

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL BENGALURU BENCH AT BENGALURU
IN THE MATTER OF THE COMPANIES ACT, 2013
AND
IN THE MATTER OF SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF
THE COMPANIES ACT, 2013
AND
IN THE MATTER OF UJJIVAN FINANCIAL SERVICES LIMITED
AND
IN THE MATTER OF UJJIVAN SMALL FINANCE BANK LIMITED
AND
IN THE MATTER OF SCHEME OF AMALGAMATION OF UJJIVAN FINANCIAL SERVICES LIMITED WITH
UJJIVAN SMALL FINANCE BANK LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

CA (CAA) NO. 17/BB/2023

**Ujjivan Financial Services Limited**

CIN: L65999KA2004PLC035329

A company incorporated under the Companies Act, 1956,
having its **Registered office** at Grape Garden, No.27, 3rd 'A' Cross 18th Main 6th Block,
Koramangala Bangalore, 560095, Karnataka, India
Represented by its authorised signatory - Mr. Radhakrishnan Ravi, Tel: 080 40712121
Email id: compliance@ujjivanfn.com; ravi.r@ujjivanfn.com

... APPLICANT 1/ TRANSFEROR COMPANY

**NOTICE AND ADVERTISEMENT OF NOTICE FOR CONVENING MEETING OF EQUITY SHAREHOLDERS
(INCLUDING PUBLIC SHAREHOLDERS) OF UJJIVAN FINANCIAL SERVICES LIMITED**

1. Notice is hereby given that the Hon'ble National Company Law Tribunal, Bengaluru Bench, Bengaluru ("NCLT") by its order dated September 8, 2023 (hereinafter referred to as "NCLT Order"), has directed convening of a meeting of the equity shareholders (comprising of only public shareholders) of Ujjivan Financial Services Limited ("Company" / "Transferor Company" / "Applicant 1"), for the purpose of considering, and if thought fit, approving the Scheme of Amalgamation between Transferor Company and Ujjivan Small Finance Bank Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme") pursuant to Sections 230 to 232 read with Section 66 of the Companies Act, 2013 ("Act"), the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 ("Rules") and other applicable provisions of the Act and Rules.
2. In pursuance of the NCLT Order and as directed therein further, this Notice is hereby given that a meeting of the equity shareholders (comprising of only public shareholders) of the Transferor Company will be held on Friday, November 03, 2023 at 10:30 AM IST through video conferencing ("VC") or Other Audio Visual Means ("OAVM") (hereinafter referred to as the "Meeting") in compliance with the applicable laws including circulars issued by the Ministry of Corporate Affairs from time to time and the said equity shareholders are requested to attend the Meeting.
3. The Transferor Company has sent via email the Notice of the Meeting dated September 22, 2023 and the Explanatory Statement as required under Sections 230(3), 232(1) and (2) and 102 of the Act read with Rule 6 of the Rules and the documents as stated in the index of the Notice (collectively referred as "Notice & Annexures") on September 22, 2023 to the equity shareholders of the Transferor Company whose names appear in the register of members/list of beneficial owners as on Friday, September 15, 2023 and whose e-mail addresses are registered with the Transferor Company/ the relevant Depository(ies) as on the said date. For the equity shareholders who have not registered their e-mail address with the Transferor Company or with relevant Depository(ies), the Notice & Annexures of this Meeting can be downloaded from the website of the Transferor Company. A copy of this Notice and the Annexures will also be hosted on the website of the Transferor Company at <https://www.ujjivanfn.com/reverse-merger>; the website of BSE Limited (at www.bseindia.com) and National Stock Exchange of India Limited (at www.nseindia.com) and the website of e-voting agency, KFin Technologies Limited ("KFIN") at <https://evoting.kfintech.com>.
4. Up to the date of this Meeting, the Copies of the Notice & Annexures can be obtained free of charge between 10:00 a.m. to 5:00 p.m. from registered office of the Transferor Company within 1 (one) day on a requisition being so made by any person entitled to attend the Meeting.
5. Considering that the Meeting is being held through VC / OAVM as per NCLT Order, and in compliance with MCA Circulars, without the requirement of physical presence of the equity shareholders, the facility of appointment of proxies by equity shareholders will not be available for the said Meeting.
6. The NCLT has appointed Ms. Krutika Raghavan having address at 111, Raheja chambers, Museum Road, Bangalore - 560001, Email ID: krutika@krassociateslive to be the Chairperson for the Meeting, and Mr. Sudhir V Hulyalkar, Company Secretaries, having address at 4th Floor, Prabhas Complex, #27/1, S. Kariyappa Road, Basavanagudi, Bangalore - 560004, Email ID: csudhirvh@gmail.com to be the Scrutinizer for the Meeting.
7. The equity shareholders shall have the facility of voting on the resolution for approval of the Scheme by casting their votes (a) through e-voting system available at the Meeting to be held through VC / OAVM or (b) by remote electronic voting during the period as stated below:

Cut-off date for determining the equity shareholders entitled to vote	Friday, October 27, 2023
Commencement of remote e-voting period	09:00 AM IST, Tuesday, October 31, 2023
End of remote e-voting period	05:00 PM IST, Thursday, November 02, 2023

8. The detailed procedure for attending the Meeting through VC / OAVM and e-voting, including for equity shareholders holding shares in physical form, forms part of the said Notice, and the equity shareholders are requested to read the same. Some of the important details regarding e-voting are provided below:
 - (i) The e-voting facility will also be made available during the Meeting to enable the equity shareholders who have not cast their vote through remote e-voting, to exercise their voting rights. Equity shareholders who have cast their vote through remote e-voting may attend the Meeting but shall not be entitled to cast their vote again. E-voting during the meeting will be available for the discussion pertaining to the business mentioned in the Notice is concluded and would be available for 30 minutes thereafter.
 - (ii) The voting rights of equity shareholders shall be in proportion to their equity shareholding in the Transferor Company as on Cut-off date i.e., Friday, October 27, 2023.
 - (iii) Any person, who becomes an equity shareholder of the Transferor Company after dispatch of the Notice of the Meeting and holds shares as on the Cut-off date or equity shareholder who has not registered his/her/its e-mail address, may obtain the user ID and password by sending a request to KFIN. However, if such an equity shareholder is already registered with KFIN for remote e-voting, then he/she/it can use his/her/its existing user ID and password for casting vote. The equity shareholders whose email id are not registered with the Transferor Company/relevant depository(ies) are requested to register the same.
 - (iv) The Scheme shall be considered as approved by the equity shareholders of Transferor Company if the resolution mentioned in the Notice has been approved by majority of persons representing three-fourth in value of the equity shareholders by remote e-voting or by e-voting during the Meeting, taken together in terms of the provisions of Sections 230 - 232 of the Act and by requisite public shareholders in terms of SEBI Master Circular No. SEBI/HO/CFD-POD-2/P/CIR/2023/95 dated June 20, 2023.

Further, the Scheme once approved by the equity shareholders as aforesaid, will be subject to the subsequent approval of the NCLT.

The results, together with the scrutinizer's report, will be displayed at the registered office and on the website of the Transferor Company at <https://www.ujjivanfn.com/reverse-merger>, on the website of BSE Limited (at www.bseindia.com) and National Stock Exchange of India Limited (at www.nseindia.com) and the website of e-voting agency, KFIN at <https://evoting.kfintech.com> on or before November 6, 2023.

 - (v) In case of any difficulty or queries in connection with attending the Meeting through VC / OAVM or casting vote through e-voting facility, equity shareholders may contact:

Name	Mr. Mohd Mohsin Uddin
Designation	Senior Manager - Corporate Registry
Address	Selenium Building, Tower-B, Plot No- 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India, 500032
Email id	emeetings@kfintech.com
Phone No	1800 309 4001

By Order of the NCLT, Bengaluru Bench

Sd/-
Radhakrishnan Ravi
Authorized Representative
Ujjivan Financial Services Limited

Place: Bengaluru
Date: September 22, 2023

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL BENGALURU BENCH AT BENGALURU
IN THE MATTER OF THE COMPANIES ACT, 2013
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UJJIVAN SMALL FINANCE BANK LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

CA (CAA) NO. 17/BB/2023

**Ujjivan Small Finance Bank Limited**

CIN: L65110KA2016PLC142162

A company incorporated under the Companies Act, 2013,
having its **Registered office** at Grape Garden, No.27, 3rd 'A' Cross 18th Main 6th Block,
Koramangala Bangalore, 560095, Karnataka, India
Represented by its authorised signatory - Mr. Sanjeev Barnwal, Tel: 080 40712121
Email id: corporatesecretarial@ujjivan.com; sanjeev.barnwal@ujjivan.com

... APPLICANT 2/ TRANSFEREE COMPANY

**NOTICE AND ADVERTISEMENT OF NOTICE FOR CONVENING MEETING OF EQUITY SHAREHOLDERS
(INCLUDING PUBLIC SHAREHOLDERS) OF UJJIVAN SMALL FINANCE BANK LIMITED**

1. Notice is hereby given that the Hon'ble National Company Law Tribunal, Bengaluru Bench, Bengaluru ("NCLT") by its order dated September 8, 2023 (hereinafter referred to as "NCLT Order"), has directed convening of a meeting of the equity shareholders (including public shareholders) of Ujjivan Small Finance Bank Limited ("Company" / "Bank" / "Transferee Company" / "Applicant 2"), for the purpose of considering, and if thought fit, approving the Scheme of Amalgamation between Ujjivan Financial Services Limited ("Transferor Company") and the Transferee Company and their respective shareholders and creditors ("Scheme") pursuant to Sections 230 to 232 read with Section 66 of the Companies Act, 2013 ("Act"), the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 ("Rules") and other applicable provisions of the Act and Rules.
2. In pursuance of the NCLT Order and as directed therein further, this Notice is hereby given that a meeting of the equity shareholders (including public shareholders) of the Transferee Company will be held on Friday, November 03, 2023 at 11:30 AM IST through video conferencing ("VC") or Other Audio Visual Means ("OAVM") (hereinafter referred to as the "Meeting") in compliance with the applicable laws including circulars issued by the Ministry of Corporate Affairs from time to time and the said equity shareholders are requested to attend the Meeting.
3. The Transferee Company has sent via email the Notice of the Meeting dated September 22, 2023 and the Explanatory Statement as required under Sections 230(3), 232(1) and (2) and 102 of the Act read with Rule 6 of the Rules and the documents as stated in the index of the Notice (collectively referred as "Notice & Annexures") on September 22, 2023 to the equity shareholders of the Transferee Company whose names appear in the register of members/list of beneficial owners as on Friday, September 15, 2023 and whose e-mail addresses are registered with the Transferee Company/ the relevant Depository(ies) as on the said date. For the equity shareholders who have not registered their e-mail address with the Transferee Company or with relevant Depository(ies), the Notice & Annexures of this Meeting can be downloaded from the website of the Transferee Company. A copy of this Notice and the Annexures will also be hosted on the website of the Transferee Company at <https://www.ujjivansfb.in/reverse-merger>; the website of BSE Limited (at www.bseindia.com) and National Stock Exchange of India Limited (at www.nseindia.com) and the website of e-voting agency, KFin Technologies Limited ("KFIN") at <https://evoting.kfintech.com>.
4. Up to the date of this Meeting, the Copies of the Notice & Annexures can be obtained free of charge between 10:00 a.m. to 5:00 p.m. from registered office of the Transferee Company within 1 (one) day on a requisition being so made by any person entitled to attend the Meeting.
5. Considering that the Meeting is being held through VC / OAVM as per NCLT Order, and in compliance with MCA Circulars, without the requirement of physical presence of the equity shareholders, the facility of appointment of proxies by equity shareholders will not be available for the said Meeting.
6. The NCLT has appointed Ms. Krutika Raghavan having address at 111, Raheja chambers, Museum Road, Bangalore - 560001, Email ID: krutika@krassociateslive to be the Chairperson for the Meeting, and Mr. Sudhir V Hulyalkar, Company Secretaries, having address at 4th Floor, Prabhas Complex, #27/1, S. Kariyappa Road, Basavanagudi, Bangalore - 560004, Email ID: csudhirvh@gmail.com to be the Scrutinizer for the Meeting.
7. The equity shareholders shall have the facility of voting on the resolution for approval of the Scheme by casting their votes (a) through e-voting system available at the Meeting to be held through VC / OAVM or (b) by remote electronic voting during the period as stated below:

Cut-off date for determining the equity shareholders entitled to vote	Friday, October 27, 2023
Commencement of remote e-voting period	09:00 AM IST, Tuesday, October 31, 2023
End of remote e-voting period	05:00 PM IST, Thursday, November 02, 2023

8. The detailed procedure for attending the Meeting through VC / OAVM and e-voting, including for equity shareholders holding shares in physical form, forms part of the said Notice, and the equity shareholders are requested to read the same. Some of the important details regarding e-voting are provided below:
 - (i) The e-voting facility will also be made available during the Meeting to enable the equity shareholders who have not cast their vote through remote e-voting, to exercise their voting rights. Equity shareholders who have cast their vote through remote e-voting may attend the Meeting but shall not be entitled to cast their vote again. E-voting during the meeting will be available for the discussion pertaining to the business mentioned in the Notice is concluded and would be available for 30 minutes thereafter.
 - (ii) The voting rights of equity shareholders except the Promoter of the Bank i.e. Ujjivan Financial Services Limited shall be in proportion to their equity shareholding in the Transferee Company as on Cut-off date i.e., Friday, October 27, 2023.
 - (iii) Any person, who becomes an equity shareholder of the Transferee Company after dispatch of the Notice of the Meeting and holds shares as on the Cut-off date or equity shareholder who has not registered his/her/its e-mail address, may obtain the user ID and password by sending a request to KFIN. However, if such an equity shareholder is already registered with KFIN for remote e-voting, then he/she/it can use his/her/its existing user ID and password for casting vote. The equity shareholders whose email id are not registered with the Transferee Company/relevant depository(ies) are requested to register the same.
 - (iv) The Scheme shall be considered as approved by the equity shareholders of Transferee Company if the resolution mentioned in the Notice has been approved by majority of persons representing three-fourth in value of the equity shareholders by remote e-voting or by e-voting during the Meeting, taken together in terms of the provisions of Sections 230 - 232 of the Act. Further, in terms of SEBI Master Circular No. SEBI/HO/CFD-POD-2/P/CIR/2023/95 dated June 20, 2023, the Scheme shall be acted upon only if the number of votes cast by the Public Shareholders (through remote e-voting or e-voting during the Meeting) in favour of the aforesaid resolution for approval of the Scheme is more than the number of votes cast by the Public Shareholders against it.

Further, the Scheme once approved by the equity shareholders as aforesaid, will be subject to the subsequent approval of the NCLT.

The results, together with the scrutinizer's report, will be displayed at the registered office and on the website of the Transferee Company at <https://www.ujjivansfb.in/reverse-merger>, on the website of BSE Limited (at www.bseindia.com) and National Stock Exchange of India Limited (at www.nseindia.com) and the website of e-voting agency, KFIN at <https://evoting.kfintech.com> on or before November 6, 2023.

 - (v) In case of any difficulty or queries in connection with attending the Meeting through VC / OAVM or casting vote through e-voting facility, equity shareholders may contact:

Name	Mr. Mohd Mohsin Uddin
Designation	Senior Manager - Corporate Registry
Address	Selenium Building, Tower-B, Plot No- 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India, 500032
Email id	emeetings@kfintech.com
Phone No	1800 309 4001

By Order of the NCLT, Bengaluru Bench

Sd/-
Sanjeev Barnwal
Authorized Representative
Ujjivan Small Finance Bank Limited

Place: Bengaluru
Date: September 22, 2023

