



**UJJIVAN SMALL FINANCE BANK**  
Build a Better Life

USFB/CS/SE/2025-26/26

**Date: June 03, 2025**

**To,**

**National Stock Exchange of India Limited**  
Listing Department  
Exchange Plaza, C-1, Block G, Bandra Kurla Complex,  
Bandra (E)  
Mumbai – 400 051

**BSE Limited**  
Listing Compliance  
P.J. Tower,  
Dalal Street, Fort,  
Mumbai – 400 001

**Symbol: UJJIVANSFB**

**Scrip Code: 542904**

Dear Sir/Madam,

**Sub: Notice of 9<sup>th</sup> Annual General Meeting of Ujjivan Small Finance Bank Limited (“Bank”)**

This is to inform that the 9<sup>th</sup> Annual General Meeting (“AGM”) of Bank will be held on Friday, June 27, 2025 at 03:30 P.M. IST through Video Conferencing/Other Audio-Visual Means in compliance with the provisions of the Companies Act, 2013 and rules made thereunder read with relevant Circulars issued by Ministry of Corporate Affairs and SEBI, we hereby submit a copy of the Notice of 9<sup>th</sup> AGM of the Bank.

The dispatch of the Notice of the 9<sup>th</sup> AGM and Annual Report for the Financial Year 2024-25 to the members of the Bank, was initiated today i.e., on June 03, 2025.

A copy of the aforesaid notice and this intimation shall be available on the website of the Bank at [www.ujjivansfb.in](http://www.ujjivansfb.in).

We request you to take note of the above.

Thanking You,

Yours faithfully,

**For UJJIVAN SMALL FINANCE BANK LIMITED**

**Sanjeev Barnwal**  
**Company Secretary and Head of Regulatory Framework**

*Encl: Notice of 9<sup>th</sup> AGM*

# NOTICE



## UJJIVAN SMALL FINANCE BANK LIMITED

**CIN: L65110KA2016PLC142162**

**Registered 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:** [www.ujjivansfb.in](http://www.ujjivansfb.in)

### NOTICE FOR CONVENING 9TH ANNUAL GENERAL MEETING

Notice is hereby given that the 9th Annual General Meeting ("AGM or Meeting") of Ujjivan Small Finance Bank Limited ("Bank") shall be held on Friday, June 27, 2025 at 03:30 PM, 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, 2025 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** the Audited Financial Statements of the Bank for the Financial Year ended March 31, 2025 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 MS. CAROL KRIPANAYANA FURTADO (DIN: 07587305), WHO RETIRES BY ROTATION AS A WHOLE-TIME DIRECTOR AND, BEING ELIGIBLE, SEEKS RE-APPOINTMENT**

To consider and if thought fit, to pass 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, Ms. Carol Kripnayana Furtado (DIN: 07587305), who retires by rotation at this Meeting, be and is hereby reappointed as a Whole-Time Director (WTD) and Key Managerial Personnel of the Bank."

##### ITEM NO. 3

#### **TO APPOINT Mr. K. JAYACHANDRAN, COMPANY SECRETARY IN PRACTICE (CP No: 4031) AS SECRETARIAL AUDITOR OF THE BANK AND TO FIX HIS REMUNERATION**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 204 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and further to the recommendation of the Board of Directors ("Board"), Mr. K. Jayachandran, Company Secretary in Practice (Membership Number - 11309 and Certificate of Practice Number - 4031), having a valid Peer Review Certificate (Peer Review No: 6411/2025) issued by the Institute of Company Secretaries of India, and who have proposed himself for appointment and has confirmed his eligibility to be appointed as the Secretarial Auditor, be and is hereby appointed as Secretarial Auditor of the Bank for conducting the Secretarial Audit for a term of five consecutive financial years starting with FY 2025-26 and until the FY 2029-30, at such remuneration as may be determined by the Board of the Bank from time to time."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and finalise/ modify the terms and conditions of appointment and/or remuneration of the Secretarial Auditor from time to time in accordance with the applicable laws."

**"RESOLVED FURTHER THAT** the Company Secretary of the Bank be and is hereby authorised to do all such acts, matters and deeds as may be required in giving effect to the aforesaid resolution including filing of relevant forms with the Registrar of Companies."

**By Order of the Board of Directors**  
**For UJJIVAN SMALL FINANCE BANK LIMITED**

**Sd/-**  
**Sanjeev Barnwal**  
**Company Secretary and Head of Regulatory Framework**

**Place:** Bengaluru  
**Date:** April 30, 2025



## NOTES:

1. Pursuant to the latest applicable circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold Annual General Meeting ("AGM or Meeting") through Video Conferencing ("VC)/Other Audio-Visual Means ("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. 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. However, since the AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with and accordingly, 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.
3. 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.
4. 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. authorizing 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 or during the AGM. 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@kannans.in](mailto:kannans@kannans.in) with a copy marked to [corporatesecretarial@ujjivan.com](mailto:corporatesecretarial@ujjivan.com) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'USFB \_EVENT No'.
5. The Secretarial Auditor's Certificate under Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and all the applicable registers and 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. June 27, 2025. 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.
6. 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 cast by remote e-voting.
7. In compliance with the Circulars, the Annual Report for the FY 2024-25, the Notice of this Meeting 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 FY 2024-25 will also be available on the Bank's website at [www.ujjivansfb.in](http://www.ujjivansfb.in), website of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of e-voting agency KFin Technologies Limited ("KFin Tech or RTA") at [evoting.kfintech.com](http://evoting.kfintech.com).
8. Pursuant to Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, any request for affecting 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.
9. 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).
10. For any queries relating to financial statement 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. June 20, 2025.
11. 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.
12. Members who are entitled to claim for their unclaimed dividends declared by Ujjivan Financial Services Limited (now merged with Ujjivan Small Finance Bank Limited) or by the Bank are requested to correspond with the Company Secretary of the Bank by writing at [corporatesecretarial@ujjivan.com](mailto:corporatesecretarial@ujjivan.com). Members are requested to note that dividends which are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per the provisions of Section 205A of the Companies Act, 1956 (Section 124 of the Companies Act, 2013), be transferred to the Investor Education and Protection Fund.
13. Members of the Bank under the category of 'Institutional Investors' are encouraged to attend and vote at the AGM.
14. An Explanatory Statement for agenda Item no. 2 & 3 of this Notice pursuant to Section 102(1) of the Companies Act, 2013, Regulation 36 of 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 notified by the Ministry of Corporate Affairs under Section 118(10) of the Companies Act, 2013 is annexed herewith and forms part of this Notice.



15. 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.
16. Since the AGM will be held through VC/OAVM, the route map is not attached to this Notice.
17. Those members who have not yet registered their email addresses are requested to get their email addresses registered with their Depository Participant. Please contact your Depository Participant for further assistance in this matter.
18. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialised form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; etc. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Bank's website at <https://www.ujivansfb.in/investor-contacts>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

**19. Voting through electronic means**

**1. Remote e-voting and e-voting during the AGM:**

- a. 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. Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting"). The members also have the option to cast their votes during the AGM (e-voting), if not cast earlier through 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.
- b. The remote e-voting facility will be available during the following voting period:  
**Commencement of remote e-voting:** 09:00 AM, Monday, June 23, 2025 and **End of remote e-voting** will be 05:00 PM, Thursday, June 26, 2025. 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.
- c. Any person, whose name is recorded in the Register of Members or in the Register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on Friday, June 20, 2025 only shall be entitled to avail the facility of remote e-voting. The remote e-voting module shall be disabled by KFin Tech for voting thereafter. Once the vote on a resolution is cast by the shareholder, he/she/it shall not be allowed to change it subsequently.
- d. Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to their share in the paid-up equity share capital as on the cut-off date, i.e. Friday, June 20, 2025.
- e. In order to increase the efficiency of the voting process, and pursuant to the SEBI Circular No. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 dated December 09 2020, the demat account holders, are provided a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders will now be able to cast their vote without having to register again with the E-voting Service Providers ("ESPs"), thereby facilitating seamless authentication and convenience of participating in e-voting process.
- f. The Board 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 his consent for the same and will be available for the said purpose.
- g. The result of remote e-voting and e-voting shall be declared within 2 (Two) working days 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, i.e., June 27, 2025.
- h. The result of voting declared along with Scrutiniser's Report will be published on the website of the Bank at [www.ujivansfb.in](http://www.ujivansfb.in) and on Service Provider's website at <https://evoting.kfintech.com> within 2 (Two) working days 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.

**2. Information and instructions relating to remote e-voting and e-voting:**

- a. The members can join the AGM through VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned herein. The facility to join the Meeting shall be kept open throughout the proceedings of the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.



- b. 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 cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
- c. A member can opt for only single mode of voting per 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) cast at the Meeting shall be treated as "INVALID".
- d. 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. June 20, 2025 only shall be entitled to avail the facility of remote e-voting or e-voting. A person who is not a member as on the cut-off date should treat the Notice for information purpose only.
- e. Any person who becomes 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.
- f. 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 cast their vote(s) through remote e-voting.
- g. While all efforts would be made to make the VC/ OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.

### 3. Procedure for Registration of email and Mobile: securities in physical mode

Shareholders holding physical shares are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. We hereby request all such shareholders to furnish their PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers.

Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through 'In Person Verification' (IPV): the authorised person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

### 4. Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

Shareholders other than individual shareholders holding securities in demat mode and shareholders who are holding equity shares of the Bank in physical form, are requested to follow the below instructions for remote e-voting:

- i. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- ii. Enter the login credentials as mentioned below:

#### For Members holding shares in Demat Form:

- a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
- b) For CDSL: 16 digits beneficiary ID



#### For Members holding shares in Physical Form:

- a) Event no. i.e., 8821, followed by Folio Number registered with the Company.
- b) Password: If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. If you are using KFin's e-Voting system for the first time, you will need to retrieve the 'initial password' communicated to you by e-mail. Shareholders who have not registered their email addresses can follow the steps provided at serial no xiii below to obtain the User ID and password.
- c) Captcha: Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.
- iii. After entering the correct details, click on LOGIN.
- iv. In case you are retrieving and using your 'initial password', you need to enter the 'initial password' and the system will force you to change your password. Once you reach the Password change menu you will be required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, e-mail etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT i.e. "Ujjivan Small Finance Bank."
- vii. 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 i.e., June 20, 2025, may obtain the User ID and password in the manner as mentioned below:  
If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may:
  - a) Send SMS: MYEPWD <space>  
E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399  
Example for NSDL:  
MYEPWD <SPACE> IN12345612345678  
Example for CDSL:  
MYEPWD <SPACE> 1402345612345678  
Example for Physical:  
MYEPWD <SPACE> XXXX1234567890
  - b) On the home page of <https://evoting.kfintech.com>, click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutiniser through email at [cs.skannan@gmail.com](mailto:cs.skannan@gmail.com)/[kannans@kannancs.in](mailto:kannans@kannancs.in) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BFL\_EVENT No.'
- xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.kfintech.com> or contact KFin Technologies Ltd. at 1800 309 4001 (toll free). It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

#### 5. Procedure for Login for E-voting and Attending AGM through VC/OAVM for Individual Shareholders holding securities in Demat mode

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.



**Login method for Individual shareholders holding securities in Demat mode is given below:**

Individual shareholders holding securities in Demat mode with National Securities Depository Limited ("NSDL")	<p><b>A. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>1. Open <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>2. Click on the "Beneficial Owner" icon under 'IDeAS' section.</li> <li>3. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</li> <li>4. Click on Bank Name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period.</li> </ol> <p><b>B. User not registered for IDeAS e-Services:</b></p> <ol style="list-style-type: none"> <li>1. To register, open <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</li> <li>2. Select "Register Online for IDeAS "Portal or click on <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.jsp</a>.</li> <li>3. <u>Proceed with completing the required fields</u></li> </ol> <p><b>C. By visiting the e-Voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>1. Open <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Click on the icon "Login" which is available under 'Shareholder/Member' section</li> <li>3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>4. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>5. Click on Bank name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited ("CDSL")	<p><b>A. Existing user who have opted for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>1. Click at <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>2. Click on New System Myeasi.</li> <li>3. Login with user ID and Password</li> <li>4. After successful login of Easi / Easiest, Option will be made available to reach e-voting page</li> <li>5. Click on e-voting service provider name to cast your vote</li> </ol> <p><b>B. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>2. Proceed with completing the required fields.</li> </ol> <p><b>C. By visiting the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>1. Visit at <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>2. Provide Demat Account Number and PAN No.</li> <li>3. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</li> <li>4. After successful authentication, user will be provided links for the respective e-voting service provider where the e-voting is in progress.</li> </ol>
Individual Shareholders (holding securities in Demat mode) login through their depository participants	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Bank Name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>



**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

## 6. Instructions and Process for participation through VC/OAVM

- Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of e-AGM provided by KFin at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and by clicking on the tab "video conference". The link for e-AGM will be available in members login, where the EVENT and the name of the Bank can be selected.
- Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for seamless experience.
- Further, members registered as speakers will be required to allow camera during e-AGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.
- Members may join the meeting using headphones for better sound clarity.
- While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' during the period starting from Tuesday, June 24, 2025, 09:00 AM up to Thursday, June 26, 2025, 05:00 PM. Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Bank reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Only questions of the members holding shares as on the cut-off date will be considered.
- A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/>, under the "How It Works" tab placed on top of the page.
- Members who need technical assistance before or during the e-AGM can contact KFin at [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or Helpline: 1800 309 4001.

## 7. RTA investor support centre

As an ongoing endeavour to enhance Investor experience and leverage new technology, our registrar and transfer agents , KFIN Technologies Limited have been continuously developing new applications. Here is a list of applications that has been developed for our investors.

- Investor Support Centre:** A webpage accessible via any browser enabled system. Investors can use a host of services like Post a Query, Raise a service request , Track the status of their DEMAT and REMAT request , Dividend status , Interest and Redemption status , Upload exemption forms (TDS) , Download all ISR and other related forms. URL: <https://ris.kfintech.com/clientservices/isc>
- eSign Facility:** Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination requires that eSign option be provided to Investors for raising service requests. KFIN is the first RTA which has enabled the option and can be accessed via the link below. URL: <https://ris.kfintech.com/clientservices/isr>
- KYC Status:** Shareholders can access the KYC status of their folio. The webpage has been created to ensure that shareholders have the requisite information regarding their folios. URL: <https://ris.kfintech.com/clientservices/isc/kycqry.aspx>
- KPRISM:** A mobile application as well as a webpage which allows users to access Folio details, Interest and Dividend status, FAQs, ISR Forms and full suite of other investor services. URL: <https://kprism.kfintech.com/signin.aspx>
- WhatsApp:** Modern technology has made it easier to communicate with shareholder across multiple levels. WhatsApp has a wider reach today with majority having a know-how of the application. In order to facilitate the shareholders KFIN has now a dedicated WhatsApp number that can be used for a bouquet of services. WhatsApp Number: (91) 910 009 4099.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (‘ICSI’) AND REGULATION 36 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (‘SEBI LISTING REGULATIONS’)**

## ITEM NO. 2

### REAPPOINTMENT OF MS. CAROL KRIPANAYANA FURTADO

#### Background

The term of office of Ms. Carol Kripanayana Furtado, the Whole-Time Director of the Bank is liable to retire by rotation and she being eligible has offered herself for re-appointment.

#### Eligibility and Disclosures

Ms. Carol Kripanayana Furtado is not disqualified from being appointed/reappointed as a Director in terms of Section 164 of Companies Act, 2013. Further, she 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile of Ms. Carol Kripanayana Furtado and other information pertaining to her reappointment are given below:

Name of the Director	Carol Kripanayana Furtado
DIN	07587305
Date of Birth and age	July 28, 1971 53 years
Date of First Appointment on the Board	May 01, 2024
Brief resume including experience and Expertise in specific functional areas	Ms. Carol Furtado was earlier designated as the Chief Business Officer of Ujjivan Small Finance Bank. She comes with three decades of banking experience in Retail Banking and NBFC domains with expertise in leading Business, Banking operations, Credit, People functions and Service Quality. Ms. Carol is a key member of the leadership team that laid the foundation and built Ujjivan. She was instrumental in the recognition of Ujjivan as a certified great place to work. She has previously worked with the ANZ group, Bank Muscat and Centurion Bank Ltd. In 2009, Ms. Carol was the recipient of the Financial Women’s Association award by Women’s World Banking in recognition of her demonstrated professional commitment. She is a post graduate from Mount Carmel Institute of Management, Bangalore, and has been part of strategic leadership programs conducted by Indian Institute of Management, Ahmedabad and Harvard Business School, Boston. Her areas of expertise are Banking, Micro-finance, operations, credit, customer service, human resources.
No. of Board Meetings attended during the financial year ended March 31, 2025 as a Director	Eligible to attend: 8 Attended: 8
Directorships held in Listed Companies	NIL
Listed entities (other than the Bank) in which she holds Committee Membership/ Chairmanship	NIL
Remuneration last drawn during the financial year ended March 31, 2025	₹ 16,368,131
Remuneration sought to be paid	Her present remuneration and other benefits shall remain unchanged unless any increment or increased pay is recommended by the NRC and approved by the Board subject to the prior approval of the RBI
Shareholding in the Bank	Holds 12,85,143 equity shares of the Bank
Relationship with other Directors and Key Managerial Personnel of the Bank	NIL

#### Recommendation and Interest of Directors/KMPs

Except Ms. Carol Kripanayana Furtado, 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.



### ITEM NO. 3

#### APPOINTMENT OF SECRETARIAL AUDITOR

SEBI vide its notification dated December 12, 2024 introduced significant amendments to the SEBI Listing Regulations. These amendments aim to improve the corporate governance, streamline compliance processes and enhance transparency for listed entities. Further, SEBI has amended Regulation 24A of the SEBI LODR Regulations, 2015 which governs the “Secretarial Audit and Secretarial Compliance Report” and mandates that every listed entity shall undertake Secretarial Audit conducted by a Peer Reviewed Company Secretary.

In accordance with the aforesaid SEBI amended regulations, the Board of Directors of the Bank in its Board Meeting held on April 30, 2025 has approved and further recommended to the Shareholders for the appointment of Mr. K. Jayachandran, Company Secretaries in Practice (Peer Reviewed - CP No:4031) as Secretarial Auditor of the Bank for a term of five consecutive financial years starting with FY 2025-26 and concluding with FY 2029-30, at such remuneration as may be determined by the Board of the Bank from time to time.

The Bank has received all the necessary eligibility declarations from Mr. K. Jayachandran and he is holding valid Peer Review Certificate issued by the Institute of Company Secretaries of India and has not incurred any of the disqualifications as specified by SEBI. Mr. K. Jayachandran have also conveyed his consent to act as Secretarial Auditor of the Bank.

#### Profile

##### Mr. K. Jayachandran

K. Jayachandran is a Practicing Company Secretary based in Bangalore with over 37 years of extensive experience in the field of corporate law—comprising 23 years of independent practice and 14 years of corporate tenure. He offers strategic and practical legal counsel with a sharp focus on corporate governance, regulatory compliance, and legal advisory, guiding companies through complex regulatory landscapes.

He has expertise in Company Law, Secretarial Audits, FEMA, SEBI Regulations, Due Diligence, and NCLT Matters, and had the privilege of advising broad clientele—ranging from multinational companies and listed entities to private and closely-held companies. He is supported by qualified team of professionals, enabling seamless execution and timely delivery of regulatory services.

#### Terms of Appointment

Term of five consecutive financial years starting with FY 2025-26 and concluding with FY 2029-30. The Board has approved the payment of a secretarial audit fee of Rs. 5,00,000 per annum exclusive of applicable taxes and out of pocket expenses for the Financial Year 2025-26. The Board is authorised to determine his scope of work, remuneration and other terms and condition of appointment and to avail such other services as may be required from Secretarial Auditor from time to time in accordance with the applicable laws.

#### Interest of Directors/KMPs

The Board recommends the passing of the Resolution at Item No. 3 as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Bank or their relatives are concerned or interested in the proposed resolution.