

GOVERNANCE POLICY

1. Introduction

This Corporate Governance Policy (“Policy”) establishes the framework within which the Board of Directors (“Board”) operates. It sets out the Company’s governance structure, culture, guiding principles, and approach to engaging with stakeholders.

The Policy is formulated in accordance with the provisions of the **Companies Act, 2013** (“Act”) and the corporate governance requirements prescribed under the **Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023**, as amended from time to time.

2. Policy Provisions

A. Board of Directors

The Board is responsible for safeguarding the interests of the Company and its shareholders, and for ensuring the Company’s long-term success.

All Directors shall adhere to the Board-approved **Code of Conduct**.

The composition of the Board shall maintain an appropriate balance of executive and non-executive directors, in compliance with the Act and other applicable regulatory requirements.

B. Board Meetings and Quorum

- The Board shall meet at least **four times in a financial year**, with no more than **120 days** between two consecutive meetings.
- The quorum shall be **one-third of the total strength of the Board** or **two Directors**, whichever is higher.

C. Committees of the Board

1. **Audit Committee**

Constituted in accordance with **Section 177 of the Act** and applicable RBI guidelines, the Audit Committee shall exercise powers and discharge duties as prescribed under law, RBI directions, and any additional responsibilities assigned by the Board.

2. **Nomination and Remuneration Committee**

Established in line with **Section 178 of the Act** and applicable RBI guidelines, this Committee shall perform functions prescribed under law, RBI directions, and as delegated by the Board.

3. **Asset-Liability Management Committee (ALCO)**

Formed in compliance with RBI guidelines, ALCO shall evaluate, monitor, and approve practices to manage risks arising from capital structure imbalances. The Company shall maintain a Board-approved **Asset Liability Management Policy** and make periodic disclosures as required.

4. **Risk Management Committee**

Constituted as per RBI guidelines, this Committee shall oversee integrated risk management, including liquidity, interest rate, currency, and other risks delegated by the Board. It shall ensure the implementation of a robust risk management framework, policies, and strategies.

5. **Fit and Proper Criteria**

In accordance with RBI's Scale-Based Regulations, the Company shall maintain a Board-approved **Fit and Proper Criteria Policy** for Directors.

- Directors shall submit periodic disclosures to confirm compliance.
- A quarterly statement on changes in directorship, along with a certificate of compliance, shall be submitted to the RBI Regional Office within **15 days** of each quarter-end.
- The statement for the quarter ending **31 March** shall be certified by the statutory auditors.

6. **IT Strategy Committee**

A Board-level IT Strategy Committee shall be constituted in accordance with the **Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices**. The Committee shall oversee IT strategy formulation, approval, implementation, review, and reporting to the Board.

7. **IT Steering Committee**

An IT Steering Committee, comprising senior management from IT and business functions, shall be established in line with the above RBI Master Direction.

D. Vigil Mechanism

The Company shall maintain a **Vigil Mechanism / Whistle Blower Policy** to enable Directors and employees to report genuine concerns relating to unethical conduct, suspected fraud, or violations of the Code of Conduct.

The mechanism shall ensure confidentiality, protect whistleblowers from victimisation, and be made available on the Company's website.

E. Statutory Auditors

The appointment of Statutory Auditors and engagement of partners from the audit firm shall comply with **Sections 139 and 141 of the Act** and applicable RBI guidelines.

F. Disclosures

The Company shall ensure that its Corporate Governance Report contains all disclosures required under the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** and the **Master Direction – RBI (NBFC – Scale Based Regulation) Directions, 2023**.

G. Review

This Policy shall be reviewed periodically by the Board to ensure continued alignment with applicable laws, regulations, and best governance practices.