
Philosophy of Corporate Governance

The Company believes that good Corporate Governance emerges from the application of the best and sound management practices and compliance with the laws coupled with adherence to the highest standards of transparency and business ethics. The Company places great emphasis on values such as empowerment and integrity of its employees, safety of the employees & communities, transparency in decision making process, fair & ethical dealings with all and accountability to all the stakeholders.

RBI Guidelines / Master Directions

RBI vide its master directions no. RBI/2016-17/45 Master Direction DNBR. PD. 008/03.10.119/2016-17 Sept. 1, 2016 (“Master Directions”), as amended from time to time, has consolidated the Corporate Governance norms in Chapter XI of Master Directions for adoption by NBFC-ND-SIs.

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)

Regulations 15 to 27 of Chapter IV of the SEBI LODR became applicable to the Company w.e.f. Sept. 7, 2021 mandates, inter alia, appointment of Independent Directors and formation of various Committees for maintenance of minimum and standard Corporate Governance norms for companies that has listed its Non-convertible securities above a threshold amount as specified in the SEBI LODR.

Companies Act, 2013

Various provisions of the Companies Act, 2013, lays down requirements for formation of various Committee on, inter alia, attainment of thresholds of capital, turnover, profits, borrowings.

Board of Directors (“Board”)

The Directors are responsible to set strategic objectives for the management and to ensure that the long term interests of all stakeholders are served by adhering to and enforcing the principles of sound corporate governance.

The role of the Board is to determine the overall strategic direction and management of the Company, including monitoring its performance. The Board is responsible to the shareholders and its conduct is determined by various provisions of the laws and the Articles of Association 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 is independent of the management.

Objective of the guidelines

The following are the objectives of the aforesaid guidelines:

- a. Complex environment has mandate the need for good corporate governance.
- b. Greater transparency enabling stakeholders in having a better understanding.
- c. Building investors confidence in the company.
- d. Adopt best practices.

Code of Conduct

The Code of Conduct as adopted by the Company will apply to the employees including its Directors.

Constitution of various Committees

The Board in exercise of its powers has set out clear roles and responsibilities, including those powers, which the Board wishes to exercise by itself or through a formally constituted committee of the Board to ensure the good governance. The Company has following Board Committees with terms of reference determined by the Board:

- a. Audit Committee
- b. Nomination and Remuneration Committee
- c. Risk Management Committee
- d. Asset Liability Management Committee
- e. Corporate Social Responsibility Committee
- f. IT Strategy & Security Steering Committee
- g. Stakeholders Relationship Committee
- h. PIT Regulation Committee

Meetings

Meetings of the Board of Directors shall be held atleast four times a year, with a maximum time gap of one hundred and twenty days between any two meetings. The minimum information to be

statutorily made available to the Board shall be furnished to the Directors. The Committees constituted by the Board will focus effectively on the issues and ensure expedient resolution of the matters entrusted. The Committees shall operate as empowered agents of the Board as per their terms of reference. The minutes of the meetings of all Committees of the Board shall be placed before the Board for discussions / noting.

Disclosure and transparency:

The following information is put to the Board of Directors at regular intervals in this regard:

- a. Related Party Transactions, Financial Results, Board disclosures, Risk Management, compliance certification.
- b. Composition/Re-composition of various committees, their role and functions, periodicity of the meetings and compliance.
- c. Updates of the various committees meetings at from time to time

Policies

The following policies, inter alia, have been framed and adopted by the Company, viz.

- Fair Practices Code
- Know Your Customer (KYC) & Prevention of Money Laundering Activity (PMLA) Policy
- Interest Rate Policy
- Credit Policy
- Whistle Blower Policy
- Policy on Related Party transactions
- Code of Conduct to regulate, monitor and report trading by designated persons in listed or proposed to be listed securities
- Policy on Preservation of Documents
- Enterprise Risk Management Policy
- Business Continuity Plan

The policies will be reviewed, from time to time, to ensure compliance and also reflects the changes in the regulations/ corporate governance environment.