

# BOARD COMMITTEES

## Audit Committee

### Members:

- |                              |                          |
|------------------------------|--------------------------|
| 1. Ms. Anisha Motwani        | - Independent Director   |
| 2. Mr. Kunnasagaran Chinniah | - Independent Director   |
| 3. Mr. Ramesh Abhishek       | - Non-executive Director |

### Terms of Reference:

- The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Examination of the financial statement and the auditors' report thereon;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Monitoring the end use of funds raised through public offers and related matters; and
- To oversee the vigil mechanism.

## Nomination & Remuneration Committee

### Members:

1. **Ms. Anisha Motwani** - Independent Director
2. **Mr. Kunnasagaran Chinniah** - Independent Director
3. **Mr. Nikhil Srivastava** - Non-executive Director

### Terms of Reference:

- Identify the persons who can become directors;
- To ensure 'fit and proper' status and credentials of proposed/existing directors;
- Formulate the criteria for determining the qualifications, positive attributes etc. and independence of a director; and
- Recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel, for the approval of the Board.

## Corporate Social Responsibility Committee

### Members:

1. **Ms. Kamala Kantharaj** - Non-executive Director
2. **Mr. Kunnasagaran Chinniah** - Independent Director
3. **Mr. Nikhil Srivastava** - Non-executive Director

### Terms of Reference:

- Identify the persons who can become directors;
- Formulate and recommend to the Board, a CSR Policy (the Policy) which shall indicate the activities to be undertaken by the company for CSR as specified in Schedule VII;
- Recommend the amount of expenditure to be incurred on the CSR activities; and
- Monitor the Policy of the company from time to time.

## Risk Management Committee

### Members:

1. Ms. Kamala K. - Non-executive Director
2. Mr. Kunnasagaran Chinniah - Independent Director
3. Mr. Nikhil Srivastava - Non-executive Director
4. Mr. Pankaj Razdan - Non-executive Director
5. Chief Executive Officer
6. Chief Financial Officer
7. Chief Risk Officer

### Terms of Reference:

- To lay down procedures regarding managing and mitigating the risk through Integrated Risk Management Systems, Strategies and Mechanisms;
- To deal with issues relating to credit policies and procedure and manage the credit risk, operational risk, management of policies and process;
- Identifying, measuring and monitoring the various risk faced by the Company, assist in developing the Policies and verifying the Models that are used for risk measurement from time to time;
- To monitor the progress made in putting in place a progressive risk management system and risk management policy and strategy followed by the NBFC;
- Promoting an enterprise risk management competence throughout the organisation, including facilitating development of IT-related enterprise risk management expertise;
- Establishing a common risk management language that includes measures around likelihood and impact and risk categories;
- To evaluate and oversee the liquidity risk of the Company;
- To ensure that appropriate methodology, processes and systems are in place to identify, monitor, control, mitigate and evaluate risks associated with the business of the Company and functioning of the Company;
- To have oversight over implementation of risk Management Policy, including evaluating the adequacy of risk management systems and other policies including Anti Money Laundering and KYC (Know your Customer) Policies;
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken; and
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

## Asset Liability Management Committee

### Members:

1. **Mr. Nikhil Srivastava** - Non-executive Director
2. **Mr. Pankaj Razdan** - Non-executive Director
3. **Mr. Shivaraman Iyer**
4. **Mr. Riyaz Marfatia**
5. **Chief Executive Officer**
6. **Chief Financial Officer**
7. **Chief Technology/ Information Officer**

### Terms of Reference:

- Monitoring the asset liability gap;
- Strategizing action to mitigate risk associated with the asset liability gap;
- Developing risk policies and procedures and verifying adherence to various risk parameters and prudential limits;
- Reviewing the risk monitoring system; and
- Ensure that credit exposure to any one group does not exceed the internally set limits as well as statutory limits set by RBI.

## I.T. Strategy Committee

### Members:

1. **Mr. Kunnasagaran Chinniah - Independent Director**
2. **Chief Risk Officer**
3. **Chief Executive Officer**
4. **Chief Financial Officer**
5. **Chief Technology/ Information Officer**

### Terms of Reference:

- 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;
- Ascertaining that management has implemented processes and practices that ensure that the IT delivers value to the business;
- Ensuring IT investments represent a balance of risks and benefits and that budgets are acceptable;
- 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;
- Ensuring proper balance of IT investments for sustaining NBFC's growth and becoming aware about exposure towards IT risks and controls;
- Review the functioning of IT Steering Committee;
- Apprise/report to the Board periodically and also report on particular matters to Audit Committee or Risk Management Committee, as required;
- Discharging any other roles and responsibilities stipulated under the regulatory directives as amended from time to time.

## I.T. Steering Committee

### Members:

1. Chief Risk Officer
2. Chief Technology/ Information Officer
3. Operations Head

### Terms of Reference:

- Defining project priorities and assessing strategic fit for IT proposals;
- Reviewing, approving and funding initiatives, after assessing value-addition to business process;
- Balancing between investment for support and growth;
- Ensuring that all critical projects have a component for “project risk management”;
- Sponsoring or assisting in governance, risk and control framework, and also directing and monitoring key IT Governance processes;
- Defining project success measures and following up progress on IT projects;
- Consult and advice on the selection of technology within standards;
- Advice on infrastructure products;
- Provide direction relating to technology standards and practices;
- Ensure that vulnerability assessments of new technology are performed;
- Verify compliance with technology standards and guidelines;
- Consult and advice on the application of architecture guidelines;
- Ensure compliance to regulatory and statutory requirements;
- 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; and
- The IT Steering committee should apprise/report to the IT Strategy Committee periodically.

## Stakeholder Relationship Committee

### Members:

- |    |                             |                                 |
|----|-----------------------------|---------------------------------|
| 1. | <b>Ms. Anisha Motwani</b>   | <b>- Independent Director</b>   |
| 2. | <b>Ms. Kamala Kantharaj</b> | <b>- Non-executive Director</b> |
| 3. | <b>Mr. Pankaj Razdan</b>    | <b>- Non-executive Director</b> |

### Terms of Reference:

The Committee shall act in accordance with the terms of reference as may be specified by the Board from time to time including to consider and resolve the grievances of the security holders of the Company.