



UJJIVAN FINANCIAL SERVICES LIMITED

CIN No: L65999KA2004PLC035329

Registered Office: Grape Garden, No. 27, 3rd A Cross, 18th Main, 6th Block, Koramangala, Bengaluru 560 095
Phone: +91 80 4071 2121; Email: compliance@ujjivanfin.com Website: www.ujjivan.com

POSTAL BALLOT NOTICE (“NOTICE”)

[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies(Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re enactment thereof for the time being in force), that the resolutions appended below are proposed to be passed through postal ballot/electronic voting.

The explanatory statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the resolution setting out the material facts concerning each item and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration Rules, 2014 (including any amendments thereto), the Company is pleased to provide electronic voting (“e-voting”) facility as an alternative, to enable the Members to cast their votes electronically instead of casting votes through the Form.

The Board of Directors of the Company has appointed Mr. S. Kannan of M/s. S Kannan And Associates, bearing Firm No. S2017KR473100 (FCS 6261, holding CP No. 13016) as the Scrutinizer for conducting the postal ballot or e-voting process in a fair and transparent manner.

The Company has availed electronic voting platform of KarvyFintech Private Limited (Karvy) to provide e-voting facility to its members. Members having shares in demat form or in physical form may vote either by way of Postal Ballot Form or by way of e-voting. In case the member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section ‘Voting through Electronic Means’. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Board of Directors after the completion of the scrutiny of the postal ballots and e-voting. The result of the Postal Ballot shall be announced within 48 hours of the conclusion of the voting i.e. on or before **Thursday, March 07, 2019**, at the Registered Office of the Company and communicated to the stock exchanges, depositories, and registrar and share transfer agents. **The last date of receipt of the postal ballot forms / e-voting, i.e. March 05, 2019, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.** The result would be declared and displayed at the Registered Office of the Company and will be communicated to the National Stock Exchange of India Limited (NSE) and BSE Limited and will be placed along with the Scrutinizer’s report on the Company’s website www.ujjivan.com.

Calendar of Events for postal ballot are as under:

Sr. No.	Event	Date
1	Postal Ballot Cut-off Date for determining the Members to whom the ballot paper would be sent	Friday, January 25, 2019
2	Postal Ballot dispatch Date (on or before)	Saturday, February 02, 2019
3	Commencement of e-voting/ Postal Ballot period	Monday, February 04, 2019
4	Conclusion of e-voting and last date for receipt of Postal Ballot Form	Tuesday, March 05, 2019
5	Result Declaration Date	(within 48 hours of the conclusion of the voting)
6	Date on which the resolution would be considered as passed	Tuesday, March 05, 2019

SPECIAL BUSINESS:

Item No. 1 –To approve for the continuation of Mr. K.R. Ramamoorthy (DIN: 00058467), who is over the age of 75 years as the Independent Non-Executive Director of the Company for a second term of 5 years w.e.f. April 01, 2019

To consider and if thought fit, to assent or dissent, to the following resolution(s) to be passed as a Special Resolution:

“**RESOLVED THAT** pursuant to Regulation 16(1)(b) and newly inserted Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other relevant circulars and modifications, if any issued by Securities and Exchange Board of India (“SEBI”) from time to time and pursuant to the provisions of Section 149, 150 and 152, and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) read with Schedule IV of the

Companies Act, 2013, approval of the members of the Company be and is hereby accorded for the continuation of Mr. K.R. Ramamoorthy (DIN: 00058467), who is above 75 (seventy five) years of age, as the Independent Non-Executive Director of the Company and to accord its approval for his appointment for a second term of 5 (five) years commencing from April 01, 2019 to March 31, 2024 and whose office shall not be liable to retire by rotation.”

**By Order of the Board
For Ujjivan Financial Services Limited**

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

Date : January 23, 2019
Place : Bangalore

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on **Friday, January 25, 2019**. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's registrar and share transfer agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on January 25, 2019 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as **on January 25, 2019. The postal ballot period commences on February 04, 2019 (9:00 Hours IST) and ends on March 05, 2019 (17:00 Hours IST).**
7. In case a Member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to compliance@ujjivanfin.com or mohsin.mohd@karvy.com. The registrar and transfer agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
8. In compliance with Sections 108, 110 of the Act and the Rules made there under, and pursuant to Regulation 44 of the Listing Regulations the Company has provided the facility to the Shareholders to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by Karvy. The instructions for electronic voting are annexed to this Notice.

The procedure and instructions for remote E-Voting facility are as follows:

A. In case of shareholders receiving email from Karvy:

- i. Open your web browser during the voting period and navigate to <https://evoting.karvy.com>
- ii. Enter the login credentials (i.e. User ID and password mentioned in the email/postal ballot form). Your Folio No./DP ID – Client ID will be your User ID.
However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on “LOGIN”.
You will now reach password change menu wherein you are required to mandatorily change your 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 (like *, #, @, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- iv. You need to login again with the new credentials.
- v. On successful login, the system will prompt you to select the E-Voting Event Number for Postal Ballot.
- vi. If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any other company, then your existing login id and password are to be used.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. **Friday, January 25, 2019** under “FOR/AGAINST” 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 as on the cut-off date.

- viii. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- x. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- xi. You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- xii. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xiii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: cs.skannan@gmail.com with a copy to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
- xiv. The e-voting period commences on February 04, 2019 (9:00 Hours IST) and ends on March 05, 2019 (17:00 Hours IST).

B. In case of shareholders receiving Notice by post:

- i. Initial password is provided along with this Notice.
- ii. Please follow all steps from Sl. No. (i) to Sl. No. (xiii) above, to cast vote.

C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mr. Mohd. Mohsin of KarvyFintech Private Limited at the following address

Mr. Mohd MohsinUddin

Senior Manager
 KarvyFintech Pvt. Ltd.
 Karvy Selenium
 Tower B, Plot number 31 & 32, Financial District
 Gachibowli | Hyderabad 500 032, India
 Phone : +91 040 6716 1562 | M : +91 91774 01094
mohsin.mohd@karvy.com www.karvyfintech.com

D. The Scrutinizer's decision on the validity of the vote shall be final.

E. Once the vote on a resolution stated in this notice is casted by a Member through remote e-voting, the Member shall not be allowed to change its subsequently and such e-vote shall be treated as final.

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

Item No. 1

The shareholders in its extra ordinary general meeting held on September 22, 2014 regularised and appointed Mr. K.R. Ramamoorthy (DIN:00058467) as the Independent Director for a term of 5 years commencing from September 22, 2014 to September 21, 2019 in accordance with the provisions of the Companies Act, 2013.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for reappointment on passing of a special resolution by the company and that such appointment shall be disclosed in the Board's report.

Further, as per the new regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (hereinafter referred to as SEBI Listing Regulations) Regulations, 2015, which is applicable effective from April 01, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Since Mr. K.R. Ramamoorthy has attained the age of 75 years, his continuation as the Non-Executive Independent Director in the Company w.e.f. April 01, 2019 requires the approval of the shareholders through a special resolution.

The Company has received declarations from Mr. K.R. Ramamoorthy confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and the SEBI Listing Regulations. He also meets the fit and proper criteria for director as prescribed under applicable RBI directions. Mr. K.R. Ramamoorthy being eligible, has given his consent for his re-appointment for the second term of 5 (five) years commencing from April 01, 2019 and until March 31, 2024.

Mr. Ramamoorthy is a person of good professional standing with over 50 years of commercial and banking experience. He was the Chairman and Managing director, Corporation Bank and later the Chairman & Chief Executive Officer, ING Vysya Bank. He also served as an Advisor to CRISIL and as a Consultant to The World Bank for over a decade. He holds a bachelor's degree in arts from Delhi University and bachelor's degree in law from Madras University and is a Fellow member of the Institute of Company Secretaries of India. The Board during its evaluation was appreciative of his valuable contribution at the Board deliberations and were of the view that his continued association would be of immense benefit to the Company considering his leadership quality and vast banking experience. Based on the recommendation of the Nomination and Remuneration Committee of the Board at its meeting held on January 23, 2019, the Board of Directors, subject to the approval of the shareholders, approved the re-appointment of Mr. K.R. Ramamoorthy for a second term of five years commencing from April 01, 2019 and until March 31, 2024.

Accordingly, the Board recommends the resolution for continuation / re-appointment of Mr. K.R. Ramamoorthy as an Independent Director for the approval by the shareholders of the Company by way of special resolution.

The disclosures under Regulation 36(3) of SEBI-LODR and Secretarial Standards on general meetings SS-2 of ICSI are appended.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. K.R. Ramamoorthy and his relatives are, in any way, concerned or interested in the said resolution.

**By Order of the Board
For Ujjivan Financial Services Limited**

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

Date : January 23, 2019

Place : Bangalore

Enclosures: Postal Ballot Form

Additional information on Directors being appointed/ re-appointed as required under Regulation 36 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard-2 by ICSI:

Name of the Director	Mr. K.R. Ramamoorthy
DIN	00058467
Date of Birth and Age	July 08, 1940; 78 Years
Date of First Appointment on the Board	December 28, 2004
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	Mr. K.R Ramamoorthy is the Non-executive Chairman and Independent Director of our Company. He holds a bachelor's degree in arts from Delhi University and bachelor's degree in law from Madras University. He is also a fellow member of the Institute of Company Secretaries of India. He was the Chairman and Managing director, Corporation Bank and later the Chairman & Chief Executive Officer, ING Vysya Bank. He also served as an Advisor to CRISIL and as a Consultant to The World Bank for over a decade. He has over 50 years of commercial and banking experience. He also currently serves as an independent director on the boards of Subros Limited, Nilkamal Limited and Amrit Corp. Limited.
No. of Board Meetings attended during the year as a Director	Six (as on January 23, 2019)
Directorships held in other Companies	Public Companies (all listed) - Subros Limited - Nilkamal Limited - Amrit Corp Limited
Memberships / Chairmanships of Committees of other Boards	1) Subros Limited – Audit Committee (Member) 2) Nilkamal Limited – Audit Committee (Chairman) 3) Amrit Corp Limited – Audit Committee (Chairman)
Remuneration last drawn (FY 2017-18)	Rs. 6,63,275 (sitting fees)
Remuneration sought to be paid	Sitting fees as approved by the Board of Directors within the limits of the applicable laws. As present, the sitting fees paid to each non-executive director are Rs. 50,000 for each Board Meeting and Rs. 40,000 for each Board Committee meeting.
Shareholding in the Company	1,000 shares (<i>Jointly held with his wife Ms. Vasantha Ramamoorthy</i>)
Relationship with other Directors and Key Managerial Personnel of the Company	Nil



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CIN No: L65999KA2004PLC035329

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E-mail: compliance@ujjivanfin.com Website: www.ujjivan.com

POSTAL BALLOT FORM

(Kindly refer to the instructions given in the postal ballot notice dated January 23, 2019 before filling the form)

Serial No.

1. Name and Registered Address of the Sole/First named Member	:	
2. Name of the Joint Member(s), if any	:	
3. Registered Folio No. / Client ID No. / DP ID No. (Applicable for investors holding shares in dematerialized form)	:	
4. Number of shares held	:	

I/ We hereby exercise my / our vote in respect of the resolutions to be passed through postal ballot for the business stated in the notice dated January 23, 2019 of the Company by sending my / our consent or dissent to the said resolutions by placing (✓) at the appropriate box below:

Sr. No.	Resolution	No. of Shares for which votes cast	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)	I/We do not intend to vote on the resolution (ABSTAIN)
Special Resolutions					
1.	To approve for the continuation of Mr. K.R. Ramamoorthy (DIN: 00058467), who is over the age of 75 years as the Independent Non-Executive Director of the Company for a second term of 5 years w.e.f. April 01, 2019				

Place:

Date:

(Signature of the Equity Shareholder must be as per specimen signature registered with the Company/ RTA/ Depository)

Electronic Voting Particulars

EVEN (E Voting Event Number)	USER ID	Password
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