

SCRUTINIZER'S REPORT

To,

Ms. Krutika Raghavan

Chairperson appointed for the Meeting of Equity Shareholders of **UJJIVAN SMALL FINANCE BANK LIMITED** convened pursuant to the order of Hon'ble National Company Law Tribunal, Bengaluru Bench) dated September 08, 2023 in Company Application CA (CAA) NO. 17/BB/2023

Madam,

Subject: Consolidated Report of the Scrutinizer on the remote e-voting and e-voting at the meeting of equity shareholders of Ujjivan Small Finance Bank Limited convened pursuant to the order of Hon'ble National Company Law Tribunal, Bengaluru Bench dated September 08, 2023 in Company Application CA (CAA) NO. 17/BB/2023 through video conferencing ('VC')/Other Audio-Visual Means ('OAVM') on November 03, 2023 at 11.30 A.M.

I, Sudhir V Hulyalkar, Company Secretary in Practice, appointed as the Scrutinizer for the meeting of equity shareholders of **Ujjivan Small Finance Bank Limited (CIN: L65110KA2016PLC142162)** (hereafter referred as "the Bank ") convened pursuant to the Order of the Hon'ble National Company Law Tribunal, Bengaluru Bench (NCLT) dated September 08, 2023, (hereafter referred as the "Order") in the matter of the Scheme of Amalgamation of Ujjivan Financial Services Limited (Transferor Company) with Ujjivan Small Finance Bank Limited (Transferee Company/ Bank) and their respective shareholders and creditors in Company Application CA (CAA) NO. 17/BB/2023 pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and Rules made thereunder for the purpose of scrutinizing the votes cast through remote e-voting and e-voting at the meeting for the resolution as set out in the notice convening the said meeting, submit my report as under:

1. As per directions issued by the Hon'ble NCLT in the aforesaid Order and in compliance with Section 108 of the Companies Act, 2013 and Rules made thereunder, and also read with the relaxations as notified by the circulars issued by the Ministry of corporate Affairs also read with the relaxations as notified by the circulars issued by the Ministry of corporate Affairs from time to time starting from April 8, 2020 till on December 28, 2022 (referred as "MCA Circulars" in Note 1 to the Notice of the meeting), the meeting was convened through VC / OAVM, without the physical presence of members at a common venue at the Registered Office of the Bank which is the deemed venue for the meeting.
2. The notice dated September 22, 2023 along with the explanatory statement under Section 230 read with Section 102 and other applicable provisions of the Act and Rule 6 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 along with copy of the Scheme and the documents (Annexures --as stated in the index of the Notice) were sent via email to those equity shareholders of the Bank 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 Bank / the relevant

Sudhir Vishnupant Hulyalkar
Company Secretaries



Depository(ies) as on the said date. For the equity shareholders who have not registered their e-mail address with the Bank /the relevant depository(ies), the Notice of this Meeting, together with Annexures were made available on the website of the Bank (at <https://www.ujjivansfb.in/reversemerger>) and the websites of BSE Limited (at www.bseindia.com) and National Stock Exchange of India Limited (at www.nseindia.com) and on the website of the e-voting agency KFin Technologies Limited at <https://evoting.kfintech.com>

3. The Bank had provided remote E-voting facility through KFin Technologies Limited for remote e-voting and e-voting during the meeting.
4. The shareholders of the Bank holding shares as on October 27, 2023 (cut-off date) were entitled to vote on the resolution for approving the Scheme as contained in the Notice of the meeting.
5. The voting period for remote e-voting commenced on Tuesday, October 31, 2023 at 9:00 a.m. and ended on Thursday, November 2, 2023, at 5:00 p.m. and the KFin Technologies Limited e-voting platform was blocked thereafter.
6. The Bank had also provided e-voting facility to the shareholders present at the meeting through VC or OAVM and who did not cast their vote earlier through remote e-voting facility.
7. In terms of the NCLT Order, the quorum for the Meeting consisting of minimum 30 equity Shareholders of the meeting was present, the Chairperson commenced the proceedings of the meeting at the scheduled time at 11.30 a.m. on Friday, November 03, 2023.
8. The Chairperson then placed the resolution mentioned in the Notice, which was already placed for voting through remote e-voting and the members who have registered themselves as speakers in meeting spoke on the agenda of the meeting. The Chairperson, after conclusion of discussion on the resolution, announced that the members present at the meeting and who have not casted their vote by remote voting could vote through e-voting made available during the meeting at KFin Technologies Limited e-voting system and the voting through e-voting at the meeting was made available for 30 minutes thereafter.
9. Immediately after conclusion of facility of e-voting time provided by the Bank at the meeting, finalization of voting set-up and unblocking of e-voting was made in the presence of two witnesses who are not in the employment of the Bank. The details or data of votes casted through e-voting during the meeting and votes casted through remote e-voting were downloaded from the KFin Technologies Limited e-voting system.
10. I have scrutinized and reviewed the remote e-voting and e-voting at the meeting and votes casted therein based on the data downloaded from the KFin Technologies Limited



e-voting system and also with the records maintained by the KFin Technologies Limited who are also the Bank's Registrars and Transfer Agents.

I now submit my consolidated Report on the result of the remote e-voting and e-voting during the meeting in respect of the Resolution as below:

RESOLUTION:

Approval of Scheme of Amalgamation of Ujjivan Financial Services Limited with Ujjivan Small Finance Bank Limited and their respective shareholders and creditors as per the text mentioned in the Notice.

A. Vote cast by all the equity shareholders of the Bank (See Note 1 Below)

(i) Voted in favour of the resolution:

Voting Facility	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	698	62,74,65,032	99.87%
E-Voting at the time of meeting	16	3,58,022	100%
TOTAL	714	62,78,23,054	99.87%

(ii) Voted against the resolution:

Voting Facility	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	33	8,13,345	0.13%
E-Voting at the time of meeting	1	1	0%
TOTAL	34	8,13,346	0.13%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0



B. Vote cast by only public equity shareholders of the Bank: (See Note 2 Below)

(i) Voted in favour of the resolution:

Voting Facility	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	697	11,89,37,457	99.32%
E-Voting at the time of meeting	16	3,58,022	100%
TOTAL	713	11,92,95,479	99.32%

(ii) Voted against the resolution:

Voting Facility	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	33	8,13,345	0.68%
E-Voting at the time of meeting	1	1	0%
TOTAL	34	8,13,346	0.68%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0

Note 1: Ujjivan Financial Services Limited (Promoter) holds 144,00,36,800 equity shares amounting to 73.62% of the total equity capital of the Bank. However, its voting rights are restricted to 26% of the total equity share capital of the Bank in terms of Section 12(2) of the Banking Regulation Act, 1949. Accordingly, excess of 26% of shareholding/voting rights of UFSL has not been considered in accordance with Section referred to above. Hence, out of 1,95,58,75,290 total equity shares of the Bank, only 50,85,27,575 equity shares forming 26% of



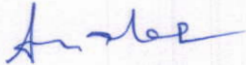
the total equity share capital of the Bank is considered for the purpose of eligible voting rights of the Promoters.

Note 2: Public Shareholding is considered by excluding the shares held by Ujjivan Financial Services Limited (the Promoter) and considered as per the disclosures made by the Bank to the stock exchanges and have exercised their vote in this meeting.

11. The registers and e-voting downloads and records shall remain in my custody until the Chairperson considers, approves and signs the minutes and thereafter the same shall be handed over to the Company Secretary/Director authorized by the Board for safe keeping.
12. As reported above, the majority of the equity shareholders, representing more than three-fourths in value of the equity shares of the Bank, have voted for the resolution, and further in terms of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, the votes cast by the public shareholders in favour of the proposed resolution are more than the number of votes cast by the public shareholders against it.

You may declare the results accordingly.

Thanking You
Yours faithfully



Sudhir Vishnupant Hulyalkar
Company Secretary in Practice
FCS: 6040 CP No.: 6137
(Scrutinizer)
PR: 607/2019
UDIN: F006040E001629926
Date: 03/11/2023
Place: Bangalore

