



**UJJIVAN SMALL FINANCE BANK**

Build a Better Life

**USFB/CS/SE/2024-2025/144**

**Date: March 28, 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

**Scrip Code: 542904**

**Symbol: UJJIVANSFB**

Dear Sir/Madam,

**Sub: Outcome and Proceedings of the Extra Ordinary General Meeting (“EGM or Meeting”) of Ujjivan Small Finance Bank Limited (“Bank”)**

We are pleased to inform you that the Extra Ordinary General Meeting (“EGM or Meeting”) of the members of the Bank was held today at 03:30 P.M. IST and concluded at 03:54 P.M. IST. The Meeting was held through Video Conferencing/Other Audio-Visual Means in compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder read with 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”), to transact the businesses specified in the Notice of the EGM.

Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the following:

1. Proceedings of the EGM held on Friday, March 28, 2025 at 03.30 P.M. IST as Annexure-1.
2. Report of the Scrutinizer dated March 28, 2025 and Voting Results pursuant to Regulation 44 of the SEBI (LODR) Regulations in prescribed format as Annexure-2.

This intimation shall also 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 & Head of Regulatory Framework**

18002082121

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

[customercare@ujjivan.com](mailto:customercare@ujjivan.com)

**Proceeding of the EGM held on Friday, March 28, 2025 at 03:30 P.M. IST and concluded at 03:54 P.M. IST.**

1. The Extra Ordinary General Meeting (“EGM or Meeting”) of the members of the Bank was held today at 03:30 P.M. IST and concluded at 03:54 P.M. IST. The Meeting was held through Video Conferencing/Other Audio-Visual Means in compliance with applicable provisions of the Companies Act, 2013 and rules made thereunder read with 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”), to transact the businesses specified in the Notice of the EGM.

**2. Chairman of the Meeting**

Mr. Banavar Anantharamaiah Prabhakar chaired the Meeting in terms of Clause 92 of the Articles of Association of the Bank and applicable laws.

**3. Directors & KMP Present**

Following directors were present during the Meeting through VC/OAVM:

- a) Mr. B.A. Prabhakar – Part Time Chairman & Independent Director & Chairman of Stakeholders Relationship Committee
- b) Ms. Carol Furtado – Whole-Time Director
- c) Ms. Sudha Suresh - Independent Director and Chairperson of Audit Committee
- d) Ms. Anita Ramachandran - Independent Director and Chairperson of Nomination and Remuneration Committee
- e) Mr. Sanjeev Barnwal – Company Secretary (KMP)

**4. Other Invitees**

Secretarial Auditor, Mr. K Jayachandran and Scrutinizer, Mr. S Kannan, were also virtually present at the Meeting.

**5. Number of members present at the Meeting**

46Members attended the Meeting through VC/OAVM.

**6. Quorum**

The Chairman informed the members that participation of Members through VC/OAVM has been reckoned for the purpose of quorum as per Section 103 of Companies Act, 2013. Further, requisite quorum being present, the Chairman called the meeting to order and welcomed the members and the invitees to the EGM of the Bank.

**7. Instruction to members**

Mr. Sanjeev Barnwal, Company Secretary informed the Members that this meeting is being held through video conferencing/other audio-visual means in accordance with the applicable laws and members e-voting on the Special Resolutions was carried out in the manner as stated in the Notice of the EGM.

He also informed that in compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, the

Bank had arranged for e-voting facility for all the members holding shares in the Bank as on the cut-off date i.e., March 21, 2025.

The remote e-voting period commenced on Monday, March 24, 2025 at 9:00 A.M. IST and ended on Thursday, March 27, 2025 at 5:00 P.M. IST.

Further, the Members attending this meeting and who had not cast their vote during the remote e-voting period were informed about the availability of the facility to vote during the meeting.

He then informed that the results of the remote e-voting and e-voting during the EGM, together with the Report of the Scrutinizer thereon will be disclosed to the Stock Exchanges and will be available on the website of the Bank within 2 (Two) working days.

As the Notice convening the EGM was circulated to the members of the Bank, same was taken as read.

## 8. Resolutions

Following business, as set out in the Notice of the EGM, were considered at the meeting:

Special Business			
Item No.	Resolution Type	Resolution	Manner of Voting
1	Special	TO APPROVE THE REAPPOINTMENT OF MS. SUDHA SURESH (DIN: 06480567) AS AN INDEPENDENT DIRECTOR OF THE BANK.	E-Voting
2	Special	TO APPROVE THE REAPPOINTMENT OF MS. ANITA RAMACHANDRAN (DIN: 00118188) AS AN INDEPENDENT DIRECTOR OF THE BANK.	E-Voting

## 9. Speaker Session

The Company Secretary requested the members that since this EGM is scheduled for the reappointments of two Independent Directors, they should limit their questions to the said agendas only.

All the queries, feedback, suggestions received from the members were appropriately addressed by the management team.

## 10. Conclusion

The Chairman thanked all the shareholders, directors and other invitees for attending the EGM and concluded the meeting. He further informed the members that the e-voting will be available for the next 15 minutes. He also authorised the Company Secretary to declare the results of the remote e-voting as well votes cast through e-voting during the EGM. Meeting concluded at 3:54 PM.



**CS S KANNAN**  
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## SCRUTINIZER'S REPORT

(Pursuant to section 110 of the Companies Act, 2013 and  
Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014.

To,

The Chairman / Authorized Person  
Ujjivan Small Finance Bank Limited  
Grape Garden, No. 27, 3rd "A" Cross,  
18th Main, 8th Block, Koramangala,  
Bengaluru - 560 095.

Dear Sir,

**Sub: Scrutinizer's Report for Extra Ordinary General Meeting of the Equity Shareholders of Ujjivan Small Finance Bank Limited, held on Friday, 28th March 2025, at 03.30 p.m. IST through Video Conferencing/ Other Audio-Visual Means.**

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I, S Kannan, Practicing Bank Secretary, appointed as Scrutinizer by the Board of Directors of **Ujjivan Small Finance Bank Limited** (the Bank) CIN: L65110KA2016PLC142162 at their Meeting held on 5<sup>th</sup> March 2025 for the purpose of scrutinizing e-voting process of the Extra Ordinary General Meeting (EGM) of the Members of the Bank in a fair and transparent manner, pursuant to Section 108, Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, in respect of the Resolution proposed in the EGM Notice dated 5th March 2025 through remote e-voting and e-voting during the EGM, hereby submit my report.

### Management's Responsibility

The Management of the Bank is responsible for ensuring compliance with the requirements of the Companies Act, 2013, Listing Regulations and Rules and Circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) relating to the EGM on the Resolutions specified in the EGM Notice dated 5th March 2025.

### Scrutinizer's Responsibility

My responsibility as a Scrutinizer for the voting process is restricted to make a Scrutinizer Report of the votes cast "in favour" or "against" the Resolution based on the reports generated from the e-voting system through e-voting (remote e-voting) as provided by the e-voting facilitator KFin Technologies Limited, Hyderabad.



**S KANNAN AND ASSOCIATES**

Company Secretaries

FCS 6261, PCS No. 13016, Firm No. S2017KR473100  
113, Ground Floor, 1st Main Road, Venkateshwara Layout  
Attiguppe, Vijayanagara, Bengaluru - 560 040  
Email : cs.skannan@gmail.com | kannans@kannancs.in  
Mobile : 98450 58441 www.kannancs.in

GST No. 29ADZPK4574H1ZP  
Peer Review Cert. No. 1695/2022  
MSME Regn. No. KR03D0161932

1/4



Accordingly, I submit my report as under:

1. The e-voting facility through remote e-voting by electronics means (e-voting) was provided by KFin Technologies Limited, Hyderabad (KFin).
2. In terms of General Circulars No. 14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 22/2020 dated 15<sup>th</sup> June 2020, 33/2020 dated 28<sup>th</sup> September 2020, 39/2020 dated 31<sup>st</sup> December 2020, 10/2021 dated 23<sup>rd</sup> June 2021, 20/2021 dated 8<sup>th</sup> December 2021, 3/2022 dated 5<sup>th</sup> May 2022, 11/2022 dated 28<sup>th</sup> December 2022, 09/2023 dated 25<sup>th</sup> September 2023 and 09/2024 dated 19<sup>th</sup> September 2024 and other relevant circulars issued by the Ministry of Corporate Affairs, Government of India (collectively the "MCA Circulars"), read with Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12.05.2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15.1.2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13.05.2022, SEBI/HO/CFD/PoD-2/P/ CIR/ 2023/4 dated 5.1.2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3.10.2024 respectively issued by the SEBI, and Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Bank Secretaries of India (ICSI) and adopted by the Central Government, the Bank had sent the EGM Notice dated 5<sup>th</sup> March, 2025 along with statement setting out material facts under Section 102 of the Companies Act, 2013 through electronic mode to those Members whose E-mail addresses were registered with the Bank/Depositories. Accordingly, the communication of assent or dissent of the Members on the Resolution stated in the EGM Notice dated 5<sup>th</sup> March 2025 issued by the Bank, took place, only through the remote e-voting system.
3. The Equity Shareholders holding shares as on Friday, 21<sup>st</sup> March 2025 i.e. "cut-off date", were entitled to vote on the Resolution stated in the EGM Notice of the Bank.
4. For those Members who have not registered their email ids with the Bank/Depositories, the Bank had made arrangement to register the email ids, to receive the EGM Notice and e-voting user ID and password. For permanent registration, the Members holding shares in physical mode were required to approach KFin and the Members holding shares in demat mode were required to approach the respective Depository Participant. Alternatively, for temporary registration, all such Members were required to approach the KFin.
5. The Public advertisement in terms of the LODR/MCA Circulars with respect to EGM was published on Friday, 7<sup>th</sup> March, 2025, in English in "Financial Express" and in Kannada in "Hosa Digantha".
6. The Members were informed vide the EGM notice that they were required to give their assent for or dissent against the Resolution stated in the EGM Notice, through remote e-voting facility that was kept open from 9:00 AM on Monday, 24<sup>th</sup> March 2025 till 5:00 PM on Thursday, 27<sup>th</sup> March 2025 (both days inclusive).
7. Pursuant to the provisions of Listing Regulations and the provisions of Sections 108, 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any amendments thereto), the Bank has provided electronic voting facility (e-voting) to the Members of the Bank and has engaged the KFin for providing e-voting platform.





**CS S KANNAN**

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8. Particulars of all the Members who participated in the e-voting are separately maintained by Service Provider of the Bank i.e. KFin.
9. 1064 members holding 430864505 equity shares have participated through remote e-voting. 46 members holding 1520931 equity shares have attended the EGM through VC mode. Out of 46 Members who attended the EGM, two members participated and voted through the e-voting facility provided by the Bank during the EGM.
10. I have considered all electronic votes recorded from 9:00 AM on Monday, 24<sup>th</sup> March 2025 till 5:00 PM on Thursday, 27<sup>th</sup> March 2025, being the last date and time fixed by the Bank for remote e-voting.
11. A summary of the electronic voting confirmations (e-votes) received for the Resolution given in the EGM Notice referred to above, seeking Members' approval as downloaded from the remote e-voting system of KFin and votes casted in favour or against the Resolution proposed in the Notice of the EGM is as under:

Res. No.	Resolution	In favour		Against		Result
		No of Persons voted	No. of Votes	No of Persons voted	No. of Votes	
1	To approve the reappointment of Ms. Sudha Suresh (DIN: 06480567) as an Independent Director of the bank	909	393989191	137	36237019	Passed with requisite majority
2	To approve the reappointment of Ms. Anita Ramachandran (DIN: 00118188) as an Independent Director of the bank	857	260449215	181	149774201	Passed with requisite majority*

**NOTE:**

*\*As per the provisions of Regulation 25 (2A) of the Listing Regulations, the appointment of an independent director would require a special resolution, however, where a special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under sub-regulation (2A).*

*Accordingly, in case of the appointment of Ms. Anita Ramachandran, votes cast in favour are 260449215 which exceed the votes cast against being 149774201. Further as on the record date, the Bank was entirely owned by public shareholders and hence the entire votes cast belong to public shareholders. Therefore, the said resolution for item no. 2 shall be considered as duly passed under the aforesaid regulation and other applicable laws, in this EGM of the Bank.*



**S KANNAN AND ASSOCIATES**

**Company Secretaries**

**FCS 6261, PCS No. 13016, Firm No. S2017KR473100**

**313, Ground Floor, 1st Main Road, Venkateshwara Layout**

**Attiguppe, Vijayanagara, Bengaluru - 560 040**

**Email : cs.skannan@gmail.com | kannans@kannancs.in**

**Mobile : 98450 58441 www.kannancs.in**

GST No. 29ADZPK4574H1ZP

Peer Review Cert. No. 1695/2022

MSME Regn. No. KR03D0161932

3/4



**CS S KANNAN**  
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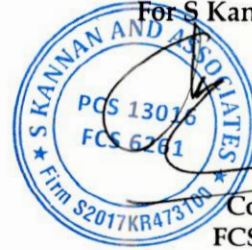
12. Details of the electronic voting received for the Resolutions given in the Notice referred to above, seeking Members' approval as downloaded from the remote e-voting system of KFintech and votes casted at the EGM through E-voting facility is given in Annexure-1

I write to state that the Resolution set out in the EGM Notice dated 5th March 2025 is approved by Members of the Bank with requisite majority. You may accordingly declare the results of the EGM as per law.

Further I state that a list of equity shareholders who have casted their vote through e-voting process during the period of remote e-voting has been shared with you through email.

Yours truly,

For S Kannan & Associates



*S Kannan*  
S Kannan

Company Secretary  
FCS 6261, PCS 13016

UDIN No. F006261F004173776

Place: Bengaluru  
Date: 28<sup>th</sup> March 2025

Encl: Annex-1

UJJIVAN SMALL FINANCE BANK LIMITED ANNEXURE 1

Resolution Details	Mode	Ballots Received	Total Shares	Votes in Favour		Against		Abstain		Less Voted
				Ballots	Votes	Ballots	Votes	Ballots	Votes	Votes
To approve the reappointment of Ms. Sudha Suresh (din: 06480567) as an independent director of the bank	Remote e-voting	1064	430864505	907	393955565	137	36237019	29	75693	596228
	Voting at EGM	2	33626	2	33626	0	0	0	0	0
	<b>TOTAL</b>	<b>1066</b>	<b>430898131</b>	<b>909</b>	<b>393989191</b>	<b>137</b>	<b>36237019</b>	<b>29</b>	<b>75693</b>	<b>596228</b>
To approve the reappointment of Ms. Anita Ramachandran (din: 00118188) as an independent director of the bank	Remote e-voting	1064	430864505	855	260415589	181	149774201	39	20078557	596158
	Voting at EGM	2	33626	2	33626	0	0	0	0	0
	<b>TOTAL</b>	<b>1066</b>	<b>430898131</b>	<b>857</b>	<b>260449215</b>	<b>181</b>	<b>149774201</b>	<b>39</b>	<b>20078557</b>	<b>596158</b>

For S Kannan And Associates



*(Handwritten signature)*

S Kannan  
Company Secretary

	UJIVAN SMALL FINANCE BANK LIMITED
Date of the AGM/EGM	28-03-2025
Total number of shareholders on record date	1155133
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public:	46

Resolution No.	1									
Resolution required: (Ordinary/ Special)	SPECIAL - TO APPROVE THE REAPPOINTMENT OF MS. SUDHA SURESH (DIN: 06480567) AS AN INDEPENDENT DIRECTOR OF THE BANK									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0	0.0000	0.0000	0
Public- Institutions	E-Voting	49,49,19,752	40,59,64,487	82.0263	36,97,83,345	3,61,81,142	91.0876	8.9123	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		40,59,64,487	82.0263	36,97,83,345	3,61,81,142	91.0876	8.9123	0	0
Public- Non Institutions	E-Voting	1,44,00,83,891	2,42,28,097	1.6824	2,41,72,220	55,877	99.7693	0.2306	0	75,693
	Poll		33,626	0.0223	33,626	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,42,61,723	1.6847	2,42,05,846	55,877	99.7697	0.2303	0	75,693
Total	1,93,50,03,643	43,02,26,210	22.2339	39,39,89,191	3,62,37,019	91.5772	8.4228	0	75,693	

Resolution No.	2									
Resolution required: (Ordinary/ Special)	SPECIAL - TO APPROVE THE REAPPOINTMENT OF MS. ANITA RAMACHANDRAN (DIN: 00118188) AS AN INDEPENDENT DIRECTOR OF THE BANK									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0	0.0000	0.0000	0
Public- Institutions	E-Voting	49,49,19,752	40,59,64,487	82.0263	25,62,71,552	14,96,92,935	63.1266	36.8734	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		40,59,64,487	82.0263	25,62,71,552	14,96,92,935	63.1266	36.8734	0	0
Public- Non Institutions	E-Voting	1,44,00,83,891	42,25,303	0.2934	41,44,037	81,266	98.0766	1.9233	0	2,00,78,557
	Poll		33,626	0.0223	33,626	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		42,58,929	0.2957	41,77,663	81,266	98.0919	1.9081	0	2,00,78,557
Total	1,93,50,03,643	41,02,23,416	21.2001	26,04,49,215	14,97,74,201	63.4896	36.5104	0	2,00,78,557	