

Corporate Governance Report

BANK'S PHILOSOPHY ON CORPORATE GOVERNANCE

Ujjivan Small Finance Bank Limited ("Bank") recognises its role as a corporate citizen and endeavors to adopt the best practices and the highest standards of Corporate Governance through transparency in business, ethics and accountability to its shareholders, customers, government and other stakeholders. Bank's activities are carried out in accordance with good corporate practices and Bank is constantly striving to make them better and adopt the best practices.

The Bank believes that timely reporting, transparent accounting policies and a strong Independent Board

goes a long way in preserving shareholders' trust and maximising long-term corporate value.

In pursuing the mission of "The best institution to provide financial services to the unserved and underserved customers and transform to a bank serving the mass market", the Bank has been balancing its dual objectives of "social" and "financial" goals since its inception. "Responsible financing", "ethical values" and "transparency in all its dealings with its customers, lenders, investors and employees" have been the cornerstone of its operations. Transparency in the decision-making process has been providing comfort to all stakeholders, particularly to the lenders, customers and investors.



The detailed Report on Corporate Governance for the FY 2022-23, as per Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), is set out below:

1. The Board of Directors ("Board")

The Board plays a crucial role in guiding and overseeing how the management serves the interests of stakeholders. This is reflected in the Bank's governance practices, under which it strives to maintain an effective, informed and independent Board. The Bank continuously reviews its governance

practices and benchmarks itself to best practices in the industry.

The composition of Board is in conformity with SEBI Listing Regulations, Banking Regulation Act, 1949 and Companies Act, 2013 ("Act"). The Bank has an experienced, diverse and a well-informed Board. The composition of Board as on March 31, 2023 includes 6 (Six) Independent Directors, 3 (Three) Non-Executive, Non-Independent Directors and 1 (One) Executive Director. The Board has a strong gender diversity ratio with 3 out of the 6 independent directors being women.

**Composition of the Board as on March 31, 2023:**

The brief profile of directors is available on Bank's website at www.ujjivansfb.in.

- a. The name and category of the directors on the Board, their attendance at the Board Meetings held during the FY 2022-23 and at the last Annual General Meeting ("AGM") are given below.

| Name of the Director | Category | No. of Board Meetings during the FY 2022-23 was 9 | | Whether attended last AGM | Remarks |
|--------------------------------------|---|---|----------|---------------------------|--|
| | | Entitled to attend | Attended | | |
| Mr. Banavar Anantharamaiah Prabhakar | Part-Time Chairman and Independent Director | 9 | 9 | Yes | - |
| Mr. Ittira Davis | Managing Director-Executive Director | 9 | 9 | Yes | RBI has conveyed its approval for the re-appointment of Mr. Ittira Davis as MD&CEO for a further period of 2 years, w.e.f. January 14, 2023 to January 13, 2025. |
| Ms. Rajni Mishra | Independent Director | 9 | 9 | Yes | - |
| Mr. Rajesh Kumar Jogi | Independent Director | 9 | 8 | Yes | - |
| Mr. Ravichandran Venkataraman | Independent Director | 9 | 9 | Yes | - |
| Ms. Sudha Suresh | Independent Director | 9 | 9 | Yes | Re-categorised from Non-Executive, Non-Independent to Independent Director w.e.f. April 01, 2022. |
| Mr. Samit Kumar Ghosh | Non-Executive, Non Independent Director | 9 | 9 | Yes | - |
| Mr. P N Raghunath | Additional Director (Nominated by RBI) | 9 | 7 | Yes | - |
| Mr. Satyaki Rastogi | Nominee Director (Nominated by SIDBI) | 9 | 6 | Yes | - |
| Ms. Anita Ramachandran | Independent Director | 7 | 7 | Yes | Appointed as an Independent Director w.e.f. July 01, 2022. |

| Name of the Director | No. of directorships in other Public Companies | | No. of Committee positions held in other Public Companies* | |
|--------------------------------------|--|----------|--|--------|
| | Chairperson | Director | Chairperson | Member |
| Mr. Banavar Anantharamaiah Prabhakar | - | 2 | - | 3 |
| Mr. Ittira Davis | - | - | - | - |
| Ms. Rajni Mishra | - | - | - | - |
| Mr. Rajesh Kumar Jogi | - | - | - | - |
| Mr. Ravichandran Venkataraman | - | - | - | - |
| Ms. Sudha Suresh | - | - | - | - |
| Mr. Samit Kumar Ghosh | 1 | - | - | 1 |
| Mr. P N Raghunath | - | - | - | - |
| Mr. Satyaki Rastogi | - | 1 | - | 1 |
| Ms. Anita Ramachandran | - | 7 | 2 | 4 |

*For the purpose of computing Committee positions only Audit Committee and Stakeholders Relationship Committee have been considered.

- b. Name of the listed entities where the following directors of the Bank are director and their category of directorship as on March 31, 2023:

| Name of the Director | Name of the listed entity | Category of directorship |
|------------------------|---|--|
| Mr. Samit Kumar Ghosh | Ujjivan Financial Services Limited | Non-Executive Non-Independent Director |
| Ms. Anita Ramachandran | 1. Grasim Industries Ltd. 2. Blue Star Limited 3. FSN E-Commerce Ventures Limited 4. Happiest Minds Technologies Limited 5. Metropolis Healthcare Limited | Independent Director |

- c. During the FY 2022-23, 9 (Nine) meetings of the Board were held on following dates:

| Sr. No. | Date of Board meeting | Total number of directors eligible to attend | Number of directors present |
|---------|-----------------------|--|-----------------------------|
| 1 | May 12, 2022 | 9 | 9 |
| 2 | June 08, 2022 | 9 | 7 |
| 3 | July 26, 2022 | 10 | 10 |
| 4 | September 02, 2022 | 10 | 10 |
| 5 | September 15, 2022 | 10 | 8 |
| 6 | October 14, 2022 | 10 | 9 |
| 7 | November 07, 2022 | 10 | 10 |
| 8 | February 02, 2023 | 10 | 10 |
| 9 | February 21, 2023 | 10 | 9 |

There has not been a time gap of more than 120 (One Hundred and Twenty) days between any two consecutive Board meetings.

- d. None of the directors are related to each other.
- e. Mr. Ittira Davis, Managing Director & CEO, holds 2,00,000 equity shares and Mr. Samit Kumar Ghosh, Non-Executive, Non-Independent Director, holds 35,47,143 equity shares in the Bank as on March 31, 2023.
- f. Complying with Regulation 25(7) of SEBI Listing Regulations and RBI guidelines, Familiarisation Programmes were conducted during the FY 2022-23 to give an overview and introduction to the Independent Directors about the Bank's business and operations. Induction sessions were held for newly inducted board members with various business heads and head of departments of support functions.
- The details of such programmes are available on the website of the Bank at www.ujjivansfb.in.
- g. In compliance with Section 10A and other applicable provisions of the Banking Regulation Act, 1949 and other laws applicable to the Bank, as on March 31, 2023, the Bank has a well-diversified Board having requisite skills, expertise and competencies.

The Board has identified core skills/ expertise/ competencies in the area of Banking and Finance, Human Resource Management, Accountancy and Taxation, Information Technology, Micro Finance, Agriculture, Small Scale Industry and Rural Economy which are required in the context of Bank's business to function effectively.

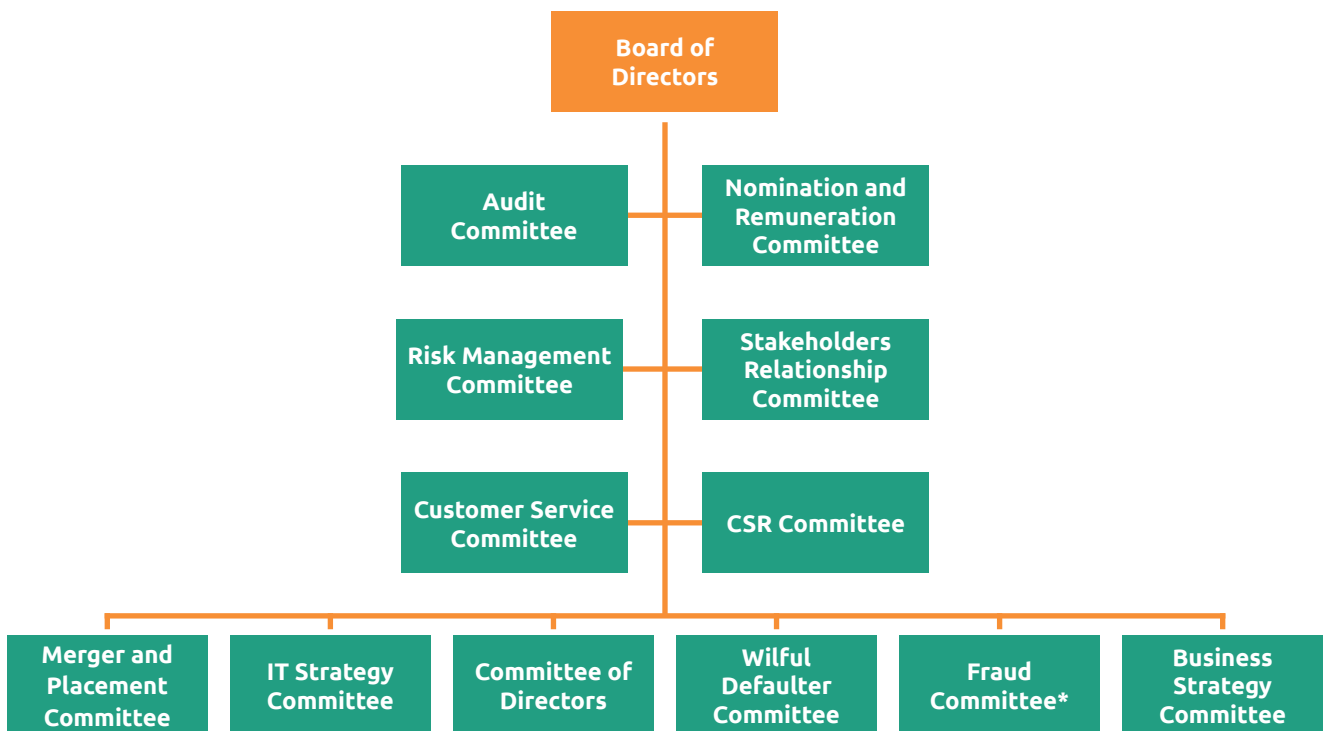
- h. Bank has an enriched Board with the following skills, expertise and competencies:

| Sr. | Name of the Director | Core Skills/Expertise/Competencies |
|-----|--------------------------------------|--|
| 1. | Mr. Banavar Anantharamaiah Prabhakar | Banking, Accountancy, Finance, Agriculture and Rural economy, Small Scale Industry, Risk Management, Human Resources, Business Management, Credit Recovery & Treasury Management |
| 2. | Mr. Ittira Davis | Banking, Finance, Strategic Planning. |
| 3. | Ms. Rajni Mishra | Banking, accountancy, finance, agriculture and rural economy, small scale industry, risk management, human resources, business management, Credit Recovery & Treasury Management |
| 4. | Mr. Rajesh Kumar Jogi | Accountancy, Finance, Economics, Risk Management, Taxation Laws, Corporate Laws, SEBI related Laws/Regulations and RBI Regulations |
| 5. | Mr. Ravichandran Venkataraman | Banking, Information Technology, Finance, Accountancy and Business Management. |
| 6. | Ms. Sudha Suresh | Accountancy, Taxation and Finance, Corporate Governance, Taxation Laws, Corporate Laws, SEBI related Laws/Regulations/RBI Regulations & Treasury Management |

| Sr. | Name of the Director | Core Skills/Expertise/Competencies |
|-----|------------------------|--|
| 7. | Mr. Samit Kumar Ghosh | Banking, Strategic Planning, Payment and Settlement System and Business Management, Risk Management, Micro Finance, Housing and MSE Business |
| 8. | Mr. P N Raghunath | Banking, Agriculture and Information Technology |
| 9. | Mr. Satyaki Rastogi | Banking, Small Scale Industry, Digital Banking and MSME |
| 10. | Ms. Anita Ramachandran | Human Resources, Talent sourcing and Reward Management Management and Business Leadership |

- i. In the opinion of the Board, all the independent directors of the Bank meets the criteria of independence laid down under the Act and SEBI Listing Regulations and are independent of Bank's Management Team. At the time of appointment and at the beginning of each financial year and whenever any change occurs which may affect their independence, the independent directors submit a self-declaration confirming their independence and compliance with various eligibility criteria, among other disclosures. All such declarations are placed before the Board for its information, review and noting.
- j. No independent director of the Bank has resigned before the expiry of his/her tenure during the FY 2022-23.
- k. Every director has duly informed the Bank about the committee positions he/she occupies in other companies.
- l. None of the directors of the Bank are members of more than 10 (Ten) committees or chairpersons of more than 5 (Five) committees (Audit Committee and Stakeholders Relationship Committee) across all public limited companies in which they are director.
- m. None of the directors of the Bank are director in more than 7 (Seven) listed entities.

1. BOARD COMMITTEES AS ON MARCH 31, 2023



*Special Committee of the Board for Monitoring High Value Frauds

AUDIT COMMITTEE

- a. The Bank has constituted the Audit Committee in line with the provisions of Section 177 of the Act, applicable RBI Guidelines and Regulation 18 of the SEBI Listing Regulations.

As on March 31, 2023, the Audit Committee comprises of the following members of the Board:

| Sr. | Name of Director | DIN | Category | Designation |
|-----|-------------------------------|----------|-----------------|-------------|
| 1. | Mr. Rajesh Kumar Jogi | 03341036 | Independent | Chairperson |
| 2. | Mr. Ravichandran Venkataraman | 02064557 | Independent | Member |
| 3. | Ms. Rajni Mishra | 08386001 | Independent | Member |
| 4. | Mr. P N Raghunath | 09428287 | Non-Independent | Member |
| 5. | Ms. Sudha Suresh | 06480567 | Independent | Member |

- b. The composition of the Audit Committee during the year (together with changes) and the details of meetings attended by its members are given below:

| Sr. No. | Name of Director | Number of meetings during the FY 2022-23 | |
|---------|-------------------------------|--|----------|
| | | Held during their tenure | Attended |
| 1. | Mr. Rajesh Kumar Jogi | 9 | 9 |
| 2. | Ms. Rajni Mishra | 9 | 9 |
| 3. | Mr. Ravichandran Venkataraman | 9 | 9 |
| 4. | Ms. Sudha Suresh* | 9 | 9 |
| 5. | Mr. P N Raghunath | 9 | 7 |

*Appointed as a member w.e.f. April 01, 2022.

The members of the Audit Committee are financially literate and have expertise in finance and have knowledge of accounting and financial management.

- c. During the FY 2022-23, 9 (Nine) meetings of the Audit Committee were held on the following dates:

| Sr. | Date of the Audit Committee Meeting | Total number of members | Number of members present |
|-----|-------------------------------------|-------------------------|---------------------------|
| 1. | May 05, 2022 | 5 | 5 |
| 2. | May 12, 2022 | 5 | 5 |
| 3. | July 20, 2022 | 5 | 5 |
| 4. | July 26, 2022 | 5 | 5 |
| 5. | August 19, 2022 | 5 | 5 |
| 6. | October 14, 2022 | 5 | 4 |
| 7. | October 20, 2022 | 5 | 4 |
| 8. | November 07, 2022 | 5 | 5 |
| 9. | February 01, 2023 | 5 | 5 |

- d. The terms of reference of the Audit Committee are in accordance with the Act, applicable RBI Guidelines and SEBI Listing Regulations. The following are the key terms of reference of the Audit Committee:

- Oversight of the Bank's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, replacement, reappointment, remuneration and terms of appointment of auditors of the Bank;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report

thereon before submission to the Board for approval, with particular reference to:

- Matters required to be included in the Director's Responsibility Statement to be included in the Board's report, in terms of the Companies Act, 2013;
- Changes, if any, in accounting policies and practices and reasons for the same;
- Major accounting entries involving estimates based on the exercise of judgment by management;
- Significant adjustments made in the financial statements arising out of audit findings;
- Compliance with listing and other legal requirements relating to financial statements;



- Disclosure of any related party transactions; and
 - Qualifications and modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly financial statement before submission to the Board for approval;
 6. Laying down the criteria for granting omnibus approval in accordance with the Bank's policy on related party transactions and such approval shall be applicable in respect of transactions which are repetitive in nature;
 7. Examination of the financial statement and auditors' report thereon;
 8. Monitoring the end use of funds raised through public offers and related matters;
 9. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the issue document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 10. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
 11. Approval or any subsequent modification of transactions of the Bank with related parties provided that the Audit Committee may make omnibus approval for related party transactions proposed to be entered into by the Bank subject to such conditions as may be prescribed;
 12. Scrutiny of inter-corporate loans and investments;
 13. Valuation of undertakings or assets of the Bank, wherever it is necessary;
 14. Evaluation of internal financial controls and risk management systems;
 15. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 16. Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 17. Discussion with internal auditors of any significant findings and follow up there on;
 18. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 19. Discussion with statutory auditors, internal auditors and secretarial auditors about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 20. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 21. To establish a vigil mechanism for directors and employees to report their genuine concerns or grievances;
 22. To review the functioning of the whistle blower mechanism;
 23. To ensure that an Information System Audit of the internal systems and processes is conducted at least once in two years to assess operational risks faced by the Bank;
 24. Periodic inspection report submitted by the RBI and certificates/returns/reports to the RBI pertaining to the Audit Committee function;
 25. Annual Tax Audit statement and auditors report thereon;
 26. Quarterly Board oversight updates to be provided by Internal Audit and Compliance;
 27. Approval of appointment of chief financial officer (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
 28. Carrying out any other function as may be required / mandated as per the provisions of the Companies Act, 2013, SEBI Listing Regulations and/or any other applicable laws;
 29. Reviewing the utilisation of loan and/or advances from investment by the holding company in the subsidiary exceeding ₹ 100 Crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.

The Audit Committee shall mandatorily review the following information:

1. management discussion and analysis of financial condition and results of operations;
2. statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. management letters / letters of internal control weaknesses issued by the statutory auditors;
4. internal audit reports relating to internal control weaknesses;
5. the appointment, removal and terms of remuneration of the internal auditor;
6. statement of deviations as and when becomes applicable:
 - a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations.
 - b) annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of SEBI Listing Regulations.

The role of the Audit Committee also includes the following:

- a) Exposure to sensitive sectors i.e. capital market & real estate;
- b) KYC / AML Guidelines - (i) Review of implementation (ii) Review of compliance of concurrent audit reports with respect to adherence to KYC / AML guidelines at branches;
- c) Review of housekeeping - particularly balancing and reconciliation of long outstanding entries Suspense / Sundries / Drafts payable / paid / Funds in Transit / Clearing / SGL / CSDL accounts;
- d) Review of compliance in respect of the Annual Financial Inspection conducted by RBI (Audit Committee shall review this on ongoing basis till the Bank furnishes full compliance. It should closely monitor persisting deficiencies pointed out in RBI Inspection Reports);
- e) Review of Audit plan and status of achievement thereof;
- f) Review of significant Audit Findings of the following audits along with the compliance thereof - (i) LFAR (ii) Concurrent Audit (iii) Internal Inspection (iv) I.S. Audit of Data Centre (v) Treasury and Derivatives (vi) Management Audit at Controlling Offices / Head Offices (vii) Audit of Service Branches (viii) Currency

Chest (ix) FEMA Audit of branches authorised to deal in foreign exchange, etc;

- g) Compliance report on directives issued by the Audit Committee/ Board / RBI;
- h) Report on compliance of Corporate Governance Requirements under SEBI Listing Regulations, and other guidelines issued by SEBI from time to time;
- i) Report on compliance of regulatory requirement of Regulators in Host Countries in respect of overseas branches;
- j) Review of Frauds (frauds of ₹1 Crores and above to be reviewed as and when reported);
- k) Review of financial results for the quarter;
- l) Review of information on violations by various functionaries in the exercise of discretionary powers;
- m) Information in respect of equity share holdings in borrower companies more than 30% of their paid up capital;
- n) Status of implementation of Ghosh and Jilani Committee reports;
- o) Detailed report on fraudulent transactions relating to Internet Banking through phishing attacks pointing out in particular the deficiencies in the existing systems and steps taken by the IT department to prevent such cases;
- p) Change in accounting policy and practices which may have significant bearing on financial statements. A confirmation that accounting policies are in compliance with accounting standards and RBI guidelines;
- q) Review of IS Audit Policy;
- r) Review of transactions with related parties;
- s) Review of accounting policies / systems of the bank with a view to ensuring greater transparency in the Bank's accounts and adequacy of accounting standards;
- t) Review of the Bank's financial and risk management policies;
- u) Appointment of statutory auditors and review of performance - both for domestic and overseas operations, if any;
- v) Penalties imposed / penal action taken against bank under various laws and statutes and action taken for corrective measures;
- w) Review of report on Revenue leakage detected by Internal / External Auditors and status of recovery thereof - reasons for undercharges and steps taken to prevent revenue leakage; and



- x) Framing suitable policies and systems to ensure that there is no violation, as amended from time to time, of any securities laws or any other applicable laws in India or overseas, including:
1. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
 2. The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.

NOMINATION AND REMUNERATION COMMITTEE

- a. The Bank has constituted a Nomination and Remuneration Committee as per the requirements of Section 178 of the Act, Regulation 19 of SEBI Listing Regulations and applicable RBI guidelines. The Nomination and Remuneration Committee has power of formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending a policy relating to the remuneration and appointment of the directors, key managerial personnel and senior management.

As on March 31, 2023, the Nomination and Remuneration Committee comprises of the following members of the Board:

| Sr. | Name of Director | DIN | Category | Designation |
|-----|-------------------------------|----------|-----------------|-------------|
| 1. | Ms. Anita Ramachandran | 00118188 | Independent | Chairperson |
| 2. | Mr. Ravichandran Venkataraman | 02064557 | Independent | Member |
| 3. | Mr. B A Prabhakar | 02101808 | Independent | Member |
| 4. | Mr. Rajesh Jogi | 03341036 | Independent | Member |
| 5. | Mr. Samit Ghosh | 00185369 | Non-Independent | Member |

- b. The composition of the Nomination and Remuneration Committee during the year (together with changes) and the details of meetings attended by its members are given below:

| Sr. | Name of Director | Number of meetings during the FY 2022-23 | |
|-----|--------------------------------------|--|----------|
| | | Held during their tenure | Attended |
| 1. | Ms. Anita Ramachandran* | 4 | 4 |
| 2. | Mr. Rajesh Kumar Jogi | 6 | 6 |
| 3. | Mr. Ravichandran Venkataraman** | 6 | 6 |
| 4. | Mr. Banavar Anantharamaiah Prabhakar | 6 | 6 |
| 5. | Mr. Samit Kumar Ghosh | 6 | 6 |

*Appointed as a member and Chairperson of the Committee w.e.f. July 01, 2022.

**Ceased to be the Chairperson w.e.f. July 01, 2022.

- c. All the members of the Nomination and Remuneration Committee are Non-Executive Directors, and four out of five members of the Nomination and Remuneration Committee are Independent Directors as on March 31, 2023.
- d. The Chairperson of the Nomination and Remuneration Committee is an Independent Director.
- e. During the FY 2022-23, 6 (Six) meetings of the Nomination Committee were held on the following dates:

| Sr. No. | Date of the Committee Meeting | Total number of members | Number of members present |
|---------|-------------------------------|-------------------------|---------------------------|
| 1. | May 09, 2022 | 4 | 4 |
| 2. | June 08, 2022 | 4 | 4 |
| 3. | September 02, 2022 | 5 | 5 |
| 4. | November 18, 2022 | 5 | 5 |
| 5. | January 17, 2023 | 5 | 5 |
| 6. | February 20, 2023 | 5 | 5 |

- f. The following are the key terms of reference of the Nomination Committee:
1. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.

The Nomination Committee, while formulating the above policy, will ensure that —

- (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Bank successfully;
- (ii) relationship of remuneration to performance is clear and meets

- appropriate performance benchmarks;
and
- (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Bank and its goals;
2. Formulating criteria for evaluation of performance of independent directors and the Board;
 3. To ensure 'fit and proper' status of proposed/ existing directors;
 4. Devising a policy on diversity of Board;
 5. Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
 6. Identifying persons who are qualified to become directors in accordance with the criteria laid down, and recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of the Board, its committees and individual directors to be carried out either by the Board, by the Nomination Committee or by an independent external agency and review its implementation and compliance. The Bank shall disclose the remuneration policy and the evaluation criteria in its annual report;
 7. Analysing, monitoring and reviewing various human resource and compensation matters;
 8. Determining the Bank's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
 9. Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;
 10. Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
 11. Recommending to the Board, all remuneration, in whatever form, payable to senior management;
 12. Administering, monitoring and formulating detailed terms and conditions of the Employee Stock Option Plan of the Bank, inter-alia, including the following:
 - a) Determining the eligibility of employees;
 - b) the quantum of option to be granted under the said Plan per employee and in aggregate;
 - c) the exercise price of the option granted;
 - d) the conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;
 - e) the exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;
 - f) the specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;
 - g) the right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
 - h) Re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the Market Price of the Shares;
 - i) Formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration by the Nomination Committee:
 - the number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the Corporate Action;
 - for this purpose global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered;
 - the Vesting Period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option;
 - j) the grant, vest and exercise of option in case of employees who are on long leave;



- k) allow exercise of unvested options on such terms and conditions as it may deem fit;
 - l) the procedure for cashless exercise of options;
 - m) Forfeiture/ cancellation of options granted;
 - n) Framing of suitable policies and procedures to ensure that there is no violation of securities laws, as amended from time to time, by the ESOP trust, the Bank and its employees, as applicable;
 - o) All other issues incidental to the implementation of the Plan; and
 - p) construing and interpreting the Plan and any agreements defining the rights and obligations of the Bank and eligible employees under the Plan, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the Plan.
13. Administering, monitoring and formulating detailed terms and conditions of the Employee Stock Purchase Scheme of the Bank;
 14. Conducting due diligence as to the credentials of any director before his or her appointment/ re-appointment, and making appropriate recommendations to the Board, in consonance with the Dr. Ganguly Committee recommendations and the requirements of RBI;
 15. To make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Bank subject to the provision of the law and their service contract;
 16. Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
 17. To develop a succession plan for the Board and to regularly review the plan;
 18. To approve Job descriptions & KRA's of Senior Managers and Business Line Managers on an annual basis;
 19. To review performance of the senior/business line managers on an annual basis;
 20. Overseeing the framing, review and implementation of the Bank's Compensation Policy for Whole Time Directors/ Chief Executive Officers / Risk Takers and Control function staff for ensuring effective alignment between remuneration and risks;
21. To recommend to the Board, all remuneration, in whatever form, payable to senior management;
 22. Framing suitable policies and systems to ensure that there is no violation, as amended from time to time, of any securities laws or any other applicable laws in India or overseas, including:
 1. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
 2. The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.
 23. Carrying out any other function as is mandated by the Board from time to time and / or enforced/mandated by any statutory notification, amendment or modification, as may be applicable;
 24. Review regularly and approve the Bank's program for executive and employee development;
 25. Review and implement the various HR policies and manual of the Bank;
 26. Develop, review and approve the principles guiding the Bank's executive compensation philosophies;
 27. Assure that the bonus plan is administered in a manner consistent with Bank's compensation principles and strategies including Bank's policies relating to executive management succession and executive organisation development; and
 28. Performing such other functions as may be necessary or appropriate for the performance of its duties.
- g. Bank has a well-defined Nomination and Remuneration Policy which covers inter alia the criteria of evaluation of directors and the Board, the remuneration of directors / KMPs and other senior management of the Bank. The Policy is available on the website of the Bank at www.ujjivansfb.in.
 - h. In compliance with Section 178 of the Act and SEBI Listing Regulations, in the meeting held on February 21, 2023, the Board has carried out, an annual evaluation of its own performance as well as the performance of its committees and individual directors as per the criteria laid down

by the Nomination Committee, which includes the following:

- I. The Board: Composition, structure, meetings, functions, management and professional development, ethics and compliance among others.
- II. The Committees: Mandate & Composition, effectiveness, structure, meetings,

independence of the committee, contribution in decision making of the Board, among others.

- III. Individual directors (including Chairperson, Independent Directors and Non-Independent Directors): Leadership, Commitment, Contribution, Experience, Expertise, Independence, Integrity, Attendance, Responsibility, Flow of Information among others.

IV. Disclosure on Board evaluation pursuant to SEBI circular No. EBI/HO/CFD/CMD/CIR/P/ 2018/79 dated May 10, 2018:

| Particulars | Key Observations |
|--|--|
| Observation of the Board evaluation carried out for the FY 2022-23 | <p>Basis all the evaluations, the Board was of the opinion that:</p> <ul style="list-style-type: none"> • The Directors had requisite competency, qualification, commitment and integrity. • The Directors had long term vision, industry knowledge and expertise and were wholly committed and provided ethical leadership to the Bank. • The Directors had the ability to function as a team. • Further, the Directors were regular in attending meetings and contributed effectively during the discussions. • There was no apparent conflict of interest and that they expressed their opinion freely. <p>It was however suggested that in the future the Board should look for onboarding a Director with IT expertise or get external IT expert to assist the Board in the IT related matters of the Bank.</p> <p>The Board also suggested that review of the charters of various Board Committees should be carried out on annual basis.</p> |
| Previous year's observations and action taken | Necessary actions were taken against the observations of the Board evaluation carried out for the FY 2021-22. |
| Proposed actions based on current year observation | The management appreciated the efforts and contributions of the Board and also acknowledged their constructive suggestions/observation on which appropriate actions were taken by the management which has resulted in remarkable turnaround of the business and financial performance of the Bank. |

STAKEHOLDERS RELATIONSHIP COMMITTEE

- a. For redressing the grievances of the shareholders among other matters, the Bank has constituted a Stakeholders Relationship Committee as per the requirements of Section 178 of the Act and Regulation 20 of SEBI Listing Regulations.

As on March 31, 2023, the Stakeholders Relationship Committee comprises of the following members of the Board:

| Sr. | Name of Director | DIN | Category | Designation |
|-----|-------------------------------|----------|-----------------|-------------|
| 1. | Ms. Sudha Suresh | 06480567 | Independent | Chairperson |
| 2. | Mr. Samit Kumar Ghosh | 00185369 | Non-Independent | Member |
| 3. | Mr. Ittira Davis | 06442816 | MD & CEO | Member |
| 4. | Mr. B A Prabhakar | 02101808 | Independent | Member |
| 5. | Mr. Ravichandran Venkataraman | 02064557 | Independent | Member |

- b. The composition of the Stakeholders Relationship Committee during the year (together with the changes) and the details of meetings attended by its members are given below:

| Sr. No. | Name of Director | Number of meetings during the FY 2022-23 | |
|---------|-----------------------|--|----------|
| | | Held during their tenure | Attended |
| 1. | Ms. Sudha Suresh* | 1 | 1 |
| 2. | Mr. Samit Kumar Ghosh | 1 | 1 |
| 3. | Mr. Ittira Davis | 1 | 1 |



| Sr. No. | Name of Director | Number of meetings during the FY 2022-23 | |
|---------|---------------------------------|--|----------|
| | | Held during their tenure | Attended |
| 4. | Mr. Ravichandran Venkataraman** | 1 | 1 |
| 5. | Mr. B A Prabhakar*** | 1 | 1 |

*Appointed as a Chairperson of the Committee w.e.f. April 01, 2022.

** Ceased to be the Chairperson of the Committee w.e.f. April 01, 2022.

*** Appointed as a Member of the Committee w.e.f. July 01, 2022.

- c. The Chairperson of the Stakeholders Relationship Committee is an Independent Director of the Bank.
- d. The Stakeholders Relationship Committee has met once on March 14, 2023 during the FY 2022-23 and all members were present at the meeting.
- e. The following are the key terms of reference of the Committee:
 1. To resolve the grievances of the security holders of the Bank including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints;
 2. To review of measures taken for effective exercise of voting rights by shareholders;
 3. To review of adherence to the service standards adopted by the Bank in respect of various services being rendered by the Registrar & Share Transfer Agent;
 4. To review the various measures and initiatives taken by the Bank for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Bank;
 5. Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
 6. To redress shareholders' and investors' complaints/grievances such as transfer of shares, non-receipt of balance sheet, non-receipt of declared dividend etc.
 7. To approve, register, refuse to register transfer or transmission of shares and other securities;
 8. To sub-divide, consolidate and or replace any share or other securities certificate(s) of the Bank;
 9. Allotment and listing of shares, approval of transfer or transmission of shares, debentures or any other securities;
 10. To authorise affixation of common seal of the Bank;
 11. To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Bank after split/ consolidation / rematerialisation and in Replacement of those which are defaced, mutilated, torn or old, decrepit, worn out or where the pages on reverse for recording transfers have been utilised;
 12. To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
 13. To dematerialise or rematerialise the issued shares;
 14. To authorise to sign and endorse the Share Transfers on behalf of the Bank;
 15. To ensure proper and timely attendance and redressal of investor queries and grievances;
 16. To carry out any other functions contained in the SEBI Listing Regulations and the Act, as and when amended from time to time;
 17. To further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s); and
 18. To perform such other functions as and when authorised by the Board.
- f. Complaints of stakeholders received during the FY 2022-23.

| Particulars | Number |
|---|--------|
| Number of Complaints at the beginning of the FY 2022-23 | 0 |
| Number of shareholders' complaints received during the FY 2022-23 | 61 |
| Number of complaints disposed-off during the FY 2022-23 | 61 |
| Number of pending complaints at the end of the FY 2022-23 | 0 |

The Company Secretary & Head of Regulatory Framework, has been designated as the Compliance Officer of the Bank as per Regulation 6 of SEBI Listing Regulations.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR COMMITTEE)

- a. The Bank has constituted a CSR Committee in accordance with the provisions of Section 135 of the Act and the rules made thereunder and to oversee the social programs to be undertaken by the Bank and monitor its economic and social impact on society at large.

As on March 31, 2023, the CSR Committee comprises of the following members of the Board:

| Sr. | Name of Director | DIN | Category | Designation |
|-----|------------------------|----------|-------------|-------------|
| 1. | Ms. Sudha Suresh | 06480567 | Independent | Chairperson |
| 2. | Mr. Rajesh Jogi | 03341036 | Independent | Member |
| 3. | Ms. Rajni Mishra | 08386001 | Independent | Member |
| 4. | Mr. Ittira Davis | 06442816 | MD & CEO | Member |
| 5. | Ms. Anita Ramachandran | 00118188 | Independent | Member |

- b. The composition of the CSR Committee during the year (together with changes) and the details of meetings attended by its members are given below:

| Sr. No. | Name of Director | Number of meetings during the FY 2022-23 | |
|---------|---------------------------------|--|----------|
| | | Held during their tenure | Attended |
| 1. | Ms. Rajni Mishra* | 1 | 1 |
| 2. | Ms. Sudha Suresh | 2 | 2 |
| 3. | Mr. Rajesh Kumar Jogi | 2 | 2 |
| 4. | Mr. Ravichandran Venkataraman** | 1 | 1 |
| 5. | Mr. Ittira Davis | 2 | 2 |
| 6. | Ms. Anita Ramachandran*** | 1 | 1 |

*Appointed as a member of the Committee w.e.f. July 01, 2022.

** Ceased to be member of the Committee w.e.f. July 01, 2022.

*** Appointed as a member of the Committee w.e.f. July 01, 2022.

- c. During the FY 2022-23, CSR Committee met twice on April 28, 2022 and March 29, 2023 and all the members were present in the meetings.
- d. The following are the key terms of reference of the CSR Committee:
- The CSR Committee shall formulate and recommend to the Board an annual action plan in pursuance of CSR Policy of the Bank which shall include the following, namely;
 - the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
 - the manner of execution of such projects or programmes as specified in Companies (Corporate Social Responsibility Policy) Rules, 2014.
 - the modalities of utilisation of funds and implementation schedules for the projects or programmes;
 - monitoring and reporting mechanism for the projects or programmes; and
 - details of need and impact assessment, if any, for the projects undertaken by the Bank.
 - The CSR Committee shall approve and recommend to the Board, the activities can either be undertaken by the Bank itself or through any registered public trust/society/section 8 company or any entity established under an Act of Parliament or a State legislature as detailed in CSR Rules, for undertaking the CSR activities.
 - To do such other acts, deeds and things as may be directed by the Board and required to comply with the applicable laws.

RISK MANAGEMENT COMMITTEE

- a. The Bank has constituted a Risk Management Committee in accordance with RBI guidelines and Regulation 21 of SEBI Listing Regulations.

As on March 31, 2023, the Risk Management Committee comprises of the following members of the Board:

| Sr. | Name of Director | DIN | Category | Designation |
|-----|-------------------|----------|-------------|-------------|
| 1. | Ms. Rajni Mishra | 08386001 | Independent | Chairperson |
| 2. | Mr. B A Prabhakar | 02101808 | Independent | Member |



| Sr. | Name of Director | DIN | Category | Designation |
|-----|-----------------------|----------|-----------------|-------------|
| 3. | Mr. Rajesh Kumar Jogi | 03341036 | Independent | Member |
| 4. | Ms. Sudha Suresh | 06480567 | Independent | Member |
| 5. | Mr. Ittira Davis | 06442816 | MD & CEO | Member |
| 6. | Mr. Samit Kumar Ghosh | 00185369 | Non-Independent | Member |

- b. The composition of the Risk Management Committee and the details of meetings attended by its members are given below:

| Sr. No. | Name of Director | Number of meetings during the FY 2022-23 | |
|---------|--------------------------------------|--|----------|
| | | Held during their tenure | Attended |
| 1. | Ms. Rajni Mishra | 5 | 5 |
| 2. | Mr. Banavar Anantharamaiah Prabhakar | 5 | 5 |
| 3. | Mr. Samit Kumar Ghosh* | 4 | 4 |
| 4. | Ms. Sudha Suresh | 5 | 4 |
| 5. | Mr. Rajesh Kumar Jogi | 5 | 5 |
| 6. | Mr. Ittira Davis | 5 | 5 |

*Appointed as a member of the Committee w.e.f. May 13, 2022.

- c. During the FY 2022-23, 5 (Five) meetings of the Risk Management Committee were held on the following dates:

| Date of the Risk Management Committee Meeting | Total number of members | Number of members present |
|---|-------------------------|---------------------------|
| April 22, 2022 | 5 | 4 |
| July 21, 2022 | 6 | 6 |
| October 19, 2022 | 6 | 6 |
| February 01, 2023 | 6 | 6 |
| February 20, 2023 | 6 | 6 |

- d. The following are the key terms of reference of the Risk Management Committee:

1. Ensure that all the current and future material risk exposures of the Bank are assessed, identified, quantified, appropriately mitigated and managed;
2. Establish a framework for the risk management process and to ensure its implementation in the Bank;
3. Ensure that the Bank is taking appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities;
4. Review and recommend changes, from time to time, to the Risk Management plan and / or associated frameworks, processes and practices of the Bank;
5. Enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices;
6. Perform other activities related to this charter as requested by the Board or to address issues related to any significant subject within its term of reference;
7. Evaluate overall risks faced by the Bank and determining the level of risks which will be in the best interest of the Bank;
8. Identify, monitor and measure the risk profile of the Bank;
9. Develop policies and procedures, verify the models that are used for pricing complex products, review the risk models as development takes place in the markets and also identify new risks;
10. Design stress scenarios to measure the impact of unusual market conditions and monitor variance between the actual volatility of portfolio value and that predicted by the risk measures;
11. Monitor compliance of various risk parameters by operating departments;
12. Review the outsourcing functions of the Bank;
13. Review of risk management practices, procedures and systems to ensure that same are adequate to limit all potential risks, faced by the bank to prudent levels (Annually). (Risk Management Framework to be reviewed for adequacy);
14. Limit Management Framework to be defined by outlining of the tolerance limits. Any exceptions and breaches to be reported on a quarterly basis; and
15. Overview the functions and performance of the Risk Management Committee of the management.

The Risk Management Committee also oversees the following functions:

(A) Outsourcing Function

The Risk Management Committee is responsible inter alia for: -

1. Approving a framework to evaluate the risks and materiality of all existing and prospective outsourcing and the policies that apply to such arrangements;
2. Laying down appropriate approval authorities for outsourcing depending on risks and materiality;
3. Undertaking regular review of outsourcing strategies and arrangements for their continued relevance, and safety and soundness; and
4. Deciding on business activities of a material nature to be outsourced, and approving such arrangements.

(B) Management Supervisory Function

Monitoring of the exposures (both credit and investment) by the Bank, review of the adequacy of the risk management process and up gradation thereof, internal control systems and ensuring compliance with the statutory / regulatory framework.

The Board believes that improvement of the Bank's efforts in the Environmental, Social parameters and upholding highest levels of Governance is extremely crucial in the Bank's journey ahead, hence, with a view to bring the ESG related initiatives of the Bank and reporting relating to the same under the purview of the Board, following additions has been made in TOR of the RMC:

- To define specific commitments, goals and targets to be set by the Bank in terms of ESG parameters along-with performance assessment parameters for the same.
- To approve and oversee the implementation of the Bank level policy on the ESG parameters.
- To ensure that the business of the Bank is being carried out in concurrence to the applicable principles of the 'National Guidelines on Responsible Business Conduct'(NGBRCs), as follows:
 - 1) Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.
 - 2) Businesses should provide goods and services in a manner that is sustainable and safe.
 - 3) Businesses should respect and promote the well-being of all employees, including those in their value chains.
 - 4) Businesses should respect the interests of and be responsive to all its stakeholders.
 - 5) Businesses should respect and promote human rights.
 - 6) Businesses should respect and make efforts to protect and restore the environment.
 - 7) Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.
 - 8) Businesses should promote inclusive growth and equitable development.
 - 9) Businesses should engage with and provide value to their consumers in a responsible manner.
- To approve the reporting done by the Bank to regulatory authorities, such as but not limited to SEBI, RBI, MCA etc. on the ESG parameters.

CUSTOMER SERVICE COMMITTEE

- a. The Bank has constituted a Customer Service Committee in accordance with RBI Master Circular on Customer Service in banks. The function of the Customer Service Committee is to monitor the quality of customer service extended by the Bank and to attend to the needs of customers. The Committee furthers the efforts of financial inclusion for the customers of the Bank.

As on March 31, 2023, the Committee comprises of the following members of the Board:

| Sr. | Name of Director | DIN | Category | Designation |
|-----|-----------------------|----------|-----------------|-------------|
| 1. | Mr. B A Prabhakar | 02101808 | Independent | Chairperson |
| 2. | Mr. Ittira Davis | 06442816 | MD & CEO | Member |
| 3. | Mr. Samit Kumar Ghosh | 00185369 | Non-Independent | Member |
| 4. | Mr. Satyaki Rastogi | 02189494 | Non-Independent | Member |



- b. The composition of the Customer Service Committee and the details of the meetings attended by its members are given below:

| Sr. No. | Name of Director | Number of meetings during the FY 2022-23 | |
|---------|-----------------------|--|----------|
| | | Held during their tenure | Attended |
| 1. | Mr. B.A. Prabhakar | 4 | 4 |
| 2. | Mr. Samit Kumar Ghosh | 4 | 4 |
| 3. | Mr. Satyaki Rastogi | 4 | 2 |
| 4. | Mr. Ittira Davis | 4 | 4 |

- c. During the FY 2022-23, 4 (Four) meetings of the Customer Service Committee were held on the following dates:

| Date of the Customer Service Committee Meeting | Total number of members | Number of members present |
|--|-------------------------|---------------------------|
| April 28, 2022 | 4 | 3 |
| August 02, 2022 | 4 | 4 |
| November 22, 2022 | 4 | 3 |
| February 16, 2023 | 4 | 4 |

- d. The following are the key terms of reference of the Committee:
1. To review the controls related to managing and protecting the interests of unsophisticated/illiterate customers on an annual basis;
 2. To review the performance of the Standing Committee of the Customer Service;
 3. To formulate a Comprehensive Deposit Policy, incorporating the issues such as the treatment of death of a depositor for operations of his account;
 4. To formulate a product approval process;
 5. To take an annual survey of depositor satisfaction and the triennial audit of such services;
 6. To monitor the implementation of Awards under the Banking Ombudsman Scheme:
 - i. Place all the awards before the Customer Service Committee to enable them to address issues of systemic deficiencies existing in banks, if any, brought out by the awards;
 - ii. Place all the awards remaining unimplemented for more than three months with the reasons therefor before the Customer Service Committee to enable the Customer Service Committee to report to the Board such delays in implementation without valid reasons and for initiating necessary remedial action; and
 - iii. delay in the implementation of Banking Ombudsman award on quarterly basis; and
 7. To examine any other issues having a bearing on the quality of customer service rendered.

IT STRATEGY COMMITTEE

- a. The Bank has constituted an IT Strategy Committee in accordance with RBI guidelines.

As on March 31, 2023, the IT Strategy Committee comprises of the following members of the Board:

| Sr. | Name of Director | DIN | Category | Designation |
|-----|-------------------------------|----------|-----------------|-------------|
| 1. | Mr. Ravichandran Venkataraman | 02064557 | Independent | Chairperson |
| 2. | Mr. Rajesh Kumar Jogi | 03341036 | Independent | Member |
| 3. | Mr. B A Prabhakar | 02101808 | Independent | Member |
| 4. | Mr. Samit Kumar Ghosh | 00185369 | Non-Independent | Member |
| 5. | Mr. Ittira Davis | 06442816 | MD & CEO | Member |

- b. The composition of the IT Strategy Committee during the year (together with changes) and the details of the meetings attended by its members is given below:

| Sr. No. | Name of Director | Number of meetings during the FY 2022-23 | |
|---------|-------------------------------|--|----------|
| | | Held during their tenure | Attended |
| 1. | Mr. Ravichandran Venkataraman | 4 | 4 |
| 2. | Mr. Samit Kumar Ghosh | 4 | 4 |
| 3. | Ms. Sudha Suresh* | 1 | 1 |
| 4. | Mr. Rajesh Kumar Jogi | 4 | 4 |

| Sr. No. | Name of Director | Number of meetings during the FY 2022-23 | |
|---------|---------------------|--|----------|
| | | Held during their tenure | Attended |
| 5. | Mr. Ittira Davis | 4 | 4 |
| 6. | Mr. B A Prabhakar** | 3 | 3 |

*Ceased to be a member of the Committee w.e.f. July 01, 2022.

**Appointed as a member of the Committee w.e.f. July 01, 2022.

- c. During the FY 2022-23, 4 (Four) meetings of the IT Strategy Committee were held on the following dates:

| Date of the IT Strategy Committee Meeting | Total number of members | Number of members present |
|---|-------------------------|---------------------------|
| April 29, 2022 | 5 | 5 |
| July 22, 2022 | 5 | 5 |
| November 18, 2022 | 5 | 5 |
| February 16, 2023 | 5 | 5 |

- d. The following are the key terms of reference of the Committee:

1. Approving IT strategy and policy documents;
2. Ensuring that the management has put an effective strategic planning process in place;
3. Ratifying that the business strategy is indeed aligned with IT strategy;
4. Ensuring that the IT organisational structure complements the business model and its direction;
5. Ascertaining that management has implemented processes and practices that ensure that the IT delivers value to the business;
6. Ensuring IT investments represent a balance of risks and benefits and that budgets are acceptable;
7. Monitoring the method that management uses to determine the IT resources needed to achieve strategic goals and provide high-level direction for sourcing and use of IT resources;
8. Ensuring proper balance of IT investments for sustaining bank's growth;
9. Becoming aware about exposure towards IT risks and controls and evaluating effectiveness of management's monitoring of IT risks;
10. Assessing Senior Management's performance in implementing IT strategies;
11. Issuing high-level policy guidance (e.g. related to risk, funding, or sourcing tasks);
12. Confirming whether IT or business architecture is to be designed, so as to derive the maximum business value from IT;
13. Overseeing the aggregate funding of IT at a bank-level, and ascertaining if the management has resources to ensure the proper management of IT risks; and
14. Reviewing IT performance measurement and contribution of IT to businesses (i.e., delivering the promised value).

REVIEW COMMITTEE OF WILFUL DEFAULTERS

- a. The Bank has constituted a Review Committee of Willful Defaulters in accordance with RBI guidelines to review decisions taken by the Identification Committee (for identification of Willful defaulters / borrowers).

As on March 31, 2023, the Review Committee of Wilful Defaulters comprises of the following members of the Board:

| Sr. No. | Name of Director | DIN | Category | Designation |
|---------|-----------------------|----------|-----------------|-------------|
| 1. | Mr. B A Prabhakar | 02101808 | Independent | Chairperson |
| 2. | Mr. Rajesh Kumar Jogi | 03341036 | Independent | Member |
| 3. | Ms. Sudha Suresh | 06480567 | Independent | Member |
| 4. | Mr. Samit Kumar Ghosh | 00185369 | Non-Independent | Member |



- b. The composition of the Review Committee of Wilful Defaulter during the year (together with changes) and the details of meetings attended by its members are given below:

| Sr. No. | Name of Director | Number of meetings during the FY 2022-23 | |
|---------|-----------------------|--|----------|
| | | Held during their tenure | Attended |
| 1. | Mr. B.A. Prabhakar | - | - |
| 2. | Mr. Rajesh Kumar Jogi | - | - |
| 3. | Mr. Samit Kumar Ghosh | - | - |
| 4. | Ms. Sudha Suresh | - | - |

- c. The Review Committee of Wilful Defaulters meets as and when the instance pertaining to wilful defaulters occurs and hence there was no such meeting held during the FY 2022-23.

FRAUD COMMITTEE (SPECIAL COMMITTEE OF BOARD FOR MONITORING HIGH VALUE FRAUDS)

- a. The Bank has constituted a Fraud Committee in accordance with RBI guidelines to monitor and follow up cases of frauds involving amounts in excess of ₹ 1 (One) Crores and to review a report on the RFA accounts and follow-up of Frauds (SCBF) providing, inter alia, a synopsis of the remedial action taken together with their current status.

As on March 31, 2023, the Fraud Committee comprises of the following members of the Board:

| Sr. | Name of Director | DIN | Category | Designation |
|-----|-------------------------------|----------|-------------|-------------|
| 1. | Mr. Ravichandran Venkataraman | 02064557 | Independent | Chairperson |
| 2. | Mr. Rajesh Kumar Jogi | 03341036 | Independent | Member |
| 3. | Mr. B A Prabhakar | 02101808 | Independent | Member |
| 4. | Ms. Rajni Mishra | 08386001 | Independent | Member |
| 5. | Mr. Ittira Davis | 06442816 | MD & CEO | Member |

- b. The composition of the Fraud Committee during the year (together with changes) and the details of meetings attended by its members are given below:

| Sr. No. | Name of Director | Number of meetings during the FY 2022-23 | |
|---------|--------------------------------------|--|----------|
| | | Held during their tenure | Attended |
| 1. | Mr. Ravichandran Venkataraman | 1 | 1 |
| 2. | Mr. Banavar Anantharamaiah Prabhakar | 1 | 1 |
| 3. | Mr. Samit Kumar Ghosh* | - | - |
| 4. | Ms. Rajni Mishra | 1 | 1 |
| 5. | Mr. Rajesh Kumar Jogi | 1 | 1 |
| 6. | Mr. Ittira Davis | 1 | 1 |

* Ceased to be a member of the Committee w.e.f. April 01, 2022.

- c. The Fraud Committee met once during the FY 2022-23 on May 05, 2022. All the members of the Committee were present at the meeting.

COMMITTEE OF DIRECTORS

- a. The Bank has in place a Committee of Directors to facilitate faster decision making to borrow monies, Issuing or arranging bank guarantees for Bank's own requirements; and offering security deposit, margin money, etc. for such and other transactions, to open Bank accounts, addition/deletion/change of signatories in Bank accounts, to apply for internet banking facilities and addition/deletion/change in inputter/authorisers, any other bank related matters, to enter into IBPC transactions, to enter into securitisation transactions, to avail refinance facilities from Financial Institutions, to raise monies through certificate of Deposits and to open DAD Accounts, Clearing Accounts and resolutions relating to any other statutory compliances/regulatory matters. The Committee also approves all Financial Institutional Group (FIG) loan proposals in excess of ₹ 70 Crores (enhanced from ₹ 50 Crores during the year). The Committee is also empowered to approve major deviations for MSE and Housing loans but within the capped limit.

As on March 31, 2023, the Committee of Directors comprises of the following members of the Board:

| Sr. | Name of Director | DIN | Category | Designation |
|-----|-------------------------------|----------|-----------------|-------------|
| 1. | Mr. Samit Kumar Ghosh | 00185369 | Non-Independent | Chairperson |
| 2. | Ms. Rajni Mishra | 08386001 | Independent | Member |
| 3. | Mr. Ravichandran Venkataraman | 02064557 | Independent | Member |
| 4. | Mr. B A Prabhakar | 02101808 | Independent | Member |

- b. The composition of the Committee of Directors during the year (together with changes) and the details of meetings attended by its members are given below:

| Sr. No. | Name of Director | Number of meetings during the FY 2022-23 | |
|---------|-------------------------------|--|----------|
| | | Held during their tenure | Attended |
| 1. | Mr. Samit Kumar Ghosh | 15 | 15 |
| 2. | Mr. Ravichandran Venkataraman | 15 | 15 |
| 3. | Ms. Sudha Suresh* | 4 | 4 |
| 4. | Ms. Rajni Mishra | 15 | 15 |
| 5. | Mr. B A Prabhakar** | 11 | 11 |

* Ceased to be a member of the Committee w.e.f. July 01, 2022.

** Appointed as a member of the Committee w.e.f. July 01, 2022.

- c. During the FY 2022-23, 15 (Fifteen) meetings of the Committee of Directors were held on the following dates:

| Date of Committee of Directors Meeting | Total number of members | Number of members present |
|--|-------------------------|---------------------------|
| April 07, 2022 | 4 | 4 |
| April 29, 2022 | 4 | 4 |
| May 30, 2022 | 4 | 4 |
| June 28, 2022 | 4 | 4 |
| July 25, 2022 | 4 | 4 |
| August 22, 2022 | 4 | 4 |
| August 25, 2022 | 4 | 4 |
| September 26, 2022 | 4 | 4 |
| October 10, 2022 | 4 | 4 |
| November 10, 2022 | 4 | 4 |
| December 01, 2022 | 4 | 4 |
| January 25, 2023 | 4 | 4 |
| February 27, 2023 | 4 | 4 |
| March 18, 2023 | 4 | 4 |
| March 30, 2023 | 4 | 4 |

BUSINESS STRATEGY COMMITTEE

- a. The Bank has constituted a Business Strategy Committee to review and provide inputs to the business plans of each line of business with a specific focus on growth, strategy and productivity.

As on March 31, 2023, the Business Strategy Committee comprises of the following members of the Board:

| Sr. | Name of Director | DIN | Category | Designation |
|-----|-------------------------------|----------|-----------------|-------------|
| 1. | Mr. Samit Kumar Ghosh | 00185369 | Non-Independent | Chairperson |
| 2. | Mr. B A Prabhakar | 02101808 | Independent | Member |
| 3. | Mr. Rajesh Kumar Jogi | 03341036 | Independent | Member |
| 4. | Ms. Sudha Suresh | 06480567 | Independent | Member |
| 5. | Mr. Ittira Davis | 06442816 | MD & CEO | Member |
| 6. | Mr. Ravichandran Venkataraman | 02064557 | Independent | Member |



- b. The composition of the Business Strategy Committee during the year (together with changes) and the details of meetings attended by its members are given below:

| Sr. No. | Name of Director | Number of meetings during the FY 2022-23 | |
|---------|--------------------------------------|--|----------|
| | | Held during their tenure | Attended |
| 1. | Mr. Samit Kumar Ghosh | 5 | 5 |
| 2. | Mr. Banavar Anantharamaiah Prabhakar | 5 | 5 |
| 3. | Ms. Sudha Suresh | 5 | 5 |
| 4. | Mr. Rajesh Kumar Jogi | 5 | 5 |
| 5. | Mr. Ittira Davis | 5 | 5 |
| 6. | Mr. Ravichandran Venkataraman* | 5 | 5 |

* Appointed as a member of the Committee w.e.f. July 01, 2022.

- c. During the FY 2022-23, 5 (Five) meetings of the Business Strategy Committee were held on the following dates:

| Date of the Business Strategy Committee Meeting | Total number of members | Number of members present |
|---|-------------------------|---------------------------|
| July 19, 2022 | 6 | 6 |
| October 18, 2022 | 6 | 6 |
| December 07, 2022 | 6 | 6 |
| January 20, 2023 | 6 | 6 |
| February 07, 2023 | 6 | 6 |

MERGER AND PLACEMENT COMMITTEE

The Board of the Bank had constituted Merger Committee to oversee the merger of the bank with the holding Company and upon receipt of SEBI letter advising the Bank to ensure compliance with the minimum public shareholding requirements, the Committee was later renamed as Merger and Placement Committee to oversee the QIP process and its matters related thereto to achieve the minimum public shareholding and accordingly its terms of reference was enhanced.

The Merger and Placement Committee is authorised to approve the following in connection with the merger of the Bank with the Holding Company as required under the RBI guidelines and to oversee the QIP of the Bank:

- To take such steps as may be necessary for merger of the Bank with the Holding Company including obtaining Shareholders Approval, filing of necessary applications before RBI, NCLT, SEBI and take such steps as prescribed under Companies Act, 2013 and applicable rules made thereunder, SEBI Listing Regulations, RBI guidelines and any other law applicable;
- To make applications, seek clarifications, obtain approvals and seek exemptions from, where necessary, the RBI, SEBI, the relevant registrar of companies and any other governmental or statutory authorities as may be required in connection with the merger and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required and wherever necessary, incorporate such modifications/ amendments as may be required;
- To authorise and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the merger;
- To approve code of conduct as maybe considered necessary by the Merger Committee as required under applicable laws, regulations or guidelines for the Board, officers of the Bank and other employees of the Bank;
- To approve the implementation of any corporate governance requirements that may be considered necessary by the Board or the Merger Committee as may be required under the applicable laws or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and listing agreements to be entered into by the Bank with the relevant stock exchanges, to the extent allowed under law;
- To issue receipt s/ allotment letters/ confirmation of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Bank with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchange(s), with power to authorise one or more officers of the Bank to sign all or any of the aforesaid documents;
- To authorise and approve notices, advertisements in relation to the merger in consultation with the relevant intermediaries appointed for the merger;
- To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to

sign and / or modify, as the case maybe, agreements and / or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, authorities or bodies as may be required in this connection and to authorise one or more officers of the Bank to execute all or any of the aforesaid documents;

9. To make applications for listing of the Equity Shares in one or more stock exchange(s) for listing of the Equity Shares and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange(s) in connection with obtaining such listing including without limitation, entering into listing agreements and affixing the common seal of the Bank where necessary;
10. To submit undertaking/certificates or provide clarifications to the SEBI, Registrar of Companies, Karnataka and the relevant stock exchange(s) where the Equity Shares are to be listed;
11. To negotiate, finalise, settle, execute and deliver any and all other documents or instruments and to do or cause to be done any and all acts or things as the Merger Committee may deem necessary, appropriate or advisable in order to carry out the purposes and intent of this resolution or in connection with the merger and any documents or instruments so executed and delivered or acts and things done or caused to be done by the Merger Committee shall be conclusive evidence of the authority of the merger in so doing;
12. To approve suitable policies on insider trading, whistle-blowing, risk management, and any other policies as may be required under the SEBI Listing Regulations or any other Applicable Laws;
13. To approve the list of 'group of companies' of the Bank, identified pursuant to the materiality policy adopted by the Board;
14. To appoint the registrar and other intermediaries to the merger, in accordance with the provisions of the SEBI Regulations and other Applicable Laws including legal counsels, banks or agencies concerned and entering into any agreements or other instruments for such purpose, to remunerate all such intermediaries/agencies including the payments of commissions, brokerages, etc. and to terminate any agreements or arrangements with such intermediaries/agents;
15. To determine the form, terms and timing (i.e. opening and/or closing dates) of the QIP, including number of the Equity Shares to be allotted in each tranche, floor price, final allotment price in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and/or any other applicable laws, including any discount of up to 5% of the floor price or such other discount as may be permitted under applicable law, premium amount in issue, listings on one or more stock exchanges, the date for the opening and closure of the subscription period for the Equity Shares (including the extension of such subscription period, as may be necessary or expedient), and to make and accept any modifications in the proposals as may be required by the authorities involved in such QIP and also agree to any conditions imposed by such authorities at the time of granting their approval, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the QIP;
16. To allot the Equity Shares, in one or more series and/or one or more tranches, issued in accordance with the terms of offering;
17. To undertake all such actions and compliances as may be necessary in accordance with the SEBI ICDR Regulations and the SEBI Listing Regulations or any other applicable laws;
18. To approve and adopt any special purpose financials statements, if any, in respect of the QIP;
19. To determine and vary utilisation of the QIP proceeds in accordance with the applicable laws;
20. To take the decision pertaining to road shows (deal and non-deal road shows) and investor meet(s);
21. To finalise the basis of allotment of the Equity Shares on the basis of the subscriptions received (including in the event of over-subscription);
22. To seek, if required, any approval, consent or waiver from the Bank's lenders, and/or parties with whom the Bank has entered into various commercial and other agreements, and/or any or all concerned government and regulatory authorities in India, and/or any other approvals, consents or waivers that may be required in connection with the creation, issue, offer and allotment of the Equity Shares;
23. To open one or more bank accounts in the name of the Bank or otherwise, including escrow account, with such banks in India, as may be necessary or expedient in connection with the issue and allotment of the Equity Shares;
24. To apply to Stock Exchanges for obtaining of in-principle approval and filing of requisite documents with the Registrar of Companies;
25. To finalise all the terms and conditions and the structure of the Equity Shares, to do all such acts,



deeds, matters and things as the Merger Committee may, in its absolute discretion deem necessary or desirable in connection with the Equity Shares, and to settle any question, difficulty or doubts that may arise with regard to the offer, issue and allotment of the Equity Shares, subject however, to applicable laws, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions and / or sanctions which may be necessary or desirable, as it may deem fit or as the Merger Committee may suo moto decide in its absolute discretion in the best interests of the Bank; and

26. To delegate any of its powers set out under (1) to (26) hereinabove, as may be deemed necessary and permissible under applicable laws to the officials of the Bank.

The Bank on September 15, 2022 had allotted 22,61,90,476 equity shares by way of Qualified Institutions Placement (QIP), resultantly the promoter shareholding was brought down from 83.32% to 73.68%. Basis the achievement of the minimum public shareholding and subsequent to the receipt of NOC's from the Stock Exchanges, RBI and SEBI, the Bank has filed a Joint Application before the Hon'ble National Company Law Tribunal (NCLT), Bengaluru Bench for the Scheme of Amalgamation ("Scheme") between Ujjivan Financial Services Limited and Bank and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 seeking directions from the NCLT on convening Meeting of equity shareholders and any other relevant stakeholders of the aforesaid companies. Merger of the Promoter entity with the Bank will suffice the requirement of promoter shareholding dilution.

As on March 31, 2023, the Merger and Placement Committee comprised of the following members of the Board:

| Sr. | Name of Director | DIN | Category | Designation |
|-----|-----------------------|----------|-----------------|-------------|
| 1. | Ms. Sudha Suresh | 06480567 | Independent | Chairperson |
| 2. | Mr. B A Prabhakar | 02101808 | Independent | Member |
| 3. | Mr. Samit Kumar Ghosh | 00185369 | Non-Independent | Member |
| 4. | Mr. Ittira Davis | 06442816 | MD & CEO | Member |

The composition of Merger and Placement Committee during the year (together with changes) and the details of meetings attended by its members are given below:

| Sr. No. | Name of Director | Number of meetings during the FY 2022-23 | |
|---------|--------------------------------|--|----------|
| | | Held during their tenure | Attended |
| 1. | Ms. Sudha Suresh | 4 | 3 |
| 2. | Mr. B. A. Prabhakar | 4 | 4 |
| 3. | Mr. Rajesh Kumar Jogi* | - | - |
| 4. | Mr. Ravichandran Venkataraman* | - | - |
| 5. | Mr. Samit Kumar Ghosh | 4 | 4 |
| 6. | Mr. Ittira Davis | 4 | 4 |

*Ceased to be a member of the Committee w.e.f. April 01, 2022.

During the FY 2022-23, 4 (Four) meetings of Merger and Placement Committee were held on the following dates:

| Date of the Merger and Placement Committee Meeting | Total number of members | Number of members present |
|--|-------------------------|---------------------------|
| September 12, 2022 - 08:30 AM | 4 | 3 |
| September 12, 2022 - 05:15 PM | 4 | 4 |
| September 15, 2022 | 4 | 4 |
| September 21, 2022 | 4 | 4 |

3. INDEPENDENT DIRECTORS

- The independent directors are given a formal letter of appointment containing the terms of appointment, roles and responsibilities, duties and code of conduct, among other items. As required under Regulation 46 of the SEBI Listing Regulations, the terms and conditions of appointment of Independent Directors are available on the website of the Bank at www.ujjivansfb.in/corporate-governance-policies.
- Schedule IV of the Act and Regulation 25(3) of the SEBI Listing Regulations mandate that the independent directors of the Bank shall hold at least one meeting in a financial year, without the attendance of Non-Independent Directors and members of Management.
- Accordingly, the Meeting of Independent Directors of the Bank was held on February 20, 2023 with the presence of all the Independent Directors to;

- i. review the performance of non-independent directors and the board of directors as a whole;
- ii. review the performance of the chairperson of the listed entity, taking into account the view of executive directors and non-executive directors; and
- iii. assess the quality, quantity and timeliness of flow of information between the management of the listed entity and the board of directors that is necessary for the board of directors to effectively and reasonably perform their duties.

4. REMUNERATION OF DIRECTORS

- a. The details of the remuneration paid by way of sitting fees to the non-executive directors including independent directors have been disclosed in the **Annexure-1** of this Report. No stock options have been granted to any Non-Executive Directors of the Bank.

The detailed criteria of making payments to non-executive directors forms part of Nomination and Remuneration Policy of the Bank which is available on website of the Bank at www.ujjivansfb.in/corporate-governance-policies.

5. GENERAL MEETINGS OF MEMBERS

- a. Details of the last three Annual General Meetings are as follows:

| Sr. No. | Financial Year | Date and Time | Location | Special Resolution Passed |
|---------|----------------|----------------------------------|--|---|
| 1. | 2019-20 | September 02, 2020 at 03:30 P.M. | It was convened through Video Conferencing/ Other Audio Visual Means and Registered Office was deemed venue of the Meeting | <ol style="list-style-type: none"> 1. To Ratify Ujjivan Small Finance Bank - Employee Stock Option Plan 2019 ("ESOP 2019 Scheme") 2. To Ratify Ujjivan Small Finance Bank - Employee Stock Purchase Scheme 2019 ("ESPS 2019 Scheme") 3. To Shift/Change of Place/Location of the Registered Office of the Bank from New Delhi, the National Capital Territory of Delhi to Bengaluru in the State of Karnataka and consequent Alteration of Memorandum of Association of the Bank |
| 2. | 2020-21 | September 27, 2021 at 03:30 PM | It was convened through Video Conferencing/ Other Audio-Visual Means and Registered Office was deemed venue of the Meeting | None |
| 3. | 2021-22 | September 02, 2022 at 03:00 PM | It was convened through Video Conferencing/ Other Audio-Visual Means and Registered Office was deemed venue of the Meeting | None |

- b. During the FY 2022-23, no Extraordinary General Meeting of the members of the Bank was held.
- c. Details of Resolutions Passed Through Postal Ballot during the FY 2022-23 are as follows:

| Sr. No. | Financial Year | Name of Resolutions | Date of passing of Resolution |
|---------|----------------|--|-------------------------------|
| 1. | 2022-23 | <ol style="list-style-type: none"> 1. To offer and issue debt securities/ bonds/ other permissible instruments, through private placement, in one or more tranches 2. To appoint Ms. Anita Ramachandran (DIN: 00118188) as an Independent director of the Bank | July 12, 2022 |

6. MEANS OF COMMUNICATION

The Board has been approving the quarterly financial results within 45 days of the end of respective quarter and the audited annual financial results for the quarter and financial year ended March 31 within 60 days from the end of the financial year. The results are promptly forwarded to the stock exchanges and are published in one English and one in Kannada. The results as well as other press releases and presentations made to Institutional Investors or to the Analysts are simultaneously displayed on the Bank's website at www.ujjivansfb.in

**7. GENERAL SHAREHOLDER INFORMATION**

| Particulars | Details |
|---|--|
| Annual General Meeting | Date: July 28, 2023 Time: 03:00 PM Venue: Grape Garden No. 27, 3rd "A" Cross, 18th Main, 6th Block, Koramangala, Bengaluru- 560095, Karnataka |
| Financial Year | April 01, 2022 to March 31, 2023 |
| Dividend Payment Date | The Board of the Bank has declared interim dividend for its equity and preference shares at ₹ 0.75 and ₹ 0.55 respectively per share, out of the profits for FY 2022-23 and was paid on March 08, 2023. Further, the Board of the Bank has recommended a final dividend on Equity Shares which if approved in the AGM will be paid within 30 days of the AGM. |
| The name and address of each Stock Exchanges at which the Bank's securities are listed and a confirmation about payment of annual listing fee to each of such Stock Exchanges | The Equity Shares of the Bank are listed on below mentioned Stock Exchanges: A. National Stock Exchange of India Limited ("NSE") Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 B. BSE Limited ("BSE") Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 The Bank has paid annual listing fee as applicable to the Bank for the FY 2022-23. |
| Stock Code | NSE Symbol: UJJIVANSFB BSE Code: 542904 |
| Registrar to an Issue and Share Transfer Agents | Name: KFin Technologies Limited (Formerly known as KFin Technologies Private Limited) Address: Selenium Building, Tower-B, Plot No- 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India, 500032 E-mail: einward.ris@kfintech.com Website: www.kfintech.com Toll Free No.: 18003094001 |
| Share Transfer System | KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), Registrar and Transfer Agent of the Bank, handles and provides investor related services such as transfer, demat, remat and such other services in coordination with the Bank. The Bank obtains certificate from Share Transfer Agent certified by Practicing Company Secretary that all formalities under Regulation 40(9) of the SEBI Listing Regulations are complied and copy of same is filed with stock exchange within the prescribed time. |

| Particulars | Details | | | | | | | | | | | | | | | | | | | | |
|--|---|-------------------------|---------------------------|-------------------------|---------------------------|----|----------|-----|------|----|------|----------------|-------|----|------|--------------|------|--|--------------|-----------------------|---------------|
| Dematerialisation of Shares and liquidity | <p>The equity shares of the Bank are available for trading in the dematerialised form under both the depositories in India - National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). Trading in Bank's equity shares can be done only in the dematerialised form.</p> <p>Position of Equity shares as on March 31, 2023:</p> <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Description</th> <th>Number of Equity Shares</th> <th>% To Equity Share Capital</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Physical</td> <td>170</td> <td>0.00</td> </tr> <tr> <td>2.</td> <td>NSDL</td> <td>1,79,11,30,145</td> <td>91.63</td> </tr> <tr> <td>3.</td> <td>CDSL</td> <td>16,35,76,310</td> <td>8.37</td> </tr> <tr> <td></td> <td>Total</td> <td>1,95,47,06,625</td> <td>100.00</td> </tr> </tbody> </table> <p>The International Securities Identification Number of the Bank is INE551W01018.</p> | Sr. No. | Description | Number of Equity Shares | % To Equity Share Capital | 1. | Physical | 170 | 0.00 | 2. | NSDL | 1,79,11,30,145 | 91.63 | 3. | CDSL | 16,35,76,310 | 8.37 | | Total | 1,95,47,06,625 | 100.00 |
| Sr. No. | Description | Number of Equity Shares | % To Equity Share Capital | | | | | | | | | | | | | | | | | | |
| 1. | Physical | 170 | 0.00 | | | | | | | | | | | | | | | | | | |
| 2. | NSDL | 1,79,11,30,145 | 91.63 | | | | | | | | | | | | | | | | | | |
| 3. | CDSL | 16,35,76,310 | 8.37 | | | | | | | | | | | | | | | | | | |
| | Total | 1,95,47,06,625 | 100.00 | | | | | | | | | | | | | | | | | | |
| Outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments, conversion date and likely impact on equity | <p>The Bank does not have any outstanding Global Depository Receipts or American Depository Receipts or warrants or instrument other than Stock options granted under Ujjivan Small Finance Bank-Employee Stock Option Plan 2019 ("ESOP 2019 Scheme").</p> <p>As on March 31, 2023, 11,99,71,861 options have been granted by the Bank under ESOP 2019 Scheme to eligible employees of the Bank and its Holding Company, Ujjivan Financial Services Limited.</p> | | | | | | | | | | | | | | | | | | | | |
| Commodity price risk or foreign exchange risk and hedging activities; | NA | | | | | | | | | | | | | | | | | | | | |
| Plant locations | <p>The Bank is engaged in the business of providing banking and other financial related services and it does not have any plant.,</p> <p>The Bank has 629 banking outlets across 25 (Twenty Five) states and union territories of India.</p> | | | | | | | | | | | | | | | | | | | | |
| Address for correspondence | <p>The Company Secretary and Compliance Officer Ujjivan Small Finance Bank Limited Grape Garden, 3rd "A" Cross, 18th Main, 6th Block, Koramangala, Bengaluru - 560 095. Email: investorrelations@ujjivan.com Tel. No: +91 80 40712121</p> | | | | | | | | | | | | | | | | | | | | |

Performance in comparison to broad-based indices such as BSE Sensex and NSE Nifty Index

Securities of the Bank were not suspended from trading on stock exchanges during the FY 22-23.

Market price data- high, low during each month of FY 2022-23.

| Month | Market Price data | | | | | |
|-----------------|-------------------|-----------|-------------------------------|------------|-----------|------------------------------|
| | BSE | | | NSE | | |
| | High Price | Low Price | Volume (No. of Shares Traded) | High Price | Low Price | Volume (No. of Share Traded) |
| April, 2022 | 18.95 | 14.80 | 88,21,531 | 18.95 | 14.80 | 5,03,04,518 |
| May, 2022 | 18.00 | 15.50 | 49,62,638 | 18.00 | 15.50 | 2,58,03,918 |
| June, 2022 | 17.00 | 13.50 | 33,61,512 | 17.00 | 13.50 | 2,17,92,025 |
| July, 2022 | 20.15 | 14.75 | 88,59,082 | 20.10 | 14.80 | 6,16,64,093 |
| August, 2022 | 21.80 | 19.05 | 1,02,78,034 | 21.80 | 19.05 | 6,90,07,176 |
| September, 2022 | 25.85 | 20.55 | 2,29,26,480 | 25.80 | 20.50 | 15,34,62,306 |
| October, 2022 | 26.40 | 21.70 | 1,23,16,430 | 26.45 | 21.70 | 10,32,86,753 |
| November, 2022 | 30.50 | 24.50 | 3,51,34,034 | 30.50 | 24.55 | 26,34,14,552 |
| December, 2022 | 33.50 | 25.20 | 4,05,20,194 | 33.50 | 25.20 | 30,35,61,528 |
| January, 2023 | 31.30 | 26.70 | 2,39,72,301 | 31.25 | 26.70 | 25,00,99,489 |
| February, 2023 | 30.90 | 24.75 | 2,08,41,142 | 30.90 | 24.75 | 13,41,54,244 |
| March, 2023 | 28.08 | 22.75 | 1,71,96,323 | 28.10 | 22.75 | 13,02,48,646 |

8. CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER CERTIFICATION (CEO AND CFO CERTIFICATION)

As required under Regulation 17 and 33(2) (a) read with Part B of Schedule II of the SEBI Listing Regulations, the CEO and CFO certification on the Financial Statements, the Cash Flow Statements and the Internal Controls for Financial



Reporting has been obtained from Mr. Ittira Davis, Managing Director and CEO and Mr. MD Ramesh Murthy, Chief Financial Officer. The said certificate forms part of the Annual Report.

9. SUCCESSION PLANNING

The Bank has formulated a succession planning policy for the national leadership team and Board of the Bank for quick fulfillment of vacancies in key senior positions through evaluation of qualified, motivated people and a process to identify and groom them.

10. BOARD DIVERSITY

The Bank believes that Board diversity plays a very important role in the transparency and in the decision making process in the Boardroom. The Bank has formulated and implemented Board Diversity Policy to comply with the SEBI Listing Regulations and to ensure the diversity of thought, experience, knowledge, perspective and gender in the Board. The Bank promotes social diversity and professional diversity in the Boardroom.

The Bank also believes that diversity in the composition of the Board of Directors is essential in view of the expansion of business, greater social responsibility, increasing emphasis on Corporate Governance, need for addressing concerns of diverse stakeholders and the necessity for managing risks in the business effectively. A Board composed of appropriately qualified and skilled people, with a broad range of experience relevant to the business, is important for effective corporate governance and sustained commercial success of the Bank.

The primary objective of this Policy is to provide a framework and set standards for having a diversified Board with ability to base its decisions after evaluating multiple options as compared to homogeneous Boards and help improve the performance of the organisation significantly.

The Board Diversity Policy is available on the website of the Bank at www.ujjivansfb.in.

11. NO SHARES WERE TRANSFERRED TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT DURING THE FY 2022-23.

12. OTHER DISCLOSURES

a. Related Party Transactions

The Bank has entered into related party transactions during the FY 2022-23. Related party transactions were approved by the Audit Committee and the Board. The Bank has formulated a Policy on 'Materiality of Related Party Transactions' which forms part of the Policy on dealing with 'Related Party Transactions' which is available on the website of the Bank at www.ujjivansfb.in.

The Bank has entered into all related party transaction at arm's length basis. There were no materially significant related party transactions during the FY 2022-23 that may have potential conflict with the interest of the Bank at large.

b. The Bank does not have a subsidiary company as on date, hence the Bank is not required to formulate a specific policy on dealing with material subsidiaries.

c. There were no non-compliances by the Bank, no penalties and strictures were imposed on the Bank by the stock exchanges or the SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

d. The Bank in compliance with Section 177 of the Act and Regulation 22 of SEBI Listing Regulations has established a Whistle Blower policy / Vigil Mechanism for the directors and employees to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the Bank's Code of Conduct or Code of Conduct for Prevention of Insider Trading and Code of Fair Disclosures and Conduct.

No person has been denied access to the Chairperson of the Audit Committee. The Whistle Blower policy is available on the website of the Bank at www.ujjivansfb.in.

| Particulars of Whistle Blower Complaints | No. of Complaints |
|--|-------------------|
| No. of complaints at beginning of FY 2022-23 | 0 |
| No. of complaints received during the FY 2022-23 | 16 |
| No. of complaints resolved during the FY 2022-23 | 15 |
| No. of complaints at end of FY 2022-23 | 01 |

- e. List of all credit ratings as on March 31, 2023 obtained by the Bank:

| Instrument Name | Name of Credit Rating Agency | Amount (₹ In Crores) | Rating | Date of Credit Rating | Revision in the Credit Rating |
|---|------------------------------|----------------------|-----------------|-----------------------|---------------------------------|
| Long Term Bank Facilities | CARE Ratings Limited | 500.00 | CARE A+; Stable | September 06, 2017 | Reaffirmed on January 05, 2023 |
| Certificate of Deposit Programme | CRISIL Ratings Limited | 2500.00 | CRISIL A1+ | February 26, 2018 | Reaffirmed on February 16, 2023 |
| Subordinated Non-Convertible Debentures | CARE Ratings Limited | 500.00 | CARE A+; Stable | November 24, 2022 | Reaffirmed on January 05, 2023 |

- f. The Bank has complied all the mandatory requirements and adopted the following non-mandatory requirements:

- Bank has appointed separate persons for the position of Chairman and Chief Executive Officer
- Head of Internal Audit of the Bank directly report to the Audit Committee of the Bank. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

| Particulars | Number of Complaints |
|--|----------------------|
| Number of complaints received during the FY 2022-23 | 7 |
| Number of complaints disposed of during the FY 2022-23 | 7 |
| Number of complaints pending as on end of the FY 2022-23 | 0 |

- The Bank has paid a total fees of ₹ 1,22,62,500 for all services of Statutory Auditors during the FY 2022-23.
- The Bank has complied with all the mandatory requirements of the Corporate Governance as specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations.
- There were no recommendations of the Board Committees which was turned down by the Board during the FY 2022-23.
- The Bank has obtained a certificate from Mr. K. Jayachandran (ACS No.: 11309, CP No.: 4031), Practicing Company Secretary that none of the directors on the Board of the Bank have been debarred or disqualified from being appointed or continuing as director of the Bank by the SEBI/Ministry of Corporate Affairs or any such statutory authority and same is annexed as **Annexure-2** to this Report.
- The Bank has obtained Compliance certificate from Mr. K. Jayachandran (ACS No.: 11309, CP No.: 4031), Practicing Company Secretary regarding compliance of conditions of corporate governance and same is annexed as **Annexure-5** to the Directors' Report of the Bank.
- A declaration signed by the Chief Executive Officer stating that the members of Board and Senior Management Personnel have affirmed compliance with the code of conduct of the Bank forms part of the CEO and CFO certification.

For and on behalf of the Board of Directors

Sd/-

B A Prabhakar

Part-Time Chairman and Independent Director

DIN: 02101808

Date: May 11, 2023

Place: Bengaluru

Sd/-

Ittira Davis

MD & CEO

DIN: 06442816



Annexure-1

Details of Sitting Fee paid during the FY 2022-23

| Name of Director | Amount (In ₹ Lakhs) |
|-------------------------------|------------------------|
| Mr. Rajesh Kumar Jogi | 37,00,000 |
| Ms. Rajni Mishra | 34,50,000 |
| Mr. Samit Kumar Ghosh | 43,75,000 |
| Ms. Sudha Suresh | 35,00,000 |
| Mr. B A Prabhakar | 43,75,000 |
| Mr. Ravichandran Venkataraman | 44,00,000 |
| Mr. Satyaki Rastogi | 7,25,000 |
| Ms. Anita Ramachandran | 13,50,000 |
| Total | 2,58,75,000 |

For and on behalf of the Board of Directors

Sd/-

B A Prabhakar

Part-Time Chairman and Independent Director

DIN: 02101808

Date: May 11, 2023

Place: Bengaluru

Sd/-

Ittira Davis

MD & CEO

DIN: 06442816

Annexure-2

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members,

UJJIVAN SMALL FINANCE BANK LIMITED

Grape Garden, No. 27, 3rd "A" Cross, 18th Main,

6th Block, Koramangala, Bengaluru – 560095, Karnataka.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **UJJIVAN SMALL FINANCE BANK LIMITED** having CIN **L65110KA2016PLC142162** and having Registered Office at **Grape Garden, No. 27, 3rd "A" Cross, 18th Main, 6th Block, Koramangala, Bengaluru – 560095, Karnataka** (hereinafter referred to as 'the Bank'), produced before me by the Bank for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Bank and its officers, I hereby certify that none of the Directors on the Board of the Bank as stated below for the Financial Year ending on **March 31, 2023** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

| Sr. No. | Name of Director | DIN (Director Identification Number) | Date of appointment in Bank |
|---------|--------------------------------------|--------------------------------------|-----------------------------|
| 01. | Mr. Samit Kumar Ghosh | 00185369 | August 20, 2021 |
| 02. | Mr. Ravichandran Venkataraman | 02064557 | August 20, 2021 |
| 03. | Mr. Banavar Anantharamaiah Prabhakar | 02101808 | August 20, 2021 |
| 04. | Mr. Satyaki Rastogi | 02189494 | December 22, 2021 |
| 05. | Mr. Rajesh Kumar Jogi | 03341036 | March 13, 2021 |
| 06. | Mr. Ittira Poonollil Davis | 06442816 | January 14, 2022 |
| 07. | Ms. Sudha Suresh | 06480567 | August 20, 2021 |
| 08. | Ms. Rajni Anil Mishra | 08386001 | December 16, 2020 |
| 09. | Mr. Raghunath Narasimhachar Patel | 09428287 | November 29, 2021 |
| 10. | Ms. Anita Ramachandran | 00118188 | July 01, 2022 |

Ensuring the eligibility of, for the appointment / continuity of every Director on the Board is the responsibility of the management of the Bank. My responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Bank nor of the efficiency or effectiveness with which the management has conducted the affairs of the Bank.

Place: Bangalore

Dated: May 11, 2023

K. JAYACHANDRAN

COMPANY SECRETARY

ACS No. 11309/CP No. 4031

UDIN: A011309E000287640

Peer Review No: 784/2020



CEO AND CFO CERTIFICATION

To,

The Board of Directors

Ujjivan Small Finance Bank Limited

Grape Garden, No. 27, 3rd "A" Cross,

18th Main, 6th Block, Koramangala,

Bengaluru-560095

Subject: Compliance Certificate as required under Regulation 17(8) read with Regulation 33 (2) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We hereby certify that:

- A. We have reviewed financial statements and the cash flow statement for the quarter and financial year ended March 31, 2023 and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the Bank's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Bank during the quarter and financial year ended March 31, 2023 which are fraudulent, illegal or violative of the Bank's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Bank pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, that there were no deficiencies in the design or operation of such internal controls of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit Committee:
- (1) that there were no significant changes in internal control over financial reporting during the quarter and financial year ended March 31, 2023;
 - (2) that there were no significant changes in accounting policies during the quarter and financial year ended March 31, 2023; and
 - (3) that there were no instances of significant fraud of which we have become aware and the involvement therein, of the management or an employee having a significant role in the Bank's internal control system over financial reporting.
- E. We further declare that all members of Board of Directors and Senior Management Personnel have affirmed compliance with the code of conduct of the Bank.

For **UJJIVAN SMALL FINANCE BANK LIMITED**

Ittira Davis

Managing Director and CEO

DIN: 06442816

Date: May 09, 2023

Place: Bengaluru

M D Ramesh Murthy

Chief Financial Officer