

Corporate Governance Report

1. Name of Listed Entity **- Ujjivan Small Finance Bank Limited**
 2. Quarter ending **- 31-Dec-2019**

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 | | 42 | 1 | 1 | 0 | 2 |
| 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 |
| Ms. | Chitra Kartik Alai | 03138604 | NED,ND | | 09-May-2019 | 09-May-2019 | | | 1 | 0 | 0 | 0 |
| Mr. | Sachin Bansal | 02356346 | ID | | 01-Jun-2019 | 01-Jun-2019 | | 36 | 1 | 1 | 0 | 0 |
| Mr. | Luis Miranda | 01055493 | ID | | 16-Jan-2017 | 16-Jan-2017 | | 36 | 1 | 1 | 1 | 0 |
| Mr. | Biswamohan Mahapatra | 06990345 | ID | | 16-Jan-2017 | 16-Jan-2017 | | 36 | 2 | 2 | 2 | 0 |
| Mr. | Prabal Kumar Sen | 02594965 | ID | | 16-Jan-2017 | 16-Jan-2017 | | 36 | 1 | 1 | 0 | 0 |
| Mr. | Nandlal Laxminarayan Sarda | 00147782 | ID | | 27-Jul-2016 | 27-Jul-2016 | | 42 | 2 | 2 | 2 | 0 |
| Ms. | Vandana Viswanathan | 05192578 | ID | | 22-Sep-2019 | 22-Sep-2019 | | 4 | 1 | 1 | 1 | 0 |
| Mr. | Mahadev Lakshminarayanan | 05003710 | ID | | 01-Aug-2019 | 01-Aug-2019 | | 5 | 2 | 2 | 1 | 1 |
| Mr. | Jayanta Kumar Basu | 01268046 | NED | | 14-Nov-2018 | 14-Nov-2018 | | | 2 | 0 | 1 | 0 |

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| Company Remarks | |
| Whether Regular chairperson appointed | No |
| 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 | |
| 2 | Biswamohan Mahapatra | ID | Member | 01-Feb-2017 | |
| 3 | Luis Miranda | ID | Member | 01-Feb-2017 | |
| 4 | Nandlal Laxminarayan Sarda | ID | Member | 30-Jul-2016 | |
| 5 | Mahadev Lakshminarayanan | ID | Member | 01-Aug-2019 | |

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| 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 | |
| 2 | Nitin Chugh | ED | Member | 01-Dec-2019 | |
| 3 | Vandana Viswanathan | ID | Member | 01-Feb-2017 | |

| | |
|---|-----|
| 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-2019 | |
| 2 | Sunil Vinayak Patel | ID,C & NED | Member | 01-Feb-2017 | |
| 3 | Luis Miranda | ID | Member | 01-Feb-2017 | |
| 4 | Nitin Chugh | ED | Member | 01-Dec-2019 | |
| 5 | Nandlal Laxminarayan Sarada | ID | Member | 01-Feb-2017 | |
| 6 | Jayanta Kumar Basu | NED | Member | 01-Jun-2019 | |

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| 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 | |
| 2 | Sunil Vinayak Patel | ID,C & NED | Member | 30-Jul-2016 | |
| 3 | Vandana Viswanathan | ID | Member | 09-Jul-2019 | |
| 4 | Prabal Kumar Sen | ID | Member | 01-Feb-2017 | |

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| 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 |
|--|--|--|------------------------------------|--|
| 30-Jul-2019 | 21-Oct-2019 | Yes | 8 | 6 |
| 14-Aug-2019 | 05-Nov-2019 | Yes | 11 | 8 |

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|---|----|
| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) | 67 |

iv. Meeting of Committees

| Name of the Committee | Date(s) of meeting during of the committee in the previous quarter | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Number of Directors present | Number of independent directors present |
|-------------------------------------|--|---|--|-----------------------------|---|
| Audit Committee | 30-Jul-2019 | | Yes | 4 | 4 |
| Audit Committee | 14-Aug-2019 | | Yes | 3 | 3 |
| Audit Committee | | 15-Oct-2019 | Yes | 5 | 5 |
| Audit Committee | | 21-Oct-2019 | Yes | 4 | 4 |
| Audit Committee | | 05-Nov-2019 | Yes | 5 | 5 |
| Nomination & Remuneration Committee | 09-Jul-2019 | | Yes | 3 | 2 |
| Nomination & Remuneration Committee | 29-Jul-2019 | | Yes | 4 | 3 |
| Nomination & Remuneration Committee | 14-Aug-2019 | | Yes | 3 | 2 |
| Nomination & Remuneration Committee | | 21-Oct-2019 | Yes | 4 | 3 |
| Nomination & Remuneration Committee | | 05-Nov-2019 | Yes | 4 | 4 |
| Risk Management Committee | 29-Jul-2019 | | Yes | 6 | 4 |
| Risk Management Committee | | 04-Nov-2019 | Yes | 5 | 4 |

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|--|----|
| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 61 |

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 | |

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|--|--|
| Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions | |
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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 & Compliance Officer**