



DMI FINANCE

**CORPORATE GOVERNANCE POLICY**  
**OF**  
**DMI FINANCE PRIVATE LIMITED**

**SUMMARY OF POLICY:**

<b>Policy Name</b>	Corporate Governance Policy
<b>Issue and Effective date</b>	April 19, 2011
<b>Periodicity of Review</b>	Annual
<b>Owner / Contact</b>	Compliance Department
<b>Approver</b>	Board of Directors

<b>Date of Review</b>	<b>Date of Next Review</b>	<b>Comments/Remarks/Changes</b>
September 3, 2021	On or before September 2022	Annual Review and modification of various sections.
November 12, 2021	On or before November 2022	Modification/Insertion of various sections: - Provisions relating to Disclosure & Transparency, Appointment of Statutory Auditors, Fit and Proper Criteria; and Chief Risk Officer has been incorporated. - IT Steering Committee, Internal Committee and Senior Management has been defined. - Reconstitution of Asset Liability Committee.
February 11, 2022	On or before February 2023	Reconstitution of Identification Committee.
May 20, 2022	On or before May 2023	(i) Reconstitution of Risk Management Committee. (ii) Constitution of Business Partnership Committee.
June 14, 2022	On or before June 2023	Reconstitution of Loan/Investment and Borrowing Committee.
June 21, 2022	On or before June 2023	Reconstitution of Identification Committee and Review Committee.
November 14, 2022	On or before November 2023	Reconstitution of various committees.
February 14, 2023	On or before February 2024	Reconstitution of Internal/Anti Sexual Harassment Committee.
May 22, 2023	On or before May 2024	Reconstitution of various committees.
August 14, 2023	On or before August 2024	Annual Review
September 25, 2023	On or before September 2024	Reconstitution of IT Steering Committee
December 4, 2023	On or before December 2024	Reconstitution of various committees.
April 24, 2024	On or before April, 2025	Reconstitution of various committees.
May 16, 2024	On or before May, 2025	Annual review, Reconstitution of various committees and Modification of various sections

**1. PREAMBLE:**

DMI Finance Private Limited (“Company” or “DMI”) believes that sound corporate governance practices are critical for the functioning of the Company and to create a trustworthy, transparent, moral and ethical, both internally and externally environment. The Company ensures good governance through the implementation of effective policies and procedures, which is mandated and regularly reviewed by the Board of Directors of the Company (“Board”) or the by the Committees duly constituted by the Board, as the case may be.

The Reserve Bank of India (“RBI) vide Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (“**RBI Master Directions**”), as amended from time to time provides that that all NBFC should frame internal guidelines on corporate governance with the approval of the Board and publish the same on the Company's website for the information of various stakeholders. Accordingly, the Company has framed this policy on Corporate Governance (‘the Policy’).

**2. PURPOSE:**

The purpose of establishing this policy is to enable the adoption of best practices and greater transparency in the operations of the Company. In view of the RBI Master Directions, the Company has set out the following set of guidelines / corporate governance practices to create value for stakeholders such as the shareholders, employees, customers etc. The affairs of the Company shall be conducted with integrity, fairness, accountability, and transparency. All commitments in its dealings with stakeholders and regulatory authorities shall be met as set forth below.

**3. DEFINITIONS:**

- a. “**Applicable Laws**” means the RBI Directions, the Companies Act, 2013 and the rules/regulations issued thereunder, as amended from time to time, dealing with the constitution, meeting frequency, roles, responsibilities and functions of the Board and various Committees of the Company constituted by the Board as well as the roles, responsibilities and functions entrusted to the Senior Management as per the Applicable Laws.
- b. “**Board**” means Board of Directors of the Company.
- c. “**Committee**” means the committee duly constituted by the Board, either as per Applicable Laws or otherwise, to:
  - i. performs the functions and responsibilities as per Applicable Laws,
  - ii. perform the functions and responsibilities delegated by the Board for effective management and control of business operations of the Company from time to time,
  - iii. to advise and/ or make recommendations to the Board or key stakeholders.
- d. “**Senior Management**” means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

**4. INTERNAL GUIDELINES ON CORPORATE GOVERNANCE:**

a) **BOARD OF DIRECTORS:**

**Constitution:**

The Board of Director ('Board') shall consist of minimum two (02) directors. The Board shall have an optimum combination of executive, non-executive and independent directors in line with the Applicable Laws and Articles of Association of the Company, as amended from time to time. All the directors shall make the necessary annual disclosures regarding their change in concern or interest in any company or bodies corporate, firms, or other association of individuals including shareholding, directorships and Committee positions and shall intimate changes as and when they take place.

**Roles & Responsibilities:**

Each member of the Board shall adhere to the following so as to support the existence of a good Corporate Governance environment:

- i. Shall attend the meetings of Board and/or Committees (as required) regularly and participate in the deliberations and discussions effectively.
- ii. Shall review the agenda papers, notes and minutes of the Board and/or Committee meetings and enquire about the status update on any matter raised in previous meetings.
- iii. Review the minutes of the proceedings of the Committees to evaluate the functioning of the respective Committees and adherence to their respective policy.
- iv. Shall review and approve key policies of DMI.
- v. Shall ensure confidentiality of the DMI's agenda papers, notes and minutes.
- vi. Shall not sponsor any proposal relating to loans, investments, buildings or sites for DMI's premises, enlistment or empanelment of contractors, architects, auditors, doctors, lawyers and other professionals etc.
- vii. shall ensure that employees are given adequate autonomy within a well-defined and controlled operational framework to discharge their responsibilities and perform their duties in a disciplined manner with utmost integrity and through good conduct.
- viii. Shall review the Compliance Certificate at every quarterly Board Meeting, which provides confirmation that all the Applicable Laws have been complied with as received from the Management.

**Meetings of the Board:**

At least four meetings of Board shall be held in a year. The maximum time gap between any two meetings shall not be more than one hundred and twenty days or as extended by regulator under Applicable Laws from time to time. The meetings of the Board can be convened either in person or through audio-video means as permitted under Applicable Laws.

**Chairperson of the Meeting:**

In every meeting, the members present shall elect one of themselves to chair and conduct the meeting.

**Quorum:**

The quorum for the meeting of the Board shall be one-third of total strength of the Board or two directors, whichever is higher, and the participation of the directors by video conferencing or by other audio-visual means shall also be reckoned for the purpose of quorum.

The Quorum shall be present not only at the time of commencement of the Meeting but also while transacting business.

The Interested Director may participate in the meeting after disclosing his / her interest pursuant to Section 184 of Companies Act, 2013 and may also be counted towards quorum for such meeting.

b) **CONSTITUTION OF VARIOUS COMMITTEES:**

To have close supervision on areas/ activities that are critical from compliance or business perspective, expedite decision making, operational convenience and to ensure accountability, transparency and fairness, the Board has implemented an appropriate structure in the form of various Committees with defined terms of reference /scope and delegated requisite powers to respective Committees.

The various Committee Constituted by Board along with its roles and responsibilities and frequency of meetings are enclosed herewith as ***Annexure A***.

c) **CHIEF RISK OFFICER (“CRO”):**

Following instructions shall be followed by DMI regarding the appointment of CRO:

- The CRO shall be a senior official in the hierarchy of an NBFC 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. The CRO can be transferred/removed from his post before completion of the tenure only with the approval of the Board and such premature transfer/removal shall be reported to the Department of Supervision of the Regional Office of the Reserve Bank under whose jurisdiction the NBFC is registered. In case the NBFC is listed, any change in incumbency of the CRO shall also be reported to the stock exchanges.
- The Board shall put in place policies to safeguard the independence of the CRO. In this regard, the CRO shall have direct reporting lines to the MD and CEO/Risk Management Committee (RMC) of the Board. In case the CRO reports to the MD and CEO, the RMC/Board shall meet the CRO without the presence of the MD and CEO, at least on a quarterly basis. The CRO shall not have any reporting relationship with the business verticals of the NBFC and shall not be given any business targets. Further, there shall not be any ‘dual hatting’ i.e., the CRO shall not be given any other responsibility.

The CRO shall be involved in the process of identification, measurement and mitigation of risks. All credit products (retail or wholesale) shall be vetted by the CRO from the angle of inherent and control risks. The CRO's role in deciding credit proposals shall be limited to being an advisor.

- In NBFCs that follow committee approach in credit sanction process for high value proposals, if the CRO is one of the decision makers in the credit sanction process, the CRO shall have voting power and all members who are part of the credit sanction process, shall individually and severally be liable for all the aspects, including risk perspective related to the credit proposal.

d) **APPOINTMENT OF STATUTORY AUDITORS:**

The Company shall appoint Statutory Auditors to conduct the statutory audit of the financial statements as per the Applicable Laws. The Company shall adopt policy on appointment of Statutory Auditors to provide sufficient framework for the appointment of Statutory Auditors of the Company by prescribing the parameters and brief procedure to be followed by the Company for the appointment of Statutory Auditor confirming to all relevant applicable statutory/regulatory requirements.

The Company shall appoint Statutory Auditor for maximum period of three (3) continuous years upon Statutory Auditor satisfying the eligibility norms every year. The Audit Firm would not be eligible for reappointment in the same entity for six years after completion of full or part of one term of the audit tenure.

The appointment of the Statutory Auditors shall be approved by the members in the Annual General Meeting of the Company on the basis of the recommendations of the Board and Audit Committee.

The Company may remove Statutory Auditor before completion of three (3) years. The concerned office of RBI shall be informed about such termination along with reasons for the same, within a month of such a decision being taken.

Para 74 of RBI Master Directions provides that the Company shall rotate the partner/s of the Audit 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, pursuant to Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) issued by RBI, the rotation of partner may not be required if the tenure of Statutory Auditor is fixed for 3 years only.

e) **FIT AND PROPER CRITERIA:**

Pursuant to RBI Master Directions, a Board approved policy on 'Fit and Proper Criteria for Directors' ("the Policy") is already in place. The Company shall obtain necessary disclosures, undertaking and declaration from the Directors at the time of appointment and on a continuing basis.

Further, as required under the above RBI Master Directions, the Company shall ensure to furnish to RBI a quarterly statement on change of directors, and a certificate from the Managing Director that fit and proper criteria in selection of the directors has been followed within 15

days of the close of the respective quarter. The statement submitted by the Company for the quarter ending March 31, shall be certified by the auditors.

f) **DISCLOSURE & TRANSPARENCY:**

The Company shall put up to the Board or sub-committees of the Board from time to time the following:

- i. The progress made in putting in place a progressive risk management system and adherence to risk management policy and strategy followed by the Company.
- ii. 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.

In addition to the disclosures required to be made as per the Applicable Laws, the following disclosures shall be made in the Annual Financial Statements of the Company:

- i. registration / license / authorization by whatever name called, obtained from other financial sector regulators;
- ii. ratings assigned by credit rating agencies and migration of ratings during the year;
- iii. penalties, if any, levied by any regulator;
- iv. information namely, area, country of operation and joint venture partners with regard to joint ventures and overseas subsidiaries; and
- v. Asset-liability profile, extent of financing of parent company products, Non-Performing Assets (NPA) 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 specified in the RBI Master Directions.

The Roles and Responsibilities of Board and various Committees of the Board shall be governed by various agreements entered with the Investors and/or Articles of Association of the Company, from time to time.

g) **KEY MANAGERIAL PERSONNEL**

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

h) **INDEPENDENT DIRECTOR**

Within the permissible limits in terms of Companies Act, 2013, an independent director of DMI shall not be on the Board of more than three NBFCs (NBFCs-ML or NBFCs-UL) at the same time. Further, the Board of DMI will ensure that there is no conflict arising out of their independent directors being on the Board of another NBFC at the same time.

There shall be no restriction to directorship on the Boards of NBFCs BL, subject to provisions of Companies Act, 2013.

i) **REVIEW OF THE POLICY:**

The Policy shall be amended or modified with approval of the Board. The Policy shall be reviewed by the Board on an annual basis. Consequent upon any amendments in Applicable Laws or any change in the position of the Company, necessary changes in this Policy shall be incorporated and approved by the Board.

Notwithstanding anything contained in this Policy, in case of any contradiction of the provision of this Policy with any existing legislations, rules, regulations, laws or modification thereof or enactment of a new applicable law, the provisions under such law, legislation, rules, regulation or enactment shall prevail over this Policy.

**Annexures A**

**A. Statutory Committees:**

Name of the Committees	Responsibilities	Members and Quorum of the Committees	Periodicity of the Meetings
<b>Audit Committee</b>	<ul style="list-style-type: none"> <li>- to recommend appointment, remuneration and terms of appointment of auditors of the Company;</li> <li>- review and monitor the auditor's independence and performance, and effectiveness of audit process; examination of the financial statement and the auditors' report thereon;</li> <li>- approval or any subsequent modification of transactions of the company with related parties;</li> <li>- scrutiny of inter-corporate loans and investments;</li> <li>- valuation of undertakings or assets of the company, wherever it is necessary;</li> <li>- evaluation of internal financial controls and risk management systems;</li> <li>- monitoring the end use of funds raised through public offers and related matters.</li> <li>- The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the</li> </ul>	<p><b>Members:</b></p> <ul style="list-style-type: none"> <li>(i) Mr. Alfred Victor Mendoza, Nominee Director</li> <li>(ii) Mr. Masakazu Osawa, Nominee Director</li> <li>(iii) Mrs. Jayati Chatterjee, Non-Executive Director</li> <li>(iv) Mr. Yuvraja Chanakya Singh, Jt. Managing Director</li> <li>(v) Mr. Nipender Kochhar, Non-Executive Director.</li> </ul> <p><b>Quorum:</b></p> <p>Minimum 1/3<sup>rd</sup> or 2 whichever is higher.</p>	Quarterly



Name of the Committees	Responsibilities	Members and Quorum of the Committees	Periodicity of the Meetings
	<p>Board and may also discuss any related issues with the internal and statutory auditors and the management of the company</p> <ul style="list-style-type: none"> <li>- The Audit Committee shall have authority to investigate into any matter in relation to the items specified in sub-section (4) or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the Company.</li> </ul>		
<b>Nomination and Remuneration Committee</b>	<ul style="list-style-type: none"> <li>- To ensure that the general character of the management shall not be prejudicial to the interest of its present and future stakeholders and envisages ensuring the 'fit and proper' status of proposed or existing Directors.</li> <li>- To nominate for appointment of directors with "fit and proper" credentials.</li> <li>- Administration and superintendence of the Employee Stock Option Scheme and to that extent the scope of reference to the Committee is not restricted to only particular Stock Option scheme but all Stock Option schemes are to be implemented / administered by the Committee.</li> <li>- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors the remuneration of the directors and key managerial personnel.</li> </ul>	<p><b>Members:</b></p> <ul style="list-style-type: none"> <li>(i) Mr. Alfred Victor Mendoza, Nominee Director</li> <li>(ii) Mr. Masakazu Osawa, Nominee Director</li> <li>(iii) Mr. Shivashish Chatterjee, Jt. Managing Director</li> <li>(iv) Mr. Yuvraja Chanakya Singh, Jt. Managing Director</li> </ul> <p><b>Quorum:</b></p> <p>Minimum 2 members are required to be present.</p>	<p>As and when any Director/Senior Management is appointed</p>
<b>Asset Liability Committee (ALCO)</b>	<ul style="list-style-type: none"> <li>- Attend to aspects relating to Asset Liability Management such as availability of adequate funding for projected disbursements.</li> </ul>	<p><b>Members:</b></p> <ul style="list-style-type: none"> <li>(i) Mr. Alfred Victor Mendoza, Non-Executive Director</li> <li>(ii) Mr. Masakazu Osawa, Non-</li> </ul>	<p>Twice a year</p>

Name of the Committees	Responsibilities	Members and Quorum of the Committees	Periodicity of the Meetings
	<ul style="list-style-type: none"> <li>- Monitor the asset liability gap and strategize action to mitigate the risk associated.</li> <li>- Understanding fund-raising requirements and advising the best instruments to be used for the same.</li> <li>- Ensuring that the finance costs are managed in an efficient and effective manner</li> <li>- Advising on utilization of excess funds available with the Company.</li> </ul>	<p>Executive Director (iii) Mr. Yuvraja Chanakya Singh, Jt. Managing Director (iv) Mr. Shivashish Chatterjee, Jt. Managing Director (v) Chief Financial Officer (vi) Chief Technology Officer (vii) Head-CS &amp; Compliance (viii) Head-Treasury (ix) Head-Finance &amp; Accounts</p> <p><b>Quorum:</b> Minimum 2 members are required to be present.</p>	
<b>Risk Management Committee (RMC)</b>	<ul style="list-style-type: none"> <li>- Adhere to the Risk Management Practices as prescribed.</li> <li>- Monitor the progress of the Risk Control Matrix as approved by the Board.</li> <li>- Monitor the loan portfolio on a regular basis and along with risks associated with it.</li> <li>- Establish standards to mitigate risks related operations, credit, compliance, finance, etc.</li> </ul>	<p><b>Members:</b></p> <p>(i) Mr. Yuvraja Chanakya Singh, Jt. Managing Director (ii) Mr. Shivashish Chatterjee, Jt. Managing Director (iii) Mr. Arindam Das, CEO (Consumer) (iv) Mr. Vivek Gupta, Head-Business (v) Mr. Nicky Sharma Chief Risk Officer,</p> <p><b>Quorum:</b> Minimum 2 members are required to be present</p>	Quarterly
<b>Corporate Social Responsibility (CSR) Committee</b>	<ul style="list-style-type: none"> <li>- Formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy.</li> <li>- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company including the activities as specified in Schedule VII of Companies Act, 2013.</li> <li>- Approve the implementing agency as per the eligibility criteria mentioned in Sec 135 of Companies Act 2013 and relevant rules as amended from time to time.</li> <li>- Recommend the manner of execution of such projects or programmes.</li> </ul>	<p><b>Members:</b></p> <p>(i) Mr. Alfred Victor Mendoza, Nominee Director (ii) Mrs. Jayati Chatterjee, Non-Executive Director (iii) Mrs. Bina Singh, Non-Executive Director</p> <p><b>Quorum:</b> Minimum 1/3rd or 2 whichever is higher.</p>	Twice a year

Name of the Committees	Responsibilities	Members and Quorum of the Committees	Periodicity of the Meetings
	<ul style="list-style-type: none"> <li>- Recommend the modalities of utilisation of funds and implementation schedules for the projects or programmes.</li> <li>- Monitoring and reporting mechanism for the projects or programmes.</li> </ul>		
<b>IT Strategy Committee</b>	<ul style="list-style-type: none"> <li>- Approving IT strategy and policy documents.</li> <li>- Ascertaining that management has implemented processes and practices.</li> <li>- Ensuring IT investments represent a balance of risks and benefits and that budgets are acceptable.</li> <li>- Monitoring the method of the IT resources needed to achieve strategic goals and provide high-level direction.</li> <li>- Ensuring proper balance of IT investments for sustaining NBFC's growth and aware of IT risks and controls.</li> </ul>	<p><b>Members:</b></p> <ul style="list-style-type: none"> <li>i.Mr. Alfred Victor Mendoza, Nominee Director</li> <li>ii.Mr. Masakazu Osawa, Nominee Director</li> <li>iii.Mr. Yuvraja Chanakya Singh, Jt. Managing Director</li> <li>iv.Mr. Shivashish Chatterjee, Jt. Managing Director</li> <li>v.Mr. Saurabh Nigam, Chief Information Officer</li> <li>vi.Mr. Manikant R. Singh, Chief Information Security Officer</li> <li>vii.Mr. Nikhil Garg, Chief Technology Officer</li> </ul> <p><b>Quorum:</b></p> <p>Minimum 2 members are required to be present</p>	At least one meeting in six months.
<b>IT Steering Committee</b>	The Committee shall provide oversight and monitoring of the progress of the project, including deliverables to be realized at each phase of the project and milestones to be reached according to the project timetable.	<p><b>Members:</b></p> <ul style="list-style-type: none"> <li>i. Mr. Yuvraja Chanakya Singh, Jt. Managing Director</li> <li>ii. Mr. Shivashish Chatterjee, Jt. Managing Director</li> <li>iii. Mr. Arindam Das, Chief Executive Officer-Retail Lending</li> <li>iv. Mr. Vivek Gupta, Business Head</li> <li>v. Mr. Saurabh Nigam, Chief Information Officer.</li> </ul> <p><b>Quorum:</b></p> <p>Minimum 2 members are required to be present.</p>	Twice a year.
<b>Internal/Anti Sexual Harassment</b>	- IC should be available and accessible at all times for employees to place their	<p><b>Members:</b></p> <ul style="list-style-type: none"> <li>(i) Ms. Nandita Pradhan Bhatt,</li> </ul>	As and when complaint is received.

Name of the Committees	Responsibilities	Members and Quorum of the Committees	Periodicity of the Meetings
<b>Committee (IC)</b>	<p>grievances and complaints.</p> <ul style="list-style-type: none"> <li>- IC is responsible for providing safe, accessible avenues for employees to be able to file complaints.</li> <li>- Proper implementation of the organisation's policies related to sexual harassment at workplace.</li> <li>- IC should ensure they are visible to all employees as members of a standing committee.</li> <li>- IC is responsible for prompt and effective response and proper inquiry proceedings as per the Act. IC should capture minutes of every meeting and inquiry and ensure confidentiality at all times.</li> <li>- Provide time-bound justice to aggrieved persons.</li> <li>- Enable a conducive working environment by performing their role and responsibilities.</li> </ul>	<p>Director-Martha Farrell Foundation</p> <ul style="list-style-type: none"> <li>(ii) Mr. Jatinder Bhasin, Interim Chief Financial Officer and Chief Compliance Officer (Interim)</li> <li>(iii) Ms. Sneha Panigrahi Mishra, Head- Talent Acquisition</li> <li>(iv) Mr. Anmol Avinash Nayyar, Chief Partnerships Officer</li> </ul> <p><b>Quorum:</b></p> <p>Minimum 2 members are required to be present.</p>	

**B. Non-Statutory Committees:**

Name of the Committees	Responsibilities	Members and Quorum of the Committees	Periodicity of the Meetings
<b>Loan, Investment and Borrowing Committee (LIBC)</b>	<ul style="list-style-type: none"> <li>- To approve all borrowings including loans from banks and financial institutions, commercial papers, any other security on such terms and conditions as the management may deem fit within the limits as approved by the Board and Shareholders</li> <li>- Approve all investments being made by the company in subsidiaries or any other strategic investment within the overall investment limits as approved by the Board and Shareholders.</li> <li>- To grant any loans to subsidiaries or any other entity as the management may deem in accordance with limits as prescribed under Companies</li> </ul>	<p><b>Members:</b></p> <ul style="list-style-type: none"> <li>(i) Mr. Alfred Victor Mendoza, Nominee Director</li> <li>(ii) Mr. Masakazu Osawa, Nominee Director</li> <li>(iii) Mr. Jatinder Bhasin, Interim Chief Financial Officer and Chief Compliance Officer (Interim)</li> <li>(iv) Mr. Shivashish Chatterjee, Jt. Managing Director</li> <li>(v) Mr. Prateek Kapoor, Head- Treasury</li> <li>(vi) Mr. Yuvraja Chanakya Singh, Jt. Managing Director</li> </ul> <p><b>Quorum:</b></p> <p>Minimum 2 members are required to be present.</p>	As and when the Company makes new loan or investment, or borrowings are taken by the Company.

	<p>Act, 2013 and as approved by the Board and Shareholders.</p> <ul style="list-style-type: none"> <li>- Buy-back or early redemption of securities and to do all such acts, deeds and things as may be considered necessary and incidental thereto.</li> <li>- To authorize signatories of the Company to sign and execute all documents, papers, forms and agreements like Loan Agreement, Deed of Hypothecation etc. for and on behalf of the Company pertaining to all borrowings from banks and financial institutions including borrowing of funds by way of issue of debentures of the Company.</li> </ul>		
<b>Securities Allotment Committee</b>	<ul style="list-style-type: none"> <li>- Consider and transact the matter of raising of funds up to the limit specified by the Board on private placement basis as is on such terms and conditions as it may deem fit and allot Equity Shares, Preference Shares, Compulsorily Convertible Debentures, Secured Redeemable Non-Convertible Debentures, Commercial Paper or any other security as defined under Companies Act, 2013("Act") in tranches and to do all such acts, deeds and things as may be deemed necessary. All such allotments shall be made in accordance with the limits as prescribed by the Act, Board and Shareholders.</li> <li>- To exercise powers on behalf of the Board to look after the matters pertaining to the issue, offer, allotment and cancellation of securities including ESOP/Equity/Preference shares/ instruments convertible into Equity Shares,</li> </ul>	<p><b>Members:</b></p> <ul style="list-style-type: none"> <li>(i) Mr. Alfred Victor Mendoza, Nominee Director</li> <li>(ii) Mr. Masakazu Osawa, Nominee Director</li> <li>(iii) Mr. Shivashish Chatterjee, Jt. Managing Director</li> <li>(iv) Mr. Yuvraja Chanakya Singh, Jt. Managing Director</li> <li>(v) Mr. Jatinder Bhasin, Interim Chief Financial Officer and Chief Compliance Officer (Interim)</li> </ul> <p><b>Quorum:</b></p> <p>Minimum 1/3rd or 2 whichever is higher.</p>	<p>As and when allotment of Shares, Debentures, warrants or any other securities takes place.</p>

	<p>whether optionally or otherwise.</p> <ul style="list-style-type: none"> <li>- To redeem/ convert /transfer securities and to do all such acts, deeds and things as may be considered necessary and incidental thereto.</li> <li>- To make calls on securities</li> <li>- To invite and accept further subscription money on securities</li> </ul>		
<b>Identification Committee</b>	<ul style="list-style-type: none"> <li>- To decide the criteria of a Wilful Defaulter and accordingly declaring a borrower a Wilful Defaulter</li> </ul>	<p><b>Members:</b></p> <ul style="list-style-type: none"> <li>(i) Ms. Astha Dhingra- AVP-Legal</li> <li>(ii) Mr. Nitesh Dhoot, AVP-Credit</li> <li>(iii)- Mr. Vivek Gupta, Business Head</li> </ul> <p><b>Quorum:</b></p> <p>Minimum 1/3rd or 2 whichever is higher.</p>	As and when a Wilful Defaulter is declared
<b>Review Committee</b>	<ul style="list-style-type: none"> <li>- To review and approve the Order given by Identification Committee.</li> </ul>	<p><b>Members:</b></p> <ul style="list-style-type: none"> <li>(i) Mr. Alfred Victor Mendoza, Nominee Director</li> <li>(ii) Mr. Shivashish Chatterjee, Jt. Managing Director</li> </ul> <p><b>Quorum:</b></p> <p>Minimum 1/3rd or 2 whichever is higher.</p>	As and when a Wilful Defaulter is declared
<b>Business Partnership Committee</b>	Responsible for identification, selection and onboarding of the Lending Partners as per the criteria specified in Co-Origination Lending/Co-Lending Policy.	<p><b>Members:</b></p> <ul style="list-style-type: none"> <li>(i) Mr. Arindam Das, Chief Executive Officer - Consumer Credit</li> <li>(ii) Mr. Ayan Dutta, Head - Credit and Policy</li> <li>(iii) Mr. Harsh Sharma, Head - Product &amp; Banking Partnerships</li> </ul>	As and when company enters into Co-lending arrangements.

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