



Corporate Governance Policy

ECL FINANCE LIMITED(ECLF)

Document Classification: Internal

March 2022

Document Control

Document Name	Corporate Governance Policy
Abstract	This document aims to ensure that a Company is managed to suit the best interests of all stakeholders.
Security Classification	Internal
Location	Applicable to all ECLF locations
Approver	Board of Directors
Policy Owner	Secretarial and Governance team

Version	Modification Date DD MMM YYYY	Brief description
V2	July 4, 2020	Approval of Corporate Governance Policy by Board of Directors of ECLF.
V3	March 24, 2022	Approval of Corporate Governance Policy by Board of Directors of ECLF.

Distribution list

CORPORATE GOVERNANCE POLICY

1) Purpose

Corporate governance is a way of life and not a set of rules. It is a set of process, practices, policies, procedures, rules and laws that affect the way in which the business is conducted. It is a set of systems and processes aimed to ensure that a Company is managed to suit the best interests of all stakeholders. It is a necessary condition, and not a sufficient condition for succeeding. Corporate governance brings about a right balance between the expectations of the owners, employees, customers and all other stakeholders. With the help of sound corporate governance frameworks, an organization can achieve excellence in everything that they do.

2) Policy

ECL Finance Limited (“the Company”) firmly believes in adherence to highest corporate governance practices. The Company is governed by requirements of the Companies Act 2013, (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Regulations/Listing Regulations”) and Corporate Governance and Disclosure norms for NBFCs issued by Reserve Bank of India vide chapter XI of Non-Banking Financial Company – systemically important Non-Deposit taking Company Directions 2016 (“RBI Master Direction”). Through this Policy the Company aims to pursue excellence in corporate governance.

The Company is committed to conduct its business in accordance with applicable laws, rules and regulations and the highest standards of business ethics. Corporate governance is about fairness and creation of value on a sustainable basis for all stakeholders. The Company ensures good governance through the implementation of effective policies and procedures, which is regularly reviewed by the Board or the Committees of the Board.

This Policy shall be published on the website of the Company.

This document contains Company’s internal guidelines relating to corporate governance. It is understood by all that corporate governance is a fast-evolving subject and we will need to upscale ourselves every time new facts and situations come up.

Compliance & Governance team of the Company is primarily responsible for administering these Guidelines.

3) Regulatory Framework

- Reserve Bank of India’s Master Direction – Non-Banking Financial Company – Systemically Important Non-Deposit taking Company and Deposit taking Company

(Reserve Bank) Directions, 2016 issued vide Master Direction no. DNBR.PD.008/03.10.119/2016-17 dated September 01, 2016, as applicable/updated from time to time.

- SEBI (Listing Obligation & Disclosure Requirement) Regulations - Obligations of listed entity which has listed its Specified Securities and Non-Convertible Debt Securities.
- Relevant provisions of Companies Act 2013.

4) Governance Structure



A Board of Directors:

The Company's Board has a fiduciary role to protect and enhance stakeholder's value through strategic supervision. The Board along with its Committees provides direction and exercises appropriate controls directly as well as through the procedures and policies mandated.

Composition of the Board of Directors

The Company's Board shall have an optimum combination of Executive and Non-Executive Directors, and not less than fifty per cent of the Board of Directors shall comprise of Non-executive Directors. Further, the Board shall have an appropriate number of Independent Directors as required by the applicable laws/ rules and regulations.

Independent Directors are expected to play a key role in the decision-making process of the Board. The Independent Directors should strive to bring in an independent, impartial and objective view to discussions at the meetings of the Board and its Committees and they shall act in a way that is in the best interest of the Company and its stakeholders.

Independent Directors appointed on the Board of the Company shall fulfill the criteria of independence as set out under the provisions of the Act and the Listing Regulations. They shall submit a declaration affirming compliance with the criteria of independence for every financial year and such declaration shall be submitted whenever there is any change in circumstances which may affect their independence. An Independent Director may hold office for a term of up to five consecutive years and shall be eligible for re-appointment for another term of up to five consecutive years on passing of a special resolution by the Members of Company and disclosure of such appointment in the Board Report. Further, an Independent Director, who completes two consecutive term(s) shall be eligible for appointment as an Independent Director in the Company only after the expiration of three years of ceasing to be an Independent Director in the Company.

Appointment of Board of Directors:

The Nomination & Remuneration Committee (NRC) will recommend the induction of Board Members to the Board of Directors. The new Director shall be apprised of the working of the Company and various Codes of Conduct/Policies adopted by the Company. The Director will execute Deed of Covenant post his/ her appointment. Independent Directors appointed on the Board of the Company shall fulfil the criteria of independence as set out under the provisions of the Act and the Listing Regulations. They shall submit a declaration affirming compliance with the criteria of independence for every financial year and such declaration shall be submitted whenever there is any change in circumstances which may affect their independence. The Company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company shall not appoint a person or let the Directorship of any person continue as a Non-executive Director if he/she has attained the age of seventy-five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing/continuing the appointment of such person.

In case of appointment of a new Director or reappointment of a Director/additional Director during the year, the shareholders shall be provided with the following information among others as per regulatory requirements: (i) A brief profile of the Director including nature of his/ her expertise in specific functional areas; and (ii) Names of companies in which the person also holds Directorship and the membership of Committees of the Board.

Duties and Responsibilities of the Board

The Board's key purpose is to ensure the Company's prosperity by collectively directing the Company's affairs, whilst meeting the appropriate interests of its stakeholders.

The Board is primarily responsible for *inter-alia*:

- Establishing vision, mission & values and determining, reviewing the goals, policy of the Company from time to time.
- Setting strategy and structure and deciding the means to implement and support them.
- Delegating to management, determining monitoring criteria to be used and ensuring effectiveness of internal controls.

Primary duties of Directors are:

- act in accordance with the Articles of Association of the Company.
- 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.
- exercise his/her duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- shall not be involved in a situation in which he/she may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- not achieve or attempt to achieve any undue gain or advantage either to self or relatives, partners, or associates and if such Director is found guilty of making any undue gain, he/she shall be liable to pay an amount equal to that gain to the Company.
- not assign his/her office and any assignment so made shall be void.
- Ensure that all decisions taken are in adherence to legal/regulatory requirement(s) as applicable to the business of the Company.
- inform the Company of any information that may be perceived to be a violation by any employee or Director or the Company of any legal/regulatory requirement(s) as applicable to the business of the Company.
- Adhere to the standards set by the Company from time to time to protect and promote the interests of shareholders and other stakeholders (including employees, customers, suppliers and creditors and the society at large).
- attend all Board/Committee/General/Business Meetings and seek leave of absence whenever necessary.

Tenure of Board of Directors

The tenure of Executive Directors shall not exceed the period as may be decided by the Board in line with the regulatory requirements on each occasion. Non-Executive (excluding Independent Directors)/ Executive Directors shall be required to retire by rotation. Subject to the Board's decision or any Shareholders' resolution, an Independent Director shall be eligible to hold office for a term of up to five consecutive years on the Board of the Company. Further, he/she shall also be eligible for re-appointment for a further term of up to five consecutive years on passing of a special resolution by the Company.

Meetings of the Board of Directors and quorum

Meetings of the Board of Directors shall be held atleast four times a year in such manner that not more than 120 (one hundred and twenty) days shall intervene between two consecutive meetings. The quorum for the meetings of the Board shall be as per the Act and SEBI Regulations. The detailed notes/information for agenda of the Board/Committee meetings shall be circulated to all the Directors, well in advance for fruitful discussions and making informed decisions. All information to be statutorily made available to the Board/Committees, pursuant to the applicable guidelines, Sections/Regulations as per the Companies Act, SEBI Regulations and RBI Master Directions shall be furnished to the Directors.

Fit & Proper

In terms of RBI circular no. RBI/2014-15/299 DNBR (PD) CC.No.002/03.10.001/2014-15 dated November 10, 2014 and RBI Master Circular no. RBI/2015-16/12 DNBR (PD) CC.No.053/03.10.119/2015-16 dated July 01, 2015, the Company obtains necessary disclosures from Directors from time to time. Further, the Company ensures compliance with the provisions laid down in the said circulars.

Code of Conduct

Pursuant to regulation 17(5) of SEBI Regulations, the Board of Directors shall lay down a code of conduct for all members of Board of Directors and senior management of the listed entity. This code of conduct shall suitably incorporate the duties of independent Directors as laid down in the Companies Act, 2013.

Board Evaluation:

The Companies Act 2013 and SEBI LODR has prescribed certain provisions with regard to Board evaluation. The Company shall put in place a mechanism to facilitate Board evaluation through a Board approved policy. Further, in line with the statutory requirements, the Independent Directors are required to hold at least one meeting a year, without the attendance of non-independent Directors and members of the Management, to transact business as may be specified in the Act/SEBI Regulations from time to time.

The Board and its Committees shall annually engage in an assessment exercise evaluating their performance for the purpose of increasing the effectiveness of the Board. The Nomination and Remuneration Committee is responsible for formulating criteria for evaluation of performance of Board, its Committees, Chairperson and Directors. The outcome of aforesaid evaluation shall be deliberated at appropriate forum(s) as required under the Act/SEBI LODR.

B. Board Committees:

To focus effectively on the specific matters and ensure expedient resolution of diverse subjects, the Board shall constitute a set of Committees with specific terms of reference / scope. The Committees shall operate as empowered agents of the Board as per their Charter. The minutes of the meetings of all Committees of the Board shall be placed before the Board for discussions / noting. Presently the Board has, amongst others, constituted the following Committees:

- I. Audit Committee
- II. Nomination & Remuneration Committee
- III. Corporate Social Responsibility Committee
- IV. Stakeholders Relationship Committee
- V. Asset Liability Management Committee
- VI. Risk Management Committee
- VII. IT Strategy Committee

I. Audit Committee

Composition

The Company shall constitute an Audit Committee in accordance with the provisions of CA13, SEBI Regulations and applicable provisions of the RBI Master Directions. The Committee shall have not less than three members with at least 2/3 of the members being independent Directors.

The Company shall determine the Frequency, Quorum of Meetings and its Chairperson.

The Audit Committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum for audit Committee meeting shall either be two members or one third of the members of the Audit Committee, whichever is greater, with at least two Independent Directors. The Chairperson of the Committee shall be an Independent Director.

Terms of Reference

The terms of reference of the Committee is enclosed as Annexure 1.

II. Nomination And Remuneration Committee

Composition:

In accordance with the provisions of Section 178 of the CA13 and the Companies (Meetings of Board and its Powers) Rules, 2014 ("the Rules"), and SEBI Regulations and applicable

provisions of the RBI Master Directions, the Company shall constitute a Nomination and Remuneration Committee. The Committee shall comprise of at least three non-executive Directors with at least two-third of the Directors being independent Directors. The Chairperson of the Committee shall be an Independent Director.

Frequency, Quorum of Meetings, and its chairperson:

The Nomination and Remuneration Committee shall meet at least once in a year and on adhoc basis, as required. The quorum for a meeting shall be either two members or one third of the members of the Committee, whichever is higher, including at least one independent Director in attendance. The Chairperson of the Board can be a member of this Committee but shall not chair this Committee. The Chairperson of the Committee shall be an Independent Director.

Terms of reference:

The terms of reference of Committee is enclosed as Annexure 1.

III. **Corporate Social Responsibility Committee**

Composition:

The Company shall constitute a Corporate Social Responsibility Committee (CSR Committee) in accordance with the provisions of the Section 135 of the Act. The Committee shall consist of at least three Directors out of which at least one shall be independent.

Frequency, Quorum of Meetings, and its chairperson:

The Committee shall meet at least once in a year and on adhoc basis. The quorum of the meeting shall be one third of the total strength or two Directors whichever is higher. Any Committee member may chair this Committee.

Terms of reference:

The terms of reference of the Committee is enclosed as Annexure 1.

IV. **Stakeholders Relationship Committee**

Composition

The Company shall constitute a Stakeholders Relationship Committee (SRC) in accordance with the provisions of the Section 178 of the Act. The Committee shall constitute of at least three Directors,

with at least one being an independent Director. The Chairperson of the Committee shall be a non-executive Director.

Frequency, Quorum of Meetings, and its chairperson:

The Committee shall meet atleast once in a year and and on adhoc basis, as required and the quorum of the meeting shall be one third of the total strength or two Directors whichever is higher. The Chairperson of this Committee shall be a Non-Executive Director.

Terms of reference:

The terms of reference of Committee is enclosed as Annexure 1.

V. ASSET LIABILITY MANAGEMENT COMMITTEE

Composition:

In accordance with the provisions of the RBI Directions an Asset Liability Management Committee shall be constituted for ensuring adherence to the risk tolerance/limits set by the Board as well as implementing the liquidity risk management strategy of the Company. The CEO/MD or the Executive Director (ED) should Chair the Committee.

The broad objectives of the ALCO are as follows:

- **Liquidity Risk**
The role of the ALCO with respect to liquidity risk would include, inter alia, decision on desired maturity profile and mix of incremental assets and liabilities, sale of assets as a source of funding, the structure, responsibilities and controls for managing liquidity risk, and overseeing the liquidity positions of all branches.
- **Liquidity Management**
Ensuring availability of adequate liquid resources with a view to keep maturity mismatches in the Balance Sheet of the Company within desired levels.
- **Interest Rate Risk Management**
Reviewing Interest Rates Scenario and decide on the desired composition of various portfolio;
Capture the sensitivity of Market Value of its Equity (MVE) to interest rate movements.
- **Profit Planning**
Positioning in order to maximize shareholder value while protecting the Company from any adverse consequences arising from liquidity and interest rate risk.

Frequency and Quorum of the Meeting:

Meeting of the Committee will be held atleast once in every quarter and on ad hoc basis, as required. The Quorum of the meeting shall be one third of the total strength or two Directors whichever is higher.

Terms of reference:

The terms of reference of Committee is enclosed as Annexure 1.

VI. RISK MANAGEMENT COMMITTEE

In accordance with the provisions of the RBI Directions and SEBI regulations the Board shall constitute a Risk Management Committee to manage all perceived risk. It shall comprise of minimum three members with majority of them being members of the Board and rest being senior executives of the Company, including at least one independent Director.

The Chairperson of the Risk Management Committee shall be a member of the Board of Directors.

Frequency and Quorum of the Meeting:

The Risk Management Committee shall meet at least twice in a year. The meetings of the Committee shall be conducted in such a manner that on a continuous basis not more than one hundred and eighty days shall elapse between any two consecutive meetings. The quorum for a meeting of the Risk Management Committee shall be either two members or one third of the members of the Committee, whichever is higher, including at least one member of the Board of Directors in attendance.

Terms of Reference:

The terms of reference of the Committee is enclosed as Annexure 1.

VII. IT STRATEGY COMMITTEE

In accordance with the provisions of the RBI Directions, an IT Strategy Committee shall be constituted comprising of the Chief Technology Officer and Chief Information Officer amongst others as members. The Committee shall be chaired by an Independent Director.

Frequency and Quorum of the Meeting:

The IT Strategy Committee shall meet at an appropriate frequency but not more than six months should elapse between two meetings. The quorum for a meeting shall be either two members or one third of the members of the Committee, whichever is higher.

Terms of Reference:

The terms of reference of Committee is enclosed as Annexure 1.

C. EXECUTIVE COMMITTEES

- I. Credit Committee
- II. Resource Mobilization Committee
- III. Securities Committee
- IV. Operations Committee
- V. Asset Liability Management (ALM) Working Group
- VI. Risk Working Group (RMC WG)
- VII. IT Steering Committee
- VIII. Risk based internal Audit Steering Committee
- IX. Outsourcing Committee

I. Credit Committee

The Credit Committee consists of Directors and Senior executives. The Credit Committee analyses the credit proposals placed before it. The Committee shall meet as and when any matter comes up for consideration of the Committee. The terms of reference of Committee is enclosed as Annexure 1.

II. Resource Mobilization Committee

Analyzing of various options for raising of funds by issuance of securities including debt instruments in the nature debentures/ bonds, and/or any other instrument including equity or preference shares, and to perform all activities with regard to fund raising by various methods/ means/options under the authority of Board and Shareholders. The terms of reference of Committee is enclosed as Annexure 1.

III. Securities Committee

A Securities Committee shall be constituted by the Company for inter-alia deciding the terms and conditions of the securities issued, monitoring transfers of securities, issuing duplicate certificates, etc. The terms of reference of Committee is enclosed as Annexure 1.

IV. Operations Committee

Operations Committee shall be constituted by the Company for monitoring day to day operations of the Business. The terms of reference of the Committee is enclosed as Annexure 1.

V. Asset Liability Management (ALM) Working Group

The ALM Working Group consisting of the operating staff shall be responsible for analysing, monitoring and reporting the liquidity risk profile to the ALCO.

VI. Risk Management Working Group (RMC WG)

The RMC WG, chaired by the CRO, consisting of such senior staff shall be responsible for analyzing, monitoring and reporting to RMC on various risk management related policies, processes and issues related thereto.

VII. IT Steering Committee

The Company shall establish an IT Steering Committee, consisting of business owners, the development team and other stakeholders to provide oversight and monitoring of the progress of IT project, including deliverables to be realized at each phase of the project and milestones to be reached according to the project timetable. The terms of reference of the Committee is enclosed as Annexure 1.

VIII. Risk based internal Audit Steering Committee

A Risk based Internal Audit Steering Committee shall be constituted for providing the Company with guidance for framing the RBIA policy and framework. The Committee will also be responsible for various other functions ancillary to the RBIA. The terms of reference of Committee is enclosed as Annexure 1.

IX. Outsourcing Committee

With respect to Outsourcing Risk Management, the Board shall constitute an Outsourcing Committee which will monitor the overall Outsourcing Framework. The Committee shall comprise of Managing Director/CEO-Chairman, Risk - Member Secretary, Chief Compliance Officer, Business Head and Chief Financial Officer. The terms of reference of the Committee is enclosed as

Annexure 1.

D. CHIEF RISK OFFICER (CRO)

Pursuant to RBI guidelines, the Company shall appoint a CRO with clearly specified role and responsibilities.

Appointment of CRO

- The CRO shall be a senior official in the hierarchy of the Company and shall possess adequate professional qualification/ experience in the area of risk management.
- The CRO shall be appointed for a fixed tenure with the approval of the Board.

Reporting Line

- CRO shall have direct reporting lines to the MD & CEO/ Risk Management Committee (RMC) of the Board.
- In case the CRO reports to the MD & CEO, the RMC/ Board shall meet the CRO without the presence of the MD & CEO, at least on a quarterly basis.
- The CRO shall not have any reporting relationship with the business verticals of the Company and shall not be given any business targets.
- There shall not be any 'dual hatting' i.e. the CRO shall not be given any other responsibility.

Any change in incumbency of the CRO shall also be reported to the stock exchanges.

RESPONSIBILITIES OF SENIOR MANAGEMENT

1. Act in accordance with the Articles of Association of the Company.
2. 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.
3. Exercise duties with due and reasonable care, skill and diligence and exercise independent judgment.
4. 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.
5. 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.
6. Not assign his office and any assignment so made shall be void.

7. Ensure that all decisions taken are in adherence to legal/regulatory requirement(s) as applicable to the business of the Company.
8. Inform the Company of any information that may be perceived to be a violation by any employee or Director or the Company of any legal/regulatory requirement(s) as applicable to the business of the Company.
9. Adhere to the standards set by the Company from time to time to protect and promote the interests of shareholders and other stakeholders (including employees, customers, suppliers and creditors and the society at large).
10. Attend all Board/Committee/General/Business Meetings, as may be necessary from time to time.
11. To act with highest standards of integrity, corporate governance and comply with all rules, regulations governing the Company, in letter and spirit.
12. Direct and control the work and resources of the Company and ensure the recruitment and retention of the required numbers and types of well-motivated, trained and developed staff to ensure that it achieves its mission and objectives.
13. Provide strategic advice and guidance to the chair and members of the Board, to keep them aware of developments within the industry and ensure that the appropriate policies are developed to meet the Company's mission and objectives and to comply with all relevant statutory and other regulations.
14. Establish and maintain effective relations with major customers, relevant government departments and agencies, local authorities, key decision-makers and other stakeholders generally, to exchange information and views and to ensure that the Company is providing the appropriate range and quality of services.
15. Develop and maintain research and development programmes to ensure that the Company remains at the forefront in the industry, applies the most cost-effective methods and approaches, provides leading-edge products and services and retains its competitive edge.
16. Prepare, gain acceptance, and monitor the implementation of the annual budget to ensure that budget targets are met, that revenue flows are maximized and that fixed costs are minimized.
17. Develop and maintain an effective marketing and public relations strategy to promote the products, services and image of the Company in the wider community.
18. Represent the Company in negotiations with customers, suppliers, government departments and other key contacts to secure for it the most effective contract terms.
19. Develop and maintain Total Quality Management systems throughout the Company to ensure that the best possible products and services are provided to customers.

20. Develop, promote and direct the implementation of equal opportunities policies in all aspects of the Company's work.
21. Oversee the preparation of the annual report and accounts of the Company and ensure their approval by the Board.
22. Develop and direct the implementation of policies and procedures to ensure that the Company complies with all health and safety and other statutory regulations.
23. To carry out certain special tasks as delegated by the Chairperson.
24. To support the Chair in conducting meetings in an orderly and organized manner and to maintain healthy relationship with the Chair and other Board members.

E. AUDITORS

Statutory Auditors

The Board and the Audit Committee of the Company shall be responsible for appointment of Statutory Auditors who have professional ability and are independent. Further the Company shall rotate the partner/s of the Chartered Accountant firm conducting the audit, every three years so that same partner shall not conduct audit of the Company continuously for more than a period of three years. However, the partner so rotated shall be eligible for conducting the audit of the Company after an interval of three years, if the Company, so decides. The Company shall incorporate appropriate terms in the letter of appointment of the firm of auditors and ensure its compliance. Further, as per RBI notification RBI/2021-22/25, Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021, which stipulates that the Statutory Audit of NBFCs with asset size above ₹15,000 crore in previous year, should be conducted under joint audit of a minimum of two audit firms.

Internal Auditors

The Board and the Audit Committee of the Company shall appoint Internal Auditors who shall perform independent and objective assessment of the internal controls, processes and procedures instituted by the Management and accordingly monitor its adequacy and effectiveness. Internal Auditor shall directly report to Audit Committee. Pursuant to RBI guidelines on Risk based Internal Audit (RBIA) dated Feb 03, 2021, the Board/ Audit Committee is inter alia required to carry out the following actions:

- a. Oversee the Internal Audit Function
- b. Approve the RBIA Policy
- c. Approve the RBIA plan to determine the priorities of the Internal Audit function based on the level and direction of risk, as consistent with the entity's goals

- d. Review the performance of RBIA
- e. Formulate and maintain a quality assurance and improvement program

Secretarial Auditors

The Board and Audit Committee shall appoint an independent Company Secretary in practice, in accordance with the provision of the Act to conduct a secretarial audit of the Company for every financial year. The Secretarial Auditor shall provide its report in the form and manner prescribed under the Act. The Secretarial Audit report shall be placed before the Board for its noting and records and the same be annexed to the Board's Report which shall be circulated to the members of the Company in accordance with the Act.

F. Policies

The Company, in line with the requirement of the Companies Act, 2013, the guidelines issued by the Reserve Bank of India and others acts, rules, and regulations applicable to the Company shall frame and adopt codes and policies which shall form part and parcel of the overall corporate governance framework of the Company. These policies shall be reviewed and updated at regular intervals based on the statutory requirement or on modification or amendments of various acts, rules, regulations, statues applicable to the Company. An indicative list of such policies is as under:

- a) Board evaluation policy
- b) Remuneration policy
- c) Corporate Social Responsibility Policy
- d) Policy on material Related Party Transactions
- e) Fair practices code
- f) Vigil Mechanism/whistle blower Policy
- g) Policy on determining material subsidiary
- h) Fit and proper Policy
- i) Corporate Governance Code
- j) Compensation Policy
- k) Succession Policy.

I. Audit Committee:

Composition

Mr. P. N. Venkatachalam (Chairman)

Mr. Biswamohan Mahapatra

Ms. Anita George

Mr. Kunnasagaran Chinniah

Terms of reference:

1. oversight of financial reporting process and disclosure of financial information of the Company to ensure that the financial statement is correct, sufficient and creditable;
2. recommendation for the appointment, removal, remuneration and terms of appointment of Statutory Auditors and Internal Auditors of the Company;
3. approval of payment to Statutory Auditors for any other services rendered by them;
4. reviewing with the management, the Annual Financial Statements and Auditor's Report thereon before submission to the Board for approval with particular reference to:
 - a. Matters required to be included in the director's responsibility statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. compliance with listing and other legal requirements relating to financial statements;
 - f. disclosure of any related party transactions;
 - g. modified opinion (s) in the draft audit report;
5. reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. review and monitor the auditor's independence and performance, and effectiveness of audit process;
7. reviewing, with management, performance of Statutory and Internal Auditors & adequacy of the internal control systems;
8. Review the Management discussion and analysis of financial condition and results of operations;
9. Consider and take on record the periodic statement/report of Related Party Transactions;
10. grant omnibus approval for Related Party Transactions including any subsequent modifications from time to time;
11. approval or any subsequent modification of transactions of the company with related parties
12. scrutiny of inter-corporate loans and investments;

13. valuation of undertakings or assets of the company, wherever it is necessary;
14. Review Management letters / letters of internal control weaknesses issued by the Statutory Auditors as well as Internal Audit reports relating to internal control weaknesses
15. evaluation of internal financial controls and risk management systems;
16. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, private placement 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 including Quarterly statement of deviation(s) submitted to stock exchange(s) and annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) and making appropriate recommendations to the board to take up steps in this matter ;
17. 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;
18. discussion with Internal Auditors of any significant findings and follow up there on;
19. 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 of a material nature and reporting the matter to the Board;
20. 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;
21. 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;
22. reviewing the functioning of the whistle blower/vigil mechanism;
23. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
24. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the Subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
25. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders
26. To monitor fraud;
27. Oversee implementation of regulatory policies including Anti Money Laundering and KYC (Know your Customer) Policies;
28. 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;
29. carrying out any other function as is mentioned in the terms of reference of the Audit Committee
30. Investigate into any matter in relation to the items specified in the relevant section of The Companies Act, 2013 or referred to it by the Board and for this purpose the Committee shall have full access to information contained in the records of the company and external professional advice, if necessary;

31. review and approve such activities as may be stipulated under various statutes /laws/regulations including amendments thereof from time to time, to be performed by the Committee;
32. any other terms of reference as may be specified by the Board from time to time.”

II. Nomination and Remuneration Committee

Composition

Mr. Biswamohan Mahapatra (Chairman)

Mr. P. N. Venkatachalam

Ms. Vidya Shah

Mr. Kunnasagaran Chinniah

Terms of reference

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the Directors, Key Managerial Personnel and other employees
2. annually review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes;
3. formulation of criteria for evaluation of performance of independent directors and the Board of Directors and whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent director;
4. specify manner for effective evaluation of performance of the Board, its Committees and individual Directors and review its implementation and Compliance;
5. identify the persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, explore their interest and availability for board / senior management service, recommend to the Board their appointment and removal as and when need arise;
6. to ensure 'fit and proper' status and credentials of proposed /existing Directors;
7. formulate the criteria for determining the qualifications, positive attributes etc. and independence of a Director;
8. To 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
9. annually review and recommend the salary, bonus, equity option plan other compensation to the Key Employees (as defined in Shareholders Agreement dated March 5, 2019 executed by and amongst the Company, its Members and CDPQ Private Equity Asia Pte. Ltd.), as well as the quantitative & qualitative objectives for the relevant Financial Year and the Key Performance Indicators (KPI) structure associated with the award of any incentives;
10. make recommendations to the Board regarding:

- a. policy relating to the remuneration for the Directors, Key Employees and other employees
 - b. plans for succession for both executive and non-executive Directors, as well as Key Employees
11. review the performance of Key Employees in case of significant underperformance by the Company w.r.t. expected profitability, net worth, quality of assets, etc. and review the reasons for such under performance and evaluate the performance of Key Employees. The Committee shall recommend to the Board to take appropriate steps including revision of the remuneration / compensation of the relevant Key Employee or any other action as it may deem fit.
 12. The Committee shall report to the Board on its proceedings after each meeting on all matters within its responsibilities.
 13. The Committee is authorized by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference
 14. recommend to the board, all remuneration, in whatever form, payable to senior management.
 15. to review and approve such activities as may be stipulated under various statutes /laws/regulations including amendments thereof from time to time, to be performed by the Committee; and
 16. such other functions as may be prescribed from time to time."

III. Corporate Social Responsibility Committee

Composition

Mr. P. N. Venkatachalam
Mr. S. Ranganathan
Mr. Kunnasagaran Chinniah

Terms of reference

1. formulate and recommend to the Board, an annual action plan in pursuance of its CSR Policy, which shall include the following, namely:-
 - i. the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
 - ii. the manner of execution of such projects or programmes;
 - iii. the modalities of utilisation of funds and implementation schedules for the projects or programmes;
 - iv. monitoring and reporting mechanism for the projects or programmes; and
 - v. details of need and impact assessment, if any, for the projects undertaken by the Company.
2. recommend to the Board, alteration of such plan at any time during the financial year, based on the reasonable justification to that effect;
3. recommend the amount of expenditure to be incurred on the CSR activities;

4. monitor the CSR Policy of the Company from time to time; and
5. review and approve such activities as may be stipulated under various statutes /laws/regulations including amendments thereof from time to time, to be performed by the Committee.

IV. Stakeholders Relationship Committee

Composition

Mr. P. N. Venkatachalam

Ms. Vidya Shah - Chairperson wef Oct 27, 2021

Mr. S Ranganathan

Terms of reference

1. Consider and resolving the grievances of the security holders and customers, including complaints related to transfer/transmission of securities including review of cases for refusal of transfer/transmission of securities, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
5. Redressing of shareholders and investor complaints, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates, non-receipt of balance sheet, etc.;
6. Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by the Company, including review of cases for refusal of transfer/transmission of securities;
7. Reference to statutory and regulatory authorities regarding investor grievances and customer complaints;
8. Ensure proper and timely attendance and redressal of investor queries and grievances and customer complaints;
9. To do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers; and
10. to review and approve such activities as may be stipulated under various statutes /laws/regulations including amendments thereof from time to time, to be performed by the Committee."

V. Asset Liability Committee Meeting

Composition

Mr. S. Ranganathan - Chairperson
Mr. Deepak Mittal
Ms. Shilpa Gattani
Mr.-Phanindranath Kakarla
Ms. Anita George

Terms of reference

1. Review of macro-economic scenario, impact of industry and regulatory changes monitoring the asset liability gap.
2. Strategizing action to mitigate liquidity and other risks associated with the asset liability gap. Review and suggest corrective actions on liquidity mismatch, negative gaps and interest rate sensitivities. Formulate a contingency funding plan (CFP) for responding to severe disruptions and develop alternate strategies as deemed appropriate, which take into account changes in:
 - a. Interest rate levels and trends
 - b. Loan products and related markets
 - c. Monetary and fiscal policy
3. Articulating and monitoring liquidity risk tolerance that is appropriate for its business strategy and its role in the financial system, and verifying adherence to various risk parameters and prudential limits.
4. Implementation of liquidity risk management strategy of the Company and reviewing the risk monitoring system.
5. Ensure that credit exposure to any one group does not exceed the internally set limits as well as statutory limits set by RBI.
6. Decide the strategy on the source, tenor and mix of assets & liabilities, in line with its business plans, taking into account the future direction of interest rates. Establish a funding strategy that provides effective diversification in the sources and tenor of funding. Consider product pricing for advances, desired maturity profile and mix of the incremental assets and liabilities, prevailing interest rates offered by peer NBFCs for similar services/products, etc. Discuss and report on the impact of major funding shifts and changes in overall investment and lending strategies.
7. Endeavour to develop a process to quantify liquidity costs, benefits & risk in the internal product pricing.
8. Review behavioural assumptions and validate models for study of assets & liabilities in preparation of Liquidity and Interest Rate Sensitivity Statements and ALM analysis.
9. Review stress test scenarios including the assumptions and results.
10. Review and approve the capital allocation methodology.
11. Analyse and deliberate at meetings, issues involving interest rate and liquidity risk, including capital allocation, liquidity cost, off balance sheet exposures, contingent liabilities, management of collateral position and intra-group transfers.
12. Review the results of and progress in implementation of the decisions made in the previous meetings. Report the minutes of its meeting to the Board of Directors on quarterly basis.
13. Formulate ALM policy for the Company;

14. In respect of liquidity risk oversight would include, inter alia, decision on desired maturity profile and mix of incremental assets and liabilities, sale of assets as a source of funding, the structure, responsibilities and controls for managing liquidity risk, and overseeing the liquidity positions of the Company;
15. Should ensure that an independent party regularly reviews and evaluates the various components of the Company liquidity risk management process.”

VI. Risk Management Committee:

Composition

Mr. Kunnasagaran Chinniah
Mr. Biswamohan Mahapatra
Mr. P. N. Venaktachalam
Mr. Deepak Mittal
Mr. S. Ranganathan

Terms of reference

1. Identifying, measuring and monitoring the various risks faced by the Company;
2. To formulate a detailed risk management policy which shall include :
 - a. A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, environmental, social and governance-related [ESG] related risks), information, cyber security risks or any other risk as may be determined by the Committee;
 - b. Measure for risk mitigation including systems and processes for internal control of identified risks.
 - c. Business continuity plan.
3. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
4. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
5. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
6. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken
7. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.
2. Mitigating various risks associated with functioning of the Company through Integrated Risk Management Systems, Strategies and Mechanisms;
 1. To deal with issues relating to credit policies and procedure and manage the credit risk, operational risk, management of policies and process;
 2. To assist in developing the Policies and verifying the Models that are used for risk measurement to have oversight over implementation of risk and related policies;
 3. Promoting an enterprise risk management competence throughout the organisation, including facilitating development of IT-related enterprise risk management expertise;

4. Establishing a common risk management language that includes measures around likelihood and impact and risk categories;
5. To evaluate the effectiveness in the made in placing a progressive risk management system and strategy followed by the Company;
6. to evaluate the overall risks faced by the Company including liquidity risk and report to the Board; and
7. Evaluating the risks and materiality of all existing and prospective outsourcing activities.”

VII. IT Strategy Committee

Composition

Mr. Biswamohan Mahapatra - Chairperson

Mr. Deepak Mittal

Mr. S. Ranganathan

Mr. Phanindranath Kakarla

Mr. Smit Shah

Mr. Srijit Ramakrishnan (CIO&CTO)

Terms of reference

1. Approving IT strategy and policy documents, within the framework approved by the Board, and ensuring that the management has put an effective strategic planning process in place.
2. Ascertaining that management has implemented processes and practices that ensure that the IT delivers value to the business
3. Ensuring IT investments represent a balance of risks and benefits and that budgets are acceptable.
4. 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.
5. Ensuring proper balance of IT investments for sustaining EHFL’s growth and becoming aware about exposure towards IT risks and controls.
6. The Role of IT Strategy committee in respect of outsourced operations
 - a. Instituting 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
 - b. Defining approval authorities for outsourcing depending on nature of risks and materiality of outsourcing;
 - c. Developing sound and responsive outsourcing risk management policies and procedures commensurate with the nature, scope, and complexity of outsourcing arrangements;
 - d. Undertaking a periodic review of outsourcing strategies and all existing material outsourcing arrangements;
 - e. Evaluating the risks and materiality of all prospective outsourcing based on the framework developed by the Board;

- f. Periodically reviewing the effectiveness of policies and procedures;
 - g. Communicating significant risks in outsourcing to the Board on a periodic basis.
 - h. Ensuring an independent review and audit in accordance with approved policies and procedures;
 - i. Ensuring that contingency plans have been developed and tested adequately;
 - j. Ensuring business continuity preparedness is not adversely compromised because outsourcing.
7. Review the functioning of IT Steering Committee
 8. The committee should appraise/report to the Board periodically and also report on particular matters to Audit Committee or Risk Committee, as required.

VIII. Credit Committee

Composition - Credit Committee 1

Mr. Phanindranath Kakarla
Mr. Manoj Agarwal
Mr. Braj Chandak

Composition - Credit Committee 2

Mr. Kulbir Singh Rana
Mr. Phanindranath Kakarla
Ms. Shilpa Gattani
Mr. Smit Shah

Terms of reference

1. To approve all lending transactions in accordance with the annexed Delegation of Power matrix as stipulated from time to time;
2. To approve credit/lending limits and deviation matrix, various internal guidelines, policies and processes;
3. To approve any other lending transactions subject to regulatory limits as prescribed from time to time;
4. To approve purchase, sale, transfer of financial assets to/from Asset Reconstruction Company, Securitization Company, other Non-Banking Financial Companies, Banks, Financial Institutions etc.
5. To invest/disinvest the surplus funds of the Company from time to time in quoted & unquoted shares(including investments in primary market), stock, securities, bonds, debentures, mutual funds, debt instruments, fixed deposits, security receipts, Alternative Investment Funds/Venture Capital Funds and other instruments as specified in the Investment policy from time to time;
6. To invest/disinvest the funds of the Company under various financial products, for such period and on such terms and conditions, as they may deem fit and proper;
7. To give on behalf of any body-corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by any body corporate;

8. To designate personnel from time to time to approve investments in the primary markets upto specified thresholds; and
9. To approve any other investments within the limits as set out by the Board.
10. To authorise changes / modifications in the Delegation of Power matrix with regard to Credit Management and Execution matters;
11. To authorize the Executives of the Company / Holding Company / Group Company for the aforesaid purposes including (i) signing various agreements, complaints, notices, applications, documents, submissions, instructions, etc, (ii) to represent the Company in various matters and submit the aforesaid documents and (iii) to alter / modify / change such aforesaid authorities, from time to time.”

IX. Resource Mobilization Committee

Composition

Mr. S. Ranganathan

Ms. Shilpa Gattani

Mr. Phanindranath Kakarla

Mr. Manish Srivastava

Terms of reference

1. To regularly gauge the capacity to raise funds quickly from each source (including monitoring concentration of the sources of funding).
2. Examine, on an ongoing basis the most optimum funding options commensurate with emerging balance sheet needs & risk tolerance.
3. Determine optimal borrowing mix and raise fresh borrowings via various securities and instruments including NCDs, Commercial Paper, borrowings from banks and other financial institutions, refinance facilities and to negotiate and settle essential terms like interest rate, tenor, security.
4. Monitor the liquidity of the Company across all time buckets and maintain adequate liquidity at all points in time and take corrective action promptly, as necessary.
5. Monitor model output under stress liquidity condition as part of liquidity contingency plan to ensure adequacy under all situations.
6. Adhere to the Debt Equity parameters as laid out by ALCO.
7. Develop strategy to ensure roll over / enhancement of existing borrowings.
8. Ensure adequate funds to facilitate buy-back of Commercial Paper/exercise of Put and Call options in securities.
9. Examine market conditions that may warrant pre-emptive actions in resources management.
10. To monitor on a monthly basis, the movements in the coupon at which long-term and short-term debts are raised by the Company.
11. To avail guarantee from the Holding Company and / or other Group Company (ies) in connection with a loan, financial assistance, etc availed by the Company from Bank, Financial Institution, Non-Banking Financial Companies, other body corporates, etc.
12. To avail security from the Holding Company and / or other Group Company (ies) to be provided as collateral/security in connection with a loan, financial assistance, etc availed by the Company from Bank, Financial Institution, Non-Banking Financial Companies, other body corporates, etc.

13. To approve, direct assignment, securitization of financial assets (loans and advances and portfolio thereof) to/from, Non-Banking Financial Companies /Banks /Financial Institutions etc.
14. To authorize the Executives of the Company / Holding Company / Group Company for the aforesaid purposes including (i) signing various agreements, complaints, notices, applications, documents, submissions, instructions, etc, (ii) to represent the Company in various matters and submit the aforesaid documents and (iii) to alter / modify / change such aforesaid authorities, from time to time.”

X. Securities Committee:

Composition

Mr. S. Ranganathan

Mr. Phanindranath Kakarla

Ms. Shilpa Gattani

Terms of reference

1. Finalising the basis of allocation, allotment of securities to the successful allottees; from time to time and to undertake all ancillary actions;
2. to decide on the timing, size, pricing and the terms and conditions of the relating to Issue/Offer of securities;
3. to approve the preliminary as well as the Shelf Information Memorandum/ Information Memorandum/ Private Placement Offer cum Application Letter / Offer Document / Term Sheet / Supplementary Information Memorandum / draft Prospectus, Prospectus/ Rights issue offer letter/ other agreements / deeds and documents (by whatever name called), and to approve all other matters relating to the issue, to approve notices, advertisement, corrigendum (if required) as may be required or desirable for the proposed issue of Securities whether in India or overseas and execute and deliver the same to with the Stock Exchange(s), Securities Exchange Board of India (“the SEBI”), Registrar of Companies and any other appropriate authorities, as and when required;
4. Monitor the maximum limit of investors as required under Companies act, 2013 and Reserve Bank of India (RBI) regulations, identify investors for offering securities on private placement basis and keep record of the same;
5. to decide all the terms and conditions of the Debentures including secured, unsecured, convertible, non-convertible Debentures and the Debentures in the form of structured products Debentures including the security, rate of interest, tenure and such other terms and conditions and to accept any amendments, modifications, variations or alterations thereto, to make the allotment of the Debentures and the redemption of the Debentures on maturity or early redemption or conditional redemption, if any, conversion of loan availed by the Company to Debentures and to accept any amendments, modifications, variations or alterations in the terms and conditions of the Debentures, if any;
6. to decide conversion ratio of the Debentures in case of Convertible Debentures, appointment of Registered Valuer for valuation of securities, approval of valuation report, payment of fees to the Registered Valuer;

7. to approve the Re-formatted Financial Statements of the Company for the purpose of incorporating in the Offer Documents;
8. to decide the property or other assets of the Company to be charged for securing the issue of Debentures, make purchase of the property for the purpose of offering the same as security for Debentures, create a charge or any other security interest over such assets of the Company as considered expedient, in connection with the NCDs to be offered, issued and allotted pursuant to such Issue and to do all acts, deeds, matters and things, as may be necessary for securing the Debentures including but not limited to sign and execute the necessary deeds, purchase agreements, other agreements and other papers and documents;
9. to appoint and enter into arrangements with the one or more Book Running Lead Managers (BRLMs), Underwriters, Debenture Trustees, Credit Rating Agency(ies), brokers, Registrar and Transfer Agents, if any, and other agencies or persons or intermediaries required for the issue of Securities and to negotiate and finalise the terms of their appointment, including but not limited to changing and/or substituting any one or more of the above agencies, execution of the Mandate Letters, negotiation, finalisation and execution of the Debenture Trust Deed, Deed of Hypothecation or such other security documents as may be deemed expedient, Memorandum of Understanding with various intermediaries;
10. admission of the Securities in dematerialised mode with depositories and to sign agreements and/or such other documents, as may be required with depositories and such other agencies, authorities or bodies, as may be required in this connection;
11. To carry out and/or approve all such ancillary/ incidental matters related to the securities including transfers, dematerialisation, rematerialisation, transmission, transposition, subdivision, split, endorsements, name deletion, consolidation, renewal, exchanges, issuance of duplicates thereof or any other purpose, dispensation of any required documents or any other requirements for such purposes etc
12. to make applications to Stock Exchange(s) for listing of Securities, decide Designated Stock Exchange, accepting any alterations/modifications in the said applications and to execute and to deliver or arrange the delivery of necessary documentation to the concerned Stock Exchange(s) and to file the Master Creation Form(s), Corporate Action Form(s) and such other Forms, Deeds and Documents with the Depositories or such other Authorities or Agencies as may be required in this regard;
13. to authorise any Director and Key Managerial Personnel of the Company or any executives of the Company to sign and execute the above documents, Debenture Trust Deed, Deed of Hypothecation or such other security documents as may be deemed expedient, agreements, deeds, documents and other necessary papers to be executed with aforesaid agencies, parties, etc., for and on behalf of the Company together with the authority to vary, amend or modify the same as such authorised person may consider necessary, desirable or expedient in the interest of the Company and for the aforesaid purpose, to give such declarations, affidavits, certificates, etc. as such authorised person deem fit and to do all acts, deeds, matters and things, as may be necessary;
14. to remunerate aforesaid agencies including the payment of commissions, brokerage, fees, or the likes;
15. to open and operate the bank accounts, as may be required in connection with the issue of the Securities and to authorise persons to operate such Accounts;

16. to issue Security Certificate(s) including duplicate/split Security Certificate(s), credit the Securities to the beneficiary accounts;
17. to settle all questions, difficulties or doubts that may arise in regard to such issues or allotment as it may, in its absolute discretion deem fit;
18. to file application, appeal, affidavit, addendum, corrigendum or such other documents with Central Government/ Regional Director or such other Statutory/ Regulatory Authorities as may be required for condonation with regard creation, filing, perfection of security documents and also to authorise the various persons for the said purposes;
19. Creation of "Recovery Expense Fund" or such other contribution in relation to issuance of listed or proposed to be listed debt securities;
20. to affix the Common Seal of the Company, if required on any agreement, undertaking, deed or other document, be affixed in the presence of anyone or more of the Directors of the Company or more of the officers of the Company as may be authorised by the Board in this regard, accordance with the Articles of Association of the Company.

For issuance of Offshore Bond/Medium Term Note Programme:

21. decide on the timing, size, pricing, cost, security and other terms and conditions including but not limited to deciding materiality threshold for various disclosures to be made in offering document/ memorandum/ circular (by whatever name called), the listing on offshore stock exchanges;
22. appoint such global coordinators and joint lead managers, arrangers, underwriters, guarantors, depositories, custodians, trustees, security trustee, paying agents, transfer agents, registrar, calculation agents, bankers, solicitors, lawyers, and any other agencies and intermediaries (both domestic and overseas) as may be involved or concerned in such offerings of Notes (collectively, the "Intermediaries") and to remunerate all such agencies by way of commission, brokerage, fees or the like, and to enter into or execute agreements/ arrangements/ memorandum of understanding with any such agency or intermediary and also to seek the listing of the Notes in one or more offshore stock exchanges and the admission of the Notes in depositories outside India;
23. approve, negotiate and execute the programme agreement, agency agreement, trust deed, operating and administrative procedures memorandum, offer document/offering memorandum/offering circular, subscription agreement, pricing supplement (each as applicable), security documents/agreements, global certificates and other related documents, marketing/ distribution materials and make changes as may be required and to approve all other matters relating to the Notes, to approve notices, advertisement, corrigendum (if required) and do all such acts, deeds, matters, and things including execution of all such deeds, documents, instruments, applications and writings as it may, at its discretion, deem necessary and desirable for such purpose including without limitations, the utilization of the proceeds from the Notes;
24. authorise persons to do all such acts, deeds as may be necessary including the power to sign, execute documents and appear before the appropriate authorities;
25. approve the financial statements including financial statements drawn in accordance with Ind-AS in accordance with applicable laws or such other similar statements/ formats as may be required, for the purpose of incorporating in the offering memorandum and pricing supplement (as applicable);
26. open and operate the bank accounts (in India and abroad) to be opened in connection with the Notes and to authorize the persons to operate such account;

27. authorize and approve the payment of fees and other related expenditures to the Intermediaries and other agencies and other persons in connection with the Notes;
28. allot the Notes pursuant to this resolution in accordance with the terms of offering;
29. decide on the offshore stock exchanges where the Notes will be listed, to execute and to file the offering circular and pricing supplement (as applicable) and other related documents with the stock exchanges, and other appropriate authorities (whether in India or offshore) and to accept changes as may be suggested by such authorities;
30. authorise the affixation of common seal on all such documents as may be required;
31. seek if required, any approval, consent or waiver from the Company's lenders, and/or the parties with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government and regulatory authorities (including RBI) in India, or abroad, and/or any other approvals, consents or waivers that may be required in connection with the issuance, offer and allotment of the Notes;
32. take all actions that may be necessary in connection with the depositories, obtaining ISIN, allotment including execution of any documents and payment of any fees in relation thereto;
33. accept and appropriate the proceeds of the Notes;
34. to resolve and settle all questions and difficulties that may arise in connection with the Notes, and do all other acts, deeds and things in connection therewith and incidental thereto as the Committee in its absolute discretion deems fit without the said Committee being required to seek consent or approval of the Board of Directors of the Company or otherwise to the end and intent that the Board of Directors of the Company shall be deemed to have given its approval thereto expressly by the authority of this resolution."

XI. **Operations Committee:**

Composition

Mr. Phanindranath Kakarla
Mr. Braj Chandak
Mr. Mahesh Joshi
Ms. Shama Asnani

Terms of reference

1. To authorise the Executives of the Company / Holding Company / Group Company to open, operate and close Bank Accounts, Demat Accounts, Escrow Accounts and Constituent Subsidiary General Ledger Account in the name of the Company;
2. Addition / Substitution / Withdrawal of the Signatories from time to time to operate the Bank Accounts, Demat Accounts, Escrow Accounts and Constituent Subsidiary General Ledger Account, necessitated on account of change in, relocation or separation or exit of employees;
3. To avail various value added services from the Banks for operation of account(s) held with banks including but not limited to cash management services, internet banking, operation of the accounts by fax or such other mode as may be feasible from time to time;

4. Purchase of / Acquisition on lease vehicles to meet the conveyance requirements of the employees subject to a maximum limit of Rs. 5,00,00,000/- (Rupees five crores) per annum in the aggregate;
5. Negotiating and acquiring on Lease / License or otherwise office space to cater to the Company's business purposes;
6. Obtaining of registration under Professional tax laws, VAT Tax laws, Service Tax, Income Tax, Shops and Establishment Act and other regulatory framework, as may be required from time to time and to authorise the Executives of the Company / Holding Company / Group Company to give effect to this matter;
7. To authorize the Executives of the Company / Holding Company / Group Company for various operational purposes including (i) signing various agreements, complaints, notices, applications, documents, submissions, instructions, etc, (ii) to represent the Company in various matters and submit the aforesaid documents and (iii) to alter / modify / change such aforesaid authorities, from time to time;
8. To authorise the Executives of the Company / Holding Company / Group Company to sign the Vakalatnamas, Complaints, Applications, Replies, Written Statements, Affidavits and other paper/documents in the legal proceedings, appeals etc filed by the Company or against the Company and to appear before the Court, Tribunal and other Judicial/Quasi-judicial bodies, Local Authority, Statutory Authorities and other Government Authorities;
9. To authorise the Executives of the Company / Holding Company / Group Company to act as authorised officer under SARFAESI ACT and act on behalf of the Company;
10. Any other operational matter in the normal course of business that may arise and cannot be deferred until the next Board Meeting, so long as it does not result in a monetary outgo in excess of Rs. 2,00,00,000/- (Rupees two crores);
11. Power to affix the Common Seal of the Company on agreements, deeds, power of attorney on any other document that are executed by and on behalf of the Company;
12. To authorize the Executives of the Company / Holding Company / Group Company from time to time to act as a representative of the Company in respect of the investments in shares, securities, debentures, etc held in the name of the Company and to do the following:
 - a. To attend the general meetings & meetings of the creditors of the investee companies.
 - b. To sign the proxy form,
 - c. To sign postal ballot form,
 - d. To sign shorter consent notice,
 - e. To sign consent for dispensation from holding meeting in case of Merger and Amalgamation and other documents and
 - f. To exchange correspondence & communication with the investee companies.
 - g. Approving the request of transfer of shares of the Company; and
13. Any other matter specifically delegated by the Board / any other Committee of the Company, from time to time."

XII. IT Steering Committee

Composition

Mr. Phanindranath Kakarla

Mr. Braj Chandak
Mr. Smit Shah
Mr. Srijit Ramakrishnan (CIO&CTO)

Terms of reference

1. Defining project priorities and assessing strategic fit for IT proposals
2. Reviewing, approving and funding initiatives, after assessing value-addition to business process
3. Resource management including capacity planning and management
4. Oversight and monitoring of projects, including deliverables to be realized at each phase of the project and milestones to be reached according to the project plan.
5. Provide direction to IT architecture design and ensure that the IT architecture reflects the need for legislative and regulatory compliance, the ethical use of information and business continuity
6. The IT Steering committee should appraise/report to the IT Strategy Committee periodically.

XIII. Outsourcing Committee

Composition:

Managing Director/CEO-Chairman
Risk - Member Secretary
Chief Compliance Officer
Business Head
Chief Financial Officer

Terms of reference:

1. Approving and undertaking regular review of framework to evaluate the risks and materiality of all existing and prospective outsourcing arrangements;
2. Deciding on business activities of a material nature to be outsourced and approving such arrangements;
3. Review of the Outsourcing Policy & Standard Operating Procedure;
4. undertaking regular review of outsourcing strategies and arrangements for their continued relevance, and safety and soundness;
5. Approving and undertaking action on following critical events:
 - a. Regulatory Event (Change in regulations, new RBI directions etc.);
 - b. Vendor Fraud/ Whistleblower complaint against the vendor;
 - c. Branch of agreement, event of default or non-compliance, if any at the vendor end;
 - d. Termination of any critical vendor;
 - e. Event impacting continuity of business/ significant process change relating to outsourcing arrangement;
 - f. Review of call back document verification & destruction of records maintained at vendor end; and

- g. Any other event as Committee may think critical for immediate attention. i.e., instances of breach of operational, reputational, concentration risk etc.
6. Any other matter specifically delegated by the Board / any other Committee of the Company from time to time.”

XIV. ECL Oversight Committee

Composition: Composition:

Mr. S Ranganathan (Chairman)

Mr. Smit Shah

Mr. Phanindranath Kakarla

Mr. Braj Chandak

Mr. Manoj Agarwal

Mr. Sandeep Agarwal

Terms of reference:

1. Provide guidance on formulation on ECL policy and ECL model
2. Provide approvals for -
 - ECL models, policy, methodology, assumptions, and changes to policy / methodology
 - Review and approve exceptions to the ECL policy
 - Management Overlays to ECL model - Account wise / staging and provisioning
3. Approve ECL provisioning numbers.

XV. Code Monitoring Committee under PIT Codes

Composition

Kashmira Mathew

Shama Asnani

Phanindranath Kakarla

Senior Group Compliance

Representative - Member

Terms of reference

1. To oversee the overall administration and implementation of Edelweiss Group Security Code and Non-Edelweiss Group Security Code of the Company. To conduct an inquiry / investigation in the matter relating to aforesaid Codes.
2. To take suitable disciplinary actions / impose monetary penalties depending upon the outcome of inquiry / investigation and considering the nature and severity of the Breach / violation.
3. To identify / provide guidelines to identify the breaches / violations which need to be reported to the Stock Exchanges.
4. To ensure that any amount collected under the code as a penalty / fine is remitted to the Exchange/SEBI or any other agency/entity as directed under the PIT Regulations,

- from time to time, for crediting to the Investor Protection and Education Fund.
5. The Committee may delegate all or any of the above to Designated Compliance Officer of the Company.”

XVI. Internal Committee

Composition

Ms. Kashmira Mathew- Presiding Officer
Ms. Shama Asnani- Member Secretary
Ms. Sakshi Chadda- Member
Ms. Smit Shah- Member
Ms. Shilpa Gattani- Member
Ms. Rewati Bhagwat - External Member
Ms. Shivangi Prasad- External Member

Terms of reference

Internal Committee constituted as per the provisions of the POSH Act to look into all complaints of sexual harassment made by an Aggrieved Person provided the sexual harassment has taken place at work place or in the course of official duties.

XVII. Identification Committee (Wilful Defaulters)

Composition

Mr. Kulbir Singh Rana
Mr. Phanindranath Kakarla
Mr. Braj Chandak
Mr. Smit Shah

Terms of reference

1. to examine the evidence of a wilful default as prescribed in the guidelines;
2. to issue a show cause notice to concerned borrower and call for their submission;
and
3. to issue an order recording the fact of wilful default and reason for the same.

XVIII. Review Committee (Wilful Defaulters)

Composition

Mr. P.N. Venkatachalam
Mr. Biswamohan Mahapatra
Mr. S. Ranganathan

Terms of reference

To review the order of the Identification Committee and pass the final order declaring borrower as wilful defaulter.