

Corporate Governance Report

1. Name of Listed Entity - **Ujjivan Small Finance Bank Limited**
 2. Quarter ending - **31-03-2020**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity
Mr.	Sunil Vinayak Patel	00050837	ID,C & NED		27-Jul-2016	27-Jul-2016	01-Feb-2020	42	0	0	0	0
Mr.	Biswamohan Mahapatra	06990345	ID		16-Jan-2017	16-Jan-2017		39	2	2	2	0
Mr.	Nitin Chugh	01884659	ED	CEO-MD	01-Dec-2019	01-Dec-2019			1	0	1	0
Ms.	Mona Kachhwaha	01856801	NED		22-Sep-2019	22-Sep-2019			2	1	2	0
Mr.	Jayanta	01268046	NED		14-Nov-	14-Nov-			2	0	1	0

	Kumar Basu				2018	2018						
Mr.	Sachin Bansal	02356346	ID		01-Jun-2019	01-Jun-2019	27-Jan-2020	7	0	0	0	0
Mr.	Nandlal Laxminarayan Sarda	00147782	ID		27-Jul-2016	27-Jul-2016		44	2	2	2	0
Ms.	Vandana Viswanathan	05192578	ID		22-Sep-2019	22-Sep-2019		6	1	1	0	1
Mr.	Mahadev Lakshminarayanan	05003710	ID		01-Aug-2019	01-Aug-2019		8	2	2	1	2
Mr.	Prabal Kumar Sen	02594965	ID		16-Jan-2017	16-Jan-2017		39	1	1	0	0
Mr.	Luis Miranda	01055493	ID		16-Jan-2017	16-Jan-2017	22-Mar-2020	39	0	0	0	0
Ms.	Chitra Kartik Alai	03138604	NED,ND		09-May-2019	09-May-2019			1	0	0	0

Company Remarks	<p>Mr. Sunil Vinayak Patel was the Part-Time Non-Executive Chairman of the Bank and he has retired on January 31, 2020 from the chairmanship and resigned from the office of Independent Director w.e.f February 01, 2020.</p> <p>The Bank has approached to the RBI for appointment of new Part-Time Non-Executive Chairman. The RBI approval is awaited.</p> <p>The details of directors with respect to directorship in listed companies and committee positions therein are as on March 31, 2020.</p>
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Sunil Vinayak Patel	ID,C & NED	Chairperson	30-Jul-2016	01-Feb-2020
2	Mahadev Lakshminarayanan	ID	Chairperson	01-Feb-2020	
3	Luis Miranda	ID	Member	01-Feb-2017	22-Mar-2020
4	Nandlal Laxminarayan Sarda	ID	Member	30-Jul-2016	
5	Biswamohan Mahapatra	ID	Member	01-Feb-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Sunil Vinayak Patel	ID,C & NED	Chairperson	01-Feb-2017	01-Feb-2020
2	Vandana Viswanathan	ID	Chairperson	01-Feb-2020	
3	Nitin Chugh	ED	Member	01-Dec-2019	
4	Mahadev Lakshminarayanan	ID	Member	01-Feb-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Biswamohan Mahapatra	ID	Chairperson	01-Jun-2018	
2	Sunil Vinayak Patel	ID,C & NED	Member	01-Feb-2017	01-Feb-2020
3	Luis Miranda	ID	Member	01-Feb-2017	22-Mar-2020
4	Nitin Chugh	ED	Member	01-Dec-2019	
5	Nandlal Laxminarayan Sarda	ID	Member	01-Feb-2017	
6	Jayanta Kumar Basu	NED	Member	01-Jun-2019	

Company Remarks	
-----------------	--

Whether Permanent chairperson appointed	Yes
---	-----

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Biswamohan Mahapatra	ID	Chairperson	09-Jul-2019	01-Feb-2020
2	Vandana Viswanathan	ID	Chairperson	01-Feb-2020	
3	Biswamohan Mahapatra	ID	Member	01-Feb-2017	
4	Sunil Vinayak Patel	ID,C & NED	Member	30-Jul-2016	01-Feb-2020
5	Prabal Kumar Sen	ID	Member	01-Feb-2017	
6	Jayanta Kumar Basu	NED	Member	01-Feb-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
21-Oct-2019	22-Jan-2020	Yes	9	6
05-Nov-2019	23-Mar-2020	Yes	4	3
08-Nov-2019		Yes	6	5
22-Nov-2019		Yes	6	5
05-Dec-2019		Yes	7	6

Company Remarks	
Maximum gap between any two consecutive (in number of days)	60

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the	Date(s) of meeting of the committee in the	Whether requirement of	Number of Directors	Number of independent
------------------------------	---	---	-------------------------------	----------------------------	------------------------------

	committee in the previous quarter	relevant quarter	Quorum met (Yes/No)	present	directors present
Audit Committee	15-Oct-2019		Yes	5	5
Audit Committee	21-Oct-2019		Yes	4	4
Audit Committee	05-Nov-2019		Yes	5	5
Audit Committee		22-Jan-2020	Yes	4	4
Audit Committee		23-Mar-2020	Yes	2	2
Nomination & Remuneration Committee	21-Oct-2019		Yes	4	4
Nomination & Remuneration Committee	05-Nov-2019		Yes	4	4
Nomination & Remuneration Committee		21-Jan-2020	Yes	4	4
Nomination & Remuneration Committee		23-Mar-2020	Yes	4	3
Risk Management Committee	04-Nov-2019		Yes	5	4
Risk Management Committee		21-Jan-2020	Yes	6	4
Stakeholders Relationship Committee		21-Jan-2020	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	77

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
----------------	--------------------------------------	---------------

Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
--	--

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5.
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here: **NA**

Name : **Chanchal Kumar**
Designation : **Company Secretary and Compliance Officer**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.ujjivansfb.in
Terms and conditions of appointment of independent	Yes		www.ujjivansfb.in
Composition of various committees of board of	Yes		www.ujjivansfb.in
Code of conduct of board of directors and senior	Yes		www.ujjivansfb.in
Details of establishment of vigil mechanism/ Whistle	Yes		www.ujjivansfb.in
Criteria of making payments to non-executive directors	Yes		www.ujjivansfb.in
Policy on dealing with related party transactions	Yes		www.ujjivansfb.in
Policy for determining 'material' subsidiaries	Not Applicable		
Details of familiarization programs imparted to	Yes		www.ujjivansfb.in
Email address for grievance redressal and other relevant details entity who are responsible for assisting	Yes		www.ujjivansfb.in
Contact information of the designated officials of the	Yes		www.ujjivansfb.in
Financial results	Yes		www.ujjivansfb.in
Shareholding pattern	Yes		www.ujjivansfb.in
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or	Yes		www.ujjivansfb.in
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		www.ujjivansfb.in
Credit rating or revision in credit rating obtained by the	Yes		www.ujjivansfb.in
Separate audited financial statements of each	Not Applicable		
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.ujjivansfb.in
Materiality Policy as per Regulation 30	Yes		www.ujjivansfb.in
Dividend Distribution policy as per Regulation 43A (as	Yes		www.ujjivansfb.in
It is certified that these contents on the website of the	Yes		www.ujjivansfb.in
II Annual Affirmations			

Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	

<i>Meeting of Risk Management Committee</i>	22	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Not Applicable	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent Directors</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	Compliance under Sr. No. 28 and 31 for the FY 2019-20 will be complied within due to date.
--------------------------	---

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

Name : **Chanchal Kumar**
Designation : **Company Secretary and Compliance Officer**