation and Interest of Directors/KMPs

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

The Board of Directors of the Bank recommends the passing of the Resolution at Item No. 2 as an Ordinary Resolution.

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 6 (2) OF SEBI (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014

#### ITEM NO. 4 AND 5

#### TO RATIFY UJJIVAN SMALL FINANCE BANK - EMPLOYEE STOCK OPTION PLAN 2019' ("ESOP 2019") AND UJJIVAN SMALL FINANCE BANK - EMPLOYEE STOCK PURCHASE SCHEME 2019' ("ESPS 2019")

In terms of Regulation 12(1) of the SEBI (Share Based Employee Benefits) Regulations, 2014, ("SEBI SBEB Regulations") as amended, no company shall make any fresh grant which involves allotment or transfer of shares to its employees under any schemes formulated prior to

its Initial Public Offering ("IPO") and prior to the listing of its equity shares ("Pre-IPO Scheme") unless:

- (i) Such Pre-IPO Scheme is in conformity with the aforesaid Regulations; and
- (ii) Such Pre-IPO Scheme is ratified by its shareholders subsequent to the IPO.

Further, as per proviso to Regulation 12(1) of the aforesaid Regulations, the ratification under clause (ii) may be done any time prior to grant of new options or allotment of shares under such Pre-IPO Scheme.

#### ESOP 2019:

The Members of the Bank had approved the ESOP 2019 in the Extra-ordinary General Meeting held on March 29, 2019. The aggregate number of stock options that can be granted under the ESOP 2019 is 144,000,000 (Fourteen Crores and Forty Lakhs). Each stock option granted under the ESOP 2019 is convertible into one equity share of the Bank.

Prior to listing of the Bank, the Bank has granted 40,799,100 options under ESOP 2019.

**ESPS 2019:**

The Members of the Bank had approved the ESPS 2019 in the Extra-ordinary General Meeting held on August 03, 2019. As per the ESPS 2019, upto 72,001,840 (Seven Crores Twenty Lakh One Thousand Eight Hundred Forty) equity Shares of face value of ₹10 (Rupees ten) can be issued and allotted.

Prior to listing of the Bank, Bank has allotted 14,055,097 equity shares under ESPS 2019.

It is confirmed that the ESOP 2019 and ESPS 2019 is in conformity with SEBI SBEB Regulations and the Bank has not granted any fresh stock option under its ESOP 2019 or allotted any equity shares under its ESPS 2019 post listing of its equity shares on the stock exchanges.

The Nomination and Remuneration Committee and the Board of Directors of the Bank have approved the ratification and recommended to the Members of the Bank for ratification of the ESOP 2019 and ESPS 2019 pursuant to Regulation 12 of SEBI SBEB Regulations.

- a. The details of ESOP 2019 and ESPS 2019 Schemes as per the SEBI Circular no. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 is as follows:

S.No	Particulars	ESOP 2019	ESPS 2019
a)	Brief description of the scheme(s)	The objectives of ESOP 2019 are, among others, to attract and retain critical senior talents with Employee Stock Options as a compensation tool. Through ESOP 2019, the Bank intends to offer an opportunity of sharing the value created with those Employees as defined under ESOP 2019 who have contributed or are expected to contribute to the growth and development of the Bank	The objective of the ESPS 2019 is to reward the Employees as defined under ESPS 2019 of the Bank for their association and performance as well as to motivate them to contribute to the growth and profitability of the Bank. The Bank also intends to use this Scheme to retain key talent in the organization. The Bank views ESPS shares as instruments that would enable the Employees to share the value they create for the Bank and align individual objectives of Employees with objectives of the Bank in the years to come
b)	The total number of options, shares or benefits, as the case may be, to be granted	The shareholders had approved a pool of upto 144,000,000 stock options. Out of that: 40,799,100 Options were granted, 3,388,135 Options have lapsed, and 106,589,035 Options are available for future grants	The Shareholders had approved a pool of upto 72,001,840 equity shares to be offered under the ESPS 2019. 14,055,097 Shares were allotted prior to listing of the Bank. 2,477,106 equity shares have been earmarked for subscription under the ESPS monthly scheme subject to fulfilment of the terms and conditions of subscription and 55,469,637 Equity shares are available for future offer
c)	Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s)	(i) a permanent employee of the Bank who has been working in or out of India; or (ii) a Director of the Bank, whether a whole time director or not but excluding an independent director; or (iii) an employee defined in Sub-clauses (i) and (ii) hereof of the Subsidiary, if any, or of a Holding Company of the Bank, but does not includes: (a) an employee, who is a Promoter or belongs to the Promoter Group; or (b) a Director who either himself or through his/her relative or through any body corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding equity shares of Bank.	(i) a permanent employee of the Bank who has been working in or out of India; or (ii) a Director of the Bank, whether a whole time director or not but excluding an independent director; or (iii) an employee defined in Sub-clauses (i) and (ii) hereof of the Subsidiary, if any, or of a Holding Company of the Bank, but does not includes: (a) an employee, who is a Promoter or belongs to the Promoter Group; or (b) a Director who either himself or through his/her relative or through any body corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding equity shares of Bank.
d)	Requirements of vesting and period of vesting	Stock options granted under ESOP 2019 shall vest within the minimum period of 1 (One) year and maximum period of 6 (Six) years from the date of Grant of such Options	Not Applicable

S.No	Particulars	ESOP 2019	ESPS 2019
e)	Maximum period (subject to Regulation 18(1) and 24(1) of the SEBI SBEB Regulations, as the case may be) within which the options / benefit shall be vested	The vesting of the grant can extend to Six years from the date of grant of options	Not Applicable
f)	Exercise price, purchase price or pricing formula	The Exercise Price shall be determined by the Nomination and Remuneration Committee subject to it not being lower than face value or higher than fair market value as on date of Grant of Options	The Offer Price per Share shall be such amount as determined by the Nomination and Remuneration Committee at the time of offer, subject to it not being more than the Fair Market Value and less than the face value of a Share of the Bank at the time of the Offer
g)	Exercise period and process of exercise	The Exercise Period in respect of Vested Options shall be 5 (Five) years from the date of Vesting of such Options. The Options shall be deemed to have been exercised when an Option Grantee makes an application in writing to the Bank or by any other means as decided by the Nomination and Remuneration Committee, for the issuance of Shares against the Options vested to him, subject to payment of Exercise Price and compliance of other requisite conditions of Exercise	The Employees to whom Employee Stock Purchase Offers are issued under the Scheme may make an application to the Bank in the prescribed format, along with the required declarations in the prescribed format, and upon payment of the Offer Price in respect of all or a part of the quantity of Shares offered
h)	The appraisal process for determining the eligibility of employees for the scheme(s)	The specific Employees to whom the Options would be granted and their Eligibility Criteria would be determined by the Nomination and Remuneration Committee	The specific Employees to whom the Shares would be allotted and their Eligibility Criteria would be determined by the Nomination and Remuneration Committee
i)	Maximum number of options, shares, as the case may be, to be issued per employee and in aggregate	The Nomination and Remuneration Committee shall determine the quantum of Options to be granted for allotment under the ESOP 2019 per Employee and in aggregate, subject to the ceiling of 144,000,000 Employee Stock Options exercisable into equity shares of the Bank not exceeding 144,000,000 having face value of ₹10/- each fully paid-up.  Prior approval of shareholders by way of special resolution in the general meeting shall be obtained in case the Grant of Options to any identified Employee during any one financial year is equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions), of the Bank at the time of grant of Option	The Nomination and Remuneration Committee shall determine the quantum of Shares to be offered for allotment under the Scheme per Employee and in aggregate; not exceeding 72,001,840 Shares.  If the number of Shares that may be offered to any specific employee during any one financial year equals to or exceeds 1% or more of the issued capital (excluding warrants & conversion) of the Bank at the time of issue of Shares, then the Bank shall take prior approval from the shareholders of the Bank.
j)	Maximum quantum of benefits to be provided per employee under a scheme(s)	The maximum quantum of benefits that will be provided to every eligible Employee under the Plan will be the difference between the market value of Company's Share on the Stock Exchanges as on the date of exercise of Options and the Exercise Price paid by the Employee.	The maximum number of Shares under ESPS 2019 that may be allotted to any Employee shall not exceed 72,001,840 in number per eligible Employee, subject to appropriate approval from the shareholders of the Bank. Other than equity shares to the employees under the Scheme, no other benefit is proposed to be provided to the Employees.
k)	Whether the scheme(s) is to be implemented and administered directly by the company or through a trust	The ESOP 2019 is directly implemented by the Bank	The Scheme is directly implemented by the Bank

S.No	Particulars	ESOP 2019	ESPS 2019
l)	Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both	New issue of shares	New issue of shares
m)	The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.	Not Applicable	Not Applicable
n)	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s)	Not Applicable	Not Applicable
o)	A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15 of the SEBI SBEB Regulations	It is hereby confirmed that the Bank shall conform to the accounting policies specified in Regulation 15 of SEBI (SBEB) Regulations, 2014	It is hereby confirmed that the Bank shall conform to the accounting policies specified in Regulation 15 of SEBI (SBEB) Regulations, 2014
p)	The method which the company shall use to value its options	Fair Value method	Fair Value method
q)	Lock in period	The Shares issued upon Exercise of Options shall be freely transferable and shall not be subject to any lock-in period restriction after such Exercise	The Shares allotted pursuant to the ESPS 2019 shall not be transferable in any manner for a minimum period of 1 (one) year from the date of allotment thereof, or any other such greater period as may be decided by the Nomination and Remuneration Committee, from time to time, upto a maximum of 3 (three) years
r)	Statement with regard to Disclosure in Director's Report	In case the Bank opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the Bank shall also be disclosed in the Directors' report.	In case the Bank opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the Bank shall also be disclosed in the Directors' report.

The Board recommends the passing of the Resolution at Item No.4 as a Special Resolution.

The Managing Director & CEO, Chief Financial Officer and Company Secretary (Key Managerial Personnel) of the Bank are interested in this resolution to the extent of stock options granted to them under ESOP 2019. None of the other directors and their relatives are concerned or interested in the proposed resolution.

The Board recommends the passing of the Resolution at Item No.5 as a Special Resolution.

The Chief Financial Officer and Company Secretary of the Bank are interested in this resolution to the extent of shares allotted to them under ESPS 2019. None of the Directors except Managing Director and CEO of the Bank or their relatives or concern is interested in the proposed resolution.

## ITEM NO. 6

### TO APPOINT MR. UMANG BEDI (DIN: 02432920) AS AN INDEPENDENT DIRECTOR OF THE BANK

#### Background

The Board of Directors had appointed Mr. Umang Bedi, 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 this AGM of the Bank.

#### Rationale for Appointment

Mr. Umang Bedi is an iconic leader who has co-founded Dailyhunt India's largest local language content & news discovery platform across 14 Indian languages. He has phenomenal technological acumen and foresight. His guidance and direction will be very valuable in achieving Bank's mission of creating a state-of-the-art mass market bank.

Considering his expertise in technology and business in addition to entrepreneurial skills, it would be in the interest of the Bank to have him on the Bank's Board.

#### Detailed Profile

Pursuant to Secretarial Standard-2 issued by the ICSI and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile of Mr. Umang Bedi and other information pertaining to his appointment are given below:

Name of the Director	Umang Bedi
DIN	02432920
Date of Birth and Age	September 09, 1977, 42 Years
Date of First Appointment on the Board	April 01, 2020
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	<p>Umang Bedi holds a bachelor's degree in engineering from University of Pune, Maharashtra and has completed general management program from Harvard Business School, Boston, Massachusetts. He is a Co-Founder of Dailyhunt, India's largest local language content &amp; news discovery platform across 14 Indian languages. He was previously the Managing Director - India and South Asia with Facebook India Online Services Private Limited, ADOBE Systems India Private Limited and Intuit Inc.</p> <p>20+ Years' Experience in Deep technology across the following domains:</p> <ul style="list-style-type: none"><li>- 7 years: Engineer and Architect at Sun Microsystems &amp; Symantec addressing large scale systems in the BFSI and Telco verticals.</li><li>- 12 years: As the MD &amp; CEO for India and South Asia for the largest Technology MNCs across Facebook, Adobe and Intuit focused on scaling these businesses across millions of customers &amp; small businesses and millions of dollars in revenue.</li><li>2 Years: As an Entrepreneur at Dailyhunt, India's largest tech startup which is a news and content discovery platform in 14 Indian languages serving customers across Tier 2 / 3 / 4 and rural India.</li></ul>
No. of Board Meetings attended during the financial year ended March 31, 2020 as a Director	None
Directorships held in Listed Companies	None
Listed entities (other than the Bank) in which he holds Committee Membership/Chairmanship	None
Remuneration last drawn during the financial year ended March 31, 2020	None
Remuneration sought to be paid	Sitting fees as approved by the Board of Directors of the Bank within the limits prescribed under section 197(5) of the Companies Act, 2013.
Shareholding in the Bank	Nil
Relationship with other Directors and Key Managerial Personnel of the Bank	None

#### 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is eligible for appointment as an Independent Director of the Bank.

He is not disqualified from being appointed as an Independent 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 in terms of the Companies Act, 2013 and rules made thereunder, RBI guidelines, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Code of Conducts of the Bank and also his consent to act as Director.



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

The Nomination and Remuneration Committee and the Board of Directors had reviewed the profile of Mr. Umang Bedi and found him 'fit and proper' in terms of RBI's Circular on 'Fit and proper' criteria for directors of banks and recommend to the Members for his appointment as an Independent Director of the Bank.

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

Except Mr. Umang Bedi, none of the Directors or Key Managerial Personnel of the Bank or their relatives or concern is interested in the proposed resolution.

### **ITEM NO. 7**

#### **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**

Bank was incorporated on July 04, 2016 at New Delhi under the jurisdiction of Registrar of Companies, NCT of Delhi and Haryana. Since incorporation, the Bank's Registered Office is situated in New Delhi, NCT of Delhi and is located at **Plot No. 2364/8, Khampur Raya Village, Shadi Kampur, Main Patel Road, New Delhi-110 008, Delhi, India.**

However, the Corporate/Head Office is situated in Bengaluru, Karnataka and is located at **Grape Garden, No. 27, 3rd "A" Cross, 18th Main, 6th Block, Koramangala, Bengaluru-560 095, Karnataka, India.**

Having Registered Office and Head Office/Corporate Office in different States invites various operational and administrative difficulties in the working of the Bank. Further, restricted travel due to the Covid-19 pandemic is also increasing the operational difficulties as the entire leadership team of the Bank is operating from Bengaluru.

To exercise better administrative and economic control and enable the Bank to rationalise and streamline its operations as well as the management of affairs, the Board of Directors of the Bank in its meeting held on July 31, 2020 has accorded their approval for shifting/change of place/location of the Registered Office of the Bank from:

**New Delhi** (Plot No. 2364/8, Khampur Raya Village, Shadi Kampur, Main Patel Road, New Delhi-110 008, Delhi, India); to

**Bengaluru, Karnataka** (Grape Garden, No. 27, 3rd "A" Cross, 18th Main, 6th Block, Koramangala, Bengaluru-560 095, Karnataka, India)

The shifting/change of place/location of the Registered Office of the Bank will also lead to a consequent alteration of clause II Memorandum of Association as below.

#### **II. The Registered Office of the Company will be situated in the State of Karnataka and within the jurisdiction of the Registrar of Companies, Bangalore, Karnataka.**

Bank has received No-objection from Reserve Bank of India for the shifting/change of place/location of the Registered Office of the Bank and the consequent change in clause II of Memorandum of Association.

Pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting/change of place/location of the Registered Office from one State to another and consequent alteration of Clause II of the Memorandum of Association of the Bank requires the approval of the members of the Bank by means of a Special Resolution and approval of the Central Government (power delegated to Regional Director).

The proposed shifting/change of place/location of the Registered Office from New Delhi to Bengaluru would neither impact Bank's operations nor shall cause any hardship to Bank's customers, creditors, employees and other stakeholders, as the entire management of Bank's activity is carried out at the Corporate/Head Office in Bengaluru.

The Board recommends the resolution under Item No. 7 for approval of the members as a Special Resolution.

None of the Promoter, Directors, Key Managerial Personnel and their relatives are concerned or interested, financial or otherwise, in the Resolution at Item No. 7 of the Notice.

**By Order of the Board of Directors**

**For UJJIVAN SMALL FINANCE BANK LIMITED**

Sd/-

**Chanchal Kumar**

Company Secretary and Compliance Officer

Place: Bengaluru

Date: July 31, 2020



