Internal Guidelines on Corporate Governance

Namdev Finvest Limited
(Formerly Known as Namdev Finvest Private Limited)

Registered Office:
"Namdev House"
Plot No. 21, Neer Sagar-A, Bhankrota,
Jaipur, Rajasthan – 302026, India

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Prepared and proposed by	**Ms. Sakshi Sharma**	
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INDEX

S. No	Particular	Page No.
1	Introduction	4
2	Preface	4
3	Regulatory Requirement	4
4	About The Guidelines	5
5	Governance Structure	5
6	Guidelines on Corporate Governance	6
7	Committees of Board	7
8	Responsibilities of The Committees	8
9	Fit And Proper Criteria	24
10	Disclosure And Transparency	24
11	Rotation of Partners of The Statutory Auditors Audit Firm	25
12	Information System Audit	25
13	Policies and per the Statutory Requirement	25
14	Validity	25
15	Review	25

1. Introduction

Namdev Finvest Limited (NFL) formerly known as **Namdev Finvest Private Limited** is a Non-Banking Financial Company having valid Certificate of Registration with Reserve Bank of India vide registration No. B-10.00260 on 20th August 2007 under current RBI classification as NBFC – Non-Deposit taking Investment and credit company ("NBFC-ICC") under NBFC Middle Layer – RBI (Non-Banking Financial Companies – Registration, Exemptions and Framework for Scale Based Regulation) Directions, 2025.

It is focused on offering finance to MSME, Two-wheelers, Solar panel loan, Electric Vehicle (EV) loan, EV charging station loan and all kind of light commercial vehicles segment.

2. Preface

Corporate Governance is creation and enhancing long term sustainable value for the stakeholders through ethically driven business process. It promotes fairness, transparency, accountability, commitment to values, ethical business conduct and prioritizing all stakeholders' interest while conducting business. Since corporate Governance also sets up a framework for attaining an organization's objectives, it covers practically every facet of management, from internal controls & action plans to performance measurement & corporate disclosure. A transparent & agile corporate governance empowers a Company to make informed and ethical decisions that oust anything which is against the stakeholder's interest.

'Governance' in general terms, means the application of best management practices, compliance of law in true letter and spirit, adherence to ethical standards, distribution of wealth and discharge of social responsibility for sustainable development of all stakeholders. Financial institutions are the backbone of any economy. The functioning of financial Institutions differs from that of other corporate entities in many ways, which makes good Corporate Governance of Company both critical and important.

Corporate governance means to steer an organization in the desired direction by determining ways to take effective strategic decisions. It also deals with the accountability of the individuals through a mechanism which reduces the principal-agent problem in the organization.

3. Regulatory Requirement

In order to enable NBFCs to adopt best practices and greater transparency in their operations, RBI has issued directions on Corporate Governance for NBFCs. In pursuance of the Master Circular-Non- Banking Financial Companies- Corporate Governance (Reserve Bank) Directions, 2015, and Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 ("RBI Master Direction, 2023") read with Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025, dated November 28, 2025, as amended from time to time, the Company has framed the internal Guidelines on Corporate Governance.

Further company has adopted Prevention of Sexual Harassment (POSH) Policy commonly known as the 'POSH Act', In accordance with the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules framed thereunder (hereinafter "the POSH Act") it is required to form an Internal Complaints Committee and framework to provide protection against sexual harassment at workplace and the prevention and redressal of complaints of sexual harassment and matters related to it

4. About The Guidelines

The objective of this document is to assist Company with the establishment and administration of a corporate governance structure in line with the Company's policies, Articles of Association (AOA) and in compliance with the Companies Act, 2013 ("Act") and Rules made thereunder and and Master Directions, notification and circulars issued by Reserve Bank of India ("RBI") from time to time, wherever applicable (herein collectively referred as "Applicable Law").

These Guidelines are issued and monitored by the Board of Directors ("Board") of the Company. The Company implements all applicable policies that are relevant to the Company subject to any variation required by applicable laws, regulations and guidance issued by relevant regulators.

The Company ensures good governance through its Board and Committees.

5. Governance Structure

The Company is a distinct legal entity registered under the erstwhile Companies Act, 1956 (now amended to Companies Act, 2013). The Corporate affairs of the Company are governed in the manner as described in this Guideline



Key elements of Company's corporate governance –

- Compliance with all applicable laws, rules and regulations within prescribed time and spirit;
- The Company's Board is composed of directors from diverse backgrounds and substantial experience, who are able to provide appropriate guidance to the executive management as required;
- The Board comprises of independent directors with outstanding track record and reputation;
- There are separate meetings of independent directors without presence of non-independent directors or executive management;
- There is a confidential Board evaluation process where each Board member evaluates the performance of every Director, Committees of the Board, the Chairperson of the Board and the Board itself; and
- Complete and detailed information provided to Board members in advance to enable them to evaluate matters carefully for meaningful discussions.

6. Guidelines On Corporate Governance

Board of Directors

The Board along with its Committees shall provide leadership and guidance to the Company's management. The Company's management shall act in accordance with the supervision, control and direction by the Board of the Company.

The Board as a main functionary shall be primarily responsible for ensuring value creation for its stakeholders. There should be the clear identification of powers, roles, responsibilities and accountability of the Board, CEO, and the Chairperson of the Board which is the foremost requirement of good governance.

The Board has 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 Company.

Composition

The composition of the Board is in conformity with the provisions of Applicable Laws and having diverse experience and expertise in their respective areas. The Company's Board is a balanced Board, having optimum combination of Executive and Non-Executive Directors including Woman Director in compliance with the requirements of the Applicable Law as amended from time to time to oversee the business activities of the Company as per applicable laws, regulations and guidance issued by relevant regulators.

Maximum Directorships

None of the Directors on the Board shall hold directorship in more than Twenty (20) Companies at the same time out of which directorship in Public Limited Companies shall not exceed more than Ten (10). An Independent Director shall not serve as an Independent Director in more than Seven (7) Listed Companies at the same time.

Board Meetings

The Board meets at regular intervals to discuss and decide on Company/business policy and strategy apart from other Board business decisions. The discussion among the Board members is held in detail, wherein the Board spends considerable time reviewing the information provided to them, which facilitates informed decision-making and effective participation at meetings. The Board shall meet at least four times in a year, in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board.

The minutes of all meetings of the Board and the Committees shall be circulated to the Board within respective timelines in accordance with the Secretarial Standard on Meetings of the Board of Directors (SS-1) issued by the Institute of Company Secretaries of India and other Applicable Laws.

Monitoring the Board performance

The performance of Board, its Committees, Chairperson and individual Directors are evaluated by the Nomination and Remuneration Committee on the basis of the criteria specified in the Nomination and Remuneration Policy of the Company, with the aim to improve the effectiveness and efficiency of the Board and Committees.

7. Committees Of Board

To focus effectively on the issues and ensure expedient resolution of diverse matters, the Board shall constitute a set of Committees with specific terms of reference / scope. The Committees shall operate as per the terms of reference approved by the Board. The minutes of the meetings of all Committees shall be placed before the Board for noting.

In compliance with applicable laws and regulations and its constitution documents, the Company has formed the following Committees:

- Audit Committee
- Nomination & Remuneration Committee
- Asset & Liability Management Committee
- Corporate Social Responsibility Committee
- Risk Management Committee
- Stakeholders Relationship Committee
- Borrowing & Investment Committee
- IT Strategy Committee
- IT Steering Committee
- Information Security Committee
- Consumer Protection Committee
- Advisory Committee
- Identification committee
- Review Committee
- Special Committee for Monitoring and Follow up of Frauds
- Internal Complaint Committee (under POSH Act)

The Board of the Company may, from time to time, constitute such other committees as may be required under the extant of the Company's policies, applicable regulations or for the purpose of ease of governance.

8. Responsibilities of the Committees

Each Committee has defined responsibilities and operates within its Terms of Reference as approved by the Board from time to time. The details of the Committees formed by the Board are given herein below:

I. AUDIT COMMITTEE

The Audit Committee of the Company has constituted in line with the provisions of Section 177 of the Companies Act 2013 ('Act') and circulars, directions and guidelines issued by Reserve Bank of India ('Guidelines').

All the members of the Committee have wide experience in the fields of Banking & Finance, Regulatory and Financial service industry.

Composition	The constitution of the Committee shall be in accordance with the Applicable Law
Quorum	The quorum shall be in accordance with the Applicable Law
Frequency	The Committee shall meet as and when required.
Secretary	The Company Secretary of the Company shall act as the Secretary to the Committee.
	The terms of reference of the Audit Committee, inter alia, shall include the following: •Recommendation for appointment, remuneration and terms of appointment of auditors of the Company; •Review and monitor the auditor's independence and performance, and effectiveness of audit process; •Approval or any subsequent modifications of transactions of the Company, if any, with related parties and granting omnibus approval to related party transactions which are in the ordinary course of business and on an arm's length basis and to review and approve such transactions; •Reviewing, with the management, the financial statements before submission to the board along with examination of auditor's report thereon and also ensure reliability of financial statements for preparation of other related records linked to the financial statements;

Role	•Scrutiny of inter-corporate loans and investments, if any; •Valuation of undertakings or assets of the company, wherever it is necessary; •Evaluation of internal financial controls and risk management systems; •To review the functioning of the vigil mechanism; •Monitoring the end use of funds, if raised through public offers and related matters; •To put in place and oversee the Internal Audit Function of the Company; •Reviewing with the management, performance of Statutory and internal auditors, the scope of internal audit, adequacy of internal control systems and ensure adherence thereto and any other related issues; •Discussion with the internal auditors of any significant findings and follow up there on; •Monitoring the end use of funds, if raised through public offers and related matters; •Ensure that an Information System Audit of the internal systems and processes is conducted at least once in two years to assess operational risks faced by the NBFCs; •Have the same powers, functions and duties as laid down in Section 177 of the Act; and To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment, or modification, as may be applicable.

II. NOMINATION AND REMUNERATION COMMITTEE

The Board has constituted the Nomination and Remuneration Committee (NRC) in line with the provisions of Section 178 of the Companies Act, 2013 ("Act") and circulars, directions and guidelines issued by Reserve Bank of India ('Guidelines').

Composition	The constitution of the Committee shall be in accordance with the Applicable Law.
Quorum	The quorum shall be in accordance with the Applicable Law.
Frequency	The Committee shall meet as and when required.
Secretary	The Company Secretary of the Company shall act as the Secretary to the Committee.
Role	**The terms of reference of the Nomination and Remuneration Committee, inter alia, shall include the following:** •Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down in charter, recommend to the Board their appointment and removal; •Specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance; •Formulate the criteria for determining qualifications and positive attributes and independence of a director; •Recommend to the Board a policy, relating to remuneration for the Directors, Key Managerial Personnel and other employees; •Ensuring 'fit and proper' status of proposed / existing directors; •Retain, motivate and promote talent and to ensure long term sustainability of talented Directors, KMPs and SMPs. •Have the same powers, functions and duties as laid down in Section 178 of the Act; and To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment, or modification, as may be applicable.

III. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Company has constituted Corporate Social Responsibility Committee (CSR Committee) in line with the provisions of Section 135 of the Companies Act, 2013 ("Act") which has substantial roles and responsibilities in respect of projects to be recommended to the Board and for the monitoring of the CSR projects and reporting.

Composition	The constitution of the Committee shall be in accordance with the Applicable Law.
Quorum	The quorum shall be in accordance with the Applicable Law.
Frequency	The Committee shall meet as and when required.
Secretary	The Company Secretary of the Company shall act as the Secretary to the Committee.
Role	**The terms of reference of the CSR Committee, inter alia, shall include the following:** •Formulate and recommend to the Board, a CSR policy, which shall indicate the activities to be undertaken by the Company as per Act and rules made thereunder; •Review and recommend the amount of expenditure to be incurred on CSR activities; •Institute a transparent monitoring mechanism for the implementation of the CSR projects, programs and activities undertaken the Company from time to time; •Monitor the CSR policy of the Company from time to time; •The CSR Committee shall formulate and recommend to the Board, an annual action plan in pursuance of the CSR policy of the Company; and •To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment, or modification, as may be applicable.

IV. RISK MANAGEMENT COMMITTEE

The Company has constituted Risk Management Committee (RMC) in line with the provisions of the RBI Master Direction, 2023 read with other circulars and guidelines issued by Reserve Bank of India ('Guidelines').

Composition	The constitution of the Committee shall be in accordance with the Applicable Law.
Quorum	The quorum shall be in accordance with the Applicable Law.
Frequency	The Committee shall meet as and when required.

Secretary	The Company Secretary of the Company shall act as the Secretary to the Committee.
Role	**The terms of reference of the Risk Management Committee, inter alia, shall include the following:** •Assist the Board in setting risk strategy policies in liaison with management and in the discharge of its duties relating to corporate accountability and associated risk in terms of management assurance and reporting; •Review and assess the quality, integrity and effectiveness of the risk management systems and ensure that the risk policies and strategies are effectively managed; •Review and assess the nature, role, responsibility and authority of the risk management function within the Company and outline the scope of risk management work; •Ensure that the Company has implemented an effective ongoing process to identify risk, to measure its potential impact against a broad set of assumptions and then to activate what is necessary to pro-actively manage these risks, and to decide the Company's appetite or tolerance for risk; •Oversee formal reviews of activities associated with the effectiveness of risk management and internal control processes. A comprehensive system of control should be established to ensure that risks are mitigated and that the Company's objectives are attained; •Review processes and procedures to ensure the effectiveness of internal systems of control so that decision-making capability and accuracy of reporting and financial results are always maintained at an optimal level; •Monitor external developments relating to the practice of corporate accountability and the reporting of specifically associated risk, including emerging and prospective impacts; •Provide an independent and objective oversight and view of the information presented by management on corporate accountability and specifically associated risk, also taking account of reports by

	internal auditor to the Board on all categories of identified risks facing by company; •Review the risk acceptance criteria, review loan loss provisioning; •Review of Risk Management Policy; •Take care matters related to pricing of credit as per RBI guidelines; and •To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

V. STAKEHOLDERS RELATIONSHIP COMMITTEE (SRC)

The Company has constituted Stakeholders Relationship Committee (SRC) in line with the provisions of Section 178 of the Companies Act, 2013 ("Act") read with the rules made thereunder.

Composition	The constitution of the Committee shall be in accordance with the Applicable Law.
Quorum	The quorum shall be in accordance with the Applicable Law.
Frequency	The Committee shall meet on a Quarterly basis.
Secretary	The Company Secretary of the Company shall act as the Secretary to the Committee.
	The terms of reference of the Stakeholders Relationship Committee, inter alia, shall include the following: • Review/Resolving the grievances of the security/stakeholders holders of the Company 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.; • Review of measures taken for effective exercise of voting rights by shareholders; • Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;

Role	• Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend/annual reports/statutory notices by the shareholders of the Company; • Committee may consult with other committees of the Board, if required, while discharging its responsibilities. • Monitor and review any investor complaints received by the company directly or through SEBI or SCORES and ensure its timely and speedy resolution, in consultation with the Company Secretary & Compliance officer and Registrar and Transfer Agent ("RTA") of the company • Take note of statement of grievances of stakeholders' (except customers) on quarterly basis; and • To carry out any other function as is mandated by the Board from time to time.

VI. ASSET AND LIABILITY MANAGEMENT COMMITTEE (ALCO)

The Company has constituted Asset Liability Management Committee (ALCO) in line with provisions of RBI Master Direction, 2023, and Asset Liability Management (ALM) System for NBFCs – Guidelines read with other circulars and guidelines issued by RBI ('Guidelines').

Composition	The constitution of the Committee shall be in accordance with the Applicable Law.
Quorum	The quorum shall be in accordance with the Applicable Law.
Frequency	The Committee shall meet as and when required.
Secretary	The Company Secretary of the Company shall act as the Secretary to the Committee.
	The terms of reference of the Asset and Liability Management Committee, inter alia, shall include the following: •Responsible for balance sheet planning from risk-return perspective including the strategic management of interest rate and liquidity risks; •Ensure that the Company operates its activities within the limits / parameters set by the Board regarding the business and risk management strategy; •Review the results of and progress in implementation of the decisions made in the previous meetings;

Role	•Articulate the current interest rate view of the Company and base its decisions for future business strategy on this view; •Review, revise as necessary, and recommend for Board approval the Asset Liability Management Policy, Investment Policy and Resource Planning Policy. In respect of the Investment and Resource Planning Policy, for instance, its responsibility would be to decide on source and mix of liabilities or sale of assets; •Consider and approve any other matters related to liquidity and market risk management including matters that might be required by the Reserve Bank of India (RBI) to be dealt with by ALCO and by Board of Directors, from time to time; and •To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

VII. BORROWING & INVESTMENT COMMITTEE

In according to Section 179(3) of the Companies Act, 2013 ('Act'), the Board has constituted Borrowing & Investment Committee to delegate its powers to borrow money and to invest the funds of the Company.

Composition	The constitution of the Committee shall be in accordance with the Applicable Law.
Quorum	The quorum shall be in accordance with the Applicable Law.
Frequency	The Committee shall meet as and when required.
Secretary	The Company Secretary of the Company shall act as the Secretary to the Committee.
Role	**The terms of reference of the Borrowing & Investment Committee, inter alia, shall include the following: -** •To approve borrowings from time to time, any sum or sums of money for the purpose of the Company not exceeding the limit approved by the shareholders under the section of 180(1)(c) of the Act from time to time;

	•Authority to create mortgage, charge etc. to secure borrowings not exceeding the limit approved by the shareholders under the section of 180(1)(a) of the Act from time to time; •To approve all proposals of investment of surplus funds available with the Company; •To approve and open any type of separate account(s) i.e. Cash Credit account, designated account, etc. with one or more banks and also authorize any person(s) to operate such account(s) as authorised signatory(ies); •To approve and do all types of securitizations and assignment transaction with one or more lenders, banks and/or any other financial institutions; •To advise the Board in setting strategic direction for borrowing operations & planning; •To delegate authority/powers to any other person to negotiate, re-negotiate, finalize, execute and deliver, cause to be executed or deliver, sign, deal with, modify, alter, amend and do all other acts, deeds, things and matters in connection with the Facility, the Finance Documents and other documents, letter(s), applications, receipts, notices, mandates, assignments, powers of attorney, undertakings, declarations, notices (including utilization request), agreements and other documents, instruments, writings and papers in connection to borrowing with all lenders and to do all acts, deeds, matters and things as deem necessary, proper or desirable; •To negotiate, decide and approve the terms and conditions or modifications thereof of the issue and allotment of Non-Convertible Debentures ("NCD"), Commercial Papers ("CP"), Bond and other debt securities ("Debt Security") to the eligible investors as identified by the Board; •To allot equity share to the eligible employees (as identified by the Board), who shall exercise its rights to subscribe the Employee Stock Options ("ESOPs") under the Namdev Employee Stock Option Scheme of the Company (as amended from time to time);

	•Such other powers/authorities, as may be decided by the Board, from time to time, in connection with the offer and allotment of the Debt Security; and •To carry out any other function as is mandated by the Board from time to time.

VIII. INFORMATION TECHNOLOGY (IT) STRATEGY COMMITTEE

The Board has constituted an IT Strategy Committee in accordance with the applicable provisions of the Master Direction – Information Technology Framework for the NBFC Sector, bearing reference number RBI/DNBS/2016-17/53 dated June 8, 2017, read with the Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices, bearing reference number RBI/2023-24/107 DoS.CO.CSITEG/SEC.7/31.01.015/2023-24 dated November 7, 2023, which came into effect from April 1, 2024, and was subsequently repealed and superseded by the Reserve Bank of India (Non-Banking Financial Companies – Cybersecurity, Technology: Risk, Resilience and Assurance Framework) Directions, 2026, as amended from time to time (collectively referred to as the "IT Master Direction").

Composition	The constitution of the Committee shall be in accordance with the Applicable Law.
Quorum	The quorum shall be in accordance with the Applicable Law.
Frequency	The Committee shall on Quarterly basis.
Secretary	The Company Secretary of the Company shall act as the Secretary to the Committee.
Role	**The terms of reference of the IT Strategy Committee, inter alia, shall include the following:** • Ensure that the Company has put an effective IT strategic planning process in place; • 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; • Satisfy itself that the IT governance and information security governance structure fosters accountability, is effective and efficient, has adequate skilled resources, well-defined objectives, and unambiguous responsibilities for each level in the organisation;

	• Ensure that the Company has put in place processes for assessing and managing IT and cybersecurity risks; • Ensure that the budgetary allocations for the IT function, including for IT security / cybersecurity, are commensurate with the NBFC's IT maturity, digital depth, threat environment, and industry standards and are utilised in a manner intended for meeting the stated objectives; • Review, at least on an annual basis, the adequacy and effectiveness of the business continuity planning and DR management of the Company; • Review the assessment of IT capacity requirements and the measures taken to address the issues; and • Approve documented standards and procedures for administering need-based access to an information system. To carry out any other function as mandated by the Board from time to time and/or enforced by any other statutory notification, amendment or modification, as may be applicable.

IX. INFORMATION TECHNOLOGY (IT) STEERING COMMITTEE

The Board has constituted the IT Steering Committee in compliance with the provisions of the Master Direction - Information Technology Framework for the NBFC Sector RBI/DNBS/2016-17/53 dated June 08, 2017 read with Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices bearing reference number RBI/2023-24/107 DoS.CO.CSITEG/SEC.7/31.01.015/2023-24 dated November 07th, 2023 which came into effect from April 1, 2024, and was subsequently repealed and superseded by the Reserve Bank of India (Non-Banking Financial Companies – Cybersecurity, Technology: Risk, Resilience and Assurance Framework) Directions, 2026, as amended from time to time (collectively referred to as the "IT Master Direction").

Composition	The constitution of the Committee shall be in accordance with the Applicable Law.
Quorum	The quorum shall be in accordance with the Applicable Law.
Frequency	The Committee shall on Quarterly basis.
Secretary	The Company Secretary of the Company shall act as the Secretary to the Committee.

Role	**The terms of reference of the IT Steering Committee, inter alia, shall include the following: -** • Assist the ITSC in strategic IT planning, oversight of IT performance, and aligning IT activities with business needs; • Oversee the processes put in place for business continuity and DR; • Ensure implementation of a robust IT architecture meeting statutory and regulatory compliance; and • Update the ITSC and Managing Director (MD)/Chief Executive Officer (CEO) periodically on the activities of IT Steering Committee. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

X. INFORMATION SECURITY COMMITTEE (ISC)

The Board has constituted the Information Security Committee in compliance with the provisions of the Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices bearing reference number RBI/2023-24/107 DoS.CO.CSITEG/SEC.7/31.01.015/2023-24 dated November 07th, 2023 which came into effect from April 1, 2024, and was subsequently repealed and superseded by the Reserve Bank of India (Non-Banking Financial Companies – Cybersecurity, Technology: Risk, Resilience and Assurance Framework) Directions, 2026, as amended from time to time (collectively referred to as the "IT Master Direction").

Composition	The constitution of the Committee shall be in accordance with the Applicable Law.
Quorum	The quorum shall be in accordance with the Applicable Law.
Frequency	The Committee shall on Half Yearly basis.
Secretary	The Company Secretary of the Company shall act as the Secretary to the Committee.
Role	**The terms of reference of the Information Security Committee, inter alia, shall include the following: -** • Development of information security/cybersecurity policies, implementation of policies, standards, and procedures to ensure that all identified risks are managed within the NBFC's risk appetite;

	• Approving and monitoring information security/cybersecurity projects and security awareness initiatives; • Reviewing cyber incidents, IS audit observations, monitoring, and mitigation activities; and • updating the IT Strategy Committee and MD/CEO periodically on the activities of ISC. To carry out any other function as is mandated by the Act from time to time.

XI. CONSUMER PROTECTION COMMITTEE (CPC)

The Board has constituted the Consumer Protection Committee in compliance with the provisions of the Master Direction – Reserve Bank of India (Credit Information Reporting) Directions, 2025 bearing reference number RBI/DoR/2024-25/125 DoR.FIN.REC.No.55/20.16.056/2024-25 dated January 06, 2025, and was subsequently repealed and superseded by the Reserve Bank of India (Non-Banking Financial Companies – Credit Information Reporting) Directions, 2025 (RBI CIC Master Direction) as amended from time to time, issued by the Reserve Bank of India (RBI).

Composition	The constitution of the Committee shall be in accordance with the Applicable Law.
Quorum	The quorum shall be in accordance with the Applicable Law.
Frequency	The Committee shall meet on Quarterly basis.
Secretary	The Company Secretary of the Company shall act as the Secretary to the Committee.
Role	**The terms of reference of the Consumer Protection Committee, inter alia, shall include the following: -** • Approve the Standard Operating Procedure (SOP) formulated by the Company Handling Customer Service and Protection; • The Committee is responsible for overseeing the management of consumer complaints and grievances, and for reviewing key customer service metrics such as the number and nature of complaints, root cause analysis, adherence to defined turnaround times (TATs), and the top categories of complaints; • To take note of the statement of complaints of customers of the Company on quarterly basis; and

	• The Committee shall function in accordance with the applicable regulatory requirements, internal policies, and such terms of reference as may be approved by the Board from time to time.

XII. ADVISORY COMMITTEE

The Advisory Committee functions according to the role and the power delegated to it by the Board.

Composition	The constitution of the Committee shall be in accordance with the Applicable Law.
Quorum	The quorum shall be in accordance with the Applicable Law.
Frequency	The Committee shall meet as and when required or Once in a month.
Secretary	The Company Secretary of the Company shall act as the Secretary to the Committee.
Role	**The terms of reference of the Internal Executive Committee, inter alia, shall include the following: -** Evaluating current strategies and performance. •Providing recommendations for strategic planning and implementation • Reviewing major decisions. • Sharing insights on market trends and innovations. • To carry out any other function as is mandated by the Board from time to time.

XIII. IDENTIFICATION COMMITTEE

The Identification Committee functions according to the role and the power delegated to it by the Board.

Composition	The constitution of the Committee shall be in accordance with the Applicable Law.
Quorum	The quorum shall be in accordance with the Applicable Law.
Frequency	The Committee shall meet as and when required.
Secretary	The Company Secretary of the Company shall act as the Secretary to the Committee.

Role	**The terms of reference of the Identification Committee, inter alia, shall include the following: -** • Reviewing reports and evidence of suspected fraud cases. • Ensuring timely and accurate identification of frauds within the Company's operations. • Recommending actions to mitigate risks, such as marking accounts as fraudulent. • Coordinating with operational teams to gather all relevant information and ensure • compliance with internal policies and regulatory guidelines. • Suggesting corrective actions, including changes in processes or systems, to prevent recurrence. • To carry out any other function as is mandated by the Board from time to time.

XIV. REVIEW COMMITTEE

The Review Committee functions according to the role and the power delegated to it by the Board.

Composition	The constitution of the Committee shall be in accordance with the Applicable Law.
Quorum	The quorum shall be in accordance with the Applicable Law.
Frequency	The Committee shall meet as and when required.
Secretary	The Company Secretary of the Company shall act as the Secretary to the Committee.
Role	**The terms of reference of the Review Committee, inter alia, shall include the following: -** • To review the proposal of the Identification Committee regarding classification of concerned person as a wilful defaulter; • To provide the opportunity of being heard from the concerned person/entity (without any lawyer) and take a decision; • To pass a reasoned order and communicate it to wilful defaulter; • To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment, or modification, as may be applicable.

XV. SPECIAL COMMITTEE

The Special Committee functions according to the role and the power delegated to it by the Board.

Composition	The constitution of the Committee shall be in accordance with the Applicable Law.
Quorum	The quorum shall be in accordance with the Applicable Law.
Frequency	The Committee shall meet on quarterly basis.
Secretary	The Company Secretary of the Company shall act as the Secretary to the Committee.
Role	**The terms of reference of the Special Committee, inter alia, shall include the following: -** • Reviewing large-value fraud cases and monitoring their resolution. • Ensuring that all cases classified as fraud are reported to the RBI in a timely manner. • Overseeing implementation of measures to recover losses and strengthen the control environment. • Monitoring compliance with RBI's fraud classification, reporting, and mitigation requirements. • Reviewing the effectiveness of fraud prevention mechanisms and recommending policy- level changes to mitigate risks. • To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment, or modification, as may be applicable.

XVI. INTERNAL COMPLAINTS COMMITTEE (under POSH Act)

The constitution of Internal complaints committee is in compliance with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013, (POSH Act).

Composition	The constitution of the Committee shall be in accordance with the Applicable Law.
Quorum	The quorum shall be in accordance with the Applicable Law.
Frequency	The Committee shall meet as and when required
Role	The terms of reference of the Internal Complaints Committee, inter alia, shall include the following: -

	• Investigating every formal written complaint of sexual harassment; • Taking appropriate remedial measures to respond to any substantiated allegations of sexual harassment; • Discouraging and preventing employment related sexual harassment; • Initiate and conduct an inquiry as per the POSH policy of the Company; • Maintain all records of all the inquiries conducted; • Maintain strict confidentiality throughout the process of enquiry; • Submit reports of POSH complaints on annual basis in the prescribed format; and To carry out any other function as is mandated by the Act from time to time.

9. Fit And Proper Criteria

The Company shall: -

- put in place, a policy for ascertaining the 'fit and proper' criteria of the directors at the time of appointment or re-appointment, and on a continuing basis.
- undertake the process of due diligence to determine the suitability of the person for appointment / continuing to hold appointment as a director on the Board, based upon qualification, expertise, track record, integrity and other 'fit and proper' criteria. The process of due diligence should be undertaken at the time of appointment and renewal of appointment.
- obtain a declaration and undertaking from the directors every year giving additional information on the directors in the RBI prescribed format for judging their 'fit and proper' status.
- obtain a deed of covenant signed by the directors in the RBI prescribed format.
- Furnish to RBI a quarterly statement on the change of directors, and a certificate that 'fit and proper' criteria' in selection of the directors have been followed, within 15 days of the close of the respective quarter. The statement for the quarter ending March 31st shall be certified by the auditors.

10. Disclosure And Transparency

The following must be put forth before the Board, at regular intervals, as may be prescribed by the Board in this regard:

i) the progress made in putting in place a progressive risk management system and risk management policy and strategy followed by the Company;

ii) conformity with corporate governance standards viz., composition of various committees, their role and functions, periodicity of the meetings and compliance with coverage and review functions, etc.; and

iii) Company shall also disclose the following in their Annual Financial Statements:

- registration/ licence/ authorization, by whatever name called, obtained from other financial sector regulators;
- ratings assigned by credit rating agencies and migration of ratings during the year;
- penalties, if any, levied by any regulator;
- information namely, area, country of operation and joint venture partners with regard to joint ventures and overseas subsidiaries; and
- Asset-Liability profile, extent of financing of parent company products, NPAs and movement of NPAs, details of all off-balance sheet exposures, structured products issued by them as also securitization/ assignment transactions and other disclosures as per RBI guidelines.

11. Rotation Of Partners of The Statutory Auditors Audit Firm

The Company shall follow the applicable provisions of the circular issued by RBI vide reference no. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 on 'Guidelines for Appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors (SAs)', as amended from time to time.

12. Information System Audit.

The Company shall ensure that an information system audit of the internal systems and processes is conducted as prescribed by RBI to assess operational risks, if any, faced by the Company.

13. Policies as per the Statutory Requirement

The Company, in line with the requirement of the Applicable Laws has framed and adopted various policies. Further the Board/various Committees of the Company shall review and update the policies at regular intervals based statutory requirement or on modification or amendments in various acts, rules, regulations, statues, as applicable to the Company.

14. Validity

The Policy shall be valid till next review by Committee members and/or Board of Directors, as applicable.

15. Review

The Company's CEO, CFO, CCO, COO and other head of department have been entrusted with the responsibility of enforcement of this Guidelines. They are hereby given absolute power to jointly or severely, make necessary changes, amendments or additions or removals for the operational aspects of the Guidelines within the overall spirit and guidance from time to time for reasons like technology or process upgradation, regulatory changes, maintaining competitive edge or responding to changes in market or risk environment, etc. This is required to ensure full operational freedom to the senior management and make the management team more adaptive

to rapid changing external environment. All changes so made shall be noted to the Guidelines approving authority during the next Guidelines review.

The CEO, CFO, CCO and COO can decide on delegation of authority and can design / redesign MIS systems and reporting as they see fit to improve the responsibility and accountability within the team hierarchy.