



POLICY GUIDELINES ON CORPORATE GOVERNANCE

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Created By:	Secretarial
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A. PREAMBLE

Authum Investment & Infrastructure Limited (“Authum” or the “Company”), Middle Layer Non-Banking Finance Company (NBFC -ML) is registered with the Reserve Bank of India (RBI).

It is the Company’s endeavor to excel through better Corporate Governance and fair and transparent 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. For an effective system of corporate governance, there must be transparency between the shareholders, stakeholders, and management of the organization. Therefore, for an effective corporate governance framework, there must be a seamless transition between the above.

The policy is made in accordance with the guidelines issued by the Reserve Bank of India (RBI) vide its Master Circular no. RBI/2015-16/12 DNBR (PD) CC.No.053/03.10.119/2015-16 dated July 1, 2015 (“RBI circular”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”).

The policy will be in force till it is revised by the Board or till any amendments in the guidelines make review necessary.

B. GOVERNANCE STRUCTURE

a. BOARD OF DIRECTORS –

Corporate Governance is primarily the responsibility of the Board as a group. The Board performs its duties with the support of managerial staff. Further, the Company believes that an active, well-informed and Independent Board is necessary to ensure the highest standards of Corporate Governance. The Board shall oversee the performance of the company and should ensure shareholders’ protection and maximization of their long-term values. Additionally, the Board along with its constituted Committees shall provide direction and guidance to the senior management; and shall further supervise and review the performance of the Company.

Further, the Board will have a vital role to play in the matters relating to Policy Formulation, implementation and strategic issues which are crucial for the long-term development of the organization.

There should be an active participation of Independent Directors in the Company.

Composition of the Board:

The Company's 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, SEBI LODR, RBI Regulations, other applicable acts if any and the Articles of Association of the Company.

Code of Conduct:

The Company has framed a Code of Conduct / Business Ethics for its Non-Executive Directors and employees. All Non-Executive Directors on the Board of the Company and employees shall ensure compliance with the same.

Board Meetings, Size and Quorum:

The Board Meetings of the Company shall be held as per the requirements prescribed under the Companies Act, 2013, Regulation 17 of the SEBI LODR and as decided by the Board of Directors. The Board's strength shall be minimum 6 (six) and maximum number of directors shall be as per the limit specified in the Companies Act 2013, SEBI Listing Regulations and the Article 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 quorum for the meeting shall be one-third of its total strength or three directors, whichever is higher, including at least one independent director.

Information to be placed before Board and Committees:

All the matters which are of strategic importance, statutorily mandatory and of material significance shall be placed before the Board. To enable the Board members to undertake their responsibilities effectively and take informed decisions; detailed agenda papers, with explanations on each item, shall be sent to each Director well in advance of the Board and its Committee meetings. All the items on the agenda shall be discussed in detail, during the Board and its Committee meetings. Each Board member is free to suggest inclusion of items in the agenda and raise any matters that are not on the agenda of the Board Meeting with the permission of the Chair. If the subject matter of agenda is sensitive, relevant information can be made available only at the time of the Board Meeting. The Board members shall have complete access to any information, within the Company and to any employee of the Company.

Minutes:

The minutes of all meetings of the Board shall be circulated to all the Board members and shall be noted in the consequent Board Meeting.

b. Committees of the Board –

The Board functions as a full Board and also through various Committees constituted to oversee specific areas. The Committees have constituted to ensure the smooth functioning of the operational issues assigned to them by the Board.

Accordingly, the Board shall have the following sub-committees:

- Audit Committee
- Risk Management Committee
- Nomination and Remuneration Committee
- Stakeholder Relationship Committee
- Corporate Social Responsibility Committee
- Asset-Liability Management Committee
- IT Strategy & Steering Committee, and
- Fund Raising Committee
- Customer Service Committee
- Review Committee for Classification as a Wilful Defaulter
- Committee of Executives for Monitoring and Follow-Up on Cases Of Fraud

A. AUDIT COMMITTEE:

The Company has an Audit Committee constituted under the provisions of Section 177 of the Companies Act'2013, Regulation 18 of SEBI LODR and as per the extant RBI guidelines in this regard.

- Composition:**
- (a) The audit committee shall have minimum three directors as members.
 - (b) At least two-thirds of the members of audit committee shall be independent directors.
 - (c) All members of audit committee shall be financially literate and at least one member shall have accounting or related financial management expertise.
 - (d) The chairperson of the audit committee shall be an independent director and he/she shall be present at Annual general meeting to answer shareholder queries.
 - (e) The Company Secretary shall act as the secretary to the audit committee.

Quorum: The quorum for audit committee meeting shall either be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

Frequency: The audit committee shall meet at least four times in a financial year and not more than 120 days shall elapse between two consecutive meetings.

Role and Responsibilities

The role and responsibilities of the Audit Committee shall include the following:

1) Financial Statements:

- To 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.
- To review 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;
- To evaluate the internal financial controls and risk management systems.
- To review management discussion and analysis of financial condition and results of operations.
- To review management letters / letters of internal control weaknesses issued by the statutory auditors.
- To review the financial statements, in particular, the investments made by the unlisted subsidiary.

2) Appointment and Re-appointment of Statutory Auditors

- To recommend to the Board appointment/ reappointment, remuneration and terms of appointment of Statutory Auditors ("Auditor/Auditors") of the Company including filling of any casual vacancy thereof and if required, the replacement or removal of the Auditor.
- To discuss 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 and monitor the auditor's independence and performance, and effectiveness of audit process.
- To review the performance of Statutory Auditor on an annual basis. Any serious lapses/negligence in audit responsibilities or conduct issues on part of the auditor or any other matter considered as relevant shall be reported to RBI within two months from completion of the annual audit. Such reports should be sent with the approval/recommendation of the ACB, with the full details of the audit firm.
- To review with the management adequacy of the internal control systems.
- To approve and recommend to the Board availing of such other services from the Auditors as may be deemed necessary from time to time excluding such services as may be prohibited from time to time and payment for the same.

3) Internal Audit

- To approve a Risk Based Internal Audit (“RBIA”) plan to determine the priorities of the internal audit function based on the level and direction of risk, as consistent with the Company’s goals.
- To recommend the appointment, removal and terms of remuneration of the Chief Internal Auditor/ Head of Internal Audit shall be subject to review by the audit committee.
- To meet the Head of Internal Audit at least once in a quarter, without the presence of the senior management (including the MD & CEO/WTG).
- To review 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.
- To review the performance of RBIA
- To formulate and maintain a quality assurance and improvement program that covers all aspects of the internal audit function.
- To discuss with internal auditors of any significant findings and follow up there on.
- To review 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.
- To review internal audit reports relating to internal control weaknesses
- To put in place and monitor a robust system of internal audit of all outsourced activities
- To review and recommend performance evaluation of HIA to the Board

4) Related Party Transactions

In accordance with the provisions of the Companies Act, 2013 and Rules made thereunder (“the Act”) and/or Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time:

- To approve all related party transactions and any subsequent modification of transactions of the Company with related parties
- To define “material modifications” and disclose it as part of the policy on materiality of related party transactions and on dealing with related party transactions;
- To grant prior approval to all RPTs to be entered into by the Company in accordance with Regulation 23 of the SEBI Listing Regulations as amended from time to time.
- To grant prior approval for all RPTs which are not in the ordinary course of business and/or on arm’s length basis and if approved, recommending it to the Board and for further placing it before the Shareholders for approval in case the transactions exceed the values prescribed under the Act.
- To grant omnibus approval for RPTs proposed to be entered into by the Company, which shall be valid for a period not exceeding one year and shall

require fresh approval after the expiry of one year. The omnibus approval shall be subject to following conditions:

- a) the audit committee shall lay down the criteria for granting the omnibus approval in line with the policy on related party transactions and such approval shall be applicable in respect of transactions which are repetitive in nature.
 - b) the audit committee shall satisfy itself regarding the need for such omnibus approval and that such approval is in the interest of the listed entity.
 - c) the omnibus approval shall specify:
 - (i) the name(s) of the related party, nature of transaction, period of transaction, maximum amount of transactions that shall be entered into,
 - (ii) the indicative base price / current contracted price and the formula for variation in the price if any; and
 - (iii) such other conditions as the audit committee may deem fit.
- To review, at least on a quarterly basis, the details of related party transactions entered into by the Company or its subsidiary pursuant to each of the omnibus approvals given.
 - To approve a related party transaction to which the unlisted subsidiary of the Company is a party but the Company is not a party entity if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds ten per cent of the annual standalone turnover, as per the last audited financial statements of such subsidiary;
 - The members of the audit committee, who are independent directors, may ratify related party transactions within three months from the date of the transaction or in the immediate next meeting of the audit committee, whichever is earlier, subject to the following conditions:
 - a) the value of the ratified transaction(s) with a related party, whether entered into individually or taken together, during a financial year shall not exceed rupees one crore
 - b) the transaction is not material in terms of the provisions of Regulation 23 of the SEBI Listing Regulations
 - c) rationale for inability to seek prior approval for the transaction shall be placed before the audit committee at the time of seeking ratification.

5) Information Systems Audit (“IS Audit”)

- Shall be responsible for exercising oversight of IS Audit of the Company.
- To approve the IS Audit Policy and review the same at least annually.
- To review critical issues highlighted related to IT / information security / cyber security and provide appropriate direction and guidance to the RE’s Management

6) Others

- To review 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 utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter.

- To scrutinize the inter-corporate loans and investments.
- To carry out valuation of undertakings or assets of the listed entity, wherever it is necessary.
- 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.
- to review the functioning of the whistle blower mechanism.
- approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate.
- To review the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.
- To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- To review statement of deviations:
 - a) quarterly statement of deviation(s) including report of monitoring agency, if any, submitted to stock exchange(s) in terms of Regulation 32(1).
 - b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).
- Authority to investigate into any matter in relation to the items specified in section 177 (4) of the Companies Act, 2013 or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company.
- To approve any adjustments to the ECL model output (i.e. a management overlay) and its rationale and basis should be clearly documented.
- To review the ageing analysis of entries pending reconciliation with outsourced vendors
- To approve the classification of accounts that are past due beyond 90 days but not treated as impaired, with the rationale for the same clearly documented. Further, the number of such accounts and the total amount outstanding and the overdue amounts should be disclosed in the notes to the financial statements.
- In the limited circumstances where the Company rebuts the presumption under Ind AS 109 on credit risk, it should be done only with clear documentation of the justification for doing so. All such cases shall be placed before the Committee. NBFCs shall not defer the recognition of significant increase in credit risk for any exposure that is overdue beyond 60 days.
- To periodically review the cases of wilful default and recommend steps to be taken to prevent such occurrences and their early detection should these occur.
- To review on half yearly basis reports related to delayed submission or non-submission of the disclosures and any breach under this Code of Conduct for Prevention of Insider Trading.

- Performing such other activities as may be delegated by the Board and/or prescribed under the Companies Act, the Listing Regulations, RBI Master Directions, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India including Securities and Exchange Board of India, Reserve Bank of India any other regulatory authority.

B. RISK MANAGEMENT COMMITTEE:

The Company has in place a Risk Management Committee constituted in accordance with Regulation 21 of SEBI LODR and the RBI guidelines

- Composition:** (a) The Risk Management Committee shall have minimum three members with majority of them being members of the board of directors, including at least one independent director.
- (b) The Chairperson of the Risk management committee shall be a member of the board of directors and senior executives of the listed entity may be members of the committee.

Quorum: The quorum for a meeting of the Risk Management Committee shall be either two members or one third of the members of the committee, whichever is higher, including at least one member of the board of directors in attendance.

Frequency: The risk management committee shall meet at least twice in a financial year. Not more than two hundred and ten days shall elapse between any two consecutive meetings.

Roles and Responsibilities:

The role and responsibilities of the Risk Management Committee shall include the following:

- To formulate a detailed risk management policy which shall include:
 - a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - b) Measures for risk mitigation including systems and processes for internal control of identified risks.
 - c) Business continuity plan.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems.

- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity.
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken.
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.
- To monitor adherence to the sectoral exposure limits so fixed on an ongoing basis.
- To evaluate the overall risks faced by the Company including liquidity risk and shall report to the Board.
- To meet the CRO without the presence of the MD and CEO, at least on a quarterly basis.
- To review half yearly update on all material outsourcing records.
- To periodically review and update risk management policy of the Company in consultation with the IT Strategy Committee
- to review IT related risks, including the Cyber Security related risks at least on a yearly basis.
- Performing such other activities as may be delegated by the Board and/or prescribed under the Companies Act, the Listing Regulations, RBI Master Directions, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India including Securities and Exchange Board of India, Reserve Bank of India any other regulatory authority.

C. 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, Regulation 19 of SEBI LODR and RBI Directions and other applicable acts, issued in this regard from time to time.

Composition: (a) the committee shall comprise of at least three directors;
(b) all directors of the committee shall be non-executive directors;
(c) at least two-thirds of the directors shall be independent directors;
(d) The Chairperson of the nomination and remuneration committee shall be an independent director.

Quorum: The quorum for a meeting of the nomination and remuneration committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance.

Frequency: The Nomination & Remuneration Committee shall at least once in a financial year.

Roles and Responsibilities:

The role and responsibilities of the Nomination and Remuneration Committee shall include the following:

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of Board, its committees and individual or by an independent external agency and review its implementation and compliance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees and ensure that -
 - a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the company successfully;
 - b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
 - c) 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 company and its goals.
- For every appointment of an independent director, the 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 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:
 - a) use the services of an external agencies, if required;
 - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c) consider the time commitments of the candidates.
- devising a policy on diversity of board of directors.
- To recommend to the board, all remuneration, in whatever form, payable to senior management.
- To oversee the framing, review and implementation of compensation policy of the company which should have the approval of the board.
- To ensure that compensation levels are supported by the need to retain earnings of the company and the need to maintain adequate capital based on ICAAP.
- To ensure 'fit and proper' status of proposed/existing directors and that there is no conflict of interest in appointment of directors on Board of the company, KMPs and senior management.
- To review and recommend succession plan.

- To formulate ESOP schemes from time to time and take appropriate decisions in terms of the concerned schemes.
- Performing such other activities as may be delegated by the Board and/or prescribed under the Companies Act, the Listing Regulations, RBI Master Directions, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India including Securities and Exchange Board of India, Reserve Bank of India any other regulatory authority.

D. STAKEHOLDER RELATIONSHIP COMMITTEE:

The Company has constituted a 'Stakeholder Relationship Committee' in compliance with Regulation 20 of SEBI LODR

Composition: (a) At least three directors, with at least one being an independent director, shall be members of the Committee.
(b) The chairperson of this committee shall be a non-executive director.

Quorum: The quorum for the Meeting of Stakeholders Relationship Committee shall be any two Directors.

Frequency: The Stakeholder Relationship Committee at least once in a financial year.

Roles and Responsibilities:

The role and responsibilities of the Stakeholder Relationship Committee shall include the following:

- To consider and resolve the grievances of security holders of the company.
- To resolve the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- To review of measures taken for effective exercise of voting rights by shareholders.
- To review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- To review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- Performing such other activities as may be delegated by the Board and/or prescribed under the Companies Act, the Listing Regulations, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by any regulatory authority.

E. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Company has constituted a 'Corporate Social Responsibility Committee' in accordance with section 135 of the Companies Act, 2013.

Composition: Consisting of three or more Directors, out of which at least one director shall be an independent director.

Quorum: The quorum for a meeting of the CSR Committee shall be either two members or one third of the members of the committee, whichever is higher,

Frequency: The CSR Committee shall meet at least once a year.

Roles and Responsibilities:

The role and responsibilities of the Corporate Social Responsibility Committee shall include the following:

- To formulate and recommend to the Board, a Corporate Social Responsibility ("CSR") Policy which shall indicate the activities to be undertaken by the company in areas or subject, specified in Schedule VII of the Companies Act, 2013 and the CSR policy of the Company.
- To recommend the amount of expenditure to be incurred on the CSR activities.
- To monitor the CSR Policy of the company from time to time.
- To develop and approve various CSR projects, programs and activities to be undertaken from time to time either directly by the Company or through other entities.
- Performing such other activities as may be delegated by the Board and/or prescribed under the Companies Act and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by any regulatory authority.

F. Asset-Liability Management Committee:

The Board shall also constitute an Asset Liability Management Committee (ALCO) as required by the guidelines issued by the Reserve Bank of India (RBI).

Composition: The ALCO consisting of the NBFC's top management. The CEO/ MD or the Executive Director (ED) should head the Committee. The Chiefs of Investment, Credit, Resource Management or Planning, Funds Management/ Treasury (forex and domestic), Economic Research may be members of the Committee.

Quorum: The quorum for a meeting of the ALCO shall be either two members or one third of the members of the committee, whichever is higher.

Frequency: Quarterly

Roles and Responsibilities:

The role and responsibilities of the Asset Liability Management Committee shall include the following:

- To ensure adherence to the risk tolerance/limits set by the Board.
- To implement the liquidity risk management strategy of the Company.
- To oversee liquidity risk including decision on desired maturity profile and mix of incremental assets and liabilities, sale of assets as a source of funding, the structure, responsibilities and controls for managing liquidity risk.
- To oversee the liquidity positions of all branches.
- To formulate and review Asset-Liability Management Policy of the Company.
- To review and management of liquidity gaps and structural liquidity of the Company.
- To ensure there is adequate structure, distribution of responsibilities and controls for managing liquidity risk.
- Performing such other activities as may be delegated by the Board and/or prescribed under the RBI Master Directions, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by RBI.

G. IT STRATEGY & STEERING COMMITTEE:

The Company has constituted a 'IT Strategy & Steering Committee' in accordance with the RBI Directions and other applicable acts, if any.

Composition: (a) Minimum of three directors as members;
(b) The Chairperson of the ITSC shall be an independent director and have substantial IT expertise in managing/ guiding information technology initiatives; and
(c) Members are technically competent.

Quorum: The quorum for a meeting of the ALCO shall be either two members or one third of the members of the committee, whichever is higher.

Frequency: Quarterly

Roles and Responsibilities:

The role and responsibilities of the IT Strategy and Steering Committee shall include the following:

- To approve and recommend IT strategy and policy documents and ensuring that the management has put an effective strategic planning process in place.

- To guide in preparation of IT Strategy and ensure that the IT Strategy aligns with the overall strategy of the Company towards accomplishment of its business objectives.
- To 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.
- To ensure that the Company has put in place processes for assessing and managing IT and cybersecurity risks.
- To 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 and
- To review, at least on annual basis, the adequacy and effectiveness of the Business Continuity Planning and Disaster Recovery Management of the Company.
- To ensure implementation of a robust IT architecture meeting statutory and regulatory compliance
- To review cyber security risks/ arrangements/ preparedness of the organization at least on a quarterly basis.
- To review the assessment of IT capacity requirements and measures taken to address the issues.
- Instituting effective governance mechanism and risk management process for all IT outsourced operations.
- To communicate significant risks in outsourcing to the Board on a periodic basis.
- To review the IT / Information Systems Audit ("IS") report.
- Performing such other activities as may be delegated by the Board and/or prescribed under the RBI Master Directions, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by RBI.

H. FUND RAISING COMMITTEE

Composition: Consisting of atleast three directors

Quorum: The quorum for a meeting of the Fund Raising Committee shall be either two members or one third of the members of the committee, whichever is higher.

Frequency: As and when required

Roles and Responsibilities:

The role and responsibilities of the Fund Raising Committee shall include the following:

- Decide the date for the opening and closing of the issue of Securities, including determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value and execution of various transaction documents.
- Finalization of the allotment of the Securities on the basis of the subscriptions received and approving the allotment of the Securities.
- Finalization of and arrangement for the submission of the preliminary and final offering circulars/prospectus(es)/offer document(s), placement document(s) and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required.
- Approval of the preliminary and final offering circulars/placement document/prospectus/Offer document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in consultation with the lead manager(s) underwriter(s)/ advisor(s), in accordance with all applicable rules, regulations and guidelines.
- Entering into any arrangement for managing, underwriting and marketing the proposed offering of Securities and to appoint, in its absolute discretion, managers (including lead manager(s)), investment banker(s), merchant banker(s), underwriter(s), guarantor(s), financial and/or legal advisor(s), depositories, custodians, paying and conversion agents, listing agents, escrow bank(s)/agent(s) and other agents as may be required in order to facilitate or consummate the issue/ offering. and sign all applications, filings, deeds, documents, memorandum of understanding and agreements with any such entities and to pay any fees, commissions, remunerations, and expenses in connection with the proposed offering of the securities.
- Approval of the deposit agreement(s), placement agreement, the purchase/underwriting agreement(s), the trust deed(s), the indenture(s), the master/global GDRs/ADRs/FCCBS/other certificate representing the Securities, letters of allotment, listing application, engagement letter(s), memoranda of understanding and any other agreements or documents, as may be necessary in connection with the issue/offering (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines.
- Authorisation of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as the authorised person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the Securities.
- Seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the issue and allotment of the Securities.
- Seeking the listing of the Securities on any Indian or international stock exchange, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing.
- Deciding upon the issue structure and nature of the offering and deciding the pricing and terms of the Securities, and all other related matters, including taking

any action on two way fungibility for conversion of underlying equity shares into FCCBs/GDRs /ADRs, as per applicable laws, regulations or guidelines.

- To open one or more bank accounts in the name of the Company in Indian currency or foreign currency(ies) with such bank or banks in India and/or such foreign countries as may be required in connection with the aforesaid issue, including with any escrow bank.
- To settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotments and utilization of the issue proceeds as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the member or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and accordingly any such action, decision or direction of the Board shall be binding on all the members of the Company.
- To file form FC-GPR, FC-TRS or any other form required under applicable law with the authorized dealer, RBI or any other regulatory authority with respect to the issuance of the Securities.
- To affix the Common Seal of the Company on any agreement(s)/ document(s) as may be required to be executed in connection with the above, in accordance with the provisions of applicable law;
- To do all such acts, deeds, matters and things as the Fund Raising Committee may, in its absolute discretion, consider necessary, proper, expedient, desirable or appropriate for making the said issue as aforesaid and to settle any question, query, doubt or difficulty that may arise in this regard including the power to allot under subscribed portion, if any, in such manner and to such persons(s) as the Board, may deem fit and proper in its absolute discretion to be most beneficial to the Company.
- To do all such acts, deeds, matters and things as the Fund Raising Committee may, in its absolute discretion, consider necessary, proper, expedient, desirable or appropriate for redemption of the issued securities.

I. CUSTOMER SERVICE COMMITTEE

Composition: Management Committee of the Board. The Internal Ombudsman shall be designated as a permanent invitee to the meetings of the Committee of the Board.

Quorum: The quorum for a meeting of the Fund Raising Committee shall be either two members or one third of the members of the committee, whichever is higher.

Frequency: Quarterly

Roles and Responsibilities:

The role and responsibilities of the Customer Service Committee shall include the following:

- To review the practice and procedures adopted by the company for effective redressal of Customer grievance and take appropriate corrective action / procedural change, on an ongoing basis.
- To monitor the complaints reviewed by the Internal Ombudsman.
- To monitor and bring about continuous improvements in the quality of services rendered to the customers and to ensure implementation of the guidelines issued by the regulatory authorities.
- To review and recommend to the Board all customer service-related policies as required by the regulatory authorities
- To determine the structure of emoluments, facilities and benefits accorded to the Internal Ombudsman
- To assess the performance of the Internal Ombudsman of the Company.
- Performing such other activities as may be delegated by the Board and/or prescribed under the RBI Master Directions, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by RBI.

J. REVIEW COMMITTEE FOR CLASSIFICATION AS A WILFUL DEFAULTER

Composition: Consisting of MD/ CEO as chairperson with two independent directors or non-executive directors or equivalent officials serving as members.

Quorum: The quorum for a meeting of the Committee shall be either two members or one third of the members of the committee, whichever is higher.

Frequency: As and when required

Roles and Responsibilities:

The role and responsibilities of the Review Committee shall include the following:

- To classify 'Wilful Defaulters' after assessing the facts or material on record, including written representation, if any, consider the proposal of the Identification Committee and take a decision.
- The Review Committee shall provide an opportunity for a personal hearing to the borrower/ guarantor/ promoter/ director/ persons who are in charge and responsible for the management of the affairs of the entity
- The Review Committee shall pass a reasoned order and the same shall be communicated to the wilful defaulter.
- Performing such other activities as may be delegated by the Board and/or prescribed under the RBI Master Directions, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by RBI.

K. COMMITTEE OF EXECUTIVES FOR MONITORING AND FOLLOW-UP ON CASES OF FRAUD

Composition: Consisting of minimum of three members, at least one of whom shall be a Whole-time director or equivalent rank Official

Quorum: The quorum for a meeting of the Committee shall be either two members or one third of the members of the committee, whichever is higher.

Frequency: As and when required

Roles and Responsibilities:

The role and responsibilities of the Committee of Executives for Monitoring and follow-up on cases of Fraud shall include the following:

- The Committee shall oversee the effectiveness of the fraud risk management
- The Committee shall review and monitor cases of frauds, including root cause analysis, and suggest mitigating measures for strengthening the internal controls, risk management framework and minimising the incidence of frauds. The coverage and periodicity of such reviews shall be decided by the Board of the Applicable NBFC.
- The Committee shall oversee the effectiveness of the framework for EWS.
- Performing such other activities as may be delegated by the Board and/or prescribed under the RBI Master Directions, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by RBI.

c. Review of Framework

The Board or any of its Committee may review the Framework periodically. Changes, if any, shall be effective only upon approval by the Board.

Any subsequent amendment / modification in the applicable laws shall automatically apply to this Policy.
