

CORPORATE GOVERNANCE REPORT

BANK'S PHILOSOPHY ON CORPORATE GOVERNANCE

Ujjivan Small Finance Bank Limited ("Bank") recognises its role as a corporate citizen and endeavours 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 2023-24, 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, 2024 includes 6 (Six) Independent Directors, 1 (One) Non-Executive, Non-Independent Director 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, 2024:

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 2023-24 and at the last Annual General Meeting ("AGM") are given below.

Name of the Director	Category	No. of Board Meetings during the FY 2023-24 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	-
Ms. Rajni Mishra	Independent Director	9	9	Yes	-
Mr. Rajesh Kumar Jogi	Independent Director	9	9	Yes	-
Mr. Ravichandran Venkataraman	Independent Director	9	9	Yes	-
Ms. Sudha Suresh	Independent Director	9	9	Yes	-
Mr. Samit Kumar Ghosh	Non-Executive, Non Independent Director	9	9	Yes	-
Mr. P N Raghunath	Additional Director (Nominated by RBI)	1	1	NA	RBI withdrew appointment of Mr. P N Raghunath as Additional Director vide its letter dated May 29, 2023
Mr. Satyaki Rastogi	Nominee Director (Nominated by SIDBI)	2	1	NA	SIDBI withdrew appointment of Mr. Satyaki Rastogi as Nominee Director vide its letter dated July 17, 2023
Ms. Anita Ramachandran	Independent Director	9	8	Yes	-

Note:

- Mr. Sanjeev Nautiyal has been appointed as a Managing Director – Executive Director on the Bank's Board w.e.f. July 01, 2024 subject to approval of shareholders.
- The Board accepted the early retirement request of Mr. Ittira Davis from the position of Managing Director and CEO on May 18, 2024 effective from June 30, 2024.
- Ms. Carol Kripanayana Furtado has been appointed as a Whole-Time, Executive Director on Bank's Board w.e.f. May 01, 2024 subject to approval of shareholders.
- Ms. Mona Kachhwaha has been appointed as an Independent Director on Bank's Board w.e.f. May 18, 2024 subject to approval of shareholders.
- As per the requirement set by the Board, every Director is expected to attend atleast 50% of the Board Meetings and all the Directors have over-achieved this requirement for FY 2023-24.

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	-	1	-	1
Mr. Ittira Davis	-	-	-	-
Ms. Rajni Mishra	-	2	-	2
Mr. Rajesh Kumar Jogi	-	-	-	-
Mr. Ravichandran Venkataraman	-	-	-	-
Ms. Sudha Suresh	-	1	-	1

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. Samit Kumar Ghosh	1	-	-	1
Ms. Anita Ramachandran	-	8	2	7

*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, 2024:

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 Ltd. 3. FSN E-Commerce Ventures Ltd. 4. Happiest Minds Technologies Ltd. 5. Metropolis Healthcare Ltd.	Independent Director
Ms. Rajni Mishra	1. Cupid Ltd. 2. Aspinwall And Company Ltd.	Independent Director

- c. During the FY 2023-24, 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 11, 2023	10	10
2	June 14, 2023	9	8
3	July 27, 2023	8	7
4	October 27, 2023	8	8
5	December 08, 2023	8	8
6	January 11, 2024	8	8
7	January 24, 2024	8	8
8	February 08, 2024	8	8
9	March 23, 2024	8	8

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, held 223,892 equity shares and Mr. Samit Kumar Ghosh, Non-Executive, Non-Independent Director, held 3,547,143 equity shares in the Bank as on March 31, 2024.
- f. Complying with Regulation 25(7) of SEBI Listing Regulations and RBI guidelines, Familiarisation Programmes were conducted during the FY 2023-24 to give an overview and introduction to the Independent Directors about the Bank's business and operations.

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, 2024, 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.

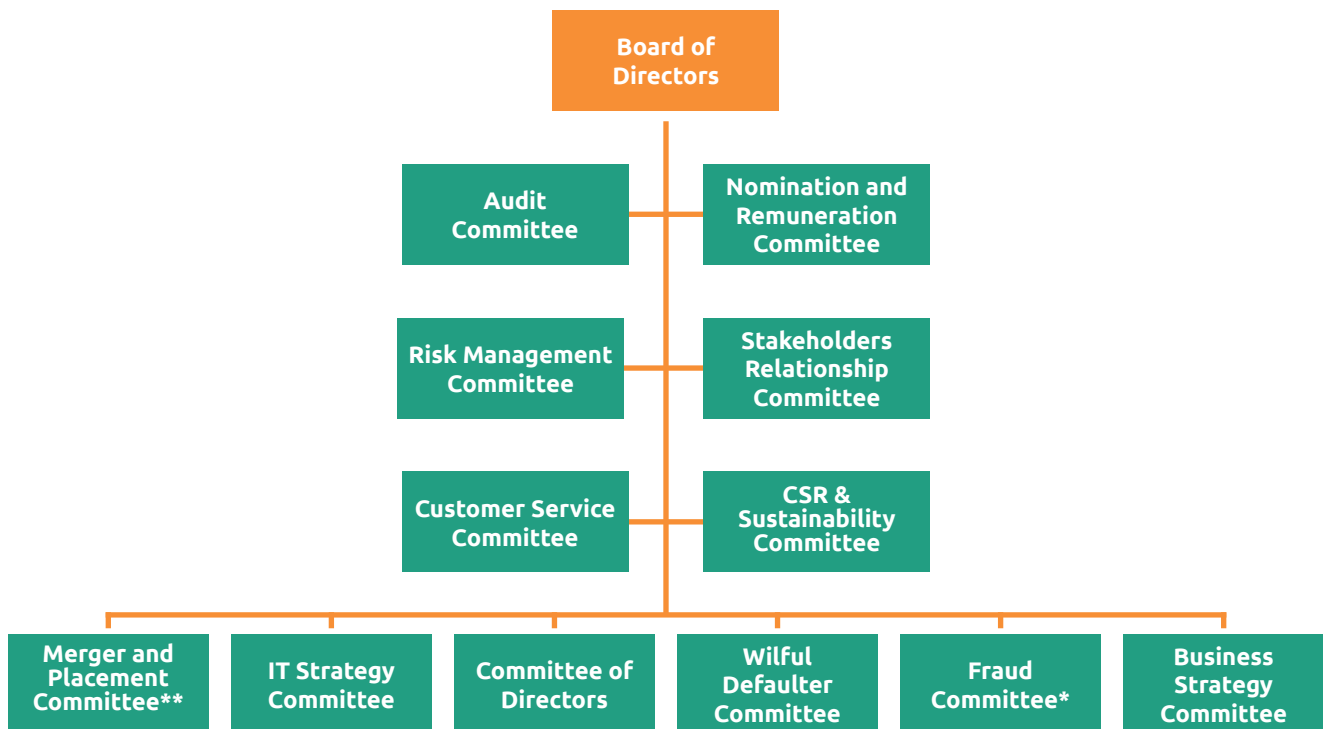
- h. Bank has an enriched Board with the following skills, expertise and competencies:

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.

Sr.	Name of the Director	Core Skills/Expertise/Competencies
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
7.	Mr. Samit Kumar Ghosh	Banking, Strategic Planning, Payment and Settlement System and Business Management, Risk Management, Micro Finance, Housing and MSE Business
8.	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 2023-24.
- 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, 2024



*Special Committee of the Board for Monitoring High Value Frauds

**Pursuant to the accomplishment of Reverse Merger between Ujjivan Financial Services Limited and Bank, the Merger and Placement Committee stands dissolved w.e.f. May 18, 2024.

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, 2024, the Audit 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 Kumar Jogi	03341036	Independent	Member
3.	Mr. Ravichandran Venkataraman	02064557	Independent	Member
4.	Ms. Rajni Mishra	08386001	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 2023-24	
		Held during their tenure	Attended
1.	Ms. Sudha Suresh*	6	6
2.	Mr. Rajesh Kumar Jogi**	6	6
3.	Ms. Rajni Mishra	6	6
4.	Mr. Ravichandran Venkataraman	6	6
5.	Mr. P N Raghunath***	2	2

* Ms. Sudha Suresh was appointed as the Chairperson of the Committee w.e.f. June 01, 2023.

**Mr. Rajesh Jogi ceased to be the Chairperson of the Committee w.e.f. June 01, 2023.

*** Ceased to be member as RBI withdrew appointment of Mr. P N Raghunath as Additional Director vide its letter dated May 29, 2023.

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 2023-24, 6 (Six) 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.	April 11, 2023	5	5
2.	May 09, 2023	5	5
3.	July 26, 2023	4	4
4.	October 26, 2023	4	4
5.	January 23, 2024	4	4
6.	February 20, 2024	4	4

- 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:

1) Items relating to Finance & Accounts:

- 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;
- Reviewing, with the management, the annual financial statement 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 of the Annual 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 judgement by management;
- Significant adjustments made in the financial statements arising out of audit findings;
- Compliance with listing and other legal requirements relating to financial statement;

- Disclosure of any related party transactions; and
 - Qualifications and modified opinion(s) in the draft audit report.
- c) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
 - d) Examination of the financial statement and auditors' report thereon;
 - e) Review of financial results for the quarter;
 - f) 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;
 - g) Granting omnibus approval w.r.t. proposed related party transactions for the upcoming financial year.
 - h) 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;
 - i) Review of transactions with related parties;
 - j) Review of housekeeping – particularly balancing and reconciliation of long outstanding entries Suspense/Sundries/ Drafts payable/ paid/Funds in Transit/ Clearing/ SGL/ CSGL accounts
 - k) Review of changes 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;
 - l) 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;
 - m) 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
 - n) Review of Annual Tax Audit statement and auditors report hereon;
 - o) Review of management discussion and analysis of financial condition and results of operations;
 - p) Review of the Bank's financial policies coming under the purview of the Committee;
 - q) Evaluation of internal financial controls and risk management systems;
 - r) 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;
 - s) Review of Financial Inclusion Plan of the Bank
- 2) Items relating to Capital and Funds:**
- a) Monitoring the end use of funds raised through public offers and related matters;
 - b) 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;
 - c) Review of 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.
 - d) Review of annual statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice in terms of SEBI Listing Regulations.
 - e) Scrutiny of inter-corporate loans and investments;
 - f) Valuation of undertakings or assets of the Bank, wherever it is necessary;
 - g) To review the exposure to sensitive sectors i.e. capital market & real estate;
 - h) Review of the total fund based and non-fund based capital market exposure of bank, ensure that the guidelines issued by the Reserve Bank are complied with and adequate risk management and internal control systems are in place. With respect to investment in shares, the surveillance and monitoring shall be done by the ACB.

- i) The ACB shall keep the Board informed about the overall exposure to capital market, the compliance with the Reserve Bank and Board guidelines, adequacy of risk management and internal control systems.
- j) Review of information in respect of equity shareholdings in borrower companies more than 30% of their paid-up capital;
- k) 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;
- l) 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.
- m) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- 3) Items relating to Audits:**
- a) Recommendation for appointment, replacement, reappointment, remuneration and terms of appointment of auditors of the Bank;
- b) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- c) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- d) Review of management letters/letters of internal control weaknesses issued by the statutory auditors;
- e) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- f) Approval of the appointment, removal and terms of remuneration of the internal auditor;
- g) ACB should provide direction as also oversee the operation of the total audit function in the bank. Total audit function will imply the organisation, operationalisation and quality control of internal audit and inspection within the bank and follow up on the statutory/external audit of the bank and inspections of RBI.
- h) 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;
- i) With regard to internal audit, ACB should review the internal inspection/audit function in the bank - the system, its quality and effectiveness in terms of follow-up. It should review the inspection reports of specialised and extra-large branches and all branches with unsatisfactory ratings. It should also specially focus on the follow up on :
- inter-branch adjustment accounts,
 - unreconciled long outstanding entries in inter-bank accounts and nostro accounts.
 - arrears in balancing of books at various branches,
 - frauds, and
 - all other major areas of house-keeping.
- j) Discussion with internal auditors of any significant findings and follow up there on;
- k) 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;
- l) 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;
- m) Review of quarterly updates on Internal Audit;
- n) Review of internal audit reports relating to internal control weaknesses;
- o) 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;
- p) Review of Audit plan and status of achievement thereof;
- q) Quarterly status update on rotation of critical staff and to grant exceptions, on a case to case basis
- r) Review of IS Audit Policy;

- s) Review of significant Audit Findings of the following audits along with the compliance thereof, if applicable –
- Long Form Audit Report
 - Concurrent Audit
 - Internal Inspection
 - I.S. Audit of Data Centre
 - Treasury and Derivatives
 - Management Audit at Controlling Offices/Head Offices
 - Audit of Service Branches
 - Currency Chest(ix) FEMA Audit of branches authorised to deal in foreign exchange, etc.;

4) Items relating to Compliance and Legal:

- a) Review of periodic inspection report submitted to the RBI and certificates/ returns/ reports to the RBI pertaining to the Audit Committee function;
- 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 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);
- d) Review of Compliance report on directives issued by the Audit Committee/ Board/ RBI;
- e) Annual review of the Compliance Risk Assessment of the Bank and Aggregation of Compliance Risk
- f) 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;
- g) Report on compliance of regulatory requirement of Regulators in Host Countries in respect of overseas branches;
- h) Review of information on violations by various functionaries in the exercise of discretionary powers;
- i) Review of penalties imposed/penal action taken against bank under various laws and

statutes and action taken for corrective measures;

- j) Review of quarterly Reporting of Status of Litigation and Legal Audit.
- k) Annual critical review of performance of the Bank's panel advocates
- l) To conduct quarterly one on one sessions with the Chief Financial Officer, Chief Compliance Officer, Chief Vigilance Officer and Head of Internal Audit
- m) 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:
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
 - The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.

5) Items relating to Vigilance:

- a) To establish a vigil mechanism for directors and employees to report their genuine concerns or grievances;
- b) To review the functioning of the whistleblower mechanism;
- c) Review of Frauds (frauds of ₹ 1 Crore and above to be reviewed as and when reported);
- d) 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;
- e) To review the systemic failure of controls or absence of key controls or severe weaknesses in existing controls which facilitate exceptionally large value frauds and sharp rises in frauds in specific business segments leading to large losses for the bank.

6) Others

- a) The ACB shall review critical issues highlighted related to IT/ information security/ cyber security and provide appropriate direction and guidance to the RE's Management, if any.

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, 2024, 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 Kumar Jogi	03341036	Independent	Member
5.	Mr. Samit Kumar 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 2023-24	
		Held during their tenure	Attended
1.	Ms. Anita Ramachandran	8	8
2.	Mr. Rajesh Kumar Jogi	8	8
3.	Mr. Ravichandran Venkataraman	8	8
4.	Mr. B.A. Prabhakar	8	8
5.	Mr. Samit Kumar Ghosh	8	8

- 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, 2024.
- d. The Chairperson of the Nomination and Remuneration Committee is an Independent Director.
- e. During the FY 2023-24, 8 (Eight) meetings of the Nomination and Remuneration Committee were held on the following dates:

Sr. No.	Date of the Committee Meeting	Total number of members	Number of members present
1.	May 05, 2023	5	5
2.	May 11, 2023	5	5
3.	June 14, 2023	5	5
4.	October 09, 2023	5	5
5.	December 22, 2023	5	5
6.	February 08, 2024	5	5
7.	February 12, 2024	5	5
8.	March 23, 2024	5	5

- f. The following are the key terms of reference of the Nomination Committee:
- 1) **Items relating to Board of Directors:**
 - a. Formulating the criteria for determining qualifications, skills, positive attributes and independence for appointment of Directors (including Independent Directors) on the Board of the Bank
 - b. Identifying persons who are qualified to become directors in accordance with the criteria laid down, and recommend their appointment and removal to the Board
 - c. 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 the requirements of applicable laws
 - d. To carry out initial due diligence of directors in regard to their suitability for the post by way of qualifications, technical expertise, track record, integrity, etc. additionally, check for the compliance with the provisions of Sections 10A, 16 and 20 of the Banking Regulations Act, 1949

- e. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director.

The Committee shall ensure that person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- 1) use the services of an external agencies, if required;
 - 2) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - 3) consider the time commitments of the candidates
- f. Forming and reviewing and recommending to the Board, the Nomination & Remuneration Policy which shall inter alia comprise of details on remuneration to Directors Key Managerial Personnel and other employees of the Bank with due regards to the following factors:
 - 1) 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;
 - 2) relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
 - 3) 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;
 - g. Formulating criteria for evaluation of performance of all the directors, the complete Board and various Board Committees. The Bank shall disclose the remuneration policy and the evaluation criteria in its annual report
 - h. To ensure 'fit and proper' status of proposed/existing directors;

- i. 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
- j. To make recommendations to the Board concerning any matters relating to the continuation in office of any Director at anytime 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

2) Items relating to Human Resource:

- a. Analysing, monitoring and reviewing various human resource and compensation matters;
- b. 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;
- c. 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;
- d. The Committee on an annual basis may review the job description/key performance indicators/Key result areas of Senior Management of the Bank on an annual basis which should align with Banks long term strategy, KPI of the MD &CEO would include performance against budget, financial performance and on various parameters which includes managing risk, compliance and governance.
- e. Recommending to the Board, all remuneration, in whatever form, payable to senior management;
- f. Reviewing the Organisation Structure
- g. Reviewing and finalising the list of Material Risk Takers (MRTs), their KRIs and KPIs. To review and decide on the compensation of Whole Time Directors/ Chief Executive Officers/ MRTs and Control Function based on the RBI guidelines dated Nov 4, 2019, as amended.
- h. Should work in close coordination with Risk Management Committee of the Bank, to achieve effective alignment between compensation and risks.

- i. Administering, monitoring and formulating detailed terms and conditions of the Employee Stock Option Plan of the Bank, *inter-alia*, including the following:
- 1) Determining the eligibility of employees;
 - 2) the quantum of option to be granted under the said Plan per employee and in aggregate;
 - 3) the exercise price of the option granted and valuation to be done basis the SEBI (Share based Employee Benefits) Regulations, 2021 and Indian Accounting Standard for Share based payments prescribed calculation of the fair value of options using the Black-Scholes options pricing model or any other binomial model, or any method as prescribed by the law from time to time
 - 4) the conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;
 - 5) 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;
 - 6) the specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;
 - 7) 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;
 - 8) 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;
 - 9) 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;
 - 10) the grant, vest and exercise of option in case of employees who are on long leave;
 - 11) allow exercise of unvested options on such terms and conditions as it may deem fit;
 - 12) the procedure for cashless exercise of options;
 - 13) Forfeiture/cancellation of options granted;
 - 14) 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;
 - 15) All other issues incidental to the implementation of the Plan; and
 - 16) 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.
- j. Administering, monitoring and formulating detailed terms and conditions of the Employee Stock Purchase Scheme of the Bank;
- k. Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks;

- l. To develop a succession plan and to regularly review the plan;
- m. 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 or ensuring effective alignment between remuneration and risks;
- n. 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:
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
 - The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003
- o. 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;
- p. Review regularly and approve the Bank's Programme for executive and employee development;
- q. Review and implement the various HR policies and manual of the Bank;
- r. Develop, review and approve the principles guiding the Bank's executive compensation philosophies;
- s. 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
- t. Performing such other functions as may be necessary or appropriate for the performance of its duties.
- u. Overseeing and guiding the Bank on various Learning and Development initiatives for employees at all levels.

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, 2024, the Stakeholders Relationship 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. Samit Kumar Ghosh	00185369	Non-Independent	Member
3.	Mr. Ittira Davis	06442816	MD & CEO	Member
4.	Ms. Sudha Suresh**	06480567	Independent	Member
5.	Mr. Ravichandran Venkataraman	02064557	Independent	Member

* Mr. B.A. Prabhakar was appointed as the Chairperson of the Committee w.e.f. June 01, 2023.

** Ms. Sudha Suresh ceased to be the Chairperson of the Committee w.e.f. June 01, 2023.

- 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 2023-24	
		Held during their tenure	Attended
1.	Mr. B.A. Prabhakar*	1	1
2.	Ms. Sudha Suresh**	1	1
3.	Mr. Samit Kumar Ghosh	1	1
4.	Mr. Ittira Davis	1	1
5.	Mr. Ravichandran Venkataraman	1	1

* Mr. B.A. Prabhakar was appointed as the Chairperson of the Committee w.e.f. June 01, 2023.

** Ms. Sudha Suresh ceased to be the Chairperson of the Committee w.e.f. June 01, 2023.

- 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 22, 2024 during the FY 2023-24 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;
 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 place on record, the internal evaluation of the performance of the RTA in rendering its services to the Bank
 5. 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;
 6. Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
 7. To redress shareholders' and investors' complaints/grievances such as transfer of shares, non-receipt of balance sheet, non-receipt of declared dividend etc.
 8. To approve, register, refuse to register transfer or transmission of shares and other securities;
 9. To sub-divide, consolidate and or replace any share or other securities certificate(s) of the Bank;
 10. Allotment and listing of shares, approval of transfer or transmission of shares, debentures or any other securities;
 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 2023-24.

Particulars	Number
Number of Complaints at the beginning of the FY 2023-24	0
Number of shareholders' complaints received during the FY 2023-24	183
Number of complaints disposed-off during the FY 2023-24	183
Number of pending complaints at the end of the FY 2023-24	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

- 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 programmes to be undertaken by the Bank and monitor its economic and social impact on society at large. Further in order to enhance the supervision of the Committee over the ESG and sustainability related initiatives of the Bank, the Committee was renamed as the CSR & Sustainability Committee w.e.f. April 01, 2024.

As on March 31, 2024, the CSR 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.	Ms. Sudha Suresh**	06480567	Independent	Member
3.	Ms. Rajni Mishra	08386001	Independent	Member
4.	Mr. Ittira Davis	06442816	MD & CEO	Member
5.	Ms. Anita Ramachandran	00118188	Independent	Member

*Mr. Rajesh Kumar Jogi was appointed as the Chairperson of the Committee w.e.f. June 01, 2023.

**Ms. Sudha Suresh ceased to be the Chairperson of the Committee w.e.f. June 01, 2023.

- 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 2023-24	
		Held during their tenure	Attended
1.	Mr. Rajesh Kumar Jogi*	3	3
2.	Ms. Sudha Suresh**	3	3
3.	Ms. Rajni Mishra	3	3
4.	Mr. Ittira Davis	3	3
5.	Ms. Anita Ramachandran	3	3

*Mr. Rajesh Kumar Jogi was appointed as the Chairperson of the Committee w.e.f. June 01, 2023.

**Ms. Sudha Suresh ceased to be the Chairperson of the Committee w.e.f. June 01, 2023

- c. During the FY 2023-24, CSR Committee met thrice on August 25, 2023, November 21, 2023 and March 21, 2024 and all the members were present in the meetings.
- d. The following are the key terms of reference of the CSR Committee:
- 1) 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:
 - a. the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
 - b. the manner of execution of such projects or programmes as specified in Companies (Corporate Social Responsibility Policy) Rules, 2014.
 - c. the modalities of utilisation of funds and implementation schedules for the projects or programmes;
 - d. monitoring and reporting mechanism for the projects or programmes; and
 - e. details of need and impact assessment, if any, for the projects undertaken by the Bank.
 - 2) 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.
 - 3) To do such other acts, deeds and things as may be directed by the Board and required to comply with the applicable laws.
 - 4) 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 CSR & Sustainability Committee:
 - a) 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.
 - b) To approve and oversee the implementation of the Bank level policy on the ESG parameters.
 - c) 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.

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, 2024, 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
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 2023-24	
		Held during their tenure	Attended
1.	Ms. Rajni Mishra	7	7
2.	Mr. B.A. Prabhakar	7	7
3.	Mr. Samit Kumar Ghosh	7	5
4.	Ms. Sudha Suresh	7	7
5.	Mr. Rajesh Kumar Jogi	7	7
6.	Mr. Ittira Davis	7	7

- c. During the FY 2023-24, 7 (Seven) meetings of the Risk Management Committee were held on the following dates:

Sr. No.	Date of the Risk Management Committee Meeting	Total number of members	Number of members present
1.	May 08, 2023	6	6
2.	June 20, 2023	6	5
3.	July 25, 2023	6	6
4.	October 25, 2023	6	5
5.	November 21, 2023	6	6
6.	January 22, 2024	6	6
7.	February 29, 2024	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 take note of the compliance to the Bank's stated Risk Appetite Framework as specified in respective policies.
- 5) Quarterly review of the detailed risk management framework covering all types of risks, controls, status, reports and plans pertaining to the said risks
- 6) To recommend the approval of ICAAP document and its associated policies to the Board for onward submission to RBI.
- 7) Quarterly review of following aspects of Non-SLR investments:
 - a. Total business (investment and divestment) during the reporting period.
 - b. Compliance with the prudential limits prescribed by the Board for non-SLR investments.
 - c. Compliance with the prudential guidelines issued by the Reserve Bank on non-SLR investments.
 - d. Rating migration of the issuers/ issues held in the bank's books and consequent diminution in the portfolio quality.
 - e. Adequacy of the systems and procedures prescribed under bank's investment policy for investment in privately placed instruments.
 - f. Extent of non-performing investments in the non-SLR category.
- 8) Review and recommend changes, from time to time, to the Risk Management plan and / or associated frameworks, processes and practices of the Bank;
- 9) Enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices;
- 10) 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;
- 11) Evaluate overall risks faced by the Bank and determining the level of risks which will be in the best interest of the Bank;
- 12) Identify, monitor and measure the risk profile of the Bank;
- 13) 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;
- 14) 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;
- 15) Monitor compliance of various risk parameters by operating departments;
- 16) Review of the Pillar 3 disclosures on a quarterly basis which information on the Capital Adequacy.
- 17) Review the outsourcing functions of the Bank;
- 18) 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);
- 19) Limit Management Framework to be defined by outlining of the tolerance limits. Any exceptions and breaches to be reported on a quarterly basis; and
- 20) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity
- 21) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- 22) Overview the functions and performance of the Risk Management Committee of the management.
- 23) The Risk Management Committee also oversees the following functions:
 - a) Outsourcing Function
 - Approving a framework to evaluate the risk sand materiality of all existing and prospective outsourcing and the policies that apply to such arrangements;
 - Laying down appropriate approval authorities for outsourcing depending on risks and materiality;
 - Undertaking regular review of outsourcing strategies and arrangements for their continued relevance, and safety and soundness; and
 - Deciding on business activities of a material nature to be outsourced, and approving such arrangements.
 - b) 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.

24) To monitor the climate related business risks and guide the Bank in this and ancillary matters accordingly.

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, 2024, 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
5.	Ms. Anita Ramachandran**	00118188	Independent	Member

*Mr. Satyaki Rastogi ceased to be the member of the Committee w.e.f. June 01, 2023.

**Ms. Anita Ramachandran was appointed as a Member to the Committee w.e.f. June 01, 2023.

- 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 2023-24	
		Held during their tenure	Attended
1.	Mr. B.A. Prabhakar	4	4
2.	Mr. Samit Kumar Ghosh	4	4
3.	Mr. Satyaki Rastogi	1	0
4.	Mr. Ittira Davis	4	4
5.	Ms. Anita Ramachandran	3	3

- c. During the FY 2023-24, 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
May 30, 2023	4	3
August 16, 2023	4	4
December 18, 2023	4	4
March 04, 2024	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) Review audit findings of the services rendered to the customers of the bank
 - 5) Review consolidated feedback from branch level customer service committee meetings, ongoing customer feedback survey results, including the aspects of mis-selling
 - 6) To formulate a product approval process;
 - 7) To take an annual survey of depositor satisfaction and the triennial audit of such services;
 - 8) Review and approve the amendments in customer service policies, if any
 - 9) Review updates on business correspondents
 - 10) Annual review of the compliance with the fair practices code (FPC) for lenders and the functioning of the grievance redressal mechanism
 - 11) Review and approve detailed memorandum for the half year on the customer service/ customer care aspects and corrective actions taken wherever needed
 - 12) Review services/strategy and changes made in the products, processes and systems/ service charges including penal charges introduced & modified

- 13) The Committee to address the formulation of a Comprehensive Deposit Policy, incorporating the issues such as the treatment of death of a depositor for operations of his account, the product approval process, the annual survey of depositor satisfaction and the tri-ennial audit of such services.
- 14) The Committee, if required also to examine any other issues having a bearing on the quality of customer service rendered.
- 15) To examine any other issues having a bearing on the quality of customer service rendered
- 16) To monitor the implementation of Awards under the Banking Ombudsman Scheme:
 - a. To review all the awards on quarterly basis and to address issues of systemic deficiencies existing in banks, if any, brought out by the awards;
 - b. To review the status of all the awards remaining unimplemented for more than three months with the reasons and report to the Board such delays in implementation without valid reasons and for initiating necessary remedial action; and
 - c. To review the delay, if any, in the implementation of Banking Ombudsman award on quarterly basis;

IT STRATEGY COMMITTEE

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

As on March 31, 2024, 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 2023-24	
		Held during their tenure	Attended
1.	Mr. Ravichandran Venkataraman	5	5
2.	Mr. Samit Kumar Ghosh	5	5
3.	Mr. Rajesh Kumar Jogi	5	5
4.	Mr. Ittira Davis	5	5
5.	Mr. B.A. Prabhakar	5	5

- c. During the FY 2023-24, 5 (Five) 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
May 05, 2023	5	5
August 16, 2023	5	5
September 30, 2023	5	5
December 18, 2023	5	5
February 13, 2024	5	5

- d. The following are the key terms of reference of the Committee:
 - i. **Information Technology related items:**
 - a. Approving IT strategy and policy documents
 - b. Supervising the overall IT landscape and IT governance structure of the bank
 - c. Reviewing progress on projects related to applications, technology & security and service delivery
 - d. Reviewing the performance of IT verticals and major IT related contracts including outsourcing activities
 - e. Ensuring that the management has put an effective strategic planning process in place
 - f. Ratifying that the business strategy is indeed aligned with IT strategy

- g. Ensuring that the IT organisational structure complements the business model and its direction
- h. Ascertaining that management has implemented processes and practices that ensure that the IT delivers value to the business
- i. Ensuring IT investments represent a balance of risks and benefits and that budgets are acceptable
- j. 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
- k. Ensuring proper balance of IT investments for sustaining bank's growth
- l. Becoming aware about exposure towards IT risks and controls and evaluating effectiveness of management's monitoring of IT risks
- m. Assessing Senior Management's performance in implementing IT strategies
- n. Issuing high-level policy guidance (e.g. related to risk, funding, or sourcing tasks)
- o. Confirming whether IT or business architecture is to be designed, so as to derive the maximum business value from IT
- p. 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
- q. Reviewing IT performance measurement and contribution of IT to businesses (i.e. delivering the promised value).

ii. Information Security related items:

- a. Reviewing the progress in the gap assessment to RBI circular.
- b. Reviewing the Cyber security maturity and quantification
- c. Reviewing the brand monitoring and major observations of incidents of security operation centre
- d. Reviewing the data breach alerts and threat landscape
- e. Reviewing the Cyber security KPIs and KRIs
- f. Reviewing the Status of BCP & DR drill
- g. Reviewing the red team activities/major findings
- h. Reviewing the compliance to security review, vulnerability assessment of our network and infrastructure, application security review and penetration testing
- i. Reviewing the gaps in Information Security related regulatory returns
- j. Reviewing the user awareness activities carried out
- k. Reviewing the internet banking and mobile banking downtimes and incident reporting due to outage of critical IT systems
- l. Reviewing the VA/PT matrix and related observations
- m. Reviewing adequacy and effectiveness of the Business Continuity Planning and Disaster Recovery Management
- n. To consider and approve policies and amendments to policies, if any

iii. The Committee shall also oversee the Digital Banking function and initiatives of the Bank

REVIEW COMMITTEE OF WILFUL DEFAULTERS

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

As on March 31, 2024, 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 2023-24	
		Held during their tenure	Attended
1.	Mr. B.A. Prabhakar	1	1
2.	Mr. Rajesh Kumar Jogi	1	1
3.	Mr. Samit Kumar Ghosh	1	1
4.	Ms. Sudha Suresh	1	1

- c. The Review Committee of Wilful Defaulters meets as and when the instance pertaining to wilful defaulters occurs and hence there was one meeting held on June 05, 2023 and all members were present in the meeting.

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. Further, to review the systemic failure of controls or absence of key controls or severe weaknesses in existing controls which facilitate exceptionally large value frauds and sharp rises in frauds in specific business segments leading to large losses for the Bank, if required

As on March 31, 2024, 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 2023-24	
		Held during their tenure	Attended
1.	Mr. Ravichandran Venkataraman	2	2
2.	Mr. B.A. Prabhakar	2	2
3.	Ms. Rajni Mishra	2	2
4.	Mr. Rajesh Kumar Jogi	2	2
5.	Mr. Ittira Davis	2	2

- c. The Fraud Committee met on below dates during the FY 2023-24:

Date of the Fraud Committee Meeting	Total number of members	Number of members present
June 05, 2023	5	5
December 03, 2023	5	5

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.

- b. Following is Delegation of Authority matrix in terms of the Committee of Directors

Particulars	Limits - Board	Limit - Amount (₹)
	All	
To borrow monies from Banks and Financial Institutions.	Up to ₹ 10,000 Crores exceeding the aggregate of the paid-up capital and free reserves, that is to say, reserves not set part for any specific purpose	2,000 Crores
Issuing or arranging bank guarantees for Bank's own requirements; and offering security deposit, margin money, etc. for such and other transactions.		Depending upon transaction. Max 50 Crores.
To open Bank accounts, addition/deletion/change of signatories in Bank accounts, to apply for internet banking facilities and addition/deletion/change in inputer/authorisers and any other banking related matters.		No Change.
To enter into IBPC transactions.		2,500 Crores
To enter into securitisation transactions.		2,000 Crores
To avail refinance facilities from Financial Institutions.		2,500 Crores
To raise monies through Certificate of Deposits.		2,000 Crores
To open DAD Accounts, Clearing Accounts and authorisation/ transaction and resolutions relating to any other statutory compliances/regulatory matters		No Change
Approval for all FIG loan proposals		In excess of 70 Crores

- c. The Committee is also empowered to approve major deviations for MSE and Housing loans but within the capped limit.

As on March 31, 2024, 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

- d. 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 2023-24	
		Held during their tenure	Attended
1.	Mr. Samit Kumar Ghosh	8	8
2.	Mr. Ravichandran Venkataraman	8	8
3.	Ms. Rajni Mishra	8	8
4.	Mr. B.A. Prabhakar	8	8

- e. During the FY 2023-24, 08 (Eight) 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
July 25, 2023	4	4
August 29, 2023	4	4
November 07, 2023	4	4
December 22, 2023	4	4
January 19, 2024	4	4
February 29, 2024	4	4
March 18, 2024	4	4
March 26, 2024	4	4

BUSINESS STRATEGY COMMITTEE

- 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.
- To review the business performance of various business verticals and overall business of the Bank.
- To approve any new products, projects or initiatives pertaining to the business that require Board level approval
- To review the long-term strategy of the Bank

As on March 31, 2024, 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

- 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 2023-24	
		Held during their tenure	Attended
1.	Mr. Samit Kumar Ghosh	3	3
2.	Mr. B.A. Prabhakar	3	3
3.	Ms. Sudha Suresh	3	3
4.	Mr. Rajesh Kumar Jogi	3	3
5.	Mr. Ittira Davis	3	3
6.	Mr. Ravichandran Venkataraman	3	3

- During the FY 2023-24, 3 (Three) 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
May 09, 2023	6	6
August 01, 2023	6	6
November 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;
5. 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;
 6. 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 aforestated documents;
 7. To authorise and approve notices, advertisements in relation to the merger in consultation with the relevant intermediaries appointed for the merger;
 8. 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 Ltd., the Central Depository Services (India) Ltd., 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 aforestated 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 had 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.

Further, post obtaining the approval of equity shareholders representing three fourths in value of equity shares of the Bank through NCLT convened general meeting on November 03, 2024, a joint petition was filed with the Hon'ble NCLT by both the companies under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder, for seeking the sanction of the Scheme.

Further, the Hon'ble NCLT, Bengaluru, Bench on February 29, 2024 at the second motion hearing, having heard the matter, had reserved its order which was formally pronounced on April 19, 2024 sanctioning the scheme.

The certified copy of order of Hon'ble NCLT sanctioning the Scheme was filed in Form INC28 with the ROC, Bengaluru by the Bank on April 30, 2024. Accordingly, in terms of the provisions of the Scheme, the 'Effective Date' of the Scheme is April 30, 2024 i.e., date of aforesaid filing with ROC. The Scheme shall be operative from the Effective Date and become effective from Appointed Date i.e., April 01, 2023.

Further, pursuant to Scheme becoming effective, the holding company i.e. UFSL stands dissolved without winding up and the authorised share capital of UFSL shall stand transferred to Bank, and resultantly the authorised share capital of the Bank stands automatically increased and be reclassified.

As on March 31, 2024, the Merger and Placement Committee comprised of the following members of the Board:

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

*Appointed as the Chairperson of the Committee w.e.f. June 01, 2023.

**Ceased to be a Chairperson of the Committee w.e.f. June 01, 2023.

No meeting of Merger and Placement Committee was held during the FY 2023-24.

SENIOR MANAGEMENT

As required under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, particulars of senior management including the changes therein since the close of the previous financial year are as follows:

Sr. No.	Name	Designation	Date of Appointment	Date of Separation
1	Mangesh Ramesh Mahale	Chief Technology Officer	08-Feb-24	-
2	Ashwin Khorana	Chief Information Officer	15-Nov-21	31-May-23
3	Sumit Thomas	Head of Branch Banking,TASC&TPP	27-Dec-16	27-Jul-23
4	Sriram Srinivasan	Chief Digital Officer	01-Feb-22	30-Sep-23
5	Abhijit Ghosh	Head of Emerging Business	08-Aug-22	01-Dec-23
6	John Christy A	Chief Vigilance Officer	01-Mar-23	-
7	Pradeep B	Business Head-Housing Loans and Micro Mortgages	01-Jun-23	-
8	Premkumar G	Business Head-Vehicle Finance	03-Oct-23	-
9	Suresha C	Head of Customer Experience	01-Jun-22	-
10	Vijayesh Kumar Pandey	Head of Admin and Infrastructure	03-Oct-23	-
11	Vibhas Chandra	Business Head-Micro Banking	01-Aug-21	-
12	Abdul Hameed Chaman	Deputy Chief Technology Officer	01-Jul-23	-
13	Martin Pampilly S	Chief Operating Officer	01-Feb-22	-
14	Chandralekha Chaudhuri	Head Of Human Resources	01-Feb-22	-
15	Sanjeev Barnwal	Company Secretary and Head of Regulatory Framework	05-Apr-22	-
16	Arunava Banerjee	Chief Risk Officer	16-Feb-19	-
17	Rajaneesh Hosakoppa Rudresha	Head Of Operations	01-Feb-22	-
18	Arnabjeet Banerjee	Head-Alliance and Electronic Payments	02-May-22	-
19	Srikumar Vadake Varieth	Chief Legal Officer	15-Jul-23	-
20	Brajesh Joseph Cherian	Chief Compliance Officer	01-Dec-20	-
21	Ashim Sarkar	Business Head-MSME	01-Apr-22	-
22	Parag Kumar Srivastava	Head of Financial Institutions and Government Banking Group	31-Dec-18	-
23	Lakshman Velayutham	Chief Marketing Officer	15-Feb-19	-
24	Rajeev Padmanabh Pawar	Head Of Treasury	20-Jan-20	-
25	Ashish Goel	Chief Credit Officer	01-Feb-21	-
26	Carol Kripanayana Furtado	Chief Business Officer	01-Feb-22	-
27	Murali Chari	Business Head-Rural Banking	01-Apr-22	-
28	Mocherla Durga Ramesh Murthy	Chief Financial Officer-SFB	14-Mar-22	-
29	Sathyananda S Prabhu	Head Of Audit	04-Apr-22	-

1. INDEPENDENT DIRECTORS

- a. 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.
- b. 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.
- c. Accordingly, the Meeting of Independent Directors of the Bank was held on March 23,

2024 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.

2. 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

3. 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.	FY 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
2.	FY 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
3.	FY 2022-23	July 28, 2023 at 03:00 PM	It was convened through Video Conferencing/ Other Audio-Visual Means and Registered Office was deemed venue of the Meeting	1. To re-appoint Ms. Rajni Mishra (DIN: 08386001) as an Independent Director of the Bank 2. To re-appoint Mr. Rajesh Kumar Jogi (DIN: 03341036) as an Independent Director of the Bank.

- b. During the FY 2023-24, pursuant to the order passed by the Hon'ble National Company Law Tribunal, Bengaluru Bench for **the purpose of considering, and approving the Scheme of Amalgamation between Ujjivan Financial Services Limited ("Transferor Company") and Ujjivan Small Finance Bank Limited ("Transferee Company") and their respective shareholders and creditors**, an Extraordinary General Meeting (EGM) of equity shareholders (including public shareholders) of the Bank was held and convened on November 03, 2023 at 11:30 AM through Video Conferencing/ Other Audio-Visual Means and Registered Office was deemed venue of the Meeting.

Further, the above resolution was passed by the majority of the equity shareholders of the Bank representing more than three-fourths in value of the equity shares of the Bank.

- c. No resolution was passed through Postal Ballot during the FY 2023-24.

4. 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, 2024 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 newspaper. 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

5. GENERAL SHAREHOLDER INFORMATION

Particulars	Details
Annual General Meeting	Date: July 26, 2024 Time: 03:30 PM Venue: Grape Garden No. 27, 3rd "A" Cross, 18th Main, 6th Block, Koramangala, Bengaluru- 560095, Karnataka
Financial Year	April 01, 2023 to March 31, 2024
Dividend Declaration/Payment	During the FY 2023-24, the final dividend of ₹ 97.74 Crores (before TDS) pertaining to FY 2022-23 was paid out to the equity shareholders on August 09, 2023. The Board has recommended a final dividend of 15% for the FY 2023-24 for approval of members in this AGM.

Particulars	Details																				
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	<p>The Equity Shares of the Bank are listed on below mentioned Stock Exchanges:</p> <p>A. National Stock Exchange of India Ltd. ("NSE") Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051</p> <p>B. BSE Ltd. ("BSE") Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001</p> <p>The Bank has paid annual listing fee as applicable to the Bank for the FY 2023-24.</p>																				
Stock Code	<p>NSE Symbol: UJJIVANSFB BSE Code: 542904</p>																				
Registrar to an Issue and Share Transfer Agents	<p>Name: KFin Technologies Ltd. (Formerly known as KFin Technologies Pvt. Ltd.) 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</p>																				
Share Transfer System	<p>KFin Technologies Ltd. (Formerly known as KFin Technologies Pvt. Ltd.), 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.</p> <p>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 the same is filed with stock exchange within the prescribed time.</p>																				
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 Ltd. ("NSDL") and Central Depository Services (India) Ltd. ("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, 2024 (pre-merger):</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>1,723,013,359</td> <td>87.96</td> </tr> <tr> <td>3.</td> <td>CDSL</td> <td>235,749,747</td> <td>12.04</td> </tr> <tr> <td></td> <td>Total</td> <td>1,958,763,276</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	1,723,013,359	87.96	3.	CDSL	235,749,747	12.04		Total	1,958,763,276	100.00
Sr. No.	Description	Number of Equity Shares	% To Equity Share Capital																		
1.	Physical	170	0.00																		
2.	NSDL	1,723,013,359	87.96																		
3.	CDSL	235,749,747	12.04																		
	Total	1,958,763,276	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, 2024, 149,009,776 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 752 banking outlets across 26 (Twenty Six) 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 2023-24.

Market price data- high, low during each month of FY 2023-24.

Month	BSE			NSE		
	High Price	Low Price	Volume (No. of Shares Traded)	High Price	Low Price	Volume (No. of Share Traded)
April, 2023	28.88	25.01	13,131,230	28.90	25.20	111,981,065
May, 2023	37.15	27.70	43,750,007	37.20	27.70	419,849,510
June, 2023	39.89	35.60	33,068,571	39.85	35.55	250,572,190
July, 2023	49.13	38.00	38,062,064	49.15	38.05	354,008,772
August, 2023	53.10	47.20	33,863,772	53.10	47.15	400,922,789
September, 2023	56.50	47.45	33,836,354	56.65	47.50	411,764,518
October, 2023	61.40	50.40	49,414,245	61.40	50.35	665,815,474
November, 2023	59.30	51.51	20,855,481	59.30	51.50	232,467,720
December, 2023	62.99	54.20	23,989,074	63.00	54.10	233,775,811
January, 2024	61.76	54.40	21,815,217	61.80	54.35	220,499,218
February, 2024	61.30	50.09	20,342,357	61.35	50.05	230,172,301
March, 2024	53.82	43.40	20,458,108	53.90	43.35	174,983,226

6. 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.

7. 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.

8. 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.

9. NO SHARES WERE TRANSFERRED TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT DURING THE FY 2023-24.

However, during the current FY, pursuant to the Scheme of Amalgamation, 30,551 equity shares of the Bank have been transferred to the IEPF in lieu of 2,634 equity shares of UFSL.

Further 70,246 equity shares (cases rejected during merger allotment) and 33,034 shares belonging to physical shareholders of UFSL have been transferred to DEMAT Suspense/ Escrow Account of the Bank.

10. OTHER DISCLOSURES

a. Related Party Transactions

The Bank has entered into related party transactions during the FY 2023-24. 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 2023-24 that may have potential conflict with the interest of the Bank at large.

- 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 behaviour, 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 2023-24	01
No. of complaints received during the FY 2023-24	15
No. of complaints resolved during the FY 2023-24	16
No. of complaints at end of FY 2023-24	00

- e. List of all credit ratings as on March 31, 2024 obtained by the Bank:

Instrument Name	Name of Credit Rating Agency	Amount (₹ In Crores)	Rating	Date of Credit Rating	Revision in the Credit Rating
Certificate of Deposit Programme	CRISIL Ratings Ltd.	2,500.00	CRISIL A1+	February 26, 2018	Reaffirmed on February 16, 2023
Long Term Bank Facilities	CARE Ratings Ltd.	500.00	CARE A+; Positive	September 06, 2017	Reaffirmed on August 03, 2023
Subordinated Non-Convertible Debentures	CARE Ratings Ltd.	500.00	CARE A+; Positive	November 24, 2022	Reaffirmed on August 03, 2023
Long Term Bank Facilities	CARE Ratings Ltd.	500.00	CARE AA-; Stable	September 06, 2017	Upgraded on December 28, 2023 and reaffirmed on May 23, 2024
Subordinated Non-Convertible Debentures	CARE Ratings Ltd.	500.00	CARE AA-; Stable	November 24, 2022	Upgraded on December 28, 2023 and reaffirmed on May 23, 2024.
Fixed Deposit	Care Ratings Ltd.	10,000.00	CARE AA-; Stable	May 23, 2024	New rating assigned

- 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
- g. 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 2023-24	14
Number of complaints disposed of during the FY 2023-24	12
Number of complaints pending as on end of the FY 2023-24	2

- h. The Bank has paid a total-fees of ₹ 19,589,069 (This is inclusive of the audit fee & out of pocket expense paid for UFSL) for all services of Statutory Auditors during the FY 2023-24.
- i. 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.
- j. There were no recommendations of the Board Committees which was turned down by the Board during the FY 2023-24.
- k. 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.
- l. 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-6** to the Directors' Report of the Bank.
- m. 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 18, 2024**Place:** Bengaluru**Sd/-****Ittira Davis**

MD& CEO

DIN: 06442816