



**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 EXTRA-ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that an Extra-Ordinary General Meeting (“EGM”) of the Members of Ujjivan Small Finance Bank Limited (the “Bank”) will be held on Friday, March 28, 2025 at 03:30 P.M. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to consider and transact the following business:

**SPECIAL BUSINESS:**

**ITEM NO. 1**

**TO APPROVE THE REAPPOINTMENT OF MS. SUDHA SURESH (DIN: 06480567) AS AN INDEPENDENT DIRECTOR OF THE BANK**

To consider and if thought fit to pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules, circulars and guidelines issued by the Reserve Bank of India from time to time, Ms. Sudha Suresh (DIN: 06480567), who was appointed as an Independent Director of the Bank for a term of 3 (Three) consecutive years commencing effective from April 01, 2022 and up to March 31, 2025 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Bank has received a notice in writing proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Bank, not liable to retire by rotation, for a second term with effect from April 01, 2025 and up to August 19, 2029 (*the date when she will complete her maximum term of eight years on the Board as permitted by the RBI*).”

“**RESOLVED FURTHER THAT** Ms. Sudha Suresh be paid such fixed remuneration, if any and sitting fees, and reimbursed expenses for attending Board and Board Committee meetings, as may be approved by the Nomination & Remuneration Committee and the Board from time to time in accordance with the applicable laws.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things as may be considered necessary and to delegate all or any of its powers herein conferred to any Director(s) / Officer(s) of the Bank, to give effect to this resolution.”

**ITEM NO. 2**

**TO APPROVE THE REAPPOINTMENT OF MS. ANITA RAMACHANDRAN (DIN: 00118188) AS AN INDEPENDENT DIRECTOR OF THE BANK**

To consider and if thought fit to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules, circulars and guidelines issued by the Reserve Bank of India from time to time, Ms. Anita Ramachandran (DIN: 00118188), who was appointed as an Independent Director of the Bank for a term of 3 (Three) consecutive years commencing effective from July 01, 2022 and up to June 30, 2025 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Bank has received a notice in writing proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Bank, not liable to retire by rotation, for a second term with effect from July 01, 2025 and up to April 27, 2030 (*she turns seventy-five years of age on April 28, 2030, which is the upper age limit for a Director on the Board of a Bank*).”

**“RESOLVED FURTHER THAT** Ms. Anita Ramachandran be paid such fixed remuneration, if any and sitting fees, and reimbursed expenses for attending Board and Board Committee meetings, as may be approved by the Nomination & Remuneration Committee and the Board from time to time in accordance with the applicable laws.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things as may be considered necessary and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Bank, to give effect to this resolution.”

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

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

**Place:** Bengaluru  
**Date:** March 05, 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 Extra-Ordinary General Meeting (“EGM 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 EGM of the Bank is being held through VC/OAVM. The deemed venue for the EGM 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 EGM is entitled to appoint a proxy to attend and vote on a poll in the Meeting instead of himself/herself. However, since the EGM is being held through VC/OAVM, the facility for appointment of proxies by the members will not be available for the EGM 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 EGM 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/Authorization etc. authorizing its representative along with attested specimen signature of such representative, to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting or during the EGM. The said Resolution/Authorization 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 [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. 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 cast by remote e-voting.
6. In compliance with the Circulars, the notice of this meeting along with the explanatory statement 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 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 Ltd. and National Stock Exchange of India Ltd. 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 Ltd. (“KFin Tech or RTA”) at [evoting.kfintech.com](http://evoting.kfintech.com).
7. SEBI 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).
8. For any queries relating to the proposed items as mentioned in the notice, the members can write to the Bank at [corporatesecretarial@ujjivan.com](mailto:corporatesecretarial@ujjivan.com) at least seven days before the date of the Meeting i.e., March 21, 2025.
9. 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.
10. Members of the Bank under the category of ‘Institutional Investors’ are encouraged to attend and vote at the EGM.
11. An Explanatory Statement 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.
12. The resolutions as set out in this Notice is being conducted through e-voting, the said resolutions will not be decided by a show of hands at the EGM.
13. Since the EGM will be held through VC/OAVM, the route map is not attached to this Notice.
14. 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.

## 15. Voting through electronic means

### 1. Remote e-voting and e-voting during the EGM:

- 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 EGM 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 EGM (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 dematerialized 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, March 24, 2025 and **End of remote e-voting** will be 05:00 PM, Thursday, March 27, 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, March 21, 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, March 21, 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 Scrutinizer to scrutinize the remote e-voting and e-voting process during the EGM in a fair and transparent manner and he has communicated his eligibility and willingness to be appointed as Scrutinizer 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 EGM 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 EGM, that is, March 28, 2025.
- h. The Result of voting declared along with Scrutiniser’s Report will be published on the website of the Bank at [www.ujjivansfb.in](http://www.ujjivansfb.in) and on Service Provider’s website at <https://evoting.kfintech.com> within

2 (Two) working days from the conclusion of the EGM 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 EGM 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 EGM. The facility of participation at the EGM 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 EGM 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 EVENT, 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., March 21, 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**

Physical shareholders 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 authorized 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

<i>Name</i>	<i>KFIN Technologies Limited</i>
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 id 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. 8709, 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., Friday, March 21, 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 Scrutinizer 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 EGM 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:**

<p>Individual shareholders holding securities in Demat mode with National Securities Depository Limited (“NSDL”)</p>	<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/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. <a href="#">Proceed with completing the required fields</a></li> </ol> <p><b>C. <a href="#">By visiting the e-voting website of NSDL:</a></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>
<p>Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited (“CDSL”)</p>	<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. <a href="#">By visiting the e-Voting website of CDSL</a></b></p> <ol style="list-style-type: none"> <li>1. <a href="http://www.cdslindia.com">Visit at www.cdslindia.com</a></li> <li>2. <a href="#">Provide Demat Account Number and PAN No.</a></li> </ol>



	<p>3. <a href="#">System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</a></p> <p>4. <a href="#">After successful authentication, user will be provided links for the respective e-voting service provider where the e-voting is in progress.</a></p>
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.

<b>Login type</b>	<b>Helpdesk details</b>
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**

- i. Members will be able to attend the EGM through VC/OAVM or view the live webcast of EGM provided by KFin Tech at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and by clicking on the tab “video conference”. The link for EGM will be available in members login, where the EVENT and the name of the Bank can be selected.
- ii. Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for seamless experience.
- iii. Further, members registered as speakers will be required to allow camera during EGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.
- iv. Members may join the meeting using headphones for better sound clarity.
- v. 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.
- vi. Members, who would like to express their views or ask questions during the e-EGM 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, March 25, 2025, 09:00 AM up to Thursday, March 27, 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 EGM. The Bank reserves the right to restrict the number of speakers depending on the availability of time for the EGM. Only questions of the members holding shares as on the cut-off date will be considered.
- vii. A video guide assisting the members attending EGM 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.

- viii. Members who need technical assistance before or during the EGM can contact KFin Tech 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 ICSI**

**ITEM NO. 1**

**TO APPROVE THE REAPPOINTMENT OF MS. SUDHA SURESH (DIN: 06480567) AS AN INDEPENDENT DIRECTOR OF THE BANK**

Ms. Sudha Suresh is an Independent Director of the Bank appointed by the Board of Directors and Shareholders with effect from April 01, 2022 and up to March 31, 2025 for a period of 3 (three) years.

Ms. Sudha Suresh was initially appointed as an Additional Director (Non-Executive, Non-Independent) on the Board of the Bank with effect from August 20, 2021. Further, after meeting all the criteria of independence as prescribed under the Companies Act, 2013 and SEBI Listing Regulations, Ms. Sudha Suresh was later appointed as an Independent Director of the Bank for a term of 3 (Three) consecutive years commencing from April 01, 2022 up to March 31, 2025. As per the RBI circular DOR.GOV.REC.8/29.67.001/2021-22 dated April 26, 2021, the total tenure of Non-Executive Director, continuously or otherwise, on the board of a bank, shall not exceed 8 (eight) years and after completing eight years on the board of a bank, the person may be considered for re-appointment only after a minimum gap of three years. Hence, considering the initial appointment date, approval of shareholders is being sought for her second term starting from April 01, 2025 and up to August 19, 2029, in compliance to the aforesaid RBI circular.

As stated, her first term will be completed on March 31, 2025. The Board in its Meeting held on March 05, 2025, basis the recommendations of the Nomination and Remuneration Committee and based on the performance evaluation, the requirements of the composition of the Board and the areas of expertise prescribed for Directors under the Banking Regulation Act, 1949, has approved her re-appointment as an Independent Director for a second term starting from April 01, 2025 and up to August 19, 2029 and has recommended the same to the Members.

**Eligibility and Disclosures**

Ms. Sudha Suresh is not disqualified from being appointed/reappointed as a Director in terms of Section 164 of Companies Act, 2013 and has given her consent to act as a Director of the Bank. She meets the qualification criteria of an Independent Director as prescribed by Section 149 of the Companies Act, 2013 read with relevant Rules and Regulation 16 (1) (b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with relevant amendments. Further, she is not debarred from holding the office as a director by virtue of any SEBI order or any other such authority.

In the opinion of the Board and based on the declarations submitted, Ms. Sudha Suresh is considered a person of integrity, has the necessary knowledge, experience and expertise for being re-appointed as an Independent Director. In terms of Section 160 of the Act, the Bank has received a notice in writing from Ms. Sudha Suresh proposing her candidature for the re-appointment as an independent director on conclusion of her first term on March 31, 2025.

**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. Sudha Suresh and other information pertaining to her reappointment is given below:

Name of the Director	Sudha Suresh
DIN	06480567
Date of Birth and Age	December 21, 1963

	61 years
Date of First Appointment of the Board	August 20, 2021
Brief Resume, Qualification, Experience and Nature of Expertise in specific areas	<p>Ms. Sudha Suresh is a finance professional with a rich experience of more than two decades in private and public companies &amp; a decade as practicing chartered accountant. Her areas of expertise include Fiscal management, IPO, Corporate Governance &amp; Compliance, NBFC (ND-SI) Regulatory compliances, Internal Audit &amp; Controls, Risk &amp; ALM and Audit of Bank branches. She is the founding partner of S. Rao &amp; Associates, Chartered Accountants, Bangalore. She is also the founder of Mani Capital, a financial consulting firm whose objective is to leverage the knowledge, experience, skills and network developed over three decades to provide clients with strategic insights and solutions that accelerate growth.</p> <p>She was the Managing Director and CEO (2017 - 2018) and Chief Financial Officer (2008 – 2017) of Ujjivan Financial Services Limited, the listed erstwhile promoter of the Bank. Prior to this, she has served as CFO/ Finance Head for few other companies. She is also an Independent Director in Royal Sundaram General Insurance Co. Limited.</p> <p>Details of Membership with other Professional /Social Bodies:</p> <ol style="list-style-type: none"> <li>a. Life Member of Association of Women Entrepreneurs of Karnataka</li> <li>b. Life Member of the Karnataka State Chartered Accountants Association.</li> <li>c. Member of Institute of Directors</li> </ol>
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>She is a seasoned finance professional, and her areas of expertise includes but not limited to fiscal management, corporate governance &amp; compliance, NBFC (ND-SI) regulatory compliances, internal audit &amp; controls, risk management &amp; ALM.</p> <p>Her continued association with the Bank will be valuable to the Bank Board and its management.</p>
No. of Board Meetings attended during the financial year as a Director (Till date)	Eligible: 8 Attended:8
Directorships held in Listed Companies (other than the Bank)	NIL
Listed entities (other than the Bank) in which she holds Committee Membership/ Chairmanship	NIL
Remuneration last drawn during the financial year (Till February 28, 2025)	Sitting fees of Rs. 19,75,000 paid for attending the Board and Board Committee Meetings held during the financial year 2024-25 till February 28, 2025.

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	2,33,020 shares
Relationship with other Directors and Key Managerial Personnel of the Bank	NIL

### Recommendation and Interest of Directors/KMPs

Except Ms. Sudha Suresh, 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. 1 as a Special Resolution.

### ITEM NO. 2

#### **TO APPROVE THE REAPPOINTMENT OF MS. ANITA RAMACHANDRAN (DIN: 00118188) AS AN INDEPENDENT DIRECTOR OF THE BANK**

Ms. Anita Ramachandran is an Independent Director of the Bank appointed by the Board of Directors and Shareholders with effect from July 01, 2022, and up to June 30, 2025, for a period of 3 (three) years.

RBI vide its circular DOR.GOV.REC.8/29.67.001/2021-22 dated April 26, 2021, has prescribed that the upper age limit for Non-Executive Directors shall be 75 years and after attaining the age of 75 years no person can continue as a member of the Board.

As stated, her first term will be completed on June 30, 2025. The Board in its Meeting held on March 05, 2025, basis the recommendations of the Nomination and Remuneration Committee and based on the performance evaluation, the requirements of the composition of the Board and the areas of expertise prescribed for Directors under the Banking Regulation Act, 1949, has approved her re-appointment as an Independent Director for a second term with effect from July 01, 2025 and up to April 27, 2030 since as per the aforesaid RBI Circular, no Non-Executive Director can serve on the Board after attaining the age of 75 years and Ms. Anita Ramachandran shall attain the age of 75 years on April 28, 2030. Hence, approval of shareholders is being sought for her second term starting from July 01, 2025, and up to April 27, 2030.

The Board hereby recommends her re-appointment to the members.

### Eligibility and Disclosures

Ms. Anita Ramachandran is not disqualified from being appointed/reappointed as a Director in terms of Section 164 of Companies Act, 2013 and has given her consent to act as a Director of the Bank. She meets the qualification criteria of an Independent Director as prescribed by Section 149 of the Companies Act, 2013 read with relevant Rules and Regulation 16 (1) (b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with relevant amendments. Further, she is not debarred from holding the office as a director by virtue of any SEBI order or any other such authority.

In the opinion of the Board and based on the declarations submitted, Ms. Anita Ramachandran is considered a person of integrity, has the necessary knowledge, experience and expertise for being re-appointed as an Independent Director. In terms of Section 160 of the Act, the Bank has received a notice in writing from Ms. Anita Ramachandran proposing her candidature for the re-appointment as an independent director on conclusion of her first term on June 30, 2025.

### 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. Anita Ramachandran and other information pertaining to her reappointment is given below:

<b>Name of the Director</b>	<b>Anita Ramachandran</b>
DIN	00118188
Date of Birth and age	28/04/1955 69 Years
Date of First Appointment of the Board	July 01, 2022
Brief Resume, Qualification, Experience and Nature of Expertise in specific areas	<p>She is a well-known HR expert in the country and has over 40 years of experience as a management consultant.</p> <p>She began her career in the Management Consultancy division of AF Ferguson &amp; Co (the KPMG network company in India then) in Mumbai in 1976 as the first woman consultant in the firm. Ms. Anita founded Cerebrus Consultants in 1995 to focus on HR advisory services. She is known as an authority in Reward management in the country and has worked on HR transformation initiatives across sectors. She also works with several PE firms and start-ups to mentor them through their growth journey. She has been an Independent Director on various Boards for the last 20 years and has in this capacity been associated with a wide range of industries.</p> <p>She is also an Independent Director in Grasim Industries Limited, FSN Ecommerce Ventures Limited (Nykaa), Godrej &amp; Boyce Manufacturing Company Limited, Aditya Birla Housing Finance Limited, Metropolis Healthcare, Happiest Minds Technologies Limited, and other companies.</p>
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>Ms. Anita Ramachandran brings to the Board an unparalleled expertise in organizational behavior and workforce dynamics, helping the Bank and its management consistently earn the distinction of being a Great Place to Work. She will continue to add considerable value to the Board and the management in the matters relating Talent Management, Talent Retention, Organization Structure, Employee Benefits etc.</p> <p>Further she brings in multi-dimensional Board Experience being on the Boards of various reputed listed companies.</p> <p>Her continued association with the Bank will be valuable to the Bank.</p>
No. of Board Meetings attended during the financial year as a Director (Till date)	Eligible: 8 Attended:8

Directorships held in Listed Companies (other than the Bank)	Metropolis Healthcare Limited FSN Ecommerce Ventures Limited Ultratech Cement Limited Happiest Minds Technologies Limited Grasim Industries Limited Blue Star Limited
Listed entities (other than the Bank) in which she holds Committee Membership/ Chairmanship	<p><b>1. Metropolis Healthcare Ltd.</b> a) Audit Committee - Member b) NRC - Chairperson c) CSR Committee - Chairperson</p> <p><b>2. FSN Ecommerce Ventures Limited</b> a) Audit Committee - Member b) NRC - Chairperson c) CSR Committee - Chairperson</p> <p><b>3. Ultratech Cement Limited</b> a) Audit Committee - Member b) NRC - Member c) CSR Committee - Member</p> <p><b>4. Happiest Minds Technologies Limited</b> a) Audit Committee - Member b) NRC - Chairperson c) Stakeholders' Committee - Member d) Risk Management Committee - Member e) CSR - Chairperson</p> <p><b>5. Grasim Industries Limited</b> a) NRC - Chairperson b) Stakeholder Relationship Committee - Chairperson c) CSR - Member</p> <p><b>6. Blue Star Limited</b> a) NRC - Member b) CSR - Member</p>
Remuneration last drawn during the financial year (Till February 28, 2025)	Sitting fees of Rs. 15,75,000 paid for attending the Board and Board Committee Meetings held during the financial year 2024-25 till February 28, 2025.
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	NIL

### Recommendation and Interest of Directors/KMPs

Except Ms. Anita Ramachandran, 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 a Special Resolution.

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

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

**Place:** Bengaluru  
**Date:** March 05, 2025