NOTICE TO THE 13TH ANNUAL GENERAL MEETING

Notice is hereby given that the 13th Annual General Meeting (AGM) of the members of Ujjivan Financial Services Limited (‘the Company’) will be held on Friday, August 04, 2017 at 03:30 PM at Annex II, No. 23-26, Grape Garden, No. 17th H Main, 6th Block, Koramangala, Bangalore – 560095, Karnataka, India to transact the following business:

Ordinary Business:

Item No. 1 - Adoption of Financial Statements

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

“RESOLVED THAT the Standalone and the Consolidated Audited Balance Sheet, Profit and Loss Account and the Cash Flow Statement for the Financial Year ended March 31, 2017 together with the Director’s Report and Independent Auditor’s Report thereon as circulated to the members and laid before the meeting be and are hereby received, considered, approved and adopted.”

Item No. 2 - Declaration of Dividend

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

“RESOLVED THAT the dividend of 8% i.e. Rs. 0.80 per equity share as recommended by the Board of Directors of the Company at their meeting held on April 27, 2017, be and is hereby approved and declared for the year ended March 31, 2017.”

Item No. 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

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142, and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to 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 and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Ms. Sudha Suresh in the best interests and in accordance with the policy of the Company and as may be permissible at law:

A. Period:

The period of appointment is 3 (three years) w.e.f. February 01, 2017 i.e. till January 31, 2020 with the liberty to either party to terminate the appointment on three months’ notice in writing to the other.

B. Details of Fixed Remuneration, benefits and other terms & conditions

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Remuneration per annum (Amount in Rs.)</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)</td>
<td>Basic</td>
</tr>
<tr>
<td></td>
<td>3,750,000</td>
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<tr>
<td>(2)</td>
<td>Dearness Allowance</td>
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<td>(3)</td>
<td>House Rent Allowance</td>
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<td>1,500,000</td>
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<td>(4)</td>
<td>Vehicle Maintenance</td>
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<td>39,600</td>
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<td>(5)</td>
<td>Entertainment Allowance</td>
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<td>(6)</td>
<td>Other Allowances, if any</td>
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<td>-</td>
</tr>
<tr>
<td>(a)</td>
<td>Variable Allowance</td>
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<tr>
<td></td>
<td>1,790,400</td>
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<tr>
<td>(b)</td>
<td>Education Allowance</td>
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<td>2,400</td>
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<td>(c)</td>
<td>Leave Travel Allowance</td>
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<td></td>
<td>375,000</td>
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<tr>
<td>(d)</td>
<td>Food Coupon</td>
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<td>15,600</td>
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<td>(e)</td>
<td>Telephone Allowance</td>
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<td>12,000</td>
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<td>(f)</td>
<td>Medical Allowance</td>
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<td>15,000</td>
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<td>Gross Salary</td>
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<td></td>
<td>75,000,000</td>
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<td></td>
<td>Perquisites</td>
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</table>

Other benefits:

1. Gratuity as per the Payment of Gratuity Act, 1972
2. Personal Accident Insurance as per the policy of the Company
3. Term Life Insurance, medical and health related benefits and Insurance as per the policy of the Company
4. Leave and encashment of leave as per the policy of the Company

Item No. 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

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

“RESOLVED THAT Mr. Amit Gupta (DIN: 02282600), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

Special Business:

Item No. 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

To consider and if deemed fit, to pass with or without modification(s), the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Amit Gupta (DIN: 02282600), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”
Other terms and conditions

1. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Ms. Sudha Suresh, Managing Director and Chief Executive Officer will be considered as continuous service with the Company from the date of her joining the Company.

2. Annual remuneration review is effective April 01 each year, as per the policy of the Company; The Nomination and Remuneration Committee of the Board will review and recommend the remuneration payable to the Managing Director during the tenure of her appointment.

3. The aggregate of the fixed remuneration and perquisites as aforesaid in any financial year shall not exceed Rs. 12,50,000 per annum and shall be within the limit as prescribed under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force.

4. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Ms. Sudha Suresh in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.

5. Ms. Sudha Suresh shall not be subject to retirement by rotation during her tenure as the Managing Director and Chief Executive Officer of the Company.

6. Ms. Sudha Suresh shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

C. Variable Payment & Incentive:

Ms. Sudha Suresh will be eligible for the performance related bonus as per the HR policy of the Company subject to a maximum ceiling of Rs. 1,00,000 per annum. She will also be eligible for the grant of Employee Stock Options as may be decided by the Board.

Any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as the Board may from time to time decide.

“RESOLVED FURTHER THAT” the Board be and is hereby authorised to revise the remuneration payable to Ms. Sudha Suresh during her tenure as MD & CEO of the Company from time to time, subject however to the maximum fixed remuneration of Rs. 12,50,000 per annum and maximum variable payment of Rs. 1,00,000 per annum subject to the overall compliance of the ceiling as prescribed under Section 197 of the Companies Act, 2013.

“RESOLVED FURTHER THAT” in the event of absence or inadequacy of net profits of the Company in any financial year, the payment of remuneration to Ms. Sudha Suresh shall be governed by Section II of Part II of Schedule V of the Act and rules made thereunder, as amended from time to time.

“RESOLVED FURTHER THAT” the remuneration as approved by the Board and paid to Ms. Sudha Suresh from the date of her appointment i.e. from February 01, 2017 till date on the above terms & conditions be and is hereby ratified.”

Item No. 6 - To approve the revision in the limit of foreign shareholding in the Company from 49% to 47% and submission thereof to RBI

To consider and if deemed fit, to pass with or without modification(s), the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and all other applicable Rules, Regulations, Guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions, sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, the consent of the shareholders be and are hereby accorded to revise the maximum foreign shareholding limit of the Company from 49% to 47% of its total share capital with the aggregate foreign investment ceiling for NRI investment under Portfolio Investment Scheme to remain at 10% and the total foreign investment from all sources i.e. FII /RFPI / NRI / ADR /GDR/ FDI/PIO in the Company would be restricted to the aforesaid ceiling of 47%.”

“RESOLVED FURTHER THAT” Ms. Sudha Suresh, Managing Director and Mr. Sanjeev Barnwal, Company Secretary and Compliance Officer be and are hereby severally authorized to take all necessary actions in this regard and to correspond and make submission thereof with the RBI for monitoring the foreign investment in the Company and to make the necessary filings and submissions, if any, to the relevant authorities so as to give effect to this resolution.”

By Order of the Board of Directors

Place: Bangalore

Date: April 27, 2017

Company Secretary and Compliance Officer

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting (AGM or the Meeting) is entitled to appoint a proxy to attend and vote on a poll, instead of himself/herself and the proxy need not be a Member of the Company. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not later than forty-eight hours before the commencement of the Meeting.

2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.

3. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.

4. 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.
5. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.

6. Corporate Members are requested to send a duly certified copy of the board resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.

7. The register of members and share transfer books of the Company would remain closed from Saturday, July 29, 2017 to Friday, August 04, 2017 (both days inclusive).

8. Dividend on equity shares as recommended by the Board of Directors for the year ended March 31, 2017, if approved at the Meeting, will be payable to those Members who hold shares:

(a) In dematerialized mode, based on the beneficial ownership details to be received from National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on Friday, July 28, 2017.

(b) In physical mode, if their names appear in the Company’s Register of Members after giving effect to all valid transfers in physical form lodged with the Company and/or its Registrar and Transfer Agents on or before Friday, July 28, 2017.

9. Members wishing to claim unclaimed dividends are requested to correspond with the Company Secretary of the Company, at the Company’s registered office. Members are requested to note that dividends which not claimed within seven years from the date of transfer to the Company’s Unpaid Dividend Account, will, as per the provisions of Section 205A of the Companies Act, 1956 (Section 124 of the Companies Act, 2013), be transferred to the Investor Education and Protection Fund.

10. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled, to Karvy Computershare Private Limited (“Karvy”), Registrar and Transfer Agent (R&T) of the Company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

11. Brief profile and other required information about the Directors proposed to be appointed or re-appointed, as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this Notice.

12. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days between 10:00 A.M. and 12.00 noon up to the date of the Meeting. This notice and the Annual Report will also be available on the Company’s website https://www.ujjivan.com/annualreports.html for download.

13. The Members, desiring any information relating to the accounts, are requested to write to the Company at an early date, so as to enable the management to keep the information ready.

14. Pursuant to sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Annual Report for FY 2016-17 and this Notice, inter alia indicating the process and manner of Remote e-voting along with attendance slip and proxy form are being sent by e-mail to those Members whose e-mail addresses have been made available to the Company / Depository Participants unless the Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of the Annual Report for FY 2016-17 and this Notice inter alia indicating the process and manner of Remote e-voting along with attendance slip and proxy form, will be sent to them in the permitted mode.

In support of the Green Initiative, the Company hereby request Members who have not updated their email IDs to update the same with their respective Depository Participant(s) or the Karvy for receiving communications from the Company electronically. Further, Members holding shares in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members holding shares in physical mode are also requested to update their email addresses by writing to the R&T of the Company quoting their folio number(s).

15. The Company will use electronic mode of payment for making cash payment to the investors. In the cases of shareholder/s, where it is not possible to effect electronic payment, the dividend warrant instruments would be issued to them. Shareholders who are holding shares in Electronic Form are requested to contact their respective Depository Participants (DP) only for updating their bank details. They are also advised to seek ‘Client Master Advice’ from their respective DP to ensure that correct updation has been carried out in their record. It may be noted that the bank details data provided by the Depositories is solely used by the Company to effect the payment of dividend. Hence, it is utmost necessary for shareholders to ensure that the correct bank details are updated with DPs.

16. For registration of transfer of physical securities, the transferee(s) as well as transferor(s) shall furnish copy of PAN card to the Company for registration of such transfer of securities.

17. In terms of Sections 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing the e-voting facility to its Members holding shares in physical or dematerialized form, as on the cut-off date, being Friday, July 28, 2017, to exercise their right to vote through electronic means from a place other than the venue of the Meeting on any or all of the businesses specified in the accompanying Notice (the “Remote e-voting”). The Remote e-voting commences on Monday, July 31, 2017 (10:00 A.M) and ends on Thursday, August 03, 2017 (5:00 P.M.). Detail of the process and manner of Remote e-voting along with the User ID and Password is being sent to all the Members along with this Notice.

18. In terms of the Companies (Management and Administration) Rules, 2014 with respect to the Voting through electronic means, the facility for voting through electronic voting system (‘Insta Poll’) shall be made available at the AGM. The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote through Remote e-voting, may vote at the AGM through ‘Insta Poll’ for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote through Remote e-voting may attend the AGM but shall not vote at the AGM. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date being Friday, July 28, 2017.

19. The Company has engaged the services of Karvy Computershare Private Limited as the Agency to provide Remote e-voting facility.
20. The Board of Directors has appointed Mr. S. Kannan, Consultant Company Secretary (FCS 6261, holding CP No. 13016), as a Scrutinizer to scrutinize the voting through Remote e-voting and voting process at AGM in a fair and transparent manner.

21. The Results on above resolutions shall be declared not later than 48 hours from the conclusion of the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favor of the resolutions.

22. The Results of voting declared along with Scrutinizer’s Report(s) will be published on the website of the Company (www.ujjivan.com) and on Service Provider’s website (https://evoting.karvy.com) within 48 hours from the conclusion of the AGM and the same shall also be simultaneously communicated to the BSE Limited and the National Stock Exchange of India Limited.

23. The route map of the venue of the Meeting is given in the Notice.

24. Detail of the process and manner of Remote e-voting along with the User ID and Password is being sent to all the Members along with this Notice. In case of any queries/grievances relating to voting by electronic means, the Members/Beneficial owners or in case any person, acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of cut-off date i.e. July 28, 2017 may obtain the login ID and password by sending a request to Mr. Mohd Mohsin Uddin, Senior Manager, Karvy Computershare Pvt. Ltd., Karvy Selenium, Tower B, Plot number 31 & 32, Financial District, Gachibowli, Hyderabad 500 032, mohsin.mohd@karvy.com, Phone: +91 040 6716 1562 toll-free number 1-800-34-54-001.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In respect of Resolutions set out at Item No. 3

M/s Deloitte Haskins & Sells, (Firm Reg. No. 008072S), Chartered Accountants, who were appointed as Statutory Auditors of the Company for two years till the conclusion of the ensuing the 13th Annual General Meeting will complete their tenure of 13 years (maximum continuous tenure for a statutory auditor permissible under the Companies Act, 2013 including the extension of 3 years subsequent to the commencement of provisions of Section 139 of the Act) with the Company on the conclusion of the 13th AGM.

The Board based on the recommendation of the Audit Committee in its meeting held on April 27, 2017, subject to the approval of the shareholders has appointed M/s Price Waterhouse Chartered Accountants LLP (FRN: 012754N/N500016) as the Statutory Auditors of the Company for a period of 5 (five) years commencing from the conclusion of the ensuing 13th AGM till the conclusion of 18th AGM of the Company.

Accordingly, the Board recommends the resolution set forth in item no. 3, for the approval by the members of the Company. None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions.

In respect of Resolutions set out at Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee, Ms. Sudha Suresh was appointed as the Managing Director and Chief Executive Officer on the Board of the Company with effect from February 01, 2017 subject to the approval of the Members.

Ms. Sudha Suresh is a Chartered Accountant with a rich corporate career spanning over two decades. She received the ‘CFO 100 - Recognition of Excellence’ award in 2013. She is also a qualified Cost Accountant and a Company Secretary. During her association with Ujjivan, she has been responsible for areas of strategic business planning and budgetary controls, equity capital and debt syndication, treasury management, accounts and taxation as well as management of Board and regulatory compliances. Recently, she successfully spearheaded the Company’s IPO to list the Company’s shares on BSE and NSE and ably supported the transition of the Company into a small finance bank through its subsidiary ‘Ujjivan Small Finance Bank Limited’.

The remuneration and other terms and conditions of Ms. Sudha Suresh appointment as Managing Director and Chief Executive Officer as set out in the resolution is subject to your approval.

In terms of the provisions of the ESOP Scheme 2015, 13,710 options have been granted to Ms. Sudha Suresh during the FY 2016-17.

Ms. Sudha Suresh is a member of the Company’s Stakeholders Relationship Committee, Risk Management Committee, ALCO Committee, Investment Committee and Corporate Social Responsibility Committee.

Other details required to be disclosed in terms of regulation 36 of SEBI Listing Regulations and the provisions of Secretarial Standard on General Meetings form part of this Notice.

Accordingly, the Board recommends the resolution set forth in item no. 5, for the approval by the members of the Company. None of the Directors, Key Managerial Personnel and their relatives other than Ms. Sudha Suresh and her relatives are, in any way, concerned or interested in the said resolutions.

In respect of Resolutions set out at Item No. 6

The extant provisions of the Ownership and control regulations as applicable to private sector banks, as covered in the Master Directions on Issue and Pricing of shares by Private Sector Banks DBR.PSBD.No.95/16.13.100/2015-16 dated April 21, 2016 and Master Directions on Ownership in Private Sector Banks DBR.PSBD.No.97/16.13.100/2015-16 dated May 12, 2016, shall be applicable to Small Finance Banks (SFB) as well except what is provided in the existing regulation contained in the Licensing Guidelines.

In compliance with the conditions of the grant of RBI licence vide its letter dated November 11, 2016, our Company being the promoter of ‘Ujjivan Small Finance Bank Limited’ (“USFB”) (which has commenced the small finance bank business from February 01, 2017) has to be owned and controlled by residents at all times and that the non-resident shareholding in our Company should be not more than 49% at all times.

Pursuant to our request letter dated February 09, 2017 submitted to the Foreign Exchange Department, RBI (FED), the FED has vide its press release dated April 24, 2017 reduced the maximum foreign shareholding ceiling in our Company from 49% to 47%. The Company has sought this reduction so that there is no inadvertent breach of the foreign shareholding ceiling of 49% as regulatorily prescribed through any passive exchange of shares over which the Company does not have any immediate control.

RBI has advised the Company to submit the special resolution passed by the members of the Company for the reduction in the aforesaid foreign shareholding ceiling from 49% to 47%. Accordingly, the Board recommends the resolution set forth in item no. 6, for the approval by the members of the Company. None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions except to the extent of their shareholding.
ATTENDANCE SLIP

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<thead>
<tr>
<th>CIN</th>
<th>L65999KA2004PLC035329</th>
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<tbody>
<tr>
<td>Name of the Company</td>
<td>Ujjivan Financial Services Limited</td>
</tr>
<tr>
<td>Registered Office</td>
<td>Grape Garden, No. 27, 3rd 'A' Cross, 18th Main, 6th Block, Koramangala, Bangalore 560095, Karnataka, India</td>
</tr>
</tbody>
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Members attending the Meeting in person or by Proxy are requested to complete the Attendance slip and hand it over at the entrance of the meeting room.

Joint shareholders may submit additional slip at the venue of the meeting.

Registered Folio No.  

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<table>
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<th>Client ID No.*</th>
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Name and address of the shareholder:

………………………………………………………………………………………………………………………………………

………………………………………………………………………………………………………………………………………

Signature:

No. of shares(s) held: ………………………………………………………………………

I hereby record my presence at the 13th Annual General Meeting of the Company (AGM) to be held on Friday, August 04, 2017 at 03:30 P.M. at Annex II, No. 23-26, Grape Garden, No. 17th H Main, 6th Block, Koramangala, Bangalore – 560095, Karnataka, India

Name and address of the Proxy………………………………………………………………………………………………

Signature: ……………………………………………………………………………………………
Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Venue of the Meeting: at Ujjivan Financial Services Limited, Annex II, No. 23-26, Grape Garden, No. 17th H Main, 6th Block, Koramangala, Bangalore – 560095, Karnataka, India

Day, Date and Time: Friday, August 04, 2017 at 03:30 P.M.

Name of the Member(s):
Registered Address:
E-mail Id:
Folio No. / Client Id*:
DP ID*:
No. of Shares held:

*Applicable for investors holding shares in dematerialized form

I / We, being the member(s) of ………………………… shares of the above named company, hereby appoint

i) Name: …………………………………………Address: ………………………………………………
   ……………………………………………….. E-mail Id: ……………………………………………..
   Signature: …………………………………………. Or failing him

ii) Name: …………………………………………Address: ………………………………………………
    ……………………………………………….……E-mail Id: …………………………………………
    Signature: …………………………………………. Or failing him

iii) Name: …………………………………………Address: ………………………………………………
    ……………………………………………….……E-mail Id: …………………………………………
    Signature: ………………………………………

as my/our proxy to attend and vote for me/us and on my/our behalf at the 13th Annual General Meeting of the company, to be held on Friday, August 04, 2017 at 03:30 P.M. at Annex II, No. 23-26, Grape Garden, No. 17th H Main, 6th Block, Koramangala, Bangalore – 560095, Karnataka, India and at any adjournment thereof in respect of such resolutions as are indicated below:

I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

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<thead>
<tr>
<th>Sr. No.</th>
<th>Resolution</th>
<th>For</th>
<th>Against</th>
<th>Abstain</th>
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<tbody>
<tr>
<td></td>
<td>Ordinary Business</td>
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<tr>
<td>1.</td>
<td>Adoption of Financial Statements</td>
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<td>2.</td>
<td>Declaration of Dividend</td>
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<td>3.</td>
<td>Appointment of Statutory Auditors</td>
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<td>4.</td>
<td>Re-Appointment of Mr. Amit Gupta as a Director liable to retire by rotation and being eligible, offers himself for re-appointment</td>
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<td></td>
<td>Special Business</td>
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<td>5.</td>
<td>To approve the appointment of Ms. Sudha Suresh (DIN: 06480567) as the Managing Director and Chief Executive of the Company for a period of 3 years w.e.f. February 01, 2017</td>
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<tr>
<td>6.</td>
<td>To approve the revision in the limit of foreign shareholding in the Company from 49% to 47%</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Signed this ……………………………day of ……………………………2017

Affix revenue stamp of not less than ₹1

Signature of Shareholder  Signature of Proxy holder(s)
Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company at Grape Garden, No. 27, 3rd A Cross, 18th Main, Koramangala 6th Block, Bengaluru 560 095 not less than 48 hours before the commencement of the Meeting.

- It is optional to indicate your preference. If you leave the ‘for’, ‘against’ or ‘abstain’ column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

- A Proxy can act on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying Voting Rights. However, a Member holding more than ten percent of the total share capital of the company carrying Voting Rights may appoint a single person as Proxy for his entire shareholding and such person shall not act as a Proxy for another person or shareholder.
The instructions for e-voting are as under

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing the e-voting facility to its Members holding shares in physical or dematerialized form, as on the cut-off date, being **Friday, July 28, 2017**, to cast their vote through electronic means on all resolutions set forth in the Notice.

The process and manner for remote e-voting are as under:

A. **For members who receive notice of annual general meeting through e-mail:**

Member whose email IDs are registered with the Company/Depository Participants(s) will receive an email from Karvy informing them of their User-ID and Password. Once the Members receive the email, he or she will need to go through the following steps to complete the e-voting process:

i) Open your web browser during the voting period and navigate to [https://evoting.karvy.com](https://evoting.karvy.com).

ii) Enter the login credentials (i.e., user-id & password)

   **User – ID** for Members holding shares in demat form:

   a) For NSDL: 8-character DP ID followed by 8-digit Client ID

   b) For CDSL: 16-digit beneficiary ID

   **User-ID** for Members holding shares in physical form:

   Event number, followed by Folio Number registered with the Company

   **Password**: Your unique password is printed on the form / forwarded via email through the electronic notice

   **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) The e-voting period shall commence on **Monday, July 31, 2017 (10:00 A.M.)** and ends on **Thursday, August 03, 2016 (5:00 P.M.)**. Members, holding shares either in dematerialised form or physical form as on cut-off date, **Friday, July 28, 2017**, may cast their vote electronically during this period. The remote e-voting module shall be disabled at 5.00 p.m. on Thursday, August 03, 2017. Once the vote on a resolution is cast by a Member, he/she shall not be allowed to change it subsequently or cast the vote again.

iv) After entering these details appropriately, click on ‘LOGIN’.

v) Members holding shares in demat / physical form will now reach password change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through Karvy Computershare Pvt. Ltd. e-voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID 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.

vi) You need to login again with the new credentials.

vii) On successful login, the system will prompt to select the ‘Event’ i.e., ‘Company Name’.

viii) If you are holding shares in demat form and had logged on to [https://evoting.karvy.com](https://evoting.karvy.com) and cast your vote earlier for any company, then your existing login id and password are to be used.

ix) On the voting page, you will see Resolution description and against the same the option ‘FOR / AGAINST / ABSTAIN’ for voting. Enter the number of shares (which represents number of votes) under ‘FOR / AGAINST / ABSTAIN’ or alternatively, you may partially enter any number in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR / AGAINST’ taken together should not exceed your total shareholding. If you do not want to cast your vote, select ‘ABSTAIN’.

x) After selecting the resolution you have decided to vote on, click on ‘SUBMIT’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘OK’, else to change your vote, click on ‘CANCEL’ and accordingly, modify your vote.

xi) Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.

xii) Corporate / Institutional Members (Corporate / FIs / Fls / Trusts / Mutual Funds / Banks, etc.) are required to send scan (PDF format) of the relevant board resolution to the Scrutiniser through e-mail to cs.skannan@gmail.com with copy to evoting@karvy.com. The file scanned image of the board resolution should be in the naming format ‘Corporate Name_ Event number’.
xiii) If you are already registered with Karvy Computershare Pvt. Ltd. for e-voting, then you can use your existing user ID and password for casting your vote. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

xiv) Please contact Mr. Mohd Mohsin Uddin, Senior Manager, Karvy Computershare Pvt. Ltd., Karvy Selenium, Tower B, Plot number 31 & 32, Financial District, Gachibowli, Hyderabad 500032, mohsin.mohd@karvy.com, Phone: +91 040 6716 1562, toll-free number 1-800-34-54-001 for any further clarifications.

B. For members who receive the notice of annual general meeting in physical form:

In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) The Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

REVEN (Remote e-voting Event Number) USER ID ______________PASSWORD/PIN______________

(ii) Please follow all steps from Sl. No. A (i) to Sl. No. A(xi) above, to cast vote

C. Voting facility at Annual General Meeting:

(i) In addition to the remote e-voting facility as described above, the Company shall make a voting facility available at the venue of the annual general meeting, through electronic voting system and members attending the meeting, who have not already cast their votes by remote e-voting, shall be able to exercise their right at the meeting.

(ii) Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.

Venue of the 13th Annual General Meeting of UJJIVAN FINANCIAL SERVICES LIMITED to be held on Friday, August 04, 2017 at 03:30 P.M., at Annex II, No. 23-26, Grape Garden, No. 17th H Main, 6th Block, Koramangala, Bangalore – 560095, Karnataka, India.

Map of Venue below
**Name of the Director** | Ms. Sudha Suresh | Mr. Amit Gupta  
--- | --- | ---  
**DIN** | 06480567 | 02282600  
**Date of Birth and Age** | December 21, 1963; 53 Years | September 24, 1976; 40 Years  
**Date of First Appointment on the Board** | February 01, 2017 | March 25, 2015  

**Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas**  
**Ms. Sudha Suresh**  
Ms. Sudha Suresh is a Chartered Accountant with a rich corporate career spanning over two decades. She received the ‘CFO 100 - Recognition of Excellence’ award in 2013. She is also a qualified Cost Accountant and a Company Secretary. During her association with Ujjivan, she has been responsible for areas of strategic business planning and budgetary controls, equity capital and debt syndication, treasury management, accounts & taxation as well as management of Board and regulatory compliances. She successfully spearheaded the Company’s IPO to list the Company’s shares on BSE and NSE. She has also led the restructuring of the Company and formation of the Small Finance Bank. She has expertise in strategic business planning and budgetary controls, equity capital and debt syndication, treasury management, accounts and taxation.  

**Mr. Amit Gupta**  
Mr. Amit Gupta is the Non-Executive Director of our Company. He is one of the founding partners and chief operating officer of NewQuest Capital Advisors (HK) Limited. He oversees India and south east Asia business for NewQuest Capital Advisors (HK) Limited. He represents NewQuest Capital Advisors (HK) Limited on board of Om Logistics Limited, Ittiam Systems Private Limited and Halonix Technologies Private Limited. He holds an undergraduate degree in electrical engineering from Kurukshetra University and a post graduate diploma in management from Indian Institute of Management, Bangalore, where he was placed in Director’s Merit List for his performance. He has expertise in investments, fund management, investments and business planning.  

| **No. of Board Meetings attended during the year as a Director** | 3 | 5  
| **Directorships held in other Companies** | Public Companies – Nil  
Private / Section 8 Company  
- Ujjivan Social Services Foundation | Public Companies  
- Om Logistics Limited  
Private / Section 8 Companies  
- Ittiam Systems Private Limited  
- Halonix Technologies Private Limited  
| **Memberships / Chairmanships of Committees of other Boards** | None | Audit Committee  
- Om Logistics Limited  
- Halonix Technologies Private Limited  
| **Remuneration last drawn** | Please refer the remuneration section under the Board’s Report |  
| **Remuneration sought to be paid** | Remuneration as approved by the Board of Directors and Members of the Company, within the limits of the applicable laws. Please refer the item no. 5 of this AGM Notice | Sitting fees as approved by the Board of Directors within the limits of the applicable laws.  
| **Shareholding in the Company** | 28,400 Shares as on March 31, 2017 | Nil  
| **Relationship with other Directors and Key Managerial Personnel of the Company** | Nil | Nil  

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Place: Bangalore  
Date: April 27, 2017  

By Order of the Board of Directors  

Sanjeev Barnwal  
Company Secretary and Compliance Officer  
Membership No.: A19180