

Summary of proceedings of the 13th Annual General Meeting

The 13th Annual General Meeting (AGM) of the Members of Ujjivan Financial Services Limited ('the Company') was held on Friday, August 04, 2017 at 3.30 P.M (IST) at Annex-II, No. 23-26, Grape Garden, No. 17th H Main, 6th Block, Koramangala, Bangalore – 560095, Karnataka.

Mr. Sanjeev Barnwal, Company Secretary and Compliance Officer welcomed the Members present at the meeting. He also informed that the Register of Directors and Key Managerial Personnel and the Register of proxies are available for inspection near the registration counters. He introduced the Board of Directors present in the meeting, Mr. K.R. Ramamoorthy (Chairman of Company as well as the Chairman of the Audit Committee and Risk Management Committee), Mr. Abhijit Sen (Independent Director and Chairman of Governance, Nomination and Remuneration Committee) and Ms. Sudha Suresh (Managing Director & CEO). He also introduced Mr. Sunil Patel (Independent Director and Part-Time Chairman of 'Ujjivan Small Finance Bank Limited') and Mr. Samit Ghosh (Managing Director & CEO of 'Ujjivan Small Finance Bank Limited') who were also present for the AGM of the Company.

Other Directors of the Company Mr. Jayanta Basu, Mr. Amit Gupta, Mr. Venkatesh Natarajan and Ms. Vandana Viswanathan expressed their profuse apologies for inability to make it for the AGM and had sought leave of absence.

The representative from Deloitte Haskins & Sells (Retiring Statutory Auditors), Mr. Abdul Majeed (Representative of Price Waterhouse Chartered Accountants LLP, appointing Statutory Auditors), Mr. Jayachandran, Practising Company Secretary (Secretarial Auditor), Mr. S. Kannan, Consultant Company Secretary (Scrutiniser) and representatives from Karvy Computershare Private Limited (Registrar and Transfer Agent) were present at the Meeting.

Mr. K.R. Ramamoorthy chaired the meeting. He welcomed the Members to the 13th Annual General Meeting of the Company and the requisite quorum being present, the meeting was called to order. The Chairman explained that due to prior commitment, the other Directors could not be present at the AGM.

The total number of shareholders of the Company as on the cut-off date i.e. July 28, 2017 was 87401. As per the attendance records 53 Members were present in the Meeting. The Chairman delivered his speech covering *inter alia* the financial performance of the Company, the demonetization effect and the efforts made by the Company to counter the challenges and the way forward. Mr. Samit Ghosh, MD & CEO of 'Ujjivan Small Finance Bank Limited' provided an insight on the Company, the performance, the challenges and his vision moving forward. Mr. Abhijit Sen gave an overview on the whole transition journey of Ujjivan into the small finance bank.

The Company Secretary informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes through Insta-Poll Facility at the end the meeting. It was further informed that there would be no voting by show of hands. With the approval of the Shareholders, the notice of the AGM and the Auditors Report (which was free from any qualification) was taken as read.

The following items of business, as per the Notice of AGM dated April 27, 2017, were transacted at the meeting.

Ordinary Business:

- 1) Adoption of Financial Statements of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors ('the Board') and Auditors thereon.

Ms. Sudha Suresh, MD & CEO of the Company made a presentation on the financial performance of the Company for the FY 2016-17.



Ujjivan Financial Services Limited

Registered Office: Grape Garden, No. 27, 3rd 'A' Cross, 18th Main, 6th Block, Koramangala, Bengaluru 560 095
 Tel +91 80 4071 2121, Fax +91 80 4146 8700, CIN: L65999KA2004PLC035329, E-mail ID: ujjivan.blr@ujjivan.com

www.ujjivan.com



- 2) Declaration of Dividend of Rs. 0.80 per Equity Share for the year ended March 31, 2017
- 3) Appointment of M/s Price Waterhouse Chartered Accountants LLP (FRN: 012754N/N500016) as the Statutory Auditors of the Company for a period of 5 (five) years starting with FY 2017-18, and the fixing of their remuneration
- 4) To appoint a director in place of Mr. Amit Gupta who retires by rotation and being eligible offers himself for reappointment

Special Business:

- 5) To approve the appointment of Ms. Sudha Suresh (DIN: 06480567) as the Managing Director and Chief Executive Officer of the Company for a period of 3 years w.e.f. February 01, 2017
- 6) To approve the revision in the limit of foreign shareholding in the Company from 49% to 47% and submission thereof to RBI

The Chairman invited the members to ask their queries and seek clarifications, if any. The Chairman requested Ms. Sudha Suresh, the MD & CEO of the Company and Mr. Samit Ghosh, MD & CEO of the Bank to respond to the queries raised at the AGM. The necessary clarifications and queries were duly addressed by the Company representatives.


The Board of Directors had appointed Mr. S Kannan (PCS No.13016 / FCS 6261) as the Scrutinizer to supervise the e-voting and ballot voting process. The Chairman authorized the Company secretary to declare the results of voting after receipt of Scrutinizer's Report and within 48 hours of the conclusion of the AGM.

The Chairman thanked the members for attending the AGM and declared that the resolutions set forth in the notice shall be deemed to be passed today and thereafter the meeting was concluded.

This is for your information and records.

Thanking you,
Yours Sincerely,

For Ujjivan Financial Services Limited


Sanjeev Barnwal
Company Secretary and Compliance Officer



| | |
|--|----------------|
| UJJIVAN FINANCIAL SERVICES LIMITED | |
| Date of the AGM/EGM | 04-08-2017 |
| Total number of shareholders on record date | 87401 |
| No. of shareholders present in the meeting either in person or | |
| Promoters and Promoter Group: | 0 |
| Public: | 53 |
| No. of Shareholders attended the meeting through Video | |
| Promoters and Promoter Group: | Not Applicable |
| Public: | Not Applicable |

| | | | | | | | | | |
|---|--|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|---------------|
| Resolution No. | 1 | | | | | | | | |
| Resolution required: (Ordinary/ | ORDINARY - Adoption of Financial Statements for the FY 2016-17 | | | | | | | | |
| 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 |
| Promoter and Promoter Group | E-Voting | 0 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Institutions | E-Voting | 64461874 | 51095951 | 79.2654 | 51095951 | 0 | 100.0000 | 0.0000 | 86400 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 51095951 | 79.2654 | 51095951 | 0 | 100 | 0 | 86400 |
| Public- Non Institutions | E-Voting | 55181724 | 10023451 | 18.1644 | 10023326 | 125 | 99.9987 | 0.0012 | 0 |
| | Poll | | 259023 | 0.4694 | 259023 | 0 | 100.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 10282474 | 18.6338 | 10282349 | 125 | 99.9988 | 0.0012 | 0 |
| Total | | 119643598 | 61378425 | 51.3011 | 61378300 | 125 | 99.9998 | 0.0002 | 86400 |

| | | | | | | | | | |
|---|---|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|---------------|
| Resolution No. | 2 | | | | | | | | |
| Resolution required: (Ordinary/ Special) | ORDINARY - Declaration of Dividend of 8% i.e. Rs. 0.80 per equity share for the year ended March 31, 2017 | | | | | | | | |
| 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 |
| Promoter and Promoter Group | E-Voting | 0 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Institutions | E-Voting | 64461874 | 51095951 | 79.2654 | 51095951 | 0 | 100.0000 | 0.0000 | 86400 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 51095951 | 79.2654 | 51095951 | 0 | 100 | 0 | 86400 |
| Public- Non Institutions | E-Voting | 55181724 | 10023501 | 18.1645 | 10023376 | 125 | 99.9987 | 0.0012 | 0 |
| | Poll | | 259023 | 0.4694 | 259023 | 0 | 100.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 10282524 | 18.6339 | 10282399 | 125 | 99.9988 | 0.0012 | 0 |
| Total | | 119643598 | 61378475 | 51.3011 | 61378350 | 125 | 99.9998 | 0.0002 | 86400 |

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|---|--|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|---------------|
| Resolution No. | 3 | | | | | | | | |
| Resolution required: (Ordinary/ Special) | ORDINARY - Appointment of M/s Price Waterhouse Chartered Accountants LLP (FRN: 012754N/500016) as the Statutory Auditors of the Company for a period of 5 (five) years starting with FY 2017-18, and the fixing of their remuneration "RESOLVED THAT pursuant to the provisions of Section 139, 141, 142, and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, including any modification, variation or re-enactment thereof, M/s Price Waterhouse Chartered Accountants LLP (FRN: 012754N/500016) be and is hereby appointed as the Statutory Auditors of the Company for a period of 5 (five) years commencing from the conclusion of this 13thAGM till the conclusion of 18thAGM of the Company and that the Audit Committee and the Board of Directors of the Company be and are hereby authorised to fix their remuneration and other terms and conditions from time to time. | | | | | | | | |
| 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 |
| Promoter and Promoter Group | E-Voting | 0 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Institutions | E-Voting | 64461874 | 51095951 | 79.2654 | 51095951 | 0 | 100.0000 | 0.0000 | 86400 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 51095951 | 79.2654 | 51095951 | 0 | 100 | 0 | 86400 |
| Public- Non Institutions | E-Voting | 55181724 | 10023501 | 18.1645 | 10022099 | 1402 | 99.9860 | 0.0139 | 0 |



| | | | | | | | | |
|-------------------------------|-----------|----------|---------|----------|------|----------|--------|-------|
| Poll | | 259023 | 0.4694 | 259023 | 0 | 100.0000 | 0.0000 | 0 |
| Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| Total | | 10282524 | 18.6339 | 10281122 | 1402 | 99.9864 | 0.0136 | 0 |
| Total | 119643598 | 61378475 | 51.3011 | 61377073 | 1402 | 99.9977 | 0.0023 | 86400 |

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|---|--|------------------------|-------------------------|---|------------------------------|----------------------------|---|---|---------------|
| Resolution No. | 4 | | | | | | | | |
| Resolution required: (Ordinary/Special) | ORDINARY - To appoint a director in place of Mr. Amit Gupta (DIN: 02282600), who retires by rotation and being eligible, offers himself for re-appointment | | | | | | | | |
| 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 |
| Promoter and Promoter Group | E-Voting | 0 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Institutions | E-Voting | 64461874 | 49456644 | 76.7223 | 42984821 | 6471823 | 86.9141 | 13.0858 | 1725707 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 49456644 | 76.7223 | 42984821 | 6471823 | 86.9141 | 13.0859 | 1725707 |
| Public- Non Institutions | E-Voting | 55181724 | 10023501 | 18.1645 | 10022276 | 1225 | 99.9877 | 0.0122 | 0 |
| | Poll | | 259023 | 0.4694 | 259023 | 0 | 100.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 10282524 | 18.6339 | 10281299 | 1225 | 99.9881 | 0.0119 | 0 |
| Total | | 119643598 | 59739168 | 49.9309 | 53266120 | 6473048 | 89.1645 | 10.8355 | 1725707 |

| | | | | | | | | | |
|---|--|------------------------|-------------------------|---|------------------------------|----------------------------|---|---|---------------|
| Resolution No. | 5 | | | | | | | | |
| Resolution required: (Ordinary/Special) | SPECIAL - To approve the appointment of Ms. Sudha Suresh (DIN: 06480567) as the Managing Director and Chief Executive Officer of the Company for a period of 3 years w.e.f. February 01, 2017. | | | | | | | | |
| 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 |
| Promoter and Promoter Group | E-Voting | 0 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Institutions | E-Voting | 64461874 | 51095951 | 79.2654 | 51095951 | 0 | 100.0000 | 0.0000 | 86400 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 51095951 | 79.2654 | 51095951 | 0 | 100 | 0 | 86400 |
| Public- Non Institutions | E-Voting | 55181724 | 10023391 | 18.1643 | 10022059 | 1332 | 99.9867 | 0.0132 | 60 |
| | Poll | | 259023 | 0.4694 | 259023 | 0 | 100.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 10282414 | 18.6337 | 10281082 | 1332 | 99.987 | 0.013 | 60 |
| Total | | 119643598 | 61378365 | 51.3010 | 61377033 | 1332 | 99.9978 | 0.0022 | 86460 |

| | | | | | | | | | |
|---|---|------------------------|-------------------------|---|------------------------------|----------------------------|---|---|---------------|
| Resolution No. | 6 | | | | | | | | |
| Resolution required: (Ordinary/Special) | SPECIAL - To approve the revision in the limit of foreign shareholding in the Company from 49% to 47% and submission thereof to RBI_x00D_ (please refer the AGM notice for the detailed resolution) | | | | | | | | |
| 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 |
| Promoter and Promoter Group | E-Voting | 0 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Institutions | E-Voting | 64461874 | 51095951 | 79.2654 | 51095951 | 0 | 100.0000 | 0.0000 | 86400 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 51095951 | 79.2654 | 51095951 | 0 | 100 | 0 | 86400 |
| Public- Non Institutions | E-Voting | 55181724 | 10023501 | 18.1645 | 10022266 | 1235 | 99.9876 | 0.0123 | 0 |
| | Poll | | 259023 | 0.4694 | 259023 | 0 | 100.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 10282524 | 18.6339 | 10281289 | 1235 | 99.988 | 0.012 | 0 |
| Total | | 119643598 | 61378475 | 51.3011 | 61377240 | 1235 | 99.9980 | 0.0020 | 86400 |





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FORM No. MGT-13
Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies (Management and Administration) Rules, 2014 amended as on date]

Chairman / Authorised Person
UJJIVAN FINANCIAL SERVICES LIMITED
(CIN L65999KA2004PLC035329)
Grape Garden,
No. 27, 3rd 'A' Cross, 18th Main,
6th Block, Koramangala,
Bangalore 560095,

Dear Sir,

I, S Kannan, Practicing Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the resolutions indicated in the Notice sent to the shareholders of the company through e-voting and by poll at the Annual General Meeting (AGM) of the company held on 4th August, 2017 at Annex. II, No. 23-26, Grape Garden, No. 17th H Main, 6th Block, Koramangala, Bangalore 560095, at 3.30 P.M, submit my report as under:

1. The remote e-voting commenced from 31st July 2017 at 10.00 AM and concluded at 5.00 PM on 3rd August, 2017. The Company had sent the annual reports to 71,957 shareholders through e-mail out of which, 207 shareholders had exercised their rights in casting their votes thro remote e-voting system.
2. Physical copy of the Annual Report was sent by Speed Post/Registered Post / Courier to 15657 shareholders.
3. Amongst the 53 shareholders present at the AGM, 36 Shareholders had exercised their rights in casting their votes.
4. The polling at the AGM was done through Instapoll facility provided by Karvy Computershare Private Limited, the Share Transfer Agent of the Company. The procedure for voting through the Instapoll was explained by the Company Secretary to the shareholders present at the meeting.
5. After the result of the Instapoll was arrived at, I unblocked the votes cast through remote e-voting.
6. The voting done through remote e-voting and Instapoll were diligently scrutinized and were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

S KANNAN AND ASSOCIATES

Company Secretaries

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

13, Ground Floor, 1st Main, Venkateswara Lay Out, Attiguppe, Vijayanagara, Bengaluru - 560040

Email : cs.skannan@gmail.com, Mobile : 98450 58441, www.kannancs.in





CS SKANNAN
Complete Compliance



7. The results of the Poll are as under:

| RES. NO. | Resolution | E-VOTING | | Instapoll at AGM | | Total | | Result |
|----------|--|----------|---------|------------------|---------|----------|---------|--------------------------------|
| | | For | Against | For | Against | For | Against | |
| 1 | Adoption of Financial Statements for the Year ended March 31, 2017. | 61119277 | 125 | 259023 | 0 | 61378300 | 125 | Passed with requisite majority |
| 2 | To declare dividend for FY 2016-17 | 61119327 | 125 | 259023 | 0 | 61378350 | 125 | Passed with requisite majority |
| 3 | Appointment of Statutory Auditors of the Company | 61118050 | 1402 | 259023 | 0 | 61377073 | 1402 | Passed with requisite majority |
| 4 | To appoint a director in place of Mr. Amit Gupta (DIN: 02282600), who retires by rotation and being eligible offers for re-appointment | 53007097 | 6473048 | 259023 | 0 | 53266120 | 6473048 | Passed with requisite majority |
| 5 | To approve appointment of Mrs. Sudha Suresh (DIN 06480567) as MD and CEO | 61118010 | 1332 | 259023 | 0 | 61377033 | 1332 | Passed with requisite majority |
| 6 | To approve the revision of the limit of foreign shareholding in the Company. | 61118217 | 1235 | 259023 | 0 | 61377240 | 1235 | Passed with requisite majority |

For your information, details of the polling done through remote e-voting and polling done by members present at the AGM are given in **Annexure A**.

S KANNAN AND ASSOCIATES

Company Secretaries

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

13, Ground Floor, 1st Main, Venkateswara Lay Out, Attiguppe, Vijayanagara, Bengaluru - 560040

Email : cs.skannan@gmail.com, Mobile : 98450 58441, www.kannancs.in





CS SKANNAN
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On reckoning the voting rights of the Members of the Company, I report that all the resolutions shall stand passed with the requisite majority. The company is hereby instructed to put up the results on its web site and also that of the service provider and inform the Stock Exchanges.

I confirm that I am maintaining the registers received from the service provider electronically, in respect of the votes cast through remote e-voting and through Instapoll by the shareholders of the Company.

Place: Bangalore
Date :5th August 2017
Encl: Annexure A as above.



For S Kannan And Associates

S Kannan
Company Secretary
PCS No.13016 / FCS 6261

S KANNAN AND ASSOCIATES

Company Secretaries

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

13, Ground Floor, 1st Main, Venkateswara Lay Out, Attiguppe, Vijayanagara, Bengaluru - 560040

Email : cs.skannan@gmail.com, Mobile : 98450 58441, www.kannancs.in

UJIVAN FINANCIAL SERVICES LIMITED
Ballot Control Report E-Voting & Instapoll ANNEXURE -A

| Resolution No. | Resolution Description | Mode | Ballot Received | Total Votes | Favour- Ballots | Favour- Votes | Favour- % | Against- Ballots | Against- Votes | Against- % | Abstain- Ballots | Abstain- Votes | Abstain- % |
|----------------|--|------------|-----------------|-----------------|-----------------|-----------------|--------------|------------------|----------------|--------------|------------------|----------------|-------------|
| 1 | Adoption of Financial Statements for the FY 2016-17 | Electronic | 207 | 61205852 | 205 | 61119277 | 99.86 | 1 | 125 | 0.00 | 1 | 86400 | 0.14 |
| | | Instapoll | 36 | 259023 | 36 | 259023 | 100.00 | 0 | 0 | 0.00 | 0 | 0 | 0.00 |
| | TOTAL | | 243 | 61464875 | 241 | 61378300 | 99.86 | 1 | 125 | 0.00 | 1 | 86400 | 0.14 |
| 2 | Declaration of Dividend of 8% i.e. Rs. 0.80 per equity share for the year ended March 31, 2017 | Electronic | 207 | 61205852 | 205 | 61119327 | 99.86 | 1 | 125 | 0.00 | 1 | 86400 | 0.14 |
| | | Instapoll | 36 | 259023 | 36 | 259023 | 100.00 | 0 | 0 | 0.00 | 0 | 0 | 0.00 |
| | TOTAL | | 243 | 61464875 | 241 | 61378350 | 99.86 | 1 | 125 | 0.00 | 1 | 86400 | 0.14 |
| 3 | Appointment of M/s Price Waterhouse Chartered Accountants LLP (FRN: 012754N/N500016) as the Statutory Auditors of the Company for a period of 5 (five) years. | Electronic | 207 | 61205852 | 202 | 61118050 | 99.86 | 4 | 1402 | 0.00 | 1 | 86400 | 0.14 |
| | | Instapoll | 36 | 259023 | 36 | 259023 | 100.00 | 0 | 0 | 0.00 | 0 | 0 | 0.00 |
| | TOTAL | | 243 | 61464875 | 238 | 61377073 | 99.86 | 4 | 1402 | 0.00 | 1 | 86400 | 0.14 |
| 4 | To appoint a director in place of Mr. Amit Gupta (DIN: 02282600), who retires by rotation and being eligible, offers himself for re-appointment. | Electronic | 207 | 61205852 | 196 | 53007097 | 86.60 | 7 | 6473048 | 10.58 | 4 | 1725707 | 2.82 |
| | | Instapoll | 36 | 259023 | 36 | 259023 | 100.00 | 0 | 0 | 0.00 | 0 | 0 | 0.00 |
| | TOTAL | | 243 | 61464875 | 232 | 53266120 | 86.66 | 7 | 6473048 | 10.53 | 4 | 1725707 | 2.81 |
| 5 | To approve the appointment of Ms. Sudha Suresh (DIN: 06480567) as the Managing Director and Chief Executive Officer of the Company for a period of 3 years w.e.f. February 01, 2017. | Electronic | 207 | 61205852 | 202 | 61118010 | 99.86 | 3 | 1332 | 0.00 | 2 | 86460 | 0.14 |
| | | Instapoll | 36 | 259023 | 36 | 259023 | 100.00 | 0 | 0 | 0.00 | 0 | 0 | 0.00 |
| | TOTAL | | 243 | 61464875 | 238 | 61377033 | 99.86 | 3 | 1332 | 0.00 | 2 | 86460 | 0.14 |
| 6 | To approve the revision in the limit of foreign shareholding in the Company from 45% to 47%. | Electronic | 207 | 61205852 | 203 | 61118217 | 99.86 | 3 | 1235 | 0.00 | 1 | 86400 | 0.14 |
| | | Instapoll | 36 | 259023 | 36 | 259023 | 100.00 | 0 | 0 | 0.00 | 0 | 0 | 0.00 |
| | TOTAL | | 243 | 61464875 | 239 | 61377240 | 99.86 | 3 | 1235 | 0.00 | 1 | 86400 | 0.14 |




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UJJIVAN FINANCIAL SERVICES LTD.

UJJIVAN SMALL FINANCE BANK LTD.

Awards & Accolades



3rd Best Place to Work For in India and 10th Best Large Workplace in Asia

For the past seven years, Ujjivan Financial Services has been consistently ranked among the Top 25 Companies to Work For in India. In 2016, Ujjivan once again emerged as a top Indian company across industries, by becoming the 3rd Best Place to Work in India as per the survey conducted by the Great Place to Work Institute in coordination with The Economic Times.

Ujjivan continued its successful track record of being recognized as the #1 Best Place To Work For in the Microfinance domain, where employees perceive their work to be not just career investments but also, as an opportunity that helps them contribute to the society.

Ujjivan also ranked 10th in the Best Large Workplaces in Asia List in FY 16-17 and had the honor of being the only Indian organization in the list.

SKOCH Platinum Award for Inclusive Insurance and SKOCH Order of Merit

The Platinum Award is the highest independent honor given for Inclusive Insurance and was presented to Ujjivan Financial Services after taking into consideration multiple factors, including the company's financial inclusion initiatives, exceptional customer service, insurance penetration and for covering the highest number of lives through insurance. Ujjivan's focus on Education through its Common Group Training and Financial Literacy program, Assured Reach and Access, backed by a 100 % claim settlement ratio were the key factors instrumental for it winning this award.

Ujjivan was also awarded the SKOCH Order-of-Merit for qualifying amongst the Top 100 Projects in India. The Order-of-Merit award is bestowed on the top private and public organizations, recognizing them for their best practices and

governance models towards efficient implementation of social programs and service deliveries.

