

CORPORATE GOVERNANCE POLICY

VERSION CONTROL:

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1. INTRODUCTION:

Ecofy Finance Private Limited is a Non-Deposit taking Non-Banking Finance Company (NBFC) registered with the Reserve Bank of India (RBI) and classified as NBFC-Middle Layer (NBFCs-ML). In terms of the Reserve Bank of India (RBI) Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, every NBFC shall frame internal guidelines on corporate governance with the approval of the Board of Directors, enhancing the scope of the guidelines without sacrificing the spirit underlying the guidelines as mentioned in Chapter XI of the said directions and it shall be published on the Company's website, if any, for the information of the various stakeholders. The Company being an NBFCs- ML is accordingly covered by the Directions.

The Company recognizes its role as a corporate citizen and endeavors to adopt good practices and standards of corporate governance through transparency in business ethics, accountability to its customers, government and others. The Company is committed to the adoption of best practices of Corporate Governance and its adherence in true spirit, at all times.

In view of the above, this Corporate Governance Code of the Company is framed and is approved by the Board of Directors of the Company.

2. GOVERNANCE STRUCTURE:

2.1. Board of Directors

The Board of Directors ("the Board") along with its Committees shall provide leadership and guidance to the Company's management and direct, supervise and control the performance of the Company. The Board has a vital role to play in matters relating to policy formulation, implementation and strategic issues which are crucial for the long-term development of the Company. In performing its duties, the Board meets regularly and act in the best interests of the Company, including its shareholders, employees, customers and creditors.

The Board of Directors shall be constituted as per the Articles of Association of the Company. The Composition of the Board of Directors shall be in line with the Companies Act, 2013 ("Act"), and other applicable laws as amended from time to time. The Board shall meet a minimum of 4 times in year, at least once in each quarter in such a manner that not more than 120 days shall intervene between two consecutive meetings of the Board. The quorum for a meeting of the Board shall be 1/3rd (one third) of its total strength (any fraction contained in that one-third being rounded off as one), or 2 (two) Directors, whichever is higher.

In accordance with Section 165 of the Companies Act, 2013, a director shall not hold the office of a director in more than 20 companies. Provided that the maximum number of public companies in which a person can be appointed as a director shall not exceed 10.

All the Directors shall meet eligibility criteria including the 'fit and proper' criteria, for appointment on the Board of the Company as prescribed under Applicable Laws. The Directors shall submit adequate disclosures/ declarations and execute a Deed of Covenant with the Company as required under the provisions of Applicable Laws and the codes and policies adopted by the Company from time to time.

2.2. Duties and Responsibilities of the 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:

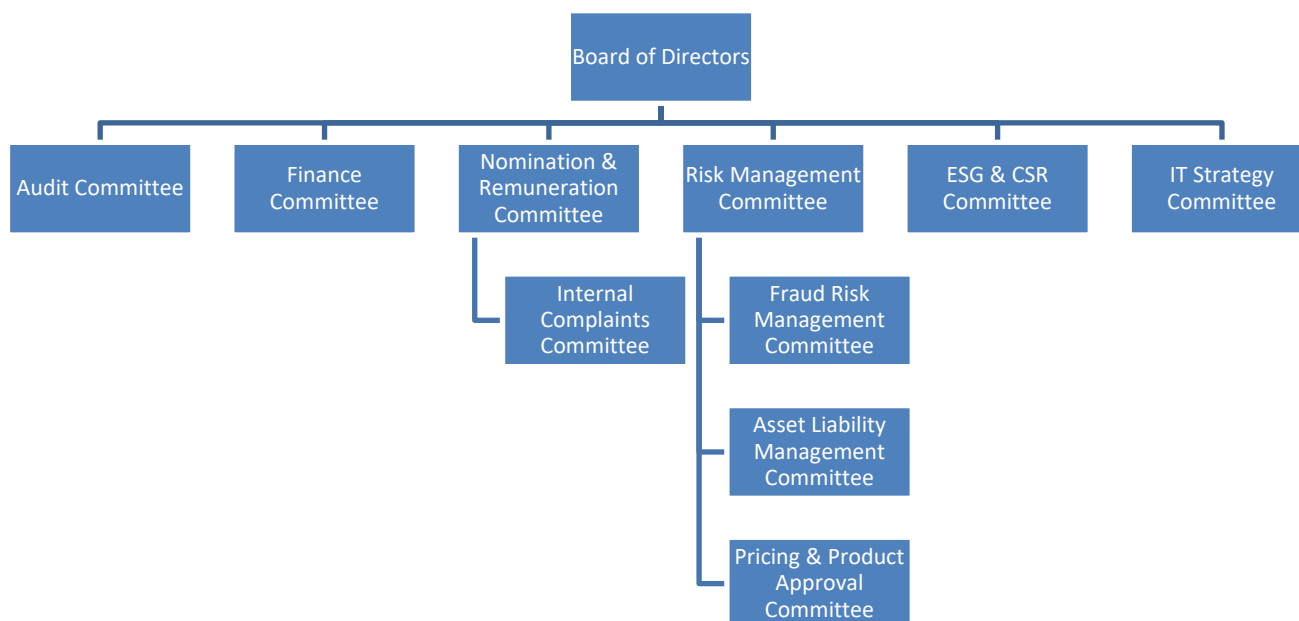
- (a) A director of a company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
- (b) A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- (c) A director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- (d) 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.
- (e) A director of a company shall not assign his office and any assignment so made shall be void.

Apart from the above, Independent Directors of the Company shall have to follow guidelines of professional conduct, role, function and duties as laid down Schedule IV of the Companies Act, 2013.

2.3. Committees of the Board:

The Board has constituted several committees to deal with specific matters in compliance with the requirements of Applicable Laws and for operational convenience. The Board has delegated powers for different functional areas to different Committees in accordance with the Applicable Laws and internal policies / processes of the Company.

Presently, the Board has constituted the following Committees:



Above committees are formed in accordance with the provisions of the Act, circulars / directions / notifications issued by RBI as applicable to the Company as per Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 including the RBI Corporate Governance Directions and for internal requirements & operational convenience. The composition, terms of reference and functioning of the Committee(s) shall be decided by the Board in accordance with various Applicable Laws and policies / processes of the Company.

1. Audit Committee:

The Company has constituted an Audit Committee and it shall have the same powers, functions and duties as laid down in Section 177 of the Companies Act, 2013 and Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023. The details of its terms of reference as approved by the Board of Directors of the Company are given below:

a. Constitution

Name of Member	Designation	
Mr. Arun Kumar Sharma	Independent Director	Chairperson
Mr. Pankaj Thapar	Director	Member
Ms. Rajashree Nambiar	MD & CEO	Member
Mr. Govind Sankaranarayanan	Whole Time Director	Member
Mr. Nelson Dsouza	CFO/ Head Finance	Permanent Invitee

b. Quorum

The quorum for a meeting of the Audit Committee shall be one-third of the total strength of the Committee, or two Members, whichever is higher.

c. Roles & Responsibilities

- i. 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;
- ii. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- iv. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement 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;
 - 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 listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions;
 - Modified opinion(s) in the draft audit report.
- v. Reviewing, with the management, the financial statements before submission to the Board for approval;
- vi. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- vii. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- viii. Approval or any subsequent modification of transactions of the Company with related parties;
- ix. Scrutiny of inter-corporate loans and investments;
 - x. Valuation of undertakings or assets of the company, wherever it is necessary;
- xi. Evaluation of internal financial controls and risk management systems;
- xii. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

- xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xiv. Discussion with internal auditors of any significant findings and follow up there on;
- xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems or a material nature and reporting the matter to the board;
- xvi. 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;
- xvii. 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;
- xviii. To review the functioning of the Whistle Blower Mechanism;
- xix. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- xx. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

2. Nomination and Remuneration Committee:

The Company has constituted the Nomination and Remuneration Committee (NRC) to ensure 'fit and proper' status of proposed/ existing Directors and shall have the same powers, functions and duties as laid down in Section 178 of the Companies Act, 2013 and Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023. The Company has a Board approved Nomination and Remuneration Policy (including fit and proper criteria) in place and required disclosures to that effect are made from time to time.

a. Constitution

Name of Member	Designation	
Mr. Rohit Talwalkar	Director	Chairperson
Mr. Arun Kumar Sharma	Independent Director	Member
Mr. Pankaj Thapar	Director	Member

b. Quorum

The quorum for a meeting of the NRC shall be one-third of the total strength of the Committee, or two Members, whichever is higher.

c. Roles & Responsibilities

- i. Succession planning of the Board of Directors and Senior Management Employees;
- ii. Identifying and selection of candidates for appointment as Directors /Independent Directors based on certain laid down criteria;
- iii. Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- iv. Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- v. Administer, monitor and formulate detailed terms and conditions of the employees' stock option scheme;
- vi. Recommend to the Board, all remuneration, in whatever form, payable to senior management.
- vii. Ensure 'fit and proper' status of proposed/ existing Directors as per RBI guidelines.
- viii. 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, at the time of every appointment of independent Director. For the purpose of identifying suitable candidates:
 - may use the services of an external agencies, if required;
 - may consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - may consider the time commitments of the candidates.

3. Asset Liability Management Committee:

This Committee is constituted in compliance with the provisions of Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023. 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 Asset Liability Management Committee shall monitor the asset liability gap and strategies action to mitigate the risks associated with the business of the Company.

a. Constitution

Name of Member	Designation	
Mr. Govind Sankaranarayanan	Whole Time Director	Chairperson
Ms. Rajashree Nambiar	MD & CEO	Member
Mr. Anujeet Kudva	CRO	Member
Mr. Nelson Dsouza	CFO	Member
Mr. Vivek Khandelwal	Head- Treasury	Member

b. Quorum

The quorum for a meeting of the ALCO shall be one-third of the total strength of the Committee, or two Members, whichever is higher.

c. Roles & Responsibilities

- i. Ensuring adherence to the limits set by the Board as well as deciding the business strategy of the Company (on the assets and liabilities sides) in line with the Company's budget and decided risk management objectives;
- ii. Prepare forecasts (simulations) showing the effects of various possible changes in market conditions related to the balance sheet and recommend the action needed to adhere to Company's internal limits;
- iii. Ensure that the Company operates within the limits / parameters set by the Board;
- iv. ALCO would also articulate the current interest rate view of the Company and base its decisions for future business strategy on this view;
- v. Measuring and managing liquidity needs and ensure Company's ability to meet its liabilities as they become due, liquidity management can reduce probability of an adverse situation developing;
- vi. Present to the Board statement of assets and liabilities;
- vii. Recommending Board about the viable source of finance to cater for the fund requirements of the Company.
- viii. Any other matter may be mandated/referred by the Authority/Board.

4. Risk Management Committee:

This Committee is constituted in compliance with the provisions of the Companies Act, 2013 and Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023. The Company has a Board approved Risk Management Policy in place and required disclosures to the effect are made from time to time. The Risk Management Committee shall ensure that the risks associated with the business/functioning of the Company are identified, controlled and mitigated and shall also lay down procedures regarding managing and mitigating the risks through integrated risk management systems, strategies and mechanisms.

a. Constitution

Name of Member	Designation	
Mr. Rohit Talwalkar	Director	Chairperson
Mr. Govind Sankaranarayanan	Whole Time Director	Member
Ms. Rajashree Nambiar	CEO	Member
Mr. Arun Kumar Sharma	Independent Director	Member
Mr. Anujeet Kudva	CRO	Member

b. Quorum

The quorum for a meeting of the Risk Management Committee shall be one-third of the total strength of the Committee, or two Members, whichever is higher.

c. Roles & Responsibilities

- Reviewing risks including cyber security and evaluating the treatment including initiating mitigation actions;
- To monitor and review the overall risk management plan of the Company including liquidity risk;
- To ensure there is an embedded, robust process in place throughout the Company to identify, assess, mitigate and report business risks with clear lines of ownership;
- To drive and co-ordinate risk management process covering all areas of risk (including operational, strategic, financial, commercial, regulatory, reputational etc);
- To ensure that the business risk strategy and management processes comply with applicable regulatory requirements and corporate governance principles;
- To ensure that the business risk management principles and processes are widely understood across the Company through adequate induction, training and awareness programmes;
- To periodically monitor and review Company's key business risks and risk mitigation plans, and advise the Board of business risks which could materially impact Company's delivery of its business plans, strategy, and reputation, if left untreated;
- To monitor external developments in the business environment which may have an adverse impact on Company's risk profile, and make recommendations, as appropriate;
- To sponsor specialist reviews of key risk areas as appropriate;
- To report to the Board on key risks, risk management performance and the effectiveness of internal controls;
- 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;
- To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- To review the appointment, removal and terms of remuneration of the Chief Risk Officer (if any).
- To seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it required.
- Any other matter as may be mandated/referred by the Authority/Board.

5. Environmental, Social and Corporate Governance, Development Impact and Corporate Social Responsibility Committee:

The Company has constituted the Environmental, Social and Corporate Governance, Development Impact and Corporate Social Responsibility Committee as per Section 135 of Companies Act, 2013 and the requirements as per the Shareholders Agreement executed with IFU.

a. Constitution

Name of Member	Designation	
Mr. Arun Kumar Sharma	Independent Director	Chairman
Mr. Govind Sankaranarayanan	Whole Time Director	Member
Mr. Pankaj Thapar	Director	Member
Ms. Rohit Talwalkar	Director	Member
Mr. Santosh Shidhaye*	Head – ESG	Permanent Invitee
Ms. Sakshi Poddar	Company Secretary	Secretary

* Environmental & Social Responsibility (ESG) Manager and/or Risk Officer and an additional member of the Fund's environment, social and governance (ESG) and business integrity (BI) team shall be permanent invitees to the Committee and may act as observers of the Committee.

b. Quorum

The quorum of the Environmental, Social and Corporate Governance, Development Impact and Corporate Social Responsibility Committee shall be one-third of the total strength of the Committee, or two Members, whichever is higher.

c. Terms of Reference

1. Membership

- The membership of the Environmental, Social and Corporate Governance, Development Impact and Corporate Social Responsibility Committee (the "Committee") shall comprise of three (3) members of whom two (2) members shall be nominated by Green Growth Equity Fund ("Fund") ("Fund Nominee Members") and one (1) member shall be the Chief Executive Officer ("CEO") or Chief Operating Officer ("COO") of the Company.
- The Committee chairperson ("Committee Chairperson") shall be an Independent Director of the Company (from amongst the Fund Nominee Members), however in the absence of any Independent Directors on the Board of the Company, any of the Fund Nominee Members shall

be the Committee Chairperson. The Fund shall be entitled to appoint an alternate to any of the Fund Nominee Members.

- (i) Permanent Invitees to the Committee – There could be up to three (3) permanent invitees to the Committee namely (a) The Company’s Environmental, Social, and Governance (ESG) Manager, and/or (b) Risk Officer, and (c) an additional member of the Fund’s Environmental, Social and Governance (ESG) and business integrity (BI) team shall be permanent invitees to the Committee and may act as observers of the Committee.
- c. Only members of the Committee shall have the right to attend Committee meetings. The representatives or invitees of the Fund (acting through their investment manager) and external advisors or relevant Company personnel may be invited (“Invitee”) by the Fund Nominee Members of the Committee to attend all or part of any meeting as and when appropriate and necessary and such proposed invitee shall be notified to all Committee members.
- d. The company secretary of the Company shall be the secretary of the Committee (the Committee Secretary). It is clarified that the Committee Secretary may be invited to attend all or part of any meeting as and when appropriate and necessary and will not be construed to be a member of the Committee. It is clarified that the Committee Secretary shall provide views only on invitation from the Committee Chairperson and his/her role will be limited to recording the minutes of the Committee.
- e. Any change, alteration, or modification in the size, constitution, composition, or members of the Committee, or any modification to the TORs of the Committee shall be undertaken only with the approval of the Board with the prior written consent of Fund. The Members further note that unless otherwise specifically approved by Fund in writing, the Fund Nominee Members shall at all times have a clear majority on the Committee.

2. Meetings of the Committee

- a. The Committee shall meet at least once every six (6) months and such other times as required to perform its responsibilities as set out in paragraph 4 of these TOR and shall be summoned by the Committee Chairperson however, the Committee meeting can be called by Chairperson on his/her own or at the request of any member of the Committee or the Board of Directors of the Company (“Board”).
- b. The provisions of the Articles of Association of the Company (“AOA”) in so far as they apply to meetings of the Board shall apply mutatis mutandis to meetings of the Committees.

- c. Notice of each meeting confirming the venue, time and date together with an agenda of the matters to be discussed at the meeting shall be forwarded to each member and any other person required to attend no later than 7 (seven) Business Days before the date of the meeting unless consented to shorter notice by all the Fund Nominee Members. Any supporting papers shall be sent to each member of the Committee (as appropriate) no later than 5 (five) Business Days prior to the meeting.
- d. All the notices and documents can be sent to respective members on their official email IDs as intimated by them in writing to the Committee Chairperson, provided that emails to the Fund Member shall be copied to compliance@eversourcecapital.com.

3. Voting Arrangements

- a. Subject to the provisions of the AOA, each member of the Committee shall have 1 (one) vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a meeting of the Committee.
- b. If a matter that is considered by the Committee is one where a member of the Committee, either directly or indirectly has a personal interest or conflict of interest, that member shall be recused from voting on that matter; provided however, that with respect to a Fund Member, any conflicts of interest that may arise with respect to matters submitted to a vote, consent, or approval shall be appropriately assessed and addressed or mitigated as per best governance practices, and notified to the Committee.
- c. The decision taken at the meetings of the Committee shall be subject to approval of the Board to the extent so required under the AoA of the Company.

4. Responsibilities of the Committee

Subject to and without prejudice to the provisions of the AOA, the Committee shall:

- a. perform the responsibilities and functions stipulated under the AOA and supervise and encourage the adherence of the Company and its subsidiaries, affiliates or investee companies (the “Group”) to international environmental and social standards, having regard to any relevant legislation, other legal requirements or prevailing codes of best practice, including:
 - i. providing strategic advice and guidance to the Board in relation to systemic and strategic Environmental and Social (“E&S”) issues which affect the Group’s business model and strategy;
 - ii. ensuring that the Group has in place adequate and robust systems for monitoring the Environmental, Health and Safety (“EHS”), and Social management and performance of the Group, in accordance with applicable legislation and Good International Industry Practice (“GIIP”). As defined by International Finance Corporation Performance Standards: *“The exercise*

of professional skill, diligence, prudence, and foresight that would reasonably be expected from skilled and experienced professionals engaged in the same type of undertaking under the same or similar circumstances globally or regionally”;

- iii. monitoring the implementation of Environmental and Social Action Plans (“ESAP”) and any corrective action plans that may be developed in due course;
- iv. monitoring the sufficiency / adequacy of the resources devoted / allocated to the implementation of any ESAPs (including budget) and propose corrective measures to ensure the implementation of any ESAPs;
- v. review of high or critical ESG risks identified through the deployed risk management process and provide directions in mitigating them;
- vi. making recommendations to, and assisting the management in the updating of the EHS and Social policies, standards and management plans of the Group in order to ensure continuous improvement in E&S performance;
- vii. assisting the management team with general and, if requested, specific guidance on interpretation of E&S principles particularly in respect to Health and Safety, Environmental and community issues;
- viii. supervising the E&S Management System adopted by the Group;
- ix. approving the appointment, removal and/or replacement of senior personnel/member of the management team responsible for the implementation, operation and maintenance of the E&S management systems and plans, and Compliance program of the Group;
- x. assisting and advising in remedying and overseeing any Company investigations relating to breaches of E&S laws, regulations and standards and/or the Group’s E&S policies, management systems and plans;
- xi. monitoring and supervision of the updating and evolution of the Compliance program of the Group and reviewing the Group’s compliance with any legal, regulatory and contractual provisions; and
- xii. implementing and supervising development activities undertaken by the Group (as may be agreed by Fund) around the Group’s sites and allocating a budget (as may be agreed by Fund) for such corporate social responsibility and development impact programs which shall be part of the Annual Budget.
- xiii. To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company areas or subject, specified in the Companies Act, 2013 and rules made thereunder and recommend the amount of expenditure to be incurred on the activities referred therein and to monitor the Corporate Social Responsibility Policy of the Company from time to time.
- xiv. undertake responsibilities defined under the CSR Policy of the Company.
 - b. oversee the Group’s good corporate citizenship, including:
 - i. promotion of equality, gender diversity, prevention of unfair discrimination and prevention of corruption through deployment of policy/process and periodic review of its effectiveness;

- ii. contribution to development of the communities in which its activities are predominantly conducted, or within which its products or services are predominantly marketed; and
- iii. record of corporate social investment related sponsorship, donations and charitable giving.
- c. Committee shall oversee the Group's adherence to labour and employment standards, including:
 - i. the Group's standing in terms of the International Labour Organisation Protocol on decent work and working conditions; and
 - ii. the Group's employment relationships, and its contribution toward the educational development of its employees.
- d. encourage the Group's performance in achieving its development impact objectives;
- e. consider such other matters as may be requested by the Board.

5. Authority

The Committee shall be authorised by the Board to examine any activity within its terms of reference and is authorised to have access to the advisors/auditors and other professionals and to obtain, at the Company's reasonable expense, professional advice on any matter within its terms of reference. The Committee is authorised to seek any information it requires from any officer or employee, and all such officers or employees shall be directed to co-operate with any request made by the Committee.

6. Reporting

Draft minutes of each meeting shall be circulated to all members of the Committee. On finalization and signature by the Committee Chairperson, the minutes of each meeting shall be submitted to all the members of the Committee and Board for intimation and formal recording purposes.

7. General matters

The Committee Chairperson will circulate finalised minutes of the meetings of the Committee to the members of the Board as part of the Board papers for each full meeting of the Board.

Capitalised terms defined by inclusion in quotations and/or parenthesis in these TOR have the meanings so ascribed. Unless defined herein or inconsistent with the context hereof, capitalised terms used but not defined under these TOR shall have the meaning ascribed to them under the AOA.

6. Finance Committee:

The Finance Committee serves as an administrative committee of the Board to facilitate approval of certain operational corporate actions that do not require consideration by the full Board. The Finance Committee is delegated powers as may be conferred under the provisions of Section 179 of the

Companies Act, 2013 and Rules made thereunder for borrowing, investing and granting loans or give guarantee or provide security in respect of loans as may be amended from time to time within the limits approved by the Board and Shareholders of the Company as may be amended from time to time.

a. Constitution

Name of Member	Designation	
Mr. Govind Sankaranarayanan	Whole Time Director	Chairman
Ms. Rajashree Nambiar	MD & CEO	Member
Mr. Rohit Talwalkar	Director	Member
Ms. Sakshi Poddar	Company Secretary	Secretary

b. Quorum :

Two members present in person or through video conference will form a quorum.

c. Terms of reference

a. To borrow moneys for the purpose of the Company's business from Banks/financial institutions/other lenders through various instruments / products as may be decided by the Committee not exceeding the overall limit approved by the Board of Directors and Shareholders of the Company from time to time;

b. To issue, offer and allot Commercial Papers;

c. To secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company, for the time being or in such other manner as may be deemed fit;

d. To enter into all negotiations, issue necessary power of attorney(s), sign necessary documents and contracts, rescind and vary all such documents and contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as may be considered expedient for the purpose of the business of the Company;

e. To make, sign, draw, accept, endorse and negotiate cheques, bills of exchange, drafts, promissory notes and other mercantile documents or negotiable instruments, securities, Government promissory notes;

f. To all such activities, deeds, transactions, intimations required to open, close and operate existing and new current accounts, overdraft, cash credit, fixed deposit or otherwise of the Company with any Bank including but not limited to following:

- i. avail the financial, monetary and any other products and services offered by the Bank through its Website/ Internet Banking and/or the Corporate Customer Care Services (phone banking channels and E mail)
 - ii. avail Commercial Card /Credit Card facility issued by various Banks, including operation and enhancement of limits on existing Credit Cards issued by any Bank
 - iii. avail various services Corporate Internet Banking (CIB) and Cash Management Services (CMS) by appointment of Authorized signatory(ies) and delegating Maker/Viewer access rights to other personnel of the Company,
 - iv. delegate the rights (including viewing rights) for the bank accounts through various modes including Phone Banking, Internet Banking, Email to such personnel as it may deem appropriate.
 - v. appointment/ deletion of Authorised Signatory(ies) in the Bank accounts including changes in the mode of operation and altering the transaction limits;
 - vi. furnish, sign, execute and deliver such applications, documents, indemnities and/or declarations and/or affidavits on behalf of the Company in favour of the Bank as may be required by the Bank in any matter related hereto and generally to do all such acts and deeds as may be necessary.
- g. to enter in Direct Assignment and Securitisation transactions involving sale of loan receivables of the Company in the ordinary course of Business as part of fund raising strategy (as permitted under RBI regulations)
- h. to enter in Co- lending arrangement transactions involving partnership with any other Bank/NBFC for lending to various categories of borrowers (as permitted under RBI regulations)
- i. To execute from time to time counter guarantees in favour of the Company's bankers as security for the guarantees issued by banks on behalf of the Company in connection with the Company's business;
- j. to invest the idle funds of the company in mutual funds, liquid instruments etc.
- k. Any other matters incidental and ancillary to the above stated matters
- l. Any other matters relating to Fund raising by Equity or Debt
- m. To delegate any of the powers stated above to any official(s) as may be deemed appropriate.

7. IT Strategy Committee:

This Committee is constituted in compliance with the provisions of RBI Master Direction No. RBI/2023-24/107 DoS.CO.CSITEG/SEC.7/31.01.015/2023-24 dated November 07, 2023 on Information Technology Governance, Risk, Controls and Assurance Practices (hereinafter referred as Master Directions). The Company has put in place the IT Strategy Committee and the powers, functions and duties of the Committee are as given in RBI Master Directions and other regulations applicable to the Company as amended from time to time. The Company has a Board approved Information Technology Policy in place.

a. Constitution

Sr No.	Name of the Director/ Member	Designation
1.	Mr. Govind Sankaranarayanan	Member
2.	Mr. Pankaj Thapar	Member
3.	Ms. Rajashree Nambiar	Member
4.	Mr. Shreevar N (CTO)	Member

b. Terms of reference

- i. Approving IT strategy and policy documents and ensuring that the management has put an effective strategic planning process in place;
- ii. Ascertaining that management has implemented processes and practices that ensure that IT delivers value to the business;
- iii. Ensuring IT investments represents a balance of risks and benefits and that budgets are acceptable;
- iv. 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;
- v. Ensuring proper balance of IT investments for sustaining NBFC's growth and becoming aware about exposure towards IT risks and controls.
- vi. Institute an appropriate governance mechanism for outsourced processes, comprising of risk-based policies and procedures, to effectively identify, measure, monitor and control risks associated with outsourcing in an end to end manner;
- vii. Defining approval authorities for outsourcing depending on nature of risks and materiality of outsourcing;
- viii. Developing sound and responsive outsourcing risk management policies and procedures commensurate with the nature, scope, and complexity of outsourcing arrangements;
- ix. Undertaking a periodic review of outsourcing strategies and all existing material outsourcing arrangements;
- x. Evaluating the risks and materiality of all prospective outsourcing based on the framework developed by the Board;
- xi. Periodically reviewing the effectiveness of policies and procedures;
- xii. Communicating significant risks in outsourcing to the NBFC's Board on a periodic basis;
- xiii. Ensuring an independent review and audit in accordance with approved policies and procedures;
- xiv. Ensuring that contingency plans have been developed and tested adequately;

- xv. Ensuring that the business continuity preparedness is not adversely compromised on account of outsourcing.
- xvi. To work in partnership with other Board committees and Senior Management to provide input to them. It will also carry out reviews and amend the IT strategies in line with the corporate strategies, Board Policy reviews, cyber security arrangements and any other matter related to IT Governance.
- xvii. Any other matter as may be mandated/referred by the Authority/Board.

3. FIT AND PROPER CRITERIA:

The Company has in place a Board approved policy on 'Fit and Proper Criteria for Directors'. Pursuant to the Policy, the Company obtains necessary declarations/ undertakings from Directors from time to time.

- i. The Nomination and Remuneration Committee of the Company ensures the 'Fit & Proper' status of existing / proposed Directors of the Company.
- ii. Every individual at the time of his / her appointment / re-appointment and on an annual basis, as Director of Company, provides a Fit & Proper declaration in the manner and format as may be prescribed by RBI from time to time.
- iii. Nomination and Remuneration Committee (NRC) of the Board of Directors of the Company scrutinizes the aforesaid declarations as given by the individuals based upon qualification, expertise, track record, integrity and other 'fit and proper' criteria.
- iv. Based on the information provided in the signed declarations, the NRC decides on the acceptance or otherwise of the Directors.
- v. The Company will obtain annually (as on 31st March) a simple declaration from each Director that the information already provided by the Director has not undergone change and where there is any change, the Company shall require such Director to furnish the requisite details forthwith.
- vi. Every individual, once appointed as Director of the Company, shall enter into a Deed of Covenant, as prescribed by RBI, with the Company.
- vii. The Company shall ensure to furnish to the RBI on a quarterly basis, statement on change of Directors and a certificate confirming that fit and proper criteria in selection of the Directors have been followed. The same should be submitted to the Regional Office of RBI within 15 days of the close of the respective quarter and the statement for the quarter ending March 31, should be certified by the auditors.

4. DISCLOSURE AND TRANSPARENCY:

The Company shall disclose all information in its financial statements and on website as required by RBI and under other applicable laws.

5. ROTATION OF PARTNERS OF THE STATUTORY AUDITORS /AUDIT FIRM:

For the purpose of adopting best corporate practices and strengthening the governance mechanism, the partner of the Statutory Auditors is subject to rotation and is required to rotate every three years. However, the partner so rotated will be eligible for conducting the audit of the Company after an interval of three years, if the Company, so decides.

6. COMPLIANCE OFFICER:

The Chief Compliance Officer shall be primarily responsible to adhere to the requirements of this Code, as amended from time to time.

7. FAIR PRACTICE CODE:

Pursuant to the guidelines on Fair Practices Code issued by Reserve Bank of India, the Company has adopted a policy on Fair Practices Code which is posted on the website of the Company and also a regular review on the implementation of the same is conducted by Board Members.

8. COMPANY WEBSITE:

The Company shall publish this Corporate Governance Policy on its website for information of various stakeholders.

9. REVIEW:

The Board shall review the policy at least once every year. However, the Policy may be reviewed by the Board from time to time, keeping in view the changes in regulations.

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