



भारतीय रिज़र्व बैंक

RESERVE BANK OF INDIA

DOR.HOL.No.S7015/16.02.006/2022-23

February 1, 2023

Shri Brajesh Cherian  
Chief Compliance Officer  
Ujjivan Small Finance Bank Limited  
Grape Garden, No. 27, 3rd A Cross  
18th Main, Koramangala 6th block,  
Bengaluru - 560095, Karnataka

Dear Sir

**Amalgamation of Ujjivan Financial Services Limited with Ujjivan Small Finance Bank Limited**

Please refer to your letter dated October 19, 2022, and subsequent correspondence resting with your email dated December 20, 2022, on the captioned subject.

2. We hereby convey our 'no-objection' to your proposal for voluntary amalgamation of Ujjivan Financial Services Limited (UFSL) with Ujjivan Small Finance Bank Limited subject to the following conditions:

- a) Ardisia Limited and any other investor which will be acquiring/holding 5% or more shareholding in USFB upon scheme of amalgamation taking effect shall submit their application for prior approval from RBI under Master Direction on 'Acquisition and Holding of Shares or Voting Rights in Banking Companies' dated January 16, 2023 within one month from date of this letter. Till such investors are found to be 'fit and proper' by RBI, the voting rights of such investors in USFB shall be restricted to below 5% of total voting rights.
- b) USFB shall obtain approval of National Company Law Tribunal (NCLT) for the scheme of amalgamation and forward a copy of the same to RBI.

विनियमन विभाग, केंद्रीय कार्यालय, केंद्रीय कार्यालय भवन, 13वीं मंज़िल, शहीद भगत सिंह मार्ग, फोर्ट, मुंबई- 400001

टेलीफोन/ Tel No: 22661602, 22601000 फैक्स/ Fax No: 022-2270 5691

Department of Regulation, Central Office Building, 13th Floor, Shahid Bhagat Singh Marg, Fort, Mumbai – 400001

हिंदी आसान है, इसका प्रयोग बढ़ाइए





- c) The scheme of amalgamation should be approved by requisite majority of shareholders and creditors of UFSL and USFB after following due procedure.
- d) The documents relating to shareholder meetings shall be forwarded to us at the earliest in compliance with schedule to Master Direction on Amalgamation of Private Sector Banks dated April 21, 2016.
- e) The merged entity (USFB) shall ensure compliance with all applicable statutory and regulatory requirements unless specific exemptions are granted by relevant regulators/ authorities.
- f) The Reserve Bank shall be kept informed of the outcome of the applications made for other statutory/ regulatory approvals.
- g) An audited balance sheet of USFB, as on the effective date of the scheme, shall be submitted to us within two months from the date after ensuring compliance with the prescribed accounting policies and standards.
- h) UFSL shall approach RBI for cancellation of registration and surrender of the certificate of registration within fifteen days of the effective date of the Scheme of Amalgamation and other requirements, if, any, in accordance with the regulations/guidelines issued in this regard.
- i) Any pending cause of actions, suits/appeals, all legal, taxation or other proceedings including before any statutory or quasi-judicial authority or tribunal against the Transferor Company, whether pending on the Appointed Date or which may be instituted any time in the future, shall not abate or be discontinued. But the proceedings can be initiated and continued, and any prosecution shall be enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued, prosecuted and/or enforced by or against the Transferor Company, as if this Scheme had not been implemented.
- j) The No-Objection for the proposed amalgamation shall not be treated as granting exemption from any of the regulatory requirement of RBI. Any deviation from the existing regulatory instructions would require a separate approval by Reserve Bank and for that purpose, Reserve Bank will have to be approached separately.





k) RBI may impose additional conditions that it deems appropriate.

Yours faithfully

*Pallavi Jain*

(Pallavi Jain)  
Manager