CREDITACCESS GRAMEEN LIMITED

CORPORATE GOVERNANCE POLICY

Revision History

Version	Author	Description of Changes	Release Date
1	Company Secretary	First version	2016
2	Company Secretary	Changes as per SEBI Regulations	August 11, 2021
3	Company Secretary	Amendments to clause 3 "Board of Directors" of the Policy	March 23, 2022
3	Chief Compliance Officer	Re-adoption	May 16, 2023
4.	Chief Compliance Officer	i) Aligned Section 2 with the new Master Direction – "Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023" dated October 19, 2023. ii) Inserted a para on Board responsibility under Section 3 – Board of Directors and clause (f) under Section 8 – Disclosure and Transparency. iii) Replaced Section 9 to bring reference to 'Policy on Appointment of Statutory Auditors (SAs)'. iv) Included Section 10 - "policy review"	April 1, 2024
5.	Chief Compliance Officer	Section 7: Added Reporting requirements under SEBI Provisions	April 21, 2025
6.	Company Secretary and Compliance Officer (CS & CO)	Holistic review of the policy inter-alia, for comprehensive coverage, regulatory alignment and removal of redundance references and includes the following changes: 1. Section 1 – Policy Statement and purpose is updated regulatory reference. 2. Addition of sub-clause (i) under Section 4 - Duties and Responsibilities of Directors 3. Addition of ECL Committee and Strategic Business Committee, and change in the name of Stakeholder Relationship Committee and Corporate Social Responsibility Committee in Section 5, to reflect the current list of Board Committees 4. Addition of subclauses under section 6 in line with regulatory requirement. 5. Addition of Section 7 – Reporting Requirement, Section 10 – Compensation of KMP & Senior Management & Section 11 - KMP, in	July 24, 2026

		line with the RBI (Non-Banking Financial Companies - Governance) Directions, 2025 6. Section 8 – Disclosure and Transparency has been split into Section 8 – Periodic Reporting to Board and Section 9 – Regulatory and Statutory Disclosures. 7. Modified Section on Policy Review and Updates for better clarity 8. Addition of Annexure A – Terms of Reference of Board Committees for better clarity	

Version Control

Version	Author	Reviewed by	Approved by
1	Company Secretary	MD & CEO	Board of Directors
2	Company Secretary	MD & CEO	Board of Directors
3	Chief Compliance Officer	Managing Director	Board of Directors
4	Chief Compliance Officer	Managing Director	Board of Directors
5	Chief Compliance Officer	Managing Director	Board of Directors
6	CS & CO	Managing Director	Board of Directors

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CORPORATE GOVERNANCE POLICY

1. Policy Statement and Purpose

CreditAccess Grameen Limited, ("Company"), is committed to highest standards of professionalism, ethics, accountability and integrity as well as to follow best practices in Corporate Governance, disclosure and transparency in its business operations. The Company always strives to achieve the best and constantly endeavors to improve its standards.

2. Background

As per the Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions dated November 28, 2025, as amended from time to time, the Company is required to frame internal guidelines on corporate governance with the approval of the Board of Directors of the Company. Accordingly, the Company has put in place the policy on Corporate Governance ("Corporate Governance Policy").

The policy has also been aligned with the Companies Act, 2013 (Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations') as may be amended from time to time. In case of overlap of regulations on any subject matter, the Company shall ensure to comply with the Regulations which is more stringent.

3. Board of Directors

i) The Board of Directors is responsible for acting in the best interest of the Company and its shareholders. In discharging their duties, the Directors shall comply with the Code of Conduct as applicable to them and as adopted by the Board from time to time.

ii) As per the Articles of Association of the Company, the Board of Directors shall have an optimum combination of Executive, Non-Executive and Independent Directors, with at least one-woman Director, as prescribed under the Companies Act, 2013 ("Act") and SEBI Listing Regulations, from time to time. The Independent Directors shall be appointed for such tenure as may be decided by the Board of Directors but not more than 2 (two) terms of 5 years each or such number of years as may be prescribed under the Act and SEBI Listing Regulations.

iii) The Board of Directors ("Board") shall meet in each year for not less than such number of times as may be required under the Act, read with applicable provisions of SEBI Listing Regulations. The quorum for such meetings shall be as prescribed under the Act and SEBI Listing Regulations, from time to time.

iv) The directors of the Company shall not hold the office of a director including Chairmanship, membership of Committees of the Board in more than such number of companies as may be prescribed under the Act, SEBI Listing Regulations and RBI Directions. The Board shall constitute / re-constitute the Committees as and when required. The election of chairman of Board and Committees shall be decided by the Board.

v) The Board shall periodically review Compliance Reports of all laws applicable to the Company, as prepared by the Company as along with steps taken to rectify instances of non-compliance, if any.

vi) The performance of the Board of the Company shall be evaluated in accordance with the procedures and criteria set out in the Policy for Evaluation of the Performance of the Board of Directors.

4. Duties and Responsibilities of Directors

i) All directors of the company shall act in accordance with the articles of the company.

i) The Board shall meet the expectations of shareholders by adhering to the requirements specified in 'Report of the Consultative Group of directors of Banks / Financial Institutions' suggested by Reserve Bank of India ("RBI") apart from the statutory duties and responsibilities prescribed under the Act, RBI Directions and SEBI Listing Regulations in this regard.

ii) All directors of the company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders and the community in general.

5. Committees of Board

i) The Board shall be empowered to constitute such number of Committees, comprising such members as may be required from time to time to meet the regulatory requirements. The Committee so constituted shall operate within the parameters set by the Board from time to time and the Board shall, depending on the requirement, amend, withdraw or expand the scope of reference of such Committees from time to time. Based on the extant requirement for setting up of Board Committees under RBI Directions, SEBI Listing Regulations and the Act, the Company has constituted the following Committees of the Board. In addition, the Board may constitute such other Committees in line with the best practices and operational requirements, from time to time.

1. Audit Committee
2. Asset Liability Management (ALM) Committee
3. Risk Management Committee
4. Nomination & Remuneration Committee
5. Corporate Social Responsibility & ESG Committee
6. Executive, Borrowings & Investment Committee
7. Information Technology Strategy Committee
8. Stakeholders' Relationship & Customer Service Committee.
9. ECL Committee
10. Strategic Business Committee

ii) The terms of reference/ roles and responsibilities of the aforesaid Committees is as per the Annexure A and will be aligned regulatorily or otherwise, , with the approval of Board, from time to time. Any changes to the terms of reference of Board Committee(s), approved by the Board of Directors shall automatically apply to the policy and remain effective until the next review period.

6. Fit and Proper Criteria

The Company recognizes the importance of due diligence to ascertain suitability for the position of Director by way of qualifications, technical expertise, track record, integrity etc. and follows the procedures mentioned below and ensures that the minimum criteria are fulfilled by the persons before they are appointed on the Board:

a) The Company shall undertake due diligence at the time of appointment / re-appointment of the person as a Director on the Board, based upon their qualification, expertise, experience, track record, integrity and other 'fit and proper' criteria.

b) The Nomination & Remuneration Committee of the Board shall evaluate the due diligence process and decide on the acceptance or otherwise of the directors.

c) The Company shall obtain an annual declaration from each director regarding compliance with the requirements of RBI Directions and other applicable regulatory provisions.

d) The Board shall ensure that all Directors execute the deed of covenants in the format prescribed under the extant RBI Directions.

e) As part of the due diligence process, the Nomination & Remuneration Committee shall, at the time of appointment / re-appointment of a Director and on a continuing basis, as applicable, ascertain, inter-alia (i) whether the person attracts any disqualification for appointment as a director under the Companies Act, 2013 and other applicable laws; (ii) whether any civil, criminal, economic offence, taxation or other regulatory proceedings are pending or have been initiated against the person; (iii) whether the person, or any entity with which the person is / was associated, has had a registration, licence or Certificate of Registration cancelled or refused by RBI or any other financial sector regulator; (iv) whether the person has been debarred from accessing the capital markets by SEBI or any other regulatory authority; (v) whether the person has been convicted of an offence involving moral turpitude or an economic offence; (vi) the person's general reputation, track record, integrity and financial soundness; and (vii) whether the person already holds directorship on the boards of more than three NBFCs in the Middle Layer or Upper Layer, as prescribed under the extant RBI Directions,by way of declarations / disclosures submitted by the appointee / Directors or otherwise and shall include verification of such other parameters, as may be regulatorily prescribed or otherwise, from time to time.

7. Reporting Requirement

As per the extant RBI Directions, the Company shall report the following to RBI:

a) a quarterly statement on change of directors.

b) a quarterly certificate from the Managing Director of the Company that fit and proper criteria in selection of the directors has been followed. In addition, a yearly certificate for the quarter ending March 31 shall be certified by the statutory auditors.

As per SEBI (LODR) Requirements, 2015, the Company shall report the following to SEBI / Stock Exchanges:

a) a quarterly compliance report on corporate governance, as may be specified by the SEBI.

b) the Annual Report of the Company containing the Corporate Governance Report, in accordance with the applicable provisions of the SEBI Listing Regulations.

8. Periodic Reporting to Board

As required under extant RBI Directions, the Company shall put up the following to the Board, among others, at regular intervals, as may be prescribed by the Board in this regard:

a) The progress made in putting in place a progressive risk management system and risk management policy and strategy followed by the Company.
b) conformity with corporate governance standards viz., in composition of various committees, their role and functions, periodicity of the meetings and compliance with coverage and review functions, etc.

9. Regulatory and Statutory Disclosures

I. The Company shall also disclose the following every year in its Annual Financial Statements:
a) Registration/ license/ Authorisation, by whatever name called, obtained from other financial sector regulators, if any.
b) Ratings assigned by credit rating agencies and migration of ratings during the year.
c) Penalties, if any, levied by any regulator.
d) Information namely, area, country of operation and joint venture partners with regard to Joint ventures and overseas subsidiaries and
e) 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 prescribed.
f) Disclosure of other information in the Annual Financial Statements/ Board's Report as may be prescribed under the RBI and / or other Regulatory/ Statutory provisions, as applicable to the Company from time to time.

II. This Policy, as approved by the Board, shall be published on the Company's website for the information and reference of all stakeholders
III. The Company shall make such other disclosures as may be required in accordance with the Board-approved Disclosure Policy and applicable laws, regulations, and regulatory guidelines, as amended from time to time.

10. Tenure and Rotation of Statutory Auditors

The eligibility, appointment, tenure etc. of the Statutory Auditors of the Company shall be guided by the 'Policy on Appointment of Statutory Auditors (SAs)', as approved by the Board of Directors of the Company, from time to time and applicable provisions of the Act and RBI guidelines, as amended from time to time.

11. Compensation of KMP and Senior Management

The compensation to the KMPs and Senior management shall be guided by the 'Compensation Policy for Directors, Key Managerial Personnel (KMPs) and Senior Management, as approved by the Board of Directors of the Company, from time to time.

12. Key Managerial Personnel

Except for directorship in a subsidiary, Key Managerial Personnel (KMP) of the Company shall not hold any office (including directorships) in any other NBFC-ML or NBFC-UL.

13. Review of the Policy

The Board of Directors shall review this policy at least once in a year or as frequently as may be required to ensure its effectiveness. In the event of any conflict between the Act or the SEBI Regulations or any other statutory enactments("Regulations") and the provisions of this policy, the Regulations shall prevail over this policy. Any subsequent amendment / modification in the Regulations, in this regard shall automatically apply to this policy.

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Annexure A

TERMS OF REFERENCE OF BOARD COMMITTEES

1. AUDIT COMMITTEE:

a. Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
b. Recommending to the Board, the appointment, re-appointment, and replacement, remuneration, and terms of appointment of the statutory auditors
c. Reviewing and monitoring the auditor's independence and performance and the effectiveness of audit process;
d. Approval of payments to the statutory auditors for any other services rendered by statutory auditors;
e. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
    i. Matters required to be stated in the Director's Responsibility Statement to be included in the Board's Report in terms of Section 134(3)(c) of the Companies Act, 2013;
    ii. Changes, if any, in accounting policies and practices and reasons for the same;
    iii. Major accounting entries involving estimates based on the exercise of judgment by management;
    iv. Significant adjustments made in the financial statements arising out of audit findings;
    v. Compliance with listing and other legal requirements relating to financial statements;
    vi. Disclosure of any related party transactions; and
    vii. modified opinions in the draft audit report."
f. Reviewing with the management, the quarterly half-yearly and annual financial statements before submission to the Board for approval;
g. To formulate & periodically review such policies as mandated under the applicable laws, from time to time;
h. Scrutiny of inter-corporate loans and investments;
i. Valuation of undertakings or assets of the Company, wherever it is necessary;
j. Evaluation of internal financial controls and risk management systems;
k. Approval or any subsequent modification of transactions of the Company with related parties;
l. Reviewing with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter;
m. Approving any changes / amendments in the ECL model / methodology
n. To ensure that Information Systems Audit of the internal systems & processes is conducted atleast once in two years to assess operational risks faced by the Company;
o. Reviewing, with the management, the performance of statutory and internal auditors and adequacy of the internal control systems;
p. 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;
q. Ageing analysis of entries pending reconciliation with outsourced vendors;
r. Discussion with internal auditors on any significant findings and follow up thereon;
s. 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;

t. 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;
u. Looking into the reasons for substantial defaults in the payment to debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
v. Approval of appointment of the chief financial officer (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
w. Reviewing the functioning of the whistle blower mechanism;
x. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation, etc., on the Company and its shareholders.
y. To periodically interact with officials of the Company on a one-one basis without the presence of Senior Management including MD & CEO, as stipulated under applicable laws, from time to time;
z. "Carry out such other functions as required under the applicable laws and as are consistent with the purpose of the Committee and as the Board or the Committee shall deem appropriate ;
aa. The Audit Committee shall mandatorily review the following information:
    i. Management discussion and analysis of financial condition and result of operations;
    ii. Management letters/letters of internal control weaknesses issued by the statutory auditors;
    iii. Internal audit reports relating to internal control weaknesses;
    iv. The appointment, removal and terms of remuneration of the chief internal auditor; and
    v. Statement of deviations:
        - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Listing Regulations; and
        - annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the Listing Regulations.

2. ASSET LIABILITY MANAGEMENT COMMITTEE:

a. Approval of IT strategies and policy documents and ensuring that the management has put an effective IT strategic planning process in place and that it aligns with the overall strategy of the Company;
b. Ascertaining whether the company's management has implemented processes and practices which ensure that IT delivers value to business;
c. To formulate and periodically review IT / IS policies as stipulated under RBI IT framework / circulars / guidelines issued from time to time.
d. To ensure that IT investments represent a balance of risks and benefits and that budgetary allocations are commensurate with the Company's IT maturity, digital depth, threat environment and industry standards and are utilised in a manner intended for meeting the stated objectives and are acceptable;
e. Be satisfied 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;
f. To oversee the adequacy and effectiveness of Business Continuity Planning and Disaster Recovery Management of the organisation on an annual basis;
g. To ensure that IT capacity planning across all components, services, system resources, supporting infrastructure is consistent with the current business requirements and projected future needs;
h. To analyse major IT projects placed before the Committee, from a strategic and cost/reward perspective;
i. Monitoring the method adopted to ascertain the IT resources needed to achieve strategic goals of the Company and providing high-level directions for sourcing and use of IT resources;

j. Ensuring proper balance of IT investments for sustaining Company's growth and becoming aware about exposure towards IT risks and controls.
k. To ensure that the Company has put in place processes for assessing and managing IT and cybersecurity risks;
l. Annual assessment of capacity vis-a-vis the expectations, with sufficient safety margin;
m. 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;
n. Defining approval authorities for outsourcing depending on nature of risks and materiality of outsourcing;
o. Developing sound and responsive outsourcing risk management policies and procedures commensurate with the nature, scope, and complexity of outsourcing arrangements;
p. Periodically reviewing the outsourcing strategies and all existing material outsourcing arrangements and effectiveness of policies and procedures;
q. Evaluating the risks and materiality of all prospective outsourcing based on the framework developed by the Board;
r. Ensuring an independent review and audit in accordance with approved policies and procedures;
s. To communicate significant risks in outsourcing to the Board on a periodical basis;
t. Ensuring that contingency plans have been developed and tested adequately; and
u. Carry out such other functions as required under the applicable laws and as are consistent with the purpose of the Committee and as the Board or the Committee shall deem appropriate;

3. RISK MANAGEMENT COMMITTEE:

a. Formulating a detailed risk management policy which shall include:
   i. A framework for identification of internal and external risks specifically faced by the listed entity, including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, IT related including cyber security risks or any other risk as may be determined by the Committee.
   ii. Measures for risk mitigation including systems and processes for internal control of identified risks.
   iii. Business continuity plan.
b. Ensuring that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
c. Monitoring and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems.
d. To review the risk management policy, in consultation with IT Strategy Committee, at least on a yearly basis, as may be stipulated under applicable laws from time to time.
e. Reviewing a central record of all material outsourcing at-least on a half yearly basis.
f. Keeping the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken.
g. Reviewing the appointment, removal and terms of remuneration of Chief Risk Officer and periodically have one-one discussion with him without the presence of Senior Management including MD, as stipulated under applicable laws from time to time.
h. Carry out such other functions as required under the applicable laws and as are consistent with the purpose of the Committee and the Board or the Committee shall deem appropriate.

4. NOMINATION & REMUNERATION COMMITTEE:

a. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
b. For every appointment of an Independent director, the Committee shall 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. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
    i. use the services of an external agencies, if required;
    ii. consider candidates from a wide range of backgrounds, having due regard to diversity; and
    iii. consider the time commitments of the candidates."
c. Formulation of criteria for evaluation of independent directors and the Board of directors;
d. Devising a policy on Board diversity;
e. Identify persons who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;
f. recommend to the board, all remuneration, in whatever form, payable to senior management"
g. Periodical analysis and review of various human resource and compensation matters;"
h. To formulate and periodically review the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;"
i. Reviewing and approving compensation strategy from time to time, commensurate with the nature and size of the organisation and organisational needs, and in accordance with applicable laws"
j. Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, including the following:
    i. administering the Company's Employees Stock Option Plan, as amended from time to time; (the "Plan");
    ii. determining the eligibility of employees to participate under the Plan;
    iii. granting options to eligible employees and determining the date of grant;
    iv. determining the number of options to be granted to an employee;
    v. determining the exercise price under of the Plan; and
    vi. construing and interpreting the Plan and any agreements defining the rights and E of the Company and eligible employees under the Plan, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the Plan.
k. Framing suitable policies and systems to ensure that there is no violation of securities laws, by an employee of any applicable laws in India or overseas, including:
    i. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
    ii. The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003;
l. Determine whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors; and"
m. Carry out such other functions as required under the applicable laws and as are consistent with the purpose of the Committee and as the Board or the Committee shall deem appropriate;

5. CORPORATE SOCIAL RESPONSIBILITY AND ENVIRONMENT SOCIAL & GOVERNANCE COMMITTEE:

a. To periodically review the Corporate Social Responsibility Policy of the Company, which indicates the activities to be undertaken by the company in areas or subject, specified in Schedule VII of the Companies Act, 2013, as amended from time to time;
b. Monitoring of CSR activities / projects undertaken by the Company on a periodical basis;
c. Approval and recommendation of, the annual report on CSR, forming part of the Board's Report;
d. Review of Annual CSR Action Plan in pursuance of the Company's CSR policy including CSR Budget;
e. Review of Impact Assessment Report on the CSR Projects, if any;
f. Carrying out any other functions as required under the applicable laws / as may be delegated by the Board from time to time.
g. Review of targets for ESG performance and periodically report to the Board on t he progress made;"
h. Reviewing and reporting to the Board on implementation of ESG projects and periodically monitor the same;"
i. Review of ESG risk rating and Sustainability Assessment score awarded to the Company on a periodical basis and monitor the areas of improvement;
j. To formulate and periodically review ESG & Sustainability related policies, including sustainable development of the company's projects and operations and social, economic & environmental responsibility in the regions where the Company operates
k. Advising the Board on the aspects of diversity (including but not limited to gender, qualifications, representation, etc.) in order to drive an ESG culture across all aspects of decision-making;
l. Carry out such other functions as required under the applicable laws and as are consistent with the purpose of the Committee and as the Board or the Committee shall deem appropriate ;

6. EXECUTIVE, BORROWINGS & INVESTMENT COMMITTEE:

a. To borrow money or avail credit facilities in any form whatsoever, up to the amount as approved by the Shareholders, from either domestic or international lenders, denominated either in Indian Rupees or any other foreign currency, as may be required from time to time and to do such acts, deeds and things as may be considered necessary by the Committee to avail the said loans, which includes creation of security, execution of derivative transactions and agreements for loan, creation of security, hedging, filing of charge documents with authorities, execute, modify charge and any other related documents with lenders and other counter parties, whether with or without affixation of common seal of the Company, and to determine any terms in respect thereof from time to time;
b. to issue securities for raising debt (including without limitation, non-convertible debentures including amendments / modifications to the issuances made in the past (whether (i) subordinated, (ii) listed or unlisted, (iii) senior secured, (iv) senior unsecured, (v) unsecured, (vi) any others (as may be determined, including any covered debentures and market linked debentures) and commercial papers (whether listed or unlisted)) ("Debentures") and which may or may not be rated (as may be determined), of such face value as may be determined up to the aggregate amount determined by the Board of Directors from time to time, and to determine any terms and conditions in respect thereof including the security, rate of interest, tenure and 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, from time to time;
c. collateralising/securing the amounts to be raised pursuant to any tranche/issue of Debentures together with all interest and other charges thereon (within such time period, at such ranking/priority and up to such limits and security cover as may be agreed) by one or more of the following (i) hypothecation of certain identified loans/book debts (and/or other assets) of the Company, and/or (ii) such other security or contractual comfort as may be required in terms of the issuance of any tranche/issue of the Debentures, and (if so required in respect of any covered

debentures) assigning/transferring such assets of the Company (including the loan receivables/book debts of the Company) and providing contribution(s) to such person(s) as may be determined, and up to such thresholds and limits as may be required pursuant to the terms of any tranche/issue of the Debentures, and to determine any terms in respect thereof from time to time;

d. to do all acts, deeds, matters and things, as may be necessary for securing the amounts and the interest thereon including but not limited to sign and execute the necessary deeds, purchase agreements, other agreements and other papers and documents; 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, registration and perfection of security documents and also to authorise the various persons for the said purposes;
e. to enter co-lending partnerships with various Banks and NBFCs to further scale-up the business & operations of the Company and the same shall be guided by the RBI Co-Lending guidelines. The value of such co-lending arrangements may be determined up to the aggregate amount determined by the Board of Directors from time to time, along with the terms and conditions in respect thereof including the underlying loans, rate of interest, fees, tenure, risk sharing mechanism, and other terms and conditions."
f. to appoint and enter into arrangements with one or more 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, Memorandum of Understanding/Agreements with various intermediaries;
g. to remunerate aforesaid agencies including the payment of commissions, brokerage, fees etc;
h. assigning/transferring such assets of the Company (including the loan receivables/book debts of the Company) in respect of any direct assignment or securitisation transaction that the Company is party to as an originator and to determine, agree and finalise the terms of any direct assignment or securitisation transaction that the Company is party to, and to determine any terms in respect thereof from time to time;
i. to approve the preliminary as well as the final Shelf Information Memorandum / Offer Document / Draft Prospectus/ Draft Shelf Prospectus / Shelf Prospectus / Tranche Prospectus(es) / Term Sheet / Supplementary Information Memorandum / other agreements / deeds and documents, as may be required or desirable for the proposed issue of debt securities;
j. to invest funds of the Company, and to determine any terms in respect thereof from time to time;
k. to issue debenture certificate(s)/allotment advice cum intimation, credit the Debentures to the beneficiary accounts;
l. approval of the Reformatted Financial Statements along with the examination reports, notes, schedules, annexures, Special Purpose Unaudited Financial Statements/Limited Review Financial Statements/ Condensed Financial Statements or such other format of Financial Statements of the Company as may be required from time to time;
m. to lend money, and to determine any terms in respect thereof from time to time;
n. to open, operate and close of the bank accounts, demat accounts, escrow accounts with Scheduled Commercial Banks, Institutions or Agencies of the Company;
o. admission of the NCDs in dematerialise mode with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and to sign agreements and/or such other documents, as may be required with NSDL, CDSL and such other agencies, authorities or bodies, as may be required in this connection;
p. to make applications to BSE Limited and / or National Stock Exchange of India Limited and / or any stock exchange for listing of the NCDs, 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);

q. to authorise any Director, Key Managerial Personnel and others to sign and execute the above documents, Debenture Trust Deed, agreements, deeds, documents and other necessary papers to be executed with aforesaid intermediaries, 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;
r. 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;
s. allotment of shares/securities against exercise of options under the existing ESOP Plan of the Company to eligible employees ("ESOP Allotment") in accordance with applicable law;
t. Any other matter as may be specified by the Board from time to time.

7. INFORMATION TECHNOLOGY STRATEGY COMMITTEE:

a. Approval of IT strategies and policy documents and ensuring that the management has put an effective IT strategic planning process in place and that it aligns with the overall strategy of the Company.
b. Ascertaining whether the company's management has implemented processes and practices which ensure that IT delivers value to business.
c. To formulate and periodically review IT / IS policies as stipulated under RBI IT framework / circulars / guidelines issued from time to time.
d. To ensure that IT investments represent a balance of risks and benefits and that budgetary allocations are commensurate with the Company's IT maturity, digital depth, threat environment and industry standards and are utilised in a manner intended for meeting the stated objectives and are acceptable.
e. Be satisfied 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.
f. To oversee the adequacy and effectiveness of Business Continuity Planning and Disaster Recovery Management of the organisation on an annual basis.
g. To ensure that IT capacity planning across all components, services, system resources, supporting infrastructure is consistent with the current business requirements and projected future needs.
h. To analyse major IT projects placed before the Committee, from a strategic and cost/reward perspective.
i. Monitoring the method adopted to ascertain the IT resources needed to achieve strategic goals of the Company and providing high-level directions for sourcing and use of IT resources.
j. Ensuring proper balance of IT investments for sustaining Company's growth and becoming aware about exposure towards IT risks and controls.
k. To ensure that the Company has put in place processes for assessing and managing IT and cybersecurity risks.
l. Annual assessment of capacity vis-a-vis the expectations, with sufficient safety margin.
m. 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.
n. Defining approval authorities for outsourcing depending on nature of risks and materiality of outsourcing.

o. Developing sound and responsive outsourcing risk management policies and procedures commensurate with the nature, scope, and complexity of outsourcing arrangements.
p. Periodically reviewing the outsourcing strategies and all existing material outsourcing arrangements and effectiveness of policies and procedures.
q. Evaluating the risks and materiality of all prospective outsourcing based on the framework developed by the Board.
r. Ensuring an independent review and audit in accordance with approved policies and procedures.
s. To communicate significant risks in outsourcing to the Board on a periodical basis.
t. Ensuring that contingency plans have been developed and tested adequately; and
u. Carry out such other functions as required under the applicable laws and as are consistent with the purpose of the Committee and as the Board or the Committee shall deem appropriate.

8. STAKEHOLDERS RELATIONSHIP AND CUSTOMER SERVICE COMMITTEE:

a. Redressal of grievances of shareholders, debenture holders and other security holders, including complaints related to the transfer/transmission of shares, non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, issue of new/duplicate certificates, etc. and assisting with quarterly reporting of such complaints;
b. To oversee grievances/ complaints received from customers
c. Allotment of shares and debentures, approval of transfer or transmission of shares, debentures or any other securities;
d. Dematerialisation of shares and re-materialisation of shares, issue of duplicate certificates and new certificates on split/consolidation/renewal;
e. Review of measures taken for effective exercise of voting rights by shareholders
f. overseeing the performance of the registrars and transfer agents of our Company and to recommend measures for overall improvement in the quality of investor services;
g. Review of adherence to the service standards adopted by the Company in respect of various services rendered by the Registrar & Share Transfer Agent;
h. Review of various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company and
i. Review of various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company and
j. Carry out such other functions as required under the applicable laws and as are consistent with the purpose of the Committee and as the Board or the Committee shall deem appropriate.

9. ECL COMMITTEE:

a. To review and challenge ECL implementation strategy by the management team.
b. To check whether the ECL computation methodologies and assumptions used are consistent and aligns with the risk management practices.
c. To ensure data integrity throughout the entire lifecycle of ECL computation.
d. To ensure effective and robust governance and controls framework over ECL estimation.
a. To ensure complete independence of internal model validation function and suitability of the coverage.
b. To establish key performance indicators (KPIs) relating to ECL estimation and processes for regular reporting of those KPIs.

c. To ensure high-quality disclosures before, during and after transition.
e. To ensure compliance with applicable regulations, internal policies and Procedures, as made applicable from time to time.
f. To carry out any other function as may be specified by the Board from time to time.

10. STRATEGIC BUSINESS COMMITTEE

a. Review Company's inorganic growth strategy (mergers, acquisitions and strategic investments) periodically.
b. Review mergers, acquisitions, strategic investments, divestment proposals. Review the material details of any proposal, including how such transaction fits with the Company's strategic plans and transaction strategy, transaction timing, important milestones, financing, tax implications, key risks and opportunities, and integration plan.
c. To oversee due diligence process with respect to any proposed transaction and review the details, reports prepared by internal teams or independent external advisors.
d. To recommend to the Board, corporate restructuring plans such as mergers, acquisitions, strategic investments, divestment transactions, as appropriate from time to time.
e. Provide the Board such additional information and materials as appropriate to assist the Board in its evaluation, understanding or oversight of any transaction and related matters.
f. After the consummation of any transaction, evaluate the execution, the financial performance and integration of such transactions, including relative to information presented in connection with the approval of such transaction and the Company's strategic objectives.
g. Oversee and approve appointment of any external investment bankers, consultants and other facilitators / intermediaries who could facilitate various aspects of an inorganic strategy including the entire transaction process and post transaction activities.
h. Provide periodical update to the board on progress relating to inorganic strategy.
i. To carry out such other functions as may be directed by the Board of Directors and as may be regulatorily or otherwise required, from time to time.