

KINARA CAPITAL PRIVATE LIMITED

(formerly known as Visage Holdings and Finance Private Limited)

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Internal Guideline Corporate Governance

Table of Contents

Company's philosophy on corporate governance	2
RBI guidelines on corporate governance	2
Board of Directors	2
Duties and Responsibilities of Board of Directors	3
Minimum Information to be placed before the Board	4
Committees of the Board	4
Audit Committee	4
Nomination and Remuneration Committee	7
Risk Management Committee	9
IT Strategy Committee	11
Finance Committee	12
Corporate Social Responsibility ("CSR") Committee	13
IT Steering Committee	14
Information Security Committee	15
Asset-Liability Management Committee	15
Executive Risk Management Committee (EMRC)	16
Governance Committee under Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest (SARFAESI) Act 2002	17
Separate Independent Directors Meetings	17
Fit & Proper Criteria	18
Policies adopted by the company	18
Disclosure in the Financial Statements	18
Appointment and rotation of Statutory Auditors /Audit Partner(s)	18
Chief Compliance Officer ("CCO")	19
Chief Risk Officer ("CRO")	19
Review of Policy	19

Internal Guidelines on Corporate Governance Policy

Company's philosophy on corporate governance

Kinara Capital Private Limited (Formerly Known as Visage Holdings and Finance Private Ltd) (the **"Company"** / **"KCPL"**) is a NBFC-NDSI (Non-Banking Financial Company- Non-Deposit Taking-Systemically Important) registered with Reserve Bank of India. The Company recognizes its role as a corporate citizen and endeavors to adopt the best practices and the highest standards of Corporate Governance (**"CG"**) through transparency in business ethics, accountability to its customers, government, and other stakeholders. 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.

Corporate Governance means the system of rules, practices and processes by which a company is administered and controlled. It involves balancing the interests of the various stakeholders of the company including shareholders, employees, customers and the community within which it operates. These corporate governance guidelines will help the Company in attaining its objectives/goals, since it encompasses every sphere of operations, management, action plans, internal controls and regulatory disclosure.

The Company ensures good governance through the implementation of effective policies and procedures, which is mandated and regularly reviewed by the Board or the committees of the members of the Board.

RBI guidelines on corporate governance

In pursuant to Regulation 100 of the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 issued by RBI and as amended from time to time, the Company has framed the following internal Guidelines on Corporate Governance.

Board of Directors

The Board shall have an optimum combination of Executive, Non-executive and Independent Directors in line with the requirements of the provisions of the Companies Act, 2013 and other Applicable Laws and the Articles of Association of the Company.

The Board of directors shall meet at least four times a year, with a maximum time gap of one Hundred and twenty days between any two meetings.

The Board shall be responsible for overall compliance with the Corporate Governance of the Company and oversee the business affairs including responsibility for the Company's business strategy and financial soundness, key personnel decisions, internal organization and governance structure and practices, Risk Management and compliance obligations and in doing so, the Board must act honestly, in good faith and in the best interests of the Company. The Board should ensure that the Company's organizational structure enables the Board and SMP (SMP shall mean Senior Managerial Personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the Department Heads reporting to KMPs) to carry out their responsibilities and facilitates effective decision making and good governance. This includes clearly laying out the key responsibilities and authorities of the Board itself, of Senior Management and of those responsible for the control functions.

The Board should actively engage in the major matters of the Company and keep up with material changes in the Company's business and the external environment as well as act in a timely manner to protect the long-term interests of the Company.

Duties and Responsibilities of Board of Directors

In accordance with the provisions of Section 166 of the Companies Act, 2013 and as a matter of corporate governance, the directors of the Company have the following duties: -

- A director of a company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of the environment.
- A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- A director of a company shall disclose any situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- A director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
- A director of a company shall not assign his office and any assignment so made shall be void.

In addition to the above duties an Independent Director shall be subject to following professional conduct:

- Independent Director shall clear the Online Proficiency Self-Assessment through the Independent Director's Databank platform unless exempted by the Act.
- Registered on the databank of Independent directors maintained by Indian Institute of Corporate Affairs (IICA).
- Uphold ethical standards of integrity and probity.
- Act objectively and constructively while exercising his duties.
- Exercise his responsibilities in a bona fide manner in the interest of the company.
- Devote sufficient time and attention to his professional obligations for informed and balance decision making;
- Not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- Refrain from any action that would lead to loss of his independence.
- Where circumstances arise, which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- Assist the company in implementing the best corporate governance practices.

Minimum Information to be placed before the Board

Pursuant to RBI Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, the disclosures to be made by the Company to the directors shall include but not be limited to the following:

- a. all relevant information for taking informed decisions in respect of matters brought before the Board;
- b. The strategic and business plans and forecasts;
- c. The organizational structure of the Company and delegation of authority;
- d. Corporate and management controls and systems including procedures;
- e. Economic features and marketing environment;
- f. Information and updates as appropriate on the Company’s products;
- g. Information and updates on major expenditure;
- h. Periodic reviews of performance of the Company; and
- i. Report periodically about implementation of strategic initiatives and plans; and
- j. Advise the director about the levels of authority delegated in matters placed before the Board.

Committees of the Board

In compliance with the applicable provisions of the Act, RBI guidelines on Corporate Governance and in order to meet business exigencies, the Company has constituted its Board committees and Management Committees.

Audit Committee

The Company has in place the Audit Committee in accordance with the provisions of Section 177 of the Companies Act, 2013 and Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 issued by RBI. The Audit Committee shall have the powers and duties conferred upon it in compliance with RBI guidelines and the provisions of Section 177 of the Act.

Composition	<ul style="list-style-type: none"> • The Audit Committee shall consist of a minimum of three Non-Executive Directors with Independent Directors forming the majority. • The Chairperson of the Audit Committee shall be an Independent Director and who is appointed by the Board and in his absence, who is elected by the members of the Audit Committee. • All members of the Audit Committee shall be Financially literate and at least one member shall have accounting or related financial management expertise. • Care should be taken to minimize the risk of any conflicts of interest that might be seen to give rise to an unacceptable influence. • Each member of the Committee shall disclose to the Committee: <ul style="list-style-type: none"> ○ any personal financial interest (other than as a shareholder) in any matter to be decided by the audit committee; or ○ any potential conflict of interest arising from a cross-directorship. • Any such member shall abstain from voting on resolutions of the Committee in relation to which such interest exists and from participating in the discussions concerning such resolution. • The Chief Financial Officer, Finance Controller, Head of Internal Audit and a Statutory Auditor may be present as invitees for the meetings of the Audit
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	<p>Committee and may make recommendations to the Committee but shall not be entitled to vote on matters before the Committee. The Chief Executive Officer and other management team members may also be present, with the consent of the Audit Committee Chair for parts of, or the entire meeting.</p>
<p>Secretary and Resources</p>	<p>The Company Secretary of the Company shall act as the Secretary to the Committee and shall keep appropriate records of all the meetings of the Committee with minutes of the proceedings and resolutions including recording the names of those present and in attendance.</p> <p>The Board will ensure that the Audit Committee will have funds available to enable it to take Independent Legal, Accounting and other advice when the Audit committee reasonably believes it necessary to do so.</p> <p>The Committee shall be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members.</p>
<p>Meetings and Quorum</p>	<ul style="list-style-type: none"> • The audit committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. • The quorum for audit committee meeting shall comprise of atleast 3 Directors at any point in time out of which at least one Director shall be an Independent Director and at least one Director shall be an Investor Director. • A meeting of the Committee may be called at any time by any member of the Committee or by the Secretary. • Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and supporting papers (where appropriate), shall be forwarded to each member of the Committee and to each other person invited to attend not less than Seven days prior to the date of the meeting. • Each member of the Committee shall have one vote and the Committee shall act by majority vote. • The Chairperson of the Committee shall ask a representative of the External auditors and Internal auditor to attend meetings as required. The Committee, at the discretion of the Chairman, should have at least one meeting per year, or part thereof, with the External and Internal auditors without management being present to discuss matters relating to its remit and any issues arising from the Audit. • Meetings can be requested by the Secretary of the Committee upon the request of the External or Internal auditors if they consider one is necessary.
<p>Terms of reference</p>	<p>The Audit Committee shall act in accordance with the Terms of reference specified in writing by the Board which shall inter alia, include:</p> <ul style="list-style-type: none"> • Oversight of the Company’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible; • Recommendation for appointment, remuneration and terms of appointment of auditors of the Company; • Approval of payment to statutory auditors for any other services rendered by the statutory auditors; • Reviewing the quarterly, half yearly and annual financial statements and limited

	<p>review report and auditor's report thereon before submission to the board for approval, with particular reference to:</p> <ul style="list-style-type: none"> • 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; • changes, if any, in accounting policies and practices and reasons for the same; <ul style="list-style-type: none"> ○ major accounting entries involving estimates based on the exercise of judgment by management; ○ significant adjustments made in the financial statements arising out of audit findings; ○ compliance with legal requirements relating to financial statements; ○ disclosure of any related party transactions; ○ modified opinion(s) in the draft audit report; • Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process by holding private meetings with the auditor by considering the review of audit presentations and communications, risk identification and delivery against the audit plan, Assessment of professional skepticism throughout the audit, review of quality, experience, technical and industry knowledge of the auditor, resources and auditor's internal quality control procedures and reports. • Approval or any subsequent modification of transactions of the Company with related parties; • Scrutiny of inter-corporate loans and investments; • Evaluation of internal financial controls; • Reviewing performance of statutory and internal auditors, adequacy of the internal control systems; • Reviewing of internal audit function, reporting structure coverage and frequency of internal audit; • Discussion with internal auditors of any significant findings and follow up there on; • Reviewing the findings of any internal investigations by the internal auditors/Vigilance 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; • 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; • To review the functioning of the whistle blower mechanism and Vigil Mechanism; • To review the findings of compliance audit by the Chief Compliance officer and follow up there on; • To review and monitor major Compliance risk including the material financial loss or loss of reputation as a result of its failure to comply with laws, regulations, rules and codes of conduct, etc., applicable to its activities. • To oversee the implementation of Compliance Policy • A detailed annual review of Compliance function, Compliance risk assessment and formulate plans to manage it
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	<ul style="list-style-type: none"> • Compliance risk under the risk assessment framework of the Internal Audit Function, and Compliance Function shall be subject to regular internal audit. The CCO shall be kept informed of audit findings related to Compliance, which shall serve as a feedback mechanism for assessing the areas of Compliance failures. • Recommendation of appointment of Chief Financial Officer, Finance Head, Internal Audit Head after assessing the qualifications, experience and background, etc. of the candidate to the Board; • The Audit Committee must ensure that an Information System Audit of the internal systems and processes is conducted at least once in two years or more often if mandated by any regulation, to assess operational risks faced by the Company. • Carrying out any other function as is mentioned in the terms of reference of the audit committee • The CCO and Internal Auditor shall meet the Committee at quarterly intervals on a one-to-one basis, without the presence of the senior management, including MD & CEO
Reporting	<p>The Audit Committee shall report to the Board on how it has discharged its responsibilities, including:</p> <ul style="list-style-type: none"> • the significant issues that it considered in relation to the financial statements and how these issues were addressed. • its assessment of the effectiveness of the external audit process and its recommendation on the appointment or reappointment of the external auditor; and • any other issues on which the Board has requested the committee’s opinion.
Performance evaluation	<p>The Committee shall, on a regular basis, review its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval. The Committee shall evaluate its performance annually to assess their effectiveness. The Nomination and Remuneration Committee may facilitate such annual evaluation.</p>

Nomination and Remuneration Committee

The Company has constituted a ‘Nomination and Remuneration Committee’ in compliance with the provisions of Section 178 of the Companies Act, 2013 and the same is in conformity with the RBI guidelines issued in this regard from time to time. The Nomination and Remuneration Committee shall have the powers and duties conferred upon it in compliance with the provisions of Section 178 of the Act, RBI guidelines and such other duties, obligations and powers as may be prescribed by the Board of the Company from time to time.

The Company has also formulated a Nomination and Remuneration Policy that defines its role.

Composition	<ul style="list-style-type: none"> • The Committee shall consist of three or more Non-Executive directors out of which not less than one-half shall be Independent directors. • The Chairperson of the company may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee. • The Chairperson of the Committee shall be an Independent Non - Executive Director.
Secretary	The Company Secretary of the Company shall act as the Secretary to the

	Committee.
Meetings and Quorum	<ul style="list-style-type: none"> The Committee shall meet as and when necessary. The quorum shall be at least two Directors. Chairperson of the Committee or in his absence, any other Independent Director/member of the Committee authorized by him shall attend.
Terms of reference	<p>The Nomination and Remuneration Committee shall act in accordance with the terms of reference specified in writing by the Board which shall inter alia, include:</p> <ul style="list-style-type: none"> To formulate a criterion for determining qualifications, positive attributes and independence of a Director. To ensure 'fit and proper' status of proposed/ existing Directors 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. 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. Reviewing the required skills mix and expertise that the executive directors as well as independent and non-executive directors bring to the board. To recommend to the Board the appointment and removal of Senior Management. To carry out evaluation of the Director's performance and recommend to the Board appointment / removal based on his / her performance. To recommend to the Board on policy relating to remuneration for Directors including Executive Directors, Key Managerial Personnel and Senior Management. 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; Ensure that the level and composition of remuneration is reasonable and sufficient, the relationship of remuneration to performance is clear and meets appropriate performance benchmarks. Regularly reviewing the structure, size and composition of the Board, in line with regulatory requirements /SHA etc, and the Committees to ensure appropriate composition of the Committees of the Company by taking into account the specific needs of the Company, the board and committees. The Committee shall satisfy itself that processes and plans are in place for orderly succession for appointments to the Board, Board Committees, the position of the CEO and CFO and other critical positions that may be identified by the NRC/ Board, to maintain an appropriate balance of skills and experience and to ensure that succession plans are reviewed periodically. Evaluating the effectiveness of the Board and the effectiveness of the directors in the discharge of their responsibilities. Ensuring that an effective induction program for new directors is in place and regularly reviewing its effectiveness. Ensure that the term of office of members of the board is structured in a manner that ensures the Company retains institutional memory and to aid the process of

	<p>inducting new Board members.</p> <ul style="list-style-type: none"> • Ensure that the CEO has put into place and is monitoring succession planning systems and policies for senior management, including processes to identify, develop and retain the talent of key senior personnel while maintaining an appropriate balance of skills and experience and to ensure that this is reviewed periodically. • Ensuring that directors receive ongoing development on their duties, responsibilities, and understanding of the business and are provided with appropriate and timely training, on an ongoing basis. • Ensuring that each new director receives a formal letter of appointment. • To review and approve the Nomination and Remuneration policy and Performance evaluation policy.
Performance evaluation	<p>Establish procedures for the Committee to oversee the evaluation of the performance of the Board and each Director and the Company Secretary, including an assessment of whether each Director has devoted sufficient time to their duties. The Committee shall evaluate its performance annually to assess their effectiveness. The Nomination and Remuneration Committee shall facilitate such annual evaluation.</p>

Risk Management Committee

The Company has in place a Risk Management Committee constituted in accordance with the RBI guidelines in this regard. The Risk Management Committee is responsible for managing, inter alia the integrated risk which includes liquidity risk, interest rate risk, currency risk and such other functions as may be assigned to it by the Board of the Company. Further, the Risk Management Committee shall ensure that progressive risk management system and a strategy followed by the Company are put in place.

The Company has formulated a Risk Management Policy that defines its role.

Composition	<p>The Risk Management Committee shall consist of a minimum of three directors including the founder/CEO. The Chairperson of the Company can be a member, but not chairperson of the committee, provided he has expertise in the risk domain.</p>
Secretary	<p>The Company Secretary of the Company shall act as the Secretary to the Committee.</p>
Meetings and Quorum	<p>The Committee shall on quarterly basis review and monitor the risk associated with business of the Company. The Chairperson for the meeting shall be an independent director and the valid quorum shall be not less than 2 comprising one Independent director and the founder and in her absence, an Investor director.</p>
Terms of reference	<p>The Risk Management Committee shall act in accordance with the terms of reference specified in writing by the Board which shall inter alia, include:</p> <ul style="list-style-type: none"> • To periodically review the risk management processes and practices of the Company and ensure that the Company is taking the appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities. • To review and approve the Risk Management Framework including risk appetite and risk management policies of the Company and oversee its effective

	<p>implementation.</p> <ul style="list-style-type: none"> • To periodically assess risks to the effective execution of business strategy and review key leading indicators in this regard. • To ensure all the current and future risks of the company are identified, assessed and ensure that the management has taken adequate steps to monitor and control / mitigate the risks in a timely manner, including the outsourcing risk. • To oversee the risk models used in credit decisioning. • To Oversee statutory / regulatory reporting requirements related to risk management. • To ensure the adequacy of capital under the stress scenarios, which provides an insight on the impact of extreme but plausible scenarios on the risk profile and capital position. • To review relevant reports on any significant deficiencies or material weaknesses in the design or operation of internal controls. • To apprise the Board of Directors at regular intervals regarding the process of putting in place a progressive risk management system, risk management policy and strategy. • The role and responsibilities of the risk management committee shall include such other items as may be prescribed by applicable law or the Board in compliance with applicable law, from time to time. • Have access to any internal information necessary to fulfill its oversight role and the authority to obtain advice and assistance from internal or external legal, accounting or other advisors. • To ensure regulatory compliance on risk management and prudential norms set by RBI/ Govt. / Other regulatory agencies. • To review the performance of CRO periodically. The Committee shall meet with the CRO without the presence of other management members on a quarterly basis. • To oversee risk culture is embedded in the organization at every level and ensuring management of risk is an intrinsic part of the job. • To ensure the management has established crisis management plans to respond to major risks, such as natural disasters, terrorism, cyberattacks, epidemics, civil disorder, black swan events, and other events that could compromise the enterprise's human or their resources or disrupt the value chain as appropriate.
<p>Performance evaluation</p>	<p>The Committee shall evaluate its performance annually to assess their effectiveness. The Nomination and Remuneration Committee shall facilitate such annual evaluation.</p>

IT Strategy Committee

The Company has in place the IT Strategy Committee constituted in accordance with the RBI guidelines. The IT Strategy Committee's primary goal is to approve IT Strategy and policy documents ensuring that the management has put an effective strategic planning process.

<p>Composition</p>	<ul style="list-style-type: none"> • The IT Strategy Committee shall consist of a minimum of three Members. • The Company may designate a senior executive as the Chief Information Officer (CIO) or in-Charge of IT operations whose responsibility is to ensure implementation of IT Policy. • Independent Director to be the Chairperson of the Committee • Chairperson shall have minimum 7 years of experience in managing information systems and/or leading/guiding technology/cybersecurity initiatives/projects. • CISO shall be permanent invitee of ITSC Committee • All the members of the IT Strategy Committee should have the ability to understand and evaluate information systems and associated IT/cyber risks.
<p>Secretary</p>	<p>The Company Secretary of the Company shall act as the Secretary to the Committee.</p>
<p>Meetings and Quorum</p>	<ul style="list-style-type: none"> • The Committee shall meet on a quarterly basis. • The quorum for the committee meeting shall be two members.
<p>Terms of reference</p>	<ul style="list-style-type: none"> • Carrying out review and amending the IT strategies in line with the corporate strategies, Board Policy reviews, cyber security arrangements and any other matter related to IT Governance • Approving IT strategy and policy documents and ensuring that the management has put an effective strategic planning process in place; • Ascertaining that management has implemented processes and practices that ensure that the IT delivers value to the business; • Ensuring IT investments represent a balance of risks and benefits and that budgets are acceptable; • 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; • Reviewing NBFC's growth and assessing and mitigating exposure towards IT risks and controls. • Guide in preparation of IT Strategy and ensure that the IT Strategy aligns with the overall strategy of the RE towards accomplishment of its business objectives; • Satisfy itself that the IT Governance and Information Security Governance structure fosters accountability, is effective and efficient, has adequate skilled resources, well defined objectives and unambiguous responsibilities for each level in the organisation; • Ensure that the Company has put in place processes for assessing and managing IT and cybersecurity risks • Ensure that the budgetary allocations for the IT function (including for IT security), cyber security are commensurate with the Company's IT maturity, digital depth, threat environment and industry standards and are utilised in a manner intended for meeting the stated objectives;

	<ul style="list-style-type: none"> Review, at least on an annual basis, the adequacy and effectiveness of the Business Continuity Planning (BCP) and Disaster Recovery (DR) Management.
Performance evaluation	The Committee shall evaluate its performance annually to assess their effectiveness. The Nomination and Remuneration Committee shall facilitate such annual evaluation.

Finance Committee

The Company has in place the Finance Committee vested with the powers for smooth functioning of day to day activities and ease of operation.

Composition	The Finance Committee shall consist of a minimum of Two Members.
Secretary	The Company Secretary of the Company shall act as the Secretary to the Committee.
Meetings and Quorum	The Committee shall meet as when necessary and the Quorum for the meeting is Two Directors
Terms of reference	<p>The Finance Committee shall act in accordance with the terms of reference specified in writing by the Board which shall inter alia, include:</p> <ul style="list-style-type: none"> Approval of Borrowings, investments, grant loans or give guarantees or provide security in respect of loans as per Section 179(d) to (f) of the Companies Act 2013 up to limits specified by Board or Shareholders from time to time. <p>Clause (d) to (f) of section 179 of The Companies Act 2013:</p> <ul style="list-style-type: none"> (d) To borrow monies. (e) To invest the funds of the Company. (f) To grant loans or give guarantees or provide security in respect of loans <ul style="list-style-type: none"> To authorize sell-out / buy out, assignment and securitization transactions. To accept appointment / empanelment as BC (Business Correspondent), Corporate Insurance agent. To avail all banking facilities such as, opening of accounts, online / net banking, CMS, Trade finance, ECS, closing of accounts and any other such products offered by banks, on behalf of the Company and also authorized to sub- delegate the powers to any of the officers of the Company. To appoint authorized signatories or remove signatories for operating the companies banking facilities (including online/ net banking). Approval for Split up of securities issued by the Company issued under Companies Act, 2013. Approval for issue and allotment of Non- Convertible Debentures up to limits specified by Board or Shareholders from time to time. Redemption of Non-Convertible Debentures issued by the Company as per the agreed terms and conditions. Prepayment of Loans and Non-Convertible Debentures issued by the Company as per the agreed terms and conditions. To avail call or put option for the Non-Convertible Debentures issued by the Company as per the agreed terms and conditions. To approve availment of any of the services provided with respect to collection,

	<p>aggregation of funds such as collection account in whatsoever name, such as Cash management facilities, from any bank or financial service provider and all matters associated with the same.</p> <ul style="list-style-type: none"> • To approve availment of any of the services provided by a bank with respect to disbursal /payment / transfer of funds such as Host to Host payment services, API (automated payment interface) facilities from any bank or \financial service provider and all matters associated with the same. • Closing of any bank accounts and closing or terminating of any financial services availed in the past from any bank, financial institution, or financial service providers. • To avail Demat & Trading Facilities or setting up any other facilities for trading for treasury operations and appoint or remove authorized signatories operating such facilities. • Appointment or Change of Registrar and Transfer Agent for the Company's Debentures, Equity shares and other securities issued under the Companies Act 2013 and admission of such securities on Depositories. • To authorize employees of the Company to execute agreements and to represent the Company in the ordinary course of business including, without limitation, registration of lease deeds, leave and license agreements and making representations to jurisdictional authorities.
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Corporate Social Responsibility ("CSR") Committee

The Company has in place the CSR Committee which recommends the CSR activities to the Board and monitors CSR activities of the Company in accordance with the provisions of Section 135 of Companies Act, 2013.

Composition	<ul style="list-style-type: none"> • As per Section 135(1), three or more Directors including at least one Independent Director shall form CSR Committee. • Independent Director to be the Chairperson of the Committee
Secretary	The Company Secretary of the Company shall act as the Secretary to the Committee.
Meetings and Quorum	<ul style="list-style-type: none"> • The Committee shall meet at an appropriate frequency as and when required not less than once in a Financial Year. • The quorum for the committee meeting shall be two members.
Terms of reference	<ul style="list-style-type: none"> • To formulate and recommend to the Board of Directors, the CSR Policy which shall indicate the activities to be undertaken as specified in Schedule VII of the Act and the applicable rules; • To recommend the areas of interest under which CSR activities can be undertaken by the Company in collaboration with other companies or any other entity; • To recommend the amount of expenditure to be incurred on the CSR activities planned for the year; • To formulate the CSR Budget based on the CSR activities planned for the year; • To create an effective due diligence and monitoring mechanism for implementation of the approved CSR activities; • To submit reports to the Board of Directors in respect of the CSR activities

	<p>undertaken by the Company</p> <ul style="list-style-type: none"> To formulate and recommend to the Board, an annual action plan in pursuance of its CSR Policy, which shall include the following, namely:- <ul style="list-style-type: none"> (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 sub-rule (1) of rule 4; (c) the modalities of utilization of funds and implementation schedules for the projects or programmes; (d) details of need and impact assessment, if any, for the projects undertaken by the company.
Performance evaluation	The Committee shall evaluate its performance annually to assess their effectiveness. The Nomination and Remuneration Committee may facilitate such annual evaluation.

Management Committees:

IT Steering Committee

The Company has in place the IT Steering Committee constituted in accordance with the RBI guidelines. The IT Strategy Committee’s primary goal is to determine whether IT processes are aligned with business requirements, implement and monitor the decisions and strategies undertaken by the IT Strategy Committee/Board of the Directors of the Company.

Composition	<ul style="list-style-type: none"> The Committee shall consist of representatives at Senior Management level from IT and Business functions. The Committee shall consist of CTO, CEO and Head - Product. The Chairperson shall be appointed by the Board and in his absence who is elected by the members of the Committee. CISO shall be permanent invitee of IT Steering Committee
Meetings	The Committee shall meet at least on a quarterly basis.
Terms of reference	<ul style="list-style-type: none"> Assist the Board/ IT Strategy committee in strategic IT planning, oversight of IT performance, and aligning IT activities with business needs. Monitor the IT Performance and align the IT activities with business needs. Update to the Board/IT Strategy committee and CEO periodically on activities of IT Steering committee Establish the framework/ mechanism for effective disaster recovery management. Monitor and manage the business continuity planning process and disaster recovery. Be Accountable for identifying, communicating, measuring, and mitigating IT risks. Work with other relevant committees within the organization, such as the Audit Committee and Incident Response Team, to ensure policies are approved and to escalate and appropriately. Report significant security incidents to the board, government agencies and law enforcement.

	<ul style="list-style-type: none"> Ensure implementation of a robust IT architecture meeting statutory and regulatory compliance.
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Information Security Committee

The Company has in place the Information Security Committee constituted in accordance with the RBI guidelines. The IT Strategy Committee's primary goal is to determine whether IT processes are aligned with business requirements, implement and monitor the decisions and strategies undertaken by the IT Strategy Committee/Board of the Directors of the Company.

Composition	<ul style="list-style-type: none"> The Committee shall consist of CEO, COO, CRO, CISO, CTO CFO, Head – Internal Audit and Head – Product may be invitees to the meetings The Chairperson shall be appointed by the Board and in his absence who is elected by the members of the Committee.
Meetings	<ul style="list-style-type: none"> The Committee meeting shall be conducted minimum four times a year. The meeting shall be conducted with the presence of at least three members where CRO attendance is mandatory.
Terms of reference	<ul style="list-style-type: none"> Development of information/ cyber security policies, implementation of policies, standards and procedures to ensure that all identified risks are managed within the RE's risk appetite Approving and monitoring information security projects and security awareness initiatives Reviewing cyber incidents, information systems audit observations, monitoring and mitigation activities Updating ITSC periodically on the activities of ISC

Asset-Liability Management Committee

The Company has in place the Asset-Liability Management Committee ("ALCO") constituted in accordance with the RBI guidelines. The ALCO is a sub-committee of the Risk Management Committee of the Board. The ALCO's primary goal is to evaluate, monitor and approve practices relating to risk due to imbalances in the capital structure. The Company has a Board approved Asset Liability Management Policy in place and required disclosures to the effect are made from time to time.

The Company has formulated ALM Policy.

Composition	<ul style="list-style-type: none"> The Asset Liability Committee shall consist of a minimum of three members including senior management team members. The CEO/CMD or the ED to be the Chairperson of the Committee The Chiefs of Investment, Credit, Resource Management or Planning, Funds Management/ Treasury (forex and domestic) may be members of the Committee
Secretary	The Company Secretary of the Company shall act as the Secretary to the Committee.
Meetings and Quorum	<ul style="list-style-type: none"> The Committee shall meet on a Quarterly basis. The quorum for the committee meeting shall be two members.
Terms of reference	<ul style="list-style-type: none"> Formulate an Asset Liability Management Policy to assure adequate liquidity and capital to achieve long term objectives.

	<ul style="list-style-type: none"> • Define structure, responsibilities and controls for managing liquidity risk and oversee the liquidity position of the Company. • Identify the mix of incremental assets and liabilities based on the desired maturity profile. • Ensure adequacy of cash flow projections and assumptions used. • Review liquidity stress test scenarios including assumptions and results of such tests and put in place a contingency funding plan. • Review ALM policy on a periodic basis and make recommendations to the Board for changes, if any. • Review of interest rates on advances • To include product pricing for advances, desired maturity profile of the incremental assets and liabilities, etc. • To review the results of and progress in implementation of the decisions made in the previous meetings. • To articulate the current interest rate view of the Company and base its decisions for future business strategy on this view. • To decide on source and mix of liabilities or sale of assets. • To develop a view on future direction of interest rate movements and decide on a funding mix. • To manage Collateral Position Management
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Executive Risk Management Committee (ERMC):

The Company has in place the Executive Risk Management Committee (“ERMC”) constituted in accordance with the RBI guidelines. The ERMC is a management level committee that reports to the Risk Management Committee of the Board.

Composition	<ul style="list-style-type: none"> • The Committee shall consist of CEO, COO, CFO, CRO • CTO, Head of Credit, Data Science, Operations, Internal Audit, Product, CCO may be invitees to the meeting • The Chairperson shall be appointed by the Board and in his absence who is elected by the members of the Committee.
Secretary	The Company Secretary of the Company shall act as the Secretary to the Committee.
Meetings and Quorum	<ul style="list-style-type: none"> • The Committee will be conducted with the presence of at least three members where CRO attendance is mandatory. • The Committee shall meet a minimum four times a year
Terms of reference	<ul style="list-style-type: none"> • To assist RMC in setting up risk strategies, framework, review the risk management policies, procedures and recommend to RMC for approval. • To implement Risk Identification, assessment and Measurement process and review enterprise-wide risks. • To review the risk profile of the organization and recommend necessary risk limits and triggers. • To recommend risk appetite of the entity with tolerance limits for effective monitoring.

	<ul style="list-style-type: none"> • To implement RCSA process and monitor key risks and the effectiveness of the control system. • To review the outsourcing framework and periodic assessment. • To review credit risk profile and provide guidance to improve upon the asset quality. • To review and monitor the liquidity and interest rate risk related critical ratios and recommend internal limits. • To review the stress testing of asset portfolio and liquidity risk for suitable actions with respect to provisions, fundraising and capital planning. • To review emerging risks which may impact the long -term strategic objectives and recommend suitable actions. • To ensure that the risk awareness culture is pervasive throughout the organization. • To review issues raised by Internal audit that impact the risk management framework.
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Governance Committee under Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest (SARFAESI) Act 2002:

The Company has in place the Governance Committee constituted in accordance with the SARFAESI Act.

Composition	The Committee shall consist of COO, Department Head of Legal and Collection and Sub department Head of Legal and Collection and Vertical Legal Head.
Terms of reference	<ul style="list-style-type: none"> • To appoint authorized officer to exercise the rights of the secured creditor under SARFAESI Act; • To approve the action under SARFAESI ACT against the borrower for recovery purpose and monitor the same; • To accept the valuation report of the secured asset; and • Fixation of reserved price for sale of the assets through auction.

Separate Independent Directors Meetings

1. The Independent Directors of the company shall hold at least one meeting in a Financial year, without the attendance of Non-Independent Directors and members of management;
2. All the Independent directors of the company shall strive to be present at such meeting.
3. The meeting shall:
 - a) reviews the performance of non-independent directors and the Board as a whole;
 - b) reviews the performance of the Chairperson of the company, considering the views of executive directors and non-executive directors;
 - c) assesses 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.

Fit & Proper Criteria

The Company has adopted a Policy on Fit & Proper Criteria of Directors. This policy defines an internal supervisory process of due diligence to determine the appropriateness of the persons for their appointment/continuing to hold appointment as Director on the Board of the Company. The Policy, in line with the RBI guidelines, also provides for obtaining a Fit & Proper declaration from the Director proposed to be appointed and annually from all the Directors on a continuing basis as on March 31.

The Company shall furnish to RBI a quarterly statement on change of directors, and a certificate from the Managing Director that fit and proper criteria in selection of the directors has been followed within 15 days of the close of the respective quarter. The statement to be submitted by the Company for the quarter ending March 31, shall be certified by the Statutory auditors.

Policies adopted by the company

The Company has framed and adopted policies as per regulatory requirements and as approved by the Board of the Company which forms part and parcel of the overall corporate governance framework of the Company.

Disclosure and transparency

1. The Company shall put up to the Board of Directors, at regular intervals, as may be prescribed by the Board in this regard, the following:
 - the progress made in putting in place a progressive risk management system and risk management policy and strategy followed by the Company;
 - conformity with corporate governance standards viz., in composition of various committees, their role and functions, periodicity of the meetings and compliance with coverage and review functions, etc.
2. The Company shall also disclose the following in their Annual Financial Statements, with effect from March 31st, 2015:
 - registration/ license/ authorisation, by whatever name called, obtained from other financial sector regulators;
 - ratings assigned by credit rating agencies and migration of ratings during the year;
 - penalties, if any, levied by any Regulator;
 - information namely, area, country of operation and joint venture partners with regard to Joint ventures and overseas subsidiaries; and
 - Asset-Liability profile, extent of financing of parent company products, NPAs and movement of NPAs, details of all off-balance sheet exposures, structured products issued by them as also securitization/ assignment transactions and other disclosures.

Appointment and rotation of Statutory Auditors /Audit Partner(s)

The appointment and rotation of Statutory Auditors shall be as per the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) issued by RBI and as amended from time to time and Policy on Appointment of Statutory Auditors adopted by the Company and as may be amended from time to time.

Chief Compliance Officer ("CCO")

The Reserve Bank of India (RBI) through its circular regarding Scale Based Regulation (SBR)- A Revised Regulatory Framework for NBFCs dated October 22, 2021 and Compliance Function and Role of Chief Compliance Officer dated April 11, 2022 has mandated appointment of Chief Compliance Officer ("CCO") in NBFC-ML. The CCO is required to function independently with specified roles and responsibilities and to ensure highest standards of compliance.

The Board of Directors at its Meeting held on July 25, 2023, appointed Chief Compliance Officer of the Company. The roles and responsibilities of CCO are defined in the Compliance Policy.

Chief Risk Officer ("CRO")

The Reserve Bank of India (RBI) pursuant to its Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 issued dated October 19, 2023 has mandated appointment of Chief Risk Officer ("CRO") for NBFCs with asset size of more than ₹5,000 crore. The CRO is required to function independently so as to ensure highest standards of risk management.

The Company has not yet reached the asset size of more than ₹5,000 crore; however, the Board of Directors at its Meeting held on May 03, 2024, appointed Chief Risk Officer of the Company. The roles and responsibilities of CRO are defined in the Risk Management Policy.

Review of Policy

The policy will be approved by the Board and hosted on the official website of the Company.

The Policy will be reviewed on an annual basis or as and when deemed necessary by the Board in the context of changing regulation and guidelines and emerging best practices with a view to enhancing the Company's governance.