

CORPORATE GOVERNANCE REPORT

1. Company's Philosophy on Corporate Governance

The Company recognizes its role as a corporate citizen and endeavors to adopt the best practices and the highest standards of Corporate Governance through transparency in business ethics, accountability to its customers, government and others. The Company's activities are carried out in accordance with good corporate practices and the Company is constantly striving to better them and adopt the best practices.

Ujjivan 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 all its stakeholders have been the cornerstone of its operations. Transparency in the decision making process has been providing comfort to all stakeholders, particularly the shareholders.

2. Board of Director's

The Company is in compliance with the corporate governance provisions, as contained under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") and the Companies Act, 2013, in connection with the following:

- a. the Board of Directors (the "**Board**");
 - b. the independent directors on the Board;
 - c. the Audit Committee;
 - d. the Stakeholders Relationship Committee;
 - e. the Governance, Nomination and Remuneration Committee; and
 - f. the Corporate Social Responsibility Committee.
- i. As on March 31, 2018, the Board of Directors of the Company consists of 6 (six) director out of which 1 is an executive director (Managing Director & CEO), 2 Non Executive, Non-Independent Directors and 3 are Independent Directors. Out of the total 6 directors, 3 are Independent Directors as per the requirement of the SEBI LODR Regulations and the Companies Act, 2013. The Board of Directors of the Company has two woman director, Ms. Sudha Suresh and Ms. Vandana Viswanathan;
 - ii. During the Financial Year 2017-18, our Board has met 5 (five) times and the meetings of our Board of Directors were held on April 27, 2017, August 03, 2017, November 02, 2017, February 05, 2018 and March 28, 2018. There has not been a time gap of more than 120 days between any two meetings of the Board;
 - iii. No Director is related to each other;
 - iv. Not less than one-half of the board of directors of the Company comprise of non-executive directors;
 - v. Every director has duly informed the Company about the committee positions he/she occupies in other Companies;
 - vi. None of the directors of the Company, is a member of more than ten committees, across all public limited companies in which he/she is a director; and
 - vii. None of the directors of the Company is a chairman of more than five committees across all public limited companies in which he/she is a director.
 - viii. During the year, a separate meeting of independent directors was held on March 28, 2018. The Independent Directors *inter alia*, reviewed the performance of non-independent directors, Chairman and the Board as a whole.
 - ix. The terms and conditions of appointment of Independent Directors are disclosed on the website of the Company.
 - x. The details of the familiarisation programme of the Independent Directors are available on the website of the Company (http://ujjivan.com/html/ujjivan_policies.php)
 - xi. The names and categories of the Directors on the Board, their attendance at the Board Meetings held during the year and the number of Directorships and Committee Chairmanships / Memberships held by them in other public companies as on March 31, 2018 are given herein below. Other directorships do not include directorships of private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013. Chairmanships/ Memberships of Board Committees shall include Audit Committee and Stakeholders Committee only.

Name of the Director	Category	Number of Board Meetings during the Year 2017-18		Whether attended last AGM held on August 04, 2017	Number of Directorships in other Public Companies		No of Committee positions held in other Public Companies	
		Held during their tenure	Attended		Chairman	Member	Chairman	Member
Mr. K.R. Ramamoorthy DIN: 00058467	Non-Executive Chairman and Independent Director	5	5	Yes	-	3	2	1
Mr. Abhijit Sen DIN: 00002593	Non-Executive Independent Director	5	5	Yes	-	4	4	1
Ms. Vandana Viswanathan DIN: 05192578	Non-Executive Independent Director	5	3	No	-	1	-	1
Mr. Jayanta Basu DIN: 01268046	Non-Executive Director	5	3	No	-	2	-	2
Mr. Amit Gupta DIN: 02282600	Non-Executive Director	5	2	No	-	-	-	-
Ms. Sudha Suresh DIN: 06480567	Managing Director and Chief Executive Officer	5	5	Yes	-	-	-	-
Mr. Venkatesh Natarajan * DIN: 02453219	Non-Executive Director	4	4	No	Not Applicable			

*Mr. Venkatesh Natarajan resigned w.e.f. February 05, 2018 (close of business hours)

xii. Details of equity shares of the Company held by the Directors as on March 31, 2018 are given below:

Name	Category	No. of Equity Shares
Mr. K.R. Ramamoorthy*	Independent, Non-Executive	1,000
Ms. Sudha Suresh	Managing Director & CEO	33,591

*jointly held with Ms. Vasantha Ramamoorthy

2. Committees of the Board

A. Audit Committee

i. The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI LODR Regulations.

ii. The composition of the Audit Committee and the details of meetings attended by its members are given below:

S r . No.	Directors	Designation	Number of meetings during the financial year 2017-18	
			Held during their tenure	Attended
1.	Mr. K.R. Ramamoorthy	Chairman (Independent Director)	5	5
2.	Mr. Abhijit Sen	Independent Director	5	5
3.	Mr. Jayanta Basu*	Non-Independent, Non-Executive	1	1
3.	Mr. Venkatesh Natarajan**	Non-Independent, Non-Executive	4	4

* Mr. Jayanta Basu inducted as a members w.e.f. February 05, 2018

** Mr. Venkatesh Natarajan resigned w.e.f. February 05, 2018 (close of business hours) and hence ceased to be a member of the Audit Committee w.e.f. February 05, 2018

Of the above, all the members of Audit Committee are financially literate, as defined in the SEBI LODR Regulations; all the members have accounting or related financial management expertise.

- iii. The Audit Committee has met 5 (five) times during the year and the gap between two meetings did not exceed one hundred and twenty days. The Audit Committee meetings were held on April 27, 2017, August 03, 2017, November 02, 2017, February 05, 2018 and March 28, 2018.
- iv. The terms of powers, role and terms of reference of the Audit Committee are in accordance with the Companies Act, 2013 and the SEBI LODR Regulations.

The scopes of the Audit Committee are:

- (1) oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b) changes, if any, in accounting policies and practices and reasons for the same;
 - c) major accounting entries involving estimates based on the exercise of judgment by management;
 - d) significant adjustments made in the financial statements arising out of audit findings;
 - e) compliance with listing and other legal requirements relating to financial statements;
 - f) disclosure of any related party transactions;
 - g) modified opinion(s) in the draft audit report;
- (5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (6) 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 utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- (7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (8) approval or any subsequent modification of transactions of the listed entity with related parties;
- (9) scrutiny of inter-corporate loans and investments;
- (10) valuation of undertakings or assets of the listed entity, wherever it is necessary;
- (11) evaluation of internal financial controls and risk management systems;
- (12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (13) reviewing the adequacy of internal audit function, if any, 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;
- (14) discussion with internal auditors of any significant findings and follow up there on;
- (15) 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;
- (16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (17) 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;
- (18) to review the functioning of the whistle blower mechanism;
- (19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

(20) The Audit Committee must 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 Company.

(21) Carrying out any other function as is mentioned in the terms of reference of the audit committee.

The audit committee shall mandatorily review the following information:

- (1) management discussion and analysis of financial condition and results of operations;
- (2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- (3) management letters / letters of internal control weaknesses issued by the statutory auditors;
- (4) internal audit reports relating to internal control weaknesses; and
- (5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- (6) statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI (LODR) Regulations, 2015.
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of SEBI (LODR) Regulations, 2015.

B. Governance, Nomination and Remuneration Committee (Nomination Committee)

- i. For the remuneration of Directors, key managerial personnel and other employees, the Company has constituted a Governance, Nomination and Remuneration Committee as per the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI LODR Regulations. The Nomination Committee has powers of formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending a policy relating to the remuneration for the directors, key managerial personnel and other employees as per the requirements of Regulation 20 of the SEBI LODR Regulations.
- ii. The composition of the Governance, Nomination and Remuneration Committee and the details of meetings attended by its members are given below:

S r . No.	Directors	Designation	Number of meetings during the financial year 2017-18	
			Held during their tenure	Attended
1.	Mr. Abhijit Sen	Chairman (Independent Director)	3	3
2.	Mr. K.R. Ramamoorthy	Independent Director	3	3
3.	Mr. Amit Gupta	Non-Independent, Non-Executive	3	1

- iii. All of the members of the Nomination Committee are non-executive directors, and at least half of the members of the Governance, Nomination and Remuneration Committee are independent directors
- iv. The chairman of the Governance, Nomination and Remuneration Committee is an independent director.
- v. The Nomination Committee has met 3 (three) times during the year on August 03, 2017, November 02, 2017 and March 28, 2018.
- vi. The scope of the Governance, Nomination and Remuneration Committee are:
 - (a) To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
 - (b) To ensure 'fit and proper' status of proposed/ existing Directors
 - (c) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
 - (d) 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.
 - (e) To recommend to the Board the appointment and removal of Senior Management
 - (f) To carry out evaluation of Director's performance and recommend to the Board appointment / removal based on his / her performance.

- (g) To recommend to the Board on (i) policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management and (ii) Executive Directors remuneration and incentive.
- (h) To make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- (i) Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks,
- (j) To devise a policy on Board diversity;
- (k) To develop a succession plan for the Board and to regularly review the plan;
- (l) To also act as the ESOP committee for the purposes of SEBI (Share Based Employee Benefits) Regulations 2014 and administer and manage the ESOP Schemes

C. Stakeholders Relationship Committee

- i. For redressing the grievances of the stakeholders, the Company has formed Stakeholders Relationship Committee as per the requirements of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI LODR Regulations.
- ii. The composition of the Stakeholders Relationship Committee and the details of meetings attended by its members are given below:

S r . No.	Directors	Designation	Number of meetings during the financial year 2017-18	
			Held during their tenure	Attended
1.	Mr. K.R. Ramamoorthy	Chairman (Independent Director)	1	1
2.	Ms. Vandana Viswanathan	Independent Director	1	0
3.	Ms. Sudha Suresh	MD & CEO	1	1

- iii. The chairman of the Stakeholders Relationship Committee is a non-executive director of the Company.
- iv. The Stakeholders Relationship Committee has physically met once during the year on April 13, 2017. The committee has passed 11 circular resolutions during the year primarily for the allotment of shares pursuant to the exercise of vested options.
- v. The scope of the Stakeholders Relationship Committee are:
 - a. To approve/refuse/reject registration of transfer/transmission of Shares in a timely manner;
 - b. To authorise the issue, printing, signing of Share Certificates and Common Seal thereon post authorization from the Board of Directors of the Company, issue of Duplicate Share Certificates and Share Certificates after Split / Consolidation / Rematerialization 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 utilized ;
 - c. To authorise to sign and endorse the Share Transfers on behalf of the Company;
 - d. Allotment of shares to the employees or ex-employees on exercise of stock options granted and vested under the various Employees Stock Option Schemes
 - e. To monitor redressal of stakeholder's complaints/grievances including relating to non-receipt of allotment / refund, transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc.
 - f. To oversee the performance of the Register and Transfer Agents and to recommend measures for overall improvement in the quality of investor services.
 - g. To perform all functions relating to the interests of security holders (shareholders and debenture holders) of the Company and as assigned by the Board, as may be required by the provisions of the Companies Act, 2013 and Rules made thereunder, Listing Agreements with the Stock Exchanges and guidelines issued by the SEBI or any other regulatory authority.

D. Corporate Social Responsibility Committee (CSR Committee)

- i. The Company has constituted a Corporate Social Responsibility Committee as per the requirements of Section 135 of the Companies Act, 2013.

- ii. The Corporate Social Responsibility Committee has been constituted to formulate and recommend to the Board of Directors, a corporate social responsibility policy which shall indicate the activities to be undertaken by the company, recommend the amount of expenditure to be incurred on such activities and monitor the corporate social responsibility policy of the company from time to time. The Corporate Social Responsibility Committee consists of the following Directors.
- iii. The composition of the Stakeholders Relationship Committee and the details of meetings attended by its members are given below:

S r . No.	Directors	Designation	Number of meetings during the financial year 2016-17	
			Held	Attended
1.	Ms. Vandana Viswanathan	Independent Director	2	2
2.	Ms. Sudha Suresh	MD & CEO	2	2
3.	Mr. Abhijit Sen*	Independent Director	-	-
3.	Mr. Venkatesh Natarajan**	Non-Independent, Non-executive	2	1

*Mr. Abhijit Sen was inducted as a member w.e.f. February 05, 2018

** Mr. Venkatesh Natarajan ceased to be a member of the Board and the CSR Committee w.e.f. February 05, 2018

- iv. The CSR Committee met 2 (two) times during the year on September 05, 2017 and February 05, 2018
- v. The scope of the Corporate Social Responsibility Committee are:
 - a) To formulate and recommend to the board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013 and make any revisions therein as and when decided by the Board;
 - b) To recommend the amount of expenditure to be incurred on the activities;
 - c) To Monitor the Corporate Social Responsibility Policy of the company from time to time; and
 - d) To do such other acts, deeds and things as may be directed by the board and required to comply with the applicable laws.
- vi. One of the members of the Corporate Social Responsibility Committee is an independent director;
- vii. The Company has formulated a corporate social responsibility policy indicating the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013.

The following Board Committees never met during the year and were dissolved during the year:

- a. Risk Management Committee
- b. ALCO Committee
- c. Investment Committee

Independent Director's Meeting

In compliance with Schedule IV to the Companies Act, 2013 and regulation 25(3) of the SEBI Listing Regulations, 2015, the independent directors held their separate meeting on March 28, 2018 without the attendance of non-independent directors and members of Management, inter alia, to discuss the following:

- a. review the performance of non-independent directors and the Board as a whole;
- b. review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- c. assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties;

3. Remuneration of Directors

The Board of Directors of the Company are comprised of various professionals from diverse backgrounds in the field of finance, banking, HR, management etc. which brings to the table different dimensions for its effective functioning. Considering the time and efforts made by the Non-Executive Directors, it is necessary that appropriate sitting fees are paid to the Non-Executive Directors for attending the meetings of the Board and its Committees.

The Company is paying only the sitting fees to all the Non-Executive Directors within the ceiling of Rs. 1,00,000 per meeting as prescribed under the Companies Act, 2013. The Non-Executive Directors are paid Rs. 50,000 for attending every Board Meeting and Rs. 40,000 for attending every Committee Meeting. In addition, the Non-Executive Directors are being paid travelling expenses including airfare, hotel stay and car on rental basis for attending the meetings of the Board and such other expenses as are incurred by the Non-Executive Directors and allowed to be reimbursed as per the provisions of the Companies Act, 2013.

Please refer to the Board's Report for disclosures with respect to remuneration of MD & CEO.

4. General Body Meetings of Shareholders

- i. Location and time where last three Annual General Meetings (AGMs) held and the Special resolutions passed in the AGMs

For the FY	Venue	Day & Date	Time	Special Resolution Passed
2016-17	Annex II, No. 23-26, Grape Garden, No. 17 th Main, 6 th Block, Koramangala, Bangalore-560 095	Friday, August 04, 2017	03:30 PM IST	1. To approve the appointment of Ms. Sudha Suresh (DIN: 06480567) as the Managing Director and Chief Executive Officer of the Company for a period of 3 years w.e.f. February 01, 2017 2. To approve the revision in the limit of foreign shareholding in the Company from 49% to 47% and submission thereof to RBI
2015-16	Annex II, No. 23-26, Grape Garden, No. 17 th Main, 6 th Block, Koramangala, Bangalore-560 095	Wednesday August 10, 2016	02:30 PM IST	Ratification of Employee Stock Option Scheme 2015.
2014-15	Grape Garden, No. 27, 3rd A Cross, 18th Main, Koramangala 6th Block, Bengaluru 560 095	Wednesday August 26, 2015	4:00 PM IST	No Special business

Postal Ballot

- i. During the FY 2017-18, no postal ballot approvals were sought from the shareholders.

5. Means of Communication

The Company has an operational website www.ujjivan.com wherein *inter alia* its half yearly and annual financials together with all material disclosures as may be required under various laws are placed.

6. Managing Director and Chief Financial Officer Certification

As required under Regulation 17 read with Part B of Schedule II of the Listing Regulations, the MD and CFO certification on the Financial Statements, the Cash Flow Statements and the internal financial reporting for the FY 2017-18 has been obtained from Ms. Sudha Suresh, Managing Director and Chief Executive Officer and Mr. Deepak Khetan, Chief Financial Officer. The said certificate is a part of this Annual Report.

7. Code of Conduct as prescribed under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

In accordance with the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has instituted a comprehensive code of conduct to regulate, monitor and report trading by its employees and other connected persons.

8. Ujjivan Code of Conduct

The Company has adopted its Code of Conduct which is applicable for all its Directors (including independent directors) and employees. The key objectives of the Code of Conduct are to establish professional business standards and ensure adherence to the highest standards of honest and ethical conduct, including proper and ethical procedures in dealing with actual or apparent conflicts of interest between personal and professional relationships, to provide full, fair and accurate disclosures in the periodic reports required to be filed by the Company with its stakeholders and to ensure compliance with applicable laws, rules and regulations.

Ujjivan Code of Conduct is available on the website of the Company www.ujjivan.com. Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a confirmation from the Managing Director & CEO regarding compliance with the Code by all the Directors and senior management forms part of the Annual Report.

9. Material Subsidiaries

In accordance with the requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a Policy for determining Material Subsidiaries and the same can be accessed from the website of the Company from the link given below: http://www.ujjivan.com/html/ujjivan_policies.php

10. Familiarization Programme for independent Directors

The Independent Directors of the Company are familiarized with their roles, rights and responsibilities in the Company as well as with the nature of industry and business model of the Company through induction programmes at the time of their appointment as Directors. The details of the familiarization programmes have been hosted on the website of the Company and can be accessed from the link below:

http://www.ujjivan.com/html/ujjivan_policies.php

11. General Shareholder Information

Sr.	Particulars		Details
a)	Annual General Meeting for FY 2017-18 (Date, time and venue)	:	June 27, 2018 02:30 P.M. Annex II, No. 23-26, Grape Garden, No. 17th H Main, 6th Block, Koramangala, Bangalore – 560095, Karnataka, India
b)	Financial Year	:	April 01 till March 31
c)	Dividend Payment date	:	The dividend of 5% i.e. Rs. 0.50 per equity share as recommended by the Board and if declared by the shareholders, shall be paid / credited within 30 days after the AGM
d)	Book Closure Date	:	Book Closures Dates: June 21, 2018 to June 27, 2018 (Both Days Inclusive)
e)	Listing on Stock Exchanges and Stock Code	:	The Company's equity shares are listed at both NSE and BSE Stock Code / Symbol: NSE: UJJIVAN BSE: 539874
f)	Payment of Listing fees	:	The Company has paid all listing fees as applicable
g)	Registrar and Transfer Agent and Address for correspondence	:	Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad 500 032 Telengana, India P : +91 040 6716 1562 www.karvycomputershare.com
h)	Share Transfer System	:	The investor's services like share transfer, demat or remat of shares and other services are handled by the RTA of the Company. As on March 31, 2018, 99.72% of the equity share capital of the Company, are in dematerialized form and its transfer are done directly through the depositories. Transfer of physical shares is completed within 10-15 working days from the date of receipt of complete documentation.

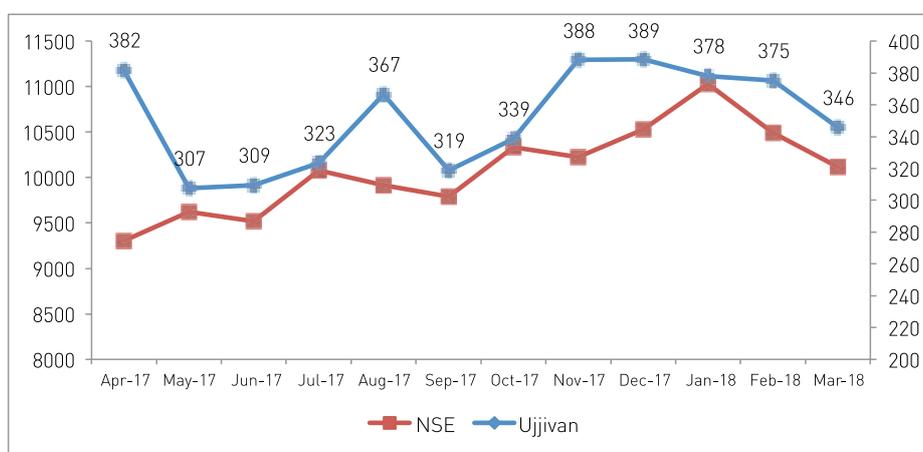
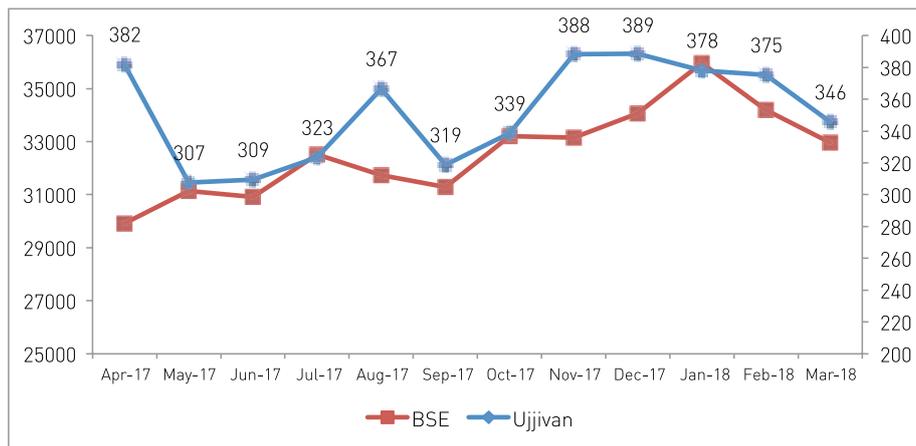
Sr.	Particulars	Details																														
i)	Dematerialization of shares and liquidity	<p>The Company's Equity Shares are in compulsory demat segment and are available for trading under dematerialized form with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).</p> <table border="1"> <thead> <tr> <th colspan="5">Control Report as on 31/03/2018</th> </tr> <tr> <th>Sr.</th> <th>Description</th> <th>No of Holders</th> <th>Shares</th> <th>% To Equity</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Physical</td> <td>46</td> <td>3,35,385</td> <td>0.28</td> </tr> <tr> <td>2</td> <td>NSDL</td> <td>45,685</td> <td>8,47,88,007</td> <td>70.15</td> </tr> <tr> <td>3</td> <td>CDSL</td> <td>31,102</td> <td>3,57,38,389</td> <td>29.57</td> </tr> <tr> <td></td> <td>Total</td> <td>76,833</td> <td>12,08,61,781</td> <td>100.00</td> </tr> </tbody> </table> <p>As on March 31, 2018, 12,05,26,396 equity shares of the Company, forming 99.72% of the equity share capital of the Company, were in dematerialized form and 3,35,385 equity shares were in physical form.</p> <p>The ISIN of the Company is INE334L01012 with NSDL and CDSL) and the equity shares of the Company are frequently traded on both BSE and NSE.</p>	Control Report as on 31/03/2018					Sr.	Description	No of Holders	Shares	% To Equity	1	Physical	46	3,35,385	0.28	2	NSDL	45,685	8,47,88,007	70.15	3	CDSL	31,102	3,57,38,389	29.57		Total	76,833	12,08,61,781	100.00
Control Report as on 31/03/2018																																
Sr.	Description	No of Holders	Shares	% To Equity																												
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	Total	76,833	12,08,61,781	100.00																												
j)	Outstanding GDRs/ADSs/Warrants or any Convertible instruments, conversion date and likely impact on equity.	The Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments other than outstanding ESOPs granted to employees.																														
k)	Plant Locations	As the Company is engaged in the business of NBFC, there is no plant location.																														
l)	Address of the Compliance Officer	Sanjeev Barnwal, Company Secretary and Compliance Officer; Grape Garden, No. 27, 3rd A Cross, 18th Main, 6th Block, Koramangala, Bengaluru 560 095, Karnataka, India Tel: +91 80 4071 2121; Fax: +91 80 4146 8700 E-mail: compliance@ujjivanfin.com																														

(B) market price data- high, low during each month in last financial year;

Month	BSE			NSE		
	High Price	Low Price	Volume (No. of Shares Traded)	High Price	Low Price	Volume (No. of Shares Traded)
Apr-17	426.70	379.00	42,84,212	427.00	379.00	2,84,00,218
May-17	380.90	290.35	47,72,182	380.00	290.00	3,39,74,906
Jun-17	334.00	291.20	50,44,531	334.00	291.00	3,70,83,971
Jul-17	354.00	309.00	64,30,604	353.75	308.45	4,33,43,492
Aug-17	374.00	285.00	66,94,303	374.00	285.00	6,50,30,035
Sep-17	381.50	314.25	45,86,712	381.30	313.30	3,89,78,987
Oct-17	353.00	316.80	25,76,443	352.90	316.10	2,40,82,413
Nov-17	417.40	339.00	75,74,880	417.40	338.70	7,18,29,479
Dec-17	396.70	347.70	26,21,438	396.65	347.20	2,20,65,206
Jan-18	423.00	372.40	43,72,808	422.60	372.10	3,07,62,094
Feb-18	390.50	315.00	22,73,423	390.95	318.30	2,01,54,661
Mar-18	379.35	331.75	12,64,329	379.50	331.05	1,77,51,728

Performance in comparison to broad-based indices such as BSE Sensex, Nifty

Comparative chart of Ujjivan Financial Services Limited Scrip with BSE Sensex and Nifty 50



Distribution of Shareholding as on March 31, 2018

DISTRIBUTION SCHEDULE AS ON 31/03/2018						
Sr.	Category (Amount)	No. of Cases	% of Cases	Total Shares	Amount	% of Amount
1	1-5000	67,582	87.96	65,16,101	6,51,61,010	5.39
2	5001- 10000	4,131	5.38	31,61,172	3,16,11,720	2.62
3	10001- 20000	2,394	3.12	36,01,562	3,60,15,620	2.98
4	20001- 30000	835	1.09	20,95,792	2,09,57,920	1.73
5	30001- 40000	426	0.55	15,01,132	1,50,11,320	1.24
6	40001- 50000	317	0.41	14,59,923	1,45,99,230	1.21
7	50001- 100000	515	0.67	36,92,923	3,69,29,230	3.06
8	100001 & Above	633	0.82	9,88,33,176	98,83,31,760	81.77
Total		76,833	100.00	12,08,61,781	1,20,86,17,810	100.00

12. Investor Education and Protection Fund - Unclaimed Dividend

Pursuant to section 125 of the Companies Act, 2013, all unpaid and unclaimed dividends are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government after the completion of seven years. The unclaimed dividend declared by the Company for the FY 2015-16 and FY 2016-17 are Rs. 41,475 and Rs. 1,63,868 respectively as on March 31, 2018 and the same will be transferred by the Company to IEPF on the completion of seven years, if remained unclaimed. The details of the unclaimed dividend can be accessed from the website of the Company from the link below:

http://www.ujjivan.com/html/Unclaimed_Dividend.php

13. Equity Shares in the demat suspense account / unclaimed suspense account

As on March 31, 2018 there are no shares in the demat suspense account / unclaimed suspense account.

14. Other Disclosures

i. Related Party Transactions

All the contracts or arrangements or transactions entered by the Company during the year ended March 31, 2018, were at arm's length basis and with the requisite approvals from the Audit Committee and the Board. The Company has a policy on materiality and on dealing with related party transactions which has been uploaded on our website at the link http://ujjivan.com/html/ujjivan_policies.php

i. Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years;

- Nil

ii. The Company in compliance with Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI Listing Regulations has established a Whistle Blower policy / Vigil Mechanism for the directors and employees to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the company's Code of Conduct or Ethics Policy. No person has been denied access to the Audit Committee. The Whistle Blower policy has been uploaded on our website at the link http://ujjivan.com/html/ujjivan_policies.php

iii. The Company has adopted Policy for Determination of Materiality of Events / Information for Disclosures, Policy on Preservation of Document and Archival Policy. The policies has been uploaded on our website at the link http://ujjivan.com/html/ujjivan_policies.php

iv. The Company has adopted the below discretionary requirements as specified in Part E of Schedule II of SEBI Listing Regulations:

- a. Separate posts of chairperson and chief executive officer
- b. Reporting of internal auditor directly to the audit committee

v. The Company is in compliance with the corporate governance requirements specified in regulation 17 to 27 of SEBI Listing Regulations and has an operational website www.ujjivan.com wherein the information as required under Regulation 46 of the SEBI Listing Regulations has been disseminated.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. The code is available on the Company's Website www.ujjivan.com.

I confirm that the Company has in respect of the year ended March 31, 2018, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Chief Financial Officer and the Company Secretary as on March 31, 2018.

Date: May 10, 2018

Place: Bangalore

Sudha Suresh

Managing Director and CEO

DIN: 06480567