

USFB/CS/SE/2023-24/21

Date: May 15, 2023

To,

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, C-1, Block G, Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051

BSE Limited
Listing Compliance
P.J. Tower,
Dalal Street, Fort,
Mumbai – 400 001

Symbol: UJJIVANSFB

Scrip Code: 542904

Dear Sir/Madam,

Sub: Submission of Annual Secretarial Compliance Report for the Financial Year ended March 31, 2023

We hereby inform you that pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular CIR/CFD/CMU1/27/2019 dated February 08, 2019, the Bank has obtained Annual Secretarial Compliance Report from Mr. K. Jayachandran, Practicing Company Secretary, for the financial year ended March 31, 2023.

A copy of the same is enclosed herewith.

We request you to take note of the above.

Thanking You,

Yours faithfully,
For UJJIVAN SMALL FINANCE BANK LIMITED

Sanjeev Barnwal
Company Secretary & Head of Regulatory Framework

Encl: as mentioned above

SECRETARIAL COMPLIANCE REPORT
of
UJJIVAN SMALL FINANCE BANK LIMITED
For the year ended March 31, 2023
(Pursuant Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Board of Directors,
UJJIVAN SMALL FINANCE BANK LIMITED
Grape Garden, No. 27, 3rd "A" Cross, 18th Main,
6th Block, Koramangala, Bengaluru - 560095, Karnataka.

I, **K. Jayachandran, Company Secretary in Practice** have examined:

- (a) all the documents and records made available to me and explanation provided by **UJJIVAN SMALL FINANCE BANK LIMITED (CIN: L65110KA2016PLC142162)** ("the listed entity/the Bank"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) the website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended **March 31, 2023** ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), Rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

- (d) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (f) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (Not applicable to listed entity during the review period);
- (g) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable to the listed entity during the review period); and
- (i) The Securities and Exchange Board of India (Buyback of Securities), Regulations, 2018 (Not applicable to the listed entity during the review period).

and circulars/guidelines issued thereunder; and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars, guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Nil	NA	NA	NA	NA	NA	NA	NA	NA	NA

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Pursuant to Regulation 29(2) of SEBI (LODR), 2015 and SEBI/HO/CFO/CMD/CIIR/P/2020/12 dated January 22, 2020, the listed entity shall give prior intimation to stock exchanges about quarterly and annual financial results.	Regulation 29(2) of SEBI (LODR), 2015 and SEBI/HO/CFO/CMD/CIIR/P/2020/12 dated January 22, 2020.	There was a delay in giving five days prior intimation of quarterly and annual financial results by the listed entity to stock exchange during May, 2021.	National Stock Exchange of India Limited (NSE)	Imposed a fine	Delay in giving five days prior intimation of quarterly and annual financial results by the listed to stock exchange during May, 2021.	Rs. 10,000/-	There was a delay in giving prior intimation of quarterly and annual financial results by the listed entity to National Stock Exchange of India Limited (NSE) during May, 2021 and NSE had imposed a fine of Rs. 10,000/- on the listed entity which was duly paid by the listed entity.	The fine of Rs. 10,000/- was duly paid by the listed entity.	It was a one time non-compliance and the fine was duly paid by the listed entity.

- (c) I hereby certify that the listed entity has complied with the requirements as mentioned in 6(A) and 6(B) of Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of Statutory Auditors from listed entities and their material subsidiaries".
- (d) During the period under review, there was an instance of violation of the "Code of Conduct for Prevention of Insider Trading of Ujjivan Small Finance Bank Limited" ("Code"), wherein the designated Person (DP) inadvertently carried on trading of Shares of the listed entity during the trading window closure period, which resulted in violation of the Code and para 4 of Schedule B of Regulations 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The listed entity has obtained explanations from the designated Person, cautioned and warned him through a written letter not to repeat such violation in future and has given necessary instructions to him. Such an instance of violation was brought to the notice of the Audit Committee and also timely reported to the concerned authorities in terms of applicable provisions the SEBI Insider Trading Regulations and circulars issued thereunder.
- (e) Additional affirmations as per the Circulars issued by Bombay Stock Exchange Limited ('BSE'), dated April 10, 2023 and National Stock Exchange of India Circular Ref No: NSE/CML/ 2023/21 dated March 16, 2023 are as follows:

<i>Sr. No.</i>	<i>Particulars</i>	<i>Compliance Status Yes/No/NA</i>	<i>Observations/Remarks</i>
1.	<u>Secretarial Standard:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	

Sr. No.	Particulars	Compliance Status Yes/No/NA	Observations/Remarks
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none">• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity.• All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars /guidelines issued by SEBI.	Yes Yes	
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none">• The Listed entity is maintaining a functional website.• Timely dissemination of the documents/ information under a separate section on the website.• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website.	Yes Yes Yes	
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	--

<i>Sr. No.</i>	<i>Particulars</i>	<i>Compliance Status Yes/No/NA</i>	<i>Observations/Remarks</i>
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	NA	The listed entity did not have any Subsidiary Company during the Review Period.
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees once in a year as per the SEBI (LODR) Regulations, 2015 and the Companies Act, 2013.
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.</p>	Yes	

Sr. No.	Particulars	Compliance Status Yes/No/NA	Observations/Remarks
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee.		
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	

Sr. No.	Particulars	Compliance Status Yes/No/NA	Observations/Remarks
12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulations/circulars/ guidance notes etc.	Yes	

Place: Bengaluru
Date: 11/05/2023

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JAYACHANDRAN

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KUNJITHAPADHAM
JAYACHANDRAN
Date: 2023.05.11
19:27:30 +05'30'

K. Jayachandran
Company Secretary
ACS No.: 11309/C P No.: 4031
UDIN: A011309E000287464
Peer Review No: 784/2020