



CORPORATE GOVERNANCE CODE

(Last reviewed on October 16, 2024)

HDB CORPORATE GOVERNANCE CODE

1. CORPORATE GOVERNANCE

Corporate Governance means the system of rules, practices and processes by which a company is administered and controlled. It involves balancing the interests of the various stakeholders of the company including shareholders, employees, customers, suppliers, financiers, government and the community within which it operates. This corporate governance code will help the Company in attaining its objectives/goals, since it encompasses every sphere of operations, management, action plans, internal controls, performance measurement and regulatory disclosure.

2. OBJECTIVE

The Company's philosophy of Corporate Governance is aimed at assisting the management of the Company in the efficient conduct of its business and meeting its obligations to stakeholders. The philosophy has strong emphasis on transparency, accountability and integrity.

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Listing Regulations] and Master Direction - Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 No. RBI/DoR/2023-24/106, DoR.FIN.REC.No.45/03.10.119/ 2023-24 dated October 19, 2023 directed NBFCs to frame internal guidelines on corporate governance approved by the Board of Directors. Accordingly, this Corporate Governance Code of HDB Financial Services Limited ("The Company") is framed in the spirit of the said Master Direction of RBI and is approved by the Board of Directors of Company.

BOARD OF DIRECTORS

2.1 The current composition of the board is detailed below:

#	Name of the Director	Designation
1	Mr. Arijit Basu	Part-Time Non-Executive Chairman & Independent Director
2	Mr. Venkatraman Srinivasan	Non-Executive & Independent Director
3	Ms. Smita Affinwalla	Non-Executive & Independent Director
4	Dr. Amla Samanta	Non-Executive & Independent Director
5	Mr. Adayapalam Viswanathan	Non-Executive & Independent Director
6	Ms. Arundhati Mech	Non-Executive & Independent Director
7	Mr. Jayesh Chakravarthi	Non-Executive & Independent Director
8	Mr. Jimmy Tata	Non-Executive Director (Non-Independent)
9	Mr. Jayant Purushottam Gokhale	Additional Non-Executive & Independent Director
10	Mr. Bhaskar Sharma	Additional Non-Executive & Independent Director
11	Mr. Ramesh G.	Managing Director & Chief Executive Officer

2.2 As per the Company's Articles of Association, the number of Directors of the Company shall be not less than 3 (three) and not more than such number as is prescribed under applicable law. As per Regulation 17(1)(c) of Listing Regulations, the board of directors of the top 2000 listed entities shall comprise of not less than six directors.

- 2.3 The Board of Directors of the Company shall have an optimum combination of Executive and Non-Executive directors, with at least one-woman director and not less than fifty percent of them being Non- Executive Directors. In case of a Non-Executive Chairperson, at least one-third of the Board should consist of Independent Directors and, in case of an Executive Chairperson, one-half of the Board should consist of Independent Directors. Further, where the Non- Executive Chairperson is a promoter of the Company or is related to any promoter or person occupying management positions at the level of Board of Director or at one level below the board of directors, at least half of the Board of Directors of the Company shall consist of Independent Directors.
- 2.4 Company shall not appoint a person or continue the directorship of any person as a non-executive director who 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 such a person.
- 2.5 Company shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a Manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Further the appointment or a re-appointment of a person, including as a managing director or a whole-time director or a manager, who was earlier rejected by the shareholders at a general meeting, shall be done only with the prior approval of the shareholders. The statement referred to under sub-section (1) of section 102 of the Companies Act, 2013, annexed to the notice to the shareholders, for considering the appointment or re-appointment of such a person earlier rejected by the shareholders shall contain a detailed explanation and justification by the Nomination and Remuneration Committee and the Board of directors for recommending such a person for appointment or re-appointment.

- 2.6 With effect from April 1, 2024, the continuation of a director serving on the board of directors of a listed entity shall be subject to the approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be. Further, the requirement specified in this provision shall not be applicable to the Whole-Time Director, Managing Director, Manager, Independent Director or a Director retiring as per the sub-section (6) of section 152 of the Companies Act, 2013, if the approval of the shareholders for the reappointment or continuation of the aforesaid directors or Manager is otherwise provided for by the provisions of these regulations or the Companies Act, 2013 and has been complied with. Further, the requirement specified in this provision shall not be applicable to the director appointed pursuant to the order of a Court or a Tribunal or to a nominee director of the Government on the board of a listed entity, other than a public sector company, or to a nominee director of a financial sector regulator on the board of a listed entity. Further, the requirement specified in this provision shall not be applicable to a director nominated by a financial institution registered with or regulated by the Reserve Bank of India under a lending arrangement in its normal course of business or nominated by a Debenture Trustee registered with the Board under a subscription agreement for the debentures issued by the listed entity.
- 2.7 Company shall fill, any vacancy in the office of a director at the earliest and in any case not later than three months from the date such vacancy. Further, any vacancy occurred due to expiration of the term of office of any director, such vacancy shall be filled by the listed entity not later than the date such office is vacated. Further, above provision shall not apply if the Company fulfils the requirement of the regulation without filling the vacancy.

- 2.8 A Director shall not hold the office of Director in more than 20 companies including maximum of 10 public limited companies. *Explanation* - Private companies which are subsidiaries of a public limited company shall be counted as a public company. All the Directors shall make the necessary annual disclosure regarding their directorships and Committee positions and shall intimate changes as and when they take place. While reckoning the limit of directorships of twenty companies, the directorship in a dormant company shall not be included.
- 2.9. A Director shall not be a director in more than seven listed companies. Further, a Director shall not serve as an independent director in more than seven listed companies. An Independent Director shall not be on the Board of more than three Middle Layer Non-Banking Financial Company or Upper Layer Non-Banking Financial Company at the same time. The Company should ensure that no conflict would arise on account of the independent directors being appointed 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. Furthermore, any Independent Director of the Company, who is serving as a whole time director / managing director in any listed company shall serve as an independent director in not more than three listed entities. **Explanation** - The count for the number of listed entities on which a person is a director / independent director shall be only those whose equity shares are listed on a stock exchange.

3. CONSTITUTION OF COMMITTEES

- 3.1. **AUDIT COMMITTEE:** The constitution of this Committee is in compliance with the provisions of Section 177 of the Companies Act, 2013, Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and RBI Master Direction RBI/DoR/2023-24/106, DoR.FIN.REC.No.45/03.10.119/2023-24 dated October 19, 2023. The details of its terms of reference as approved by the Board of Directors of the Company are given below:

Composition	<p>The Audit Committee shall comprise of at least three directors and at least two-thirds of the members of Audit Committee shall be Independent Directors.</p> <p>All members of audit committee shall be financially literate and at least one member shall have accounting or related financial management expertise.</p> <p>The Chairperson of the Committee shall be an Independent Director and he shall be present at Annual general meeting to answer shareholder queries.</p> <p>The Company Secretary shall act as the Secretary to the Committee.</p>
Quorum	<p>The quorum at a meeting of the Audit Committee shall be either two members or one third of the members of the Audit Committee, whichever is greater, with at least two independent directors in attendance.</p>

Meetings	<p>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.</p> <p>The Chief Financial Officer, Internal Auditor and a Representative of the External Auditor may be invited to be present as invitees for the meetings of the Audit Committee, wherever necessary.</p> <p>The Auditors of the Company and the Key Managerial Personnel shall have a right to be heard at the meetings of the Audit Committee when it considers the Auditor's Report but shall not have the right to vote.</p>
Powers	<p>The Audit Committee shall act and have powers in accordance with the terms of reference specified in writing, by the Board, which shall inter alia include the following:</p> <ol style="list-style-type: none"> To investigate any activity within its terms of reference. To seek information from any employee. To obtain outside legal or other professional advice. To secure attendance of outsiders with relevant expertise, if so considered necessary. To have full access to the information contained in the records of the Company
Responsibilities	<ol style="list-style-type: none"> Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible; Recommending the appointment, remuneration and terms of appointment of the auditors of the Company; Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process; Approving payments to statutory auditors for any other services rendered by the statutory auditors; Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to: <ol style="list-style-type: none"> 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; Changes, if any, in accounting policies and practices and reasons for the same; Major accounting entries involving estimates based on the exercise of judgment by management; Significant adjustments made in the financial statements arising out of audit findings; Compliance with listing and other legal requirements relating to financial statements; Disclosure of any related party transactions; and Modified opinion(s) in the draft audit report. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

	<ol style="list-style-type: none"> 7. 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 utilised 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 or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter; 8. Approval or any subsequent modifications of transactions of the Company with related parties; 9. Scrutinising of inter-corporate loans and investments; 10. Valuation of undertakings or assets of the Company, wherever it is necessary; 11. Evaluating internal financial controls and risk management systems; 12. Monitoring the end use of funds raised through public offers and related matters. 13. Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems; 14. 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; 15. Discussing with internal auditors on any significant findings and follow up there on; 16. 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; 17. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances 18. Discussing 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; 19. Looking 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; 20. Reviewing the functioning of the whistle blower mechanism; 21. Approving the appointment of the chief financial officer after assessing the qualifications, experience and background, etc. of the candidate; 22. Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments; 23. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
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	<p>24.Ensuring 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 Company;</p> <p>25.Authority to deal with or investigate into any matter in relation to the items herein or referred to it by the Board of Directors of the Company, Reserve Bank of India, Securities Exchange Board of India and recognized Stock Exchange, 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 and;</p> <p>26.Performing such other activities as may be delegated by the Board and/or prescribed under the Companies Act, the Listing Regulations, RBI Master Directions, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India including Securities and Exchange Board of India, Reserve Bank of India any other regulatory authority</p>
Reviewing Powers	<p>The Audit Committee shall mandatorily review the following information:</p> <ol style="list-style-type: none"> 1. Management's discussion and analysis of financial condition and results of operations; 2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management; 3. Management letters / letters of internal control weaknesses issued by the statutory auditors; 4. Internal audit reports relating to internal control weaknesses; 5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and 6. Statement of deviations: <ol style="list-style-type: none"> (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of the SEBI Listing Regulations; and (b) annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of the SEBI Listing Regulations.

- 3.2. **NOMINATION AND REMUNERATION COMMITTEE:** This Committee is constituted in compliance with the provisions of Section 178 of the Companies Act, 2013 and RBI Master Direction No. RBI/DoR/2023-24/106, DoR.FIN.REC.No.45/03.10.119/2023-24 dated October 19, 2023 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has a Board approved Nomination and Remuneration Policy in place and required disclosures to that effect are made from time to time. The details of its terms of reference as approved by the Board of Directors of the Company are given below:

Composition	<p>The Nomination and Remuneration Committee (“NRC”) shall consist of three or more non-executive directors out of which at least two-thirds of the directors shall be independent directors. All directors of the Committee shall be non-executive directors.</p>
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	<p>The members of NRC shall elect a Chairperson from amongst themselves, who shall necessarily be an Independent Director. However, the Chairperson of the Company (whether executive or non-executive) may be appointed as a member of the NRC but shall not chair the said Committee.</p> <p>The Chairperson of the committee or, in his absence, any other member of the committee authorised by Chairperson in this behalf shall attend the general meetings of the company.</p> <p>The Company Secretary shall act as the Secretary to the Committee Meetings.</p>
Quorum	The quorum for transacting business at a meeting of the Committee shall be at least two or one-third of the members of the Committee, whichever is higher including at least one independent director in attendance.
Meetings	The Nomination and Remuneration Committee shall meet at least once in a year.
Responsibilities	<ol style="list-style-type: none"> Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a Policy, relating to the remuneration for the directors, key managerial personnel and other employees. While formulating the policy, following to be ensured: <ol style="list-style-type: none"> the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully; relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals; For every appointment of an independent director, the Nomination and Remuneration 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: <ol style="list-style-type: none"> use the services of an external agencies, if required; consider candidates from a wide range of backgrounds, having due regard to diversity; and consider the time commitments of the candidates. Formulating criteria for evaluation of the performance of the independent directors and the Board; Devising a policy on Board diversity; Ensuring 'fit and proper' status of the proposed and existing directors and scrutinizing the declarations received by the directors in this regard;

	<ol style="list-style-type: none"> 6. Identifying persons who qualify to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal; 7. Determining 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; 8. Recommend to the Board, all remuneration, in whatever form, payable to senior management; 9. To specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance; 10. To consider giving stock options to the employees in the form of equity shares of the Company and also consider any other compensation related issues or matters relating to the company's employees; 11. Performing such other activities as may be delegated by the Board and/or prescribed under the Companies Act, the Listing Regulations, the RBI Master Directions, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India including Securities and Exchange Board of India, Reserve Bank of India any other regulatory authority.
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- 3.3. **STAKEHOLDERS RELATIONSHIP COMMITTEE:** This Committee is constituted in compliance with the provisions of Sub-Section (5) of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. The details of its terms of reference as approved by the Board of Directors of the Company are given below:

Composition	<p>In terms of the provisions of Regulation 20 of Listing Regulations read with Section 178(5) of the Companies Act, 2013, the Stakeholders Relationship Committee, shall comprise of at least three directors, with at least one being an independent director.</p> <p>The members of Stakeholders Relationship Committee shall elect a Chairperson from amongst themselves, who shall chair the said Committee.</p> <p>The Chairperson of Stakeholders Relationship Committee shall be a non-executive director and shall be present at the Annual General Meeting to answer queries of the security holders.</p> <p>The Company Secretary shall act as the Secretary to the Committee.</p>
Quorum	The quorum at the meeting of Stakeholders Relationship Committee shall be either two members or one third of the members of the Stakeholders Relationship Committee, whichever is greater.
Meetings	The Stakeholders Relationship Committee shall meet at least once in a year

Responsibilities	<ul style="list-style-type: none"> (i) Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates etc.; (ii) Review of measures taken for effective exercise of voting rights by shareholders; (iii) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent; (iv) Review of the 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; (v) To specifically look into various aspects of interest of shareholders, debenture holders and other security holders. (vi) Performing such other activities as may be delegated by the Board and/or prescribed under the Companies Act, the Listing Regulations, RBI Master Directions, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India including Securities and Exchange Board of India, Reserve Bank of India any other regulatory authority.
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3.4. **RISK MANAGEMENT COMMITTEE:** This Committee is constituted in compliance with the provisions of the Companies Act, 2013, Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and RBI Master Direction No. RBI/DoR/2023-24/106, DoR.FIN.REC.No.45/03.10.119/2023-24 dated October 19, 2023. The Company has a Board approved Risk Management Policy in place and required disclosures to the effect are made from time to time. The details of its terms of reference as approved by the Board of Directors of the Company are given below:

Composition	<p>The Risk Management Committee shall have minimum three members with majority of them being members of the board of directors, including at least one independent director.</p> <p>The Chairperson of the Risk Management Committee shall be a member of the board of directors and senior executives of the Company may be members of the committee.</p> <p>The members of Risk Management Committee shall elect a Chairperson from amongst themselves, who shall chair the said Committee.</p> <p>The Company Secretary shall act as the Secretary to the Committee Meetings.</p>
Quorum	The quorum at the meeting of the Risk Management Committee shall be either two members or one third of the members of the Risk Management Committee, whichever is higher, including at least one member of the board of directors in attendance.
Meetings	This Committee shall meet on quarterly basis and minimum 4 such meetings be held in a financial year.

Responsibilities	<ol style="list-style-type: none"> 1. Approving and monitoring the Company's risk management policies and procedures; 2. Framing, implementing, reviewing and monitoring the risk management plan including cyber security for the Company. 3. Evaluating the overall risks faced by the Company including liquidity risk. 4. Formulate a detailed risk management policy which shall include: <ol style="list-style-type: none"> o A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee. o Measures for risk mitigation including systems and processes for internal control of identified risks. o Business continuity plan. 5. Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company; 6. Monitoring and overseeing implementation of the risk management policy, including evaluating the adequacy of risk management systems; 7. Periodically reviewing the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity; 8. Keeping the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken; 9. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee. 10. Approving and reviewing the Asset Classification and expected credit loss policy. 11. Review IT Risk assessment of IT systems 12. Approving a framework to evaluate the risks and materiality of all existing and prospective outsourcing and the policies that apply to such arrangements; 13. Laying down appropriate approval authorities for outsourcing depending on risks and materiality; 14. Setting up suitable administrative framework of senior management for the purpose of the Master Directions; 15. Undertaking regular review of outsourcing strategies and arrangements for their continued relevance, and safety and soundness; 16. Deciding on business activities of a material nature to be outsourced, and approving such arrangements. 17. Reporting to the Board of Directors of the Company on periodical basis on the status of review of Risk Governance; and 18. Performing such other activities as may be delegated by the Board and/or prescribed under the Companies Act, the Listing Regulations, the RBI Master Directions, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India including
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	Securities and Exchange Board of India, Reserve Bank of India any other regulatory authority. 19. Prepare enterprise-wide Risk Matrix, review & monitoring risk migration, if any.
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- 3.5. **CORPORATE SOCIAL RESPONSIBILITY AND ESG COMMITTEE:** This Committee is constituted in compliance with the provisions of Section 135 of the Companies Act, 2013. The Company has a Board approved CSR Policy in place and required disclosures to the effect are made from time to time. The details of its terms of reference as approved by the Board of Directors of the Company are given below:

Composition	In terms of Section 135 of the Companies Act, 2013, every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year shall constitute a Corporate Social Responsibility (CSR) Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director. The members of Corporate Social Responsibility and ESG Committee shall elect a Chairperson from amongst themselves. The Committee shall consist of minimum one (1) Independent Director. The Company Secretary shall act as the Secretary to the Committee Meetings.
Quorum	The quorum for transacting business at a meeting of the Committee shall be at least two or one-third of the members of the Committee, whichever is higher.
Meetings	The Corporate Social Responsibility and ESG Committee shall meet thrice a year.
Responsibilities	<ol style="list-style-type: none"> 1. To formulate and recommend to the Board the Company's ESG and CSR strategy, policy which shall include the activities to be undertaken by the company in areas and subject as specified in Schedule VII of the Companies Act, 2013 and to review and update them from time to time as the Company's activities evolve further. 2. To monitor the Company's CSR & ESG policy and performance. The CSR & ESG Committee shall institute a transparent monitoring mechanism for implementation of the all activities including CSR projects & programs, undertaken by the company. 3. Approve the CSR budget for the year. 4. To review the CSR project/initiatives from time to time. 5. To ensure legal and regulatory compliance for all ESG related requirements as applicable to the Company including CSR. 6. To ensure reporting and communication to stakeholders on the Company's ESG projects/initiatives (including CSR). 7. To formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy. 8. Perform all such actions as may be required under the relevant laws as prescribed by the Companies Act, 2013 and rules/regulations as prescribed by various regulators. 9. To monitor the Company's ESG Framework, strategy, goals and disclosures.

- 3.6. **INFORMATION TECHNOLOGY STRATEGY COMMITTEE (ITSC):** This Committee is constituted in compliance with the provisions of RBI Master Direction No. RBI/2023-24/107 DoS.CO.CSITG/SEC.7/31.01.015/2023-24 dated November 7, 2023 on Information Technology Governance, Risk, Controls and Assurance Practices. The Company has a Board approved Information Technology and Information Security Apex Policy in place and required disclosures to the effect are made from time to time. The details of its terms of reference as approved by the Board of Directors of the Company are given below:

Composition	<p>The ITSC is consisted of minimum of three directors as members of ITSC. The Chairperson of the ITSC shall be an independent director and he /she has substantial IT expertise in managing/ guiding information technology initiatives; and members of the Committee are technically competent.</p> <p>The Company Secretary shall act as the Secretary to the Committee Meeting.</p>
Quorum	The quorum for transacting business at a meeting of the Committee shall be at least two or one-third of the members of the Committee, whichever is higher.
Meetings	The Committee shall meet at least on a quarterly basis.
Responsibilities	<ol style="list-style-type: none"> 1. Ensure that the RE has put an effective IT strategic planning process in place. 2. Shall guide in preparation of IT Strategy and ensure that the IT Strategy aligns with the overall strategy of the RE towards accomplishment of its business objectives. 3. ITSC shall satisfy itself that the IT Governance and Information Security Governance structure fosters accountability, is effective and efficient, has adequate skilled resources, well defined objectives and unambiguous responsibilities for each level in the organisation. 4. ITSC to ensure that the Company has put in place processes for assessing and managing IT and cybersecurity risks. 5. The Committee to ensure that the budgetary allocations for the IT function (including for IT security), cyber security 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 6. The Committee to review, at least on annual basis, the adequacy and effectiveness of the Business Continuity Planning and Disaster Recovery Management of the Company.

- 3.7. **CUSTOMER SERVICE REVIEW COMMITTEE (CSRC):** the main purpose to constituting the Customer Service Review Committee (CSRC) is to oversee the functioning of the Customer Service Committee (CSR) and also to monitor and bring out continuous improvement in the quality of services rendered to the customers and thereby enhancing the customer satisfaction level across all categories. The Committee shall also bring out innovative measures for enhancing the customer experience and quality of customer service thereby enhancing the customer satisfaction level across all categories, at all times. The details of its terms of reference as approved by the Board of Directors of the Company are given below:

Composition	<p>The CSRC is consisted of minimum of three directors as members. The Chairperson of the CSRC shall be an independent director.</p> <p>The Company Secretary shall act as the Secretary to the Committee Meeting.</p>
Quorum	One third of the total strength or two members, whichever higher shall form the quorum for the meeting.
Meetings	The Committee shall meet at least on a quarterly basis.
Responsibilities	<ol style="list-style-type: none"> 1. To review and monitor policies on customer rights, customer communication, etc. 2. To review activities of executive committee of Customer Service (CSR), in accordance with the guidelines laid down by RBI 3. To review complaints based on categories and complaints received from RBI 4. To review the status of settlement of claims 5. To review ongoing function, processes and process improvements 6. To review & monitor ombudsman awards passed and obtain working of ombudsman 7. To review & monitor the steps and remedial actions taken by the Company to reduce the customer complaints as well as review the reporting in regard to customer liability 8. To carry out detailed review of the customer services/ customer care and initiate prompt corrective actions wherever service quality/ skill gaps are noticed

- 3.8. **SPECIAL COMMITTEE OF THE BOARD FOR MONITORING AND FOLLOW-UP OF CASES OF FRAUDS (SCBMF):** Pursuant to the RBI Master directions having reference no. RBI/DOS/2024-25/120, DOS.CO.FMG.SEC.No.7/23.04.001/2024-25, dated July 15, 2024, Master Directions on Fraud Risk Management in Non-Banking Financial Companies (NBFCs) (including Housing Finance Companies) ("RBI Master Directions"), all the Non-Banking Financial Companies (including Housing Finance Companies) in the Upper Layer, Middle Layer and in the Base Layer (with asset size of ₹500 crore and above shall constitute a Special Committee of the Board for Monitoring and Follow-up of cases of Frauds. The details of its terms of reference as approved by the Board of Directors of the Company are given below:

Composition	<p>The SCBMF is consisted of minimum of three directors as members, consisting of the Chief Executive Officer and two Independent Directors. The Chairperson of the CSRC shall be an independent director.</p> <p>The Company Secretary shall act as the Secretary to the Committee Meeting</p>
Quorum	One third of the total strength or two members, whichever higher shall form the quorum for the meeting
Meetings	The Committee shall meet twice in a year
Responsibilities	<ol style="list-style-type: none"> 1. To oversee the effectiveness of the fraud risk management in the Company. 2. To review and monitor cases of frauds, including root cause analysis and suggest mitigating measures for strengthening

	<p>the internal controls, risk management framework and minimising the incidence of frauds. The coverage and the periodicity of such reviews to be as per the Fraud Risk Management Policy of the Company. The coverage of such review may include, among others, categories/trends of frauds, industry/sectoral/ geographical concentration of frauds, delay in detection/classification of frauds and delay in examination/conclusion of staff accountability, etc.</p> <p>3. To carry out any other role and responsibilities as mandated by the Board and/or any regulatory authority from time to time.</p>
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- 3.9. **REVIEW COMMITTEE FOR IDENTIFICATION OF WILFUL DEFAULTERS:** The main purpose of Master directions on Treatment of Wilful Defaulters and Large Defaulters having reference no. RBI/DoR/2024-25/122 DoR.FIN.REC.No.31/20.16.003/2024-25 dated July 30, 2024 on wilful defaulters is to provide for a non-discriminatory and transparent procedure, having regard to the principles of natural justice, for classifying a borrower as a wilful defaulter by the lenders. The directions also aim to put in place a system to disseminate credit information about wilful defaulters for cautioning lenders to ensure that further institutional finance is not made available to them. The details of its terms of reference as approved by the Board of Directors of the Company are given below:

Composition	<p>The Committee is consisted of minimum of three directors as members. The Chairman of the Committee shall be the Managing Director & CEO.</p> <p>The Company Secretary shall act as the Secretary to the Committee Meeting.</p>
Quorum	One third of the total strength or two members, whichever higher shall form the quorum for the meeting.
Meetings	The Committee shall meet twice a year or as and when required.
Responsibilities	<p>1. To classify 'Wilful Defaulters' as proposed by Committee for Identification of Wilful Defaulters and pass a reasoned order.</p> <p>2. To carry out such other role and responsibilities as may be mandated by the Board and/or regulatory authorities from time to time</p>

- 3.10. **STRATEGIC TRANSACTION COMMITTEE:** Board had authorised the Management to explore various opportunities and transactions which are in the best interest of the Company as well as its shareholders. Any such potential financial/ strategic opportunities would be initiated depending upon the external environment across various parameters. Given the sensitivities involved in terms of timelines, it is possible that any such transaction might have to be reviewed and approved on short notice. Strategic Transaction Committee was constituted to review and approve any such transaction. The details of its terms of reference as approved by the Board of Directors of the Company are given below:

Composition	Strategic Transaction Committee shall consist of at least three (3) members. The Company Secretary shall act as the Secretary to the Committee Meeting.
Quorum	One third of the total strength or two members, whichever higher shall form the quorum for the meeting.
Meetings	The Committee shall meet as when required.
Responsibilities	1. To decide, in consultation with the BRLMs, the size, timing

	<p>(including opening and closing dates), pricing and all other terms and conditions of the issue and transfer of the Equity Shares for the Offer, including the number of Equity Shares to be offered pursuant to the Offer (including any reservation, green shoe option and any rounding off in the event of oversubscription) price and any discount allowed under applicable laws that may be fixed and determined in accordance with the applicable laws, and to accept any amendments, modifications, variations, or alterations thereto;</p> <ol style="list-style-type: none"> 2. To undertake as appropriate such communication with the existing shareholders of the Company as required under applicable law, including inviting them to participate in the Offer by making an offer for sale in relation to such number of Equity Shares held by them as may be deemed appropriate, and which are eligible for the offer for sale in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), and taking all actions as may be necessary or authorised in connection with any offer for sale; 3. To make applications, seek clarifications, obtain approvals and seek exemptions from, where necessary, the Reserve Bank of India ("RBI"), SEBI, the relevant registrar of companies, the stock exchanges where the Equity Shares are proposed to be listed ("Stock Exchanges") and any other governmental or statutory authorities as may be required in connection with the Offer and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required and wherever necessary, incorporate such modifications / amendments as may be required in the draft red herring prospectus, the red herring prospectus and the prospectus as applicable; 4. To finalize, settle, approve, adopt and file in consultation with the BRLMs where applicable, the draft red herring prospectus, the red herring prospectus the prospectus, the preliminary and final international wrap and any amendments, supplements, notices, addenda or corrigenda thereto, and take all such actions as may be necessary for the submission and filing of these documents including incorporating such alterations/corrections/ modifications as may be required by SEBI, the RoC or any other relevant governmental and statutory authorities or in accordance with applicable laws; 5. To decide in consultation with the BRLMs on the actual Offer size, timing, pricing, discount, reservation and all the terms and conditions of the Offer, including the price band (including offer price for anchor investors), bid period, offer price, and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including to make any amendments, modifications, variations or alterations in relation to the Offer; 6. To appoint and enter into and terminate arrangements with the BRLMs, and in consultation with BRLM(s), appoint and enter into agreements with the underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, escrow collection bankers to the Offer, refund bankers to the Offer, sponsor banks to the Offer, registrars, legal advisors, auditors, advertising agency, monitoring agency, syndicate member and
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	<p>any other agencies or persons or intermediaries to the Offer and to negotiate, finalise and amend the terms of their appointment, including but not limited to the execution of the mandate or fee/ engagement letter with the BRLMs and negotiation, finalization, execution and, if required, amendment of the offer agreement with the BRLMs for such purpose;; including to remunerate all such intermediaries/agencies including the payments of commissions, brokerages, etc.;</p> <p>7. To negotiate, finalise and settle and to execute and deliver or arrange the delivery of the draft red herring prospectus, the red herring prospectus, the prospectus, offer agreement, syndicate agreement, underwriting agreement, share escrow agreement, monitoring agency agreement, cash escrow agreement, agreements with the registrar to the offer and all other documents, deeds, agreements and instruments whatsoever with the registrar to the Offer, legal advisors, auditors, stock exchange(s), BRLMs and any other agencies/intermediaries in connection with the Offer with the power to authorise one or more officers of the Company to execute all or any of the aforesaid documents or any amendments thereto as may be required or desirable in relation to the Offer;</p> <p>8. To seek, if required, the consent and/or waiver of the lenders of the Company and its subsidiary, customers, parties with whom the Company or its subsidiary has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents and/or waivers that may be required in relation to the Offer or any actions connected therewith;</p> <p>9. To open and operate bank accounts in terms of the escrow agreement and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;</p> <p>10. To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013, as amended, and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;</p> <p>11. To authorize and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer;</p> <p>12. To determine the utilization and accept and appropriate the proceeds of the Offer in accordance with the applicable laws;</p> <p>13. To approve code of conduct as may be considered necessary by the Strategic Transaction Committee or as required under applicable laws, regulations or guidelines for the Board, officers of the Company and other employees of the Company;</p> <p>14. To approve the implementation of any corporate governance requirements that may be considered necessary by the Board or the Strategic Transaction Committee or as may be required under the applicable laws or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and listing agreements to be entered into by the Company with the relevant stock exchanges, to the extent allowed under law;</p> <p>15. To issue receipts/allotment letters/confirmation of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with</p>
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	<p>such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchange(s), with power to authorize one or more officers of the Company to sign all or any of the aforesaid documents;</p> <p>16. To authorize and approve notices, advertisements in relation to the Offer in consultation with the relevant intermediaries appointed for the Offer;</p> <p>17. To do all such acts, deeds, matters and things and execute all such other documents, etc., as may be deemed necessary or desirable for such purpose, including without limitation, to finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of allotment letters/confirmation of allotment notes, share certificates in accordance with the relevant rules, in consultation with the BRLMs;</p> <p>18. To open with the bankers to the Offer, such accounts as may be required by the regulations issued by SEBI;</p> <p>19. To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign and / or modify, as the case maybe, agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, authorities or bodies as may be required in this connection and to authorize one or more officers of the Company to execute all or any of the aforesaid documents;</p> <p>20. To make applications for listing of the Equity Shares in one or more stock exchange(s) for listing of the Equity Shares and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange(s) in connection with obtaining such listing including without limitation, entering into listing agreements and affixing the common seal of the Company where necessary;</p> <p>21. To settle all questions, difficulties or doubts that may arise in regard to the Offer, including such issues or allotment, terms of the IPO, utilisation of the IPO proceeds and matters incidental thereto as it may deem fit;</p> <p>22. To submit undertaking/certificates or provide clarifications to the SEBI, Registrar of Companies, and the relevant stock exchange(s) where the Equity Shares are to be listed;</p> <p>23. To negotiate, finalize, settle, execute and deliver any and all other documents or instruments and to do or cause to be done any and all acts or things as the Strategic Transaction Committee may deem necessary, appropriate or advisable in order to carry out the purposes and intent of this resolution or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by the Strategic Transaction Committee shall be conclusive evidence of the authority of the Strategic Transaction Committee in so doing;</p> <p>24. To delegate any of its powers set out under (a) to (r) hereinabove as may be deemed necessary and permissible under applicable laws, by way of authorising any director or directors of the Company or other officer or officers of the</p>
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	<p>Company, including by the grant of power of attorney;</p> <p>25. To approve suitable policies on insider trading, whistle-blowing, risk management, and any other policies as may be required under the SEBI Listing Regulations or any other applicable laws;</p> <p>26. Deciding, negotiating and finalising the pricing and all other related matters regarding the Pre-IPO Placement, including the execution of the relevant documents with the investors in consultation with the BRLMs and in accordance with applicable laws;</p> <p>27. taking on record the approval of the Selling Shareholders for offering their Equity Shares in the Offer for Sale;</p> <p>28. all actions as may be necessary in connection with the Offer, including extending the Bid/Offer period, revision of the Price Band, allow revision of the Offer for Sale portion in case any Selling Shareholder decides to revise it, in accordance with the applicable laws;</p> <p>29. to authorize and empower officers of the Company (each, an “Authorized Officer(s)”), for and on behalf of the Company, to execute and deliver, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that the Authorized Officer(s) consider necessary, appropriate or advisable, in connection with the Offer, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreement(s) with the Stock Exchange(s), the agreement with the registrar, the agreements with the depositories, the offer agreement with the BRLMs (and other entities as appropriate), the underwriting agreement, the syndicate agreement with the BRLMs and syndicate members, the cash escrow and sponsor bank agreement, and any other contractual arrangements or any amendments there to require with BRLMs, bankers to the Company, managers, underwriters, escrow agents, accountants, auditors, legal counsel, advertising agency(ies), syndicate members, brokers, escrow collection bankers, auditors, grading agency, monitoring agency and all such persons or agencies as may be involved in or concerned with the Offer, if any, and confirmation of allocation notes and allotment advice, and to make payments to or remunerate by way of fees, commission, brokerage or the like or reimburse expenses incurred in connection with the Offer by the BRLMs and to do or cause to be done any and all such acts or things that the Authorized Officer(s) may deem necessary, appropriate or desirable in order to carry out the purpose and intent of the foregoing resolutions for the Offer; and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer(s) shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing; and</p> <p>30. to withdraw the draft red herring prospectus or the red herring prospectus or to decide to not proceed with the Offer at any stage in accordance with Applicable Laws and in consultation with the BRLMs.</p> <p>31. To explore, consider, evaluate, negotiate, approve any financial or strategic opportunities and transactions involving the Company, its shareholders and any third party (“Transaction”);</p>
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3.11. In addition to the aforesaid Committees, the Company has constituted following management Committees:

3.11.1 ASSET-LIABILITY COMMITTEE (ALCO): This Committee is constituted in compliance with the provisions of RBI Master Direction No. RBI/DoR/2023-24/106, DoR.FIN.REC.No.45/03.10.119/2023-24 dated October 19, 2023. The Company has a Board approved Asset-Liability Management Policy in place and required disclosures to the effect are made from time to time. The details of its terms of reference as approved by the Board of Directors of the Company are given below:

Composition	<p>As per the Reserve Bank of India guidelines on Asset-Liability Management (ALM) System in Non- Banking Financial Companies (NBFCs), it is necessary to constitute an Asset-Liability Committee (ALCO):</p> <p>The Committee shall comprise of:</p> <ol style="list-style-type: none"> Managing Director & CEO – Chairperson Chief Financial Officer Chief Technology Officer Chief Risk Officer Chief Credit Officer <p>The VP - Treasury & VP – Financial Control shall be permanent invitees to the meetings.</p> <p>The Company Secretary shall act as the Secretary to the Committee Meetings.</p>
Quorum	<p>Minimum of two members must be present to form the quorum.</p> <p>The Committee may also include invitees, as decided by the Chairperson of the Committee as it considers appropriate to be present at the meetings of the Committee.</p>
Meetings	This Committee shall meet on monthly basis.
Responsibilities	<ol style="list-style-type: none"> To develop a process for identifying, measuring, monitoring and controlling liquidity risk and to clearly articulate a liquidity risk tolerance that is appropriate for its business strategy; Be responsible for ensuring adherence to the risk tolerance/ limits set by the Board as well as implementing the liquidity risk management strategy of the NBFC. To oversee the risk management policy/strategy of the Company relating to liquidity, interest rate and asset liability gap To formulate and review Asset-Liability Management Policy of the Company. To develop a process to quantify liquidity costs and benefits so that the same may be incorporated in the internal product pricing, performance measurement and new product approval process for all material business lines, products and activities. The Committee shall establish a funding strategy that provides effective diversification in the sources and tenor of funding;

	<ol style="list-style-type: none"> 8. To ensure an ongoing presence in Company's chosen funding markets and strong relationships with fund providers to promote effective diversification of funding sources; 9. To ensure Company is actively managing collateral positions, differentiating between encumbered and unencumbered assets and to monitor the legal entity and physical location where collateral is held and how it may be mobilised in a timely manner; 10. To ensure conduct of stress tests on a regular basis for a variety of short-term and protracted NBFC-specific and market-wide stress scenarios (individually and in combination); 11. To see that there should not be over-reliance on a single source of funding; 12. Review and management of liquidity gaps and structural liquidity of the Company; 13. Review and management of interest rate sensitivity of the Company; 14. To review Floating Reference Rate (FRR) statements or Monthly Reference Rate (MRR) statements as applicable; 15. To take decisions on desired maturity profile and mix of incremental assets and liabilities, sale of assets as a source of funding. 16. To ensure there is adequate structure, distribution of responsibilities and controls for managing liquidity risk.
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3.11.2 **DEBENTURE ALLOTMENT COMMITTEE** was constituted for borrowing funds by approving the issuance and allotment issue of Secured Redeemable Non-Convertible Debentures on private placement basis in one or more tranche as may be decided by the Management and held is at regular intervals as per the directives of the Board. The details of its terms of reference as approved by the Board of Directors of the Company are given below:

Composition	The Debenture Allotment Committee shall comprise of at least three members.
Quorum	The quorum at a meeting of the Debenture Allotment Committee shall be two members.
Meetings	<p>The Debenture Allotment Committee shall meet as and when Company intends to raise funds through issue of Debentures.</p> <p>Concerned invitees may be invited to be present as invitees for the meetings of the Debenture Allotment Committee, wherever necessary.</p>
Responsibilities	<ol style="list-style-type: none"> 1. Issuance and allotment of Debentures 2. To authorize Directors and/or Key Managerial Personnel and/or other officials of the Company to do all such acts, deeds and things incidental to issue and allotment of Debentures. 3. To authorize officers, agents, consultants, banks, advisors or any related person to submit, file, resubmit, modify, sign, execute, process all types of documents and information including but not limited to application, letters, clarifications, undertaking, certification, declaration to obtain all the necessary approvals, consents, permits, license, registration

	<p>from government, regulatory, semi-government, statutory and private authorities, institutions, bodies, organizations including but not limited to RBI, SEBI, Stock Exchange, depositories;</p> <p>4. To perform such powers/actions as may be delegated by the Board of Directors from time to time.</p>
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3.11.3 **SHARE ALLOTMENT COMMITTEE** was constituted for approving the issuance and allotment of shares of the Company and is held regular intervals as per the directives of the Board. The details of its terms of reference as approved by the Board of Directors of the Company are given below:

Composition	The Share Allotment Committee shall comprise of at least three members.
Quorum	The quorum at a meeting of the Share Allotment Committee shall be two members
Meetings	<p>The Share Allotment Committee shall meet as and when Company intends to raise funds through issue of Equity/Preference Shares.</p> <p>Concerned invitees may be invited to be present as invitees for the meetings of the Share Allotment Committee, wherever necessary.</p>
Responsibilities	<ol style="list-style-type: none"> 1. Issuance and allotment of Equity/Preference Shares including in pursuance of exercise of ESOPs. 2. Ensuring compliance with the Companies Act, 2013 and rules made thereunder relating to the issue and allotment of Equity/Preference Shares as may be issued by the Company from time to time 3. To authorize Directors and/or Key Managerial Personnel and/or other officials of the Company to do all such acts, deeds and things incidental to issue and allotment of Equity/Preference Shares. 4. To authorize officers, agents, consultants, banks, advisors or any related person to submit, file, resubmit, modify, sign, execute, process all types of documents and information including but not limited to application, letters, clarifications, undertaking, certification, declaration to obtain all the necessary approvals, consents, permits, license, registration from government, regulatory, semi-government, statutory and private authorities, institutions, bodies, organizations including but not limited to ROC, RBI, SEBI, Stock Exchange, depositories; 5. To perform such powers/actions as may be delegated by the Board of Directors from time to time.

3.11.4 **BOND ALLOTMENT COMMITTEE** was constituted for borrowing funds by approving the issuance and allotment of Non-Convertible Subordinated Bonds on private placement basis in one or more tranche as may be decided by the Management and held is at regular intervals as per the directives of the Board. The details of its terms of reference as approved by the Board of Directors of the Company are given below:

Composition	The Bond Allotment Committee shall comprise of at least three members.
Quorum	The quorum at a meeting of the Bond Allotment Committee shall be two members.
Meetings	<p>The Bond Allotment Committee shall meet as and when Company intends to raise funds through issue of Subordinated Bonds.</p> <p>Concerned invitees may be invited to be present as invitees for the meetings of the Bond Allotment Committee, wherever necessary.</p>
Responsibilities	<ol style="list-style-type: none"> 1. Issuance and allotment of Bonds 2. To authorize Directors and/or Key Managerial Personnel and/or other officials of the Company to do all such acts, deeds and things incidental to issue and allotment of Bonds. 3. To authorize officers, agents, consultants, banks, advisors or any related person to submit, file, resubmit, modify, sign, execute, process all types of documents and information including but not limited to application, letters, clarifications, undertaking, certification, declaration to obtain all the necessary approvals, consents, permits, license, registration from government, regulatory, semi-government, statutory and private authorities, institutions, bodies, organizations including but not limited to RBI, SEBI, Stock Exchange, depositories; 4. To perform such powers/actions as may be delegated by the Board of Directors from time to time.

3.11.5 **CUSTOMER SERVICE COMMITTEE** was constituted to monitor service delivery for all customer interactions across sales, service and collections based on the MIS provided by the Customer Service function. The Committee will propose changes to bring about ongoing improvements in the quality of customer service provided by the Company and oversee the effectiveness of the grievance redressal mechanism of the Company

Composition	<p>The Customer Service Committee shall comprise of at least three members.</p> <ul style="list-style-type: none"> • Managing Director & CEO - Chairperson • Chief - People & Operations • Chief Digital and Marketing Officer • Chief Business Officers
Quorum	The quorum at a meeting of the Customer Service Committee shall be two members.
Meetings	<p>The Committee shall meet at least once in a month. Minimum of two members must be present to form the quorum.</p> <p>The Committee may also include invitees, as decided by the Chairperson of the Committee as it considers appropriate to be present at the meetings of the Committee..</p>
Responsibilities	<ol style="list-style-type: none"> 1. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the frontline channels related to service delivery. 2. Review the practice and procedures adopted by the company for effective redressal of Customer grievance and

	<p>take appropriate corrective action / procedural change, on an ongoing basis.</p> <ol style="list-style-type: none"> Monitoring the grievances raised by the Customer/Complainant including complaints related to services provided by Outsourced Agencies, Collection agencies and digital lending partners etc. to provide guidance on next steps Review the root-cause analysis of the complaints and recommend process / procedural change. Monitor the complaints reviewed by the Internal Ombudsman <p>The The minutes of the Committee will be placed to the Customer Service Review Committee of the Board.</p>
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3.11.6 **OPERATIONAL RISK MANAGEMENT COMMITTEE** was constituted to oversee functioning, implementation and maintenance of operational risk management activities as defined in the policy and provide strategic direction on developing HDBFS's Business Continuity management (BCM) program. The details of its terms of reference as approved by the Board of Directors of the Company are given below:

Composition	The Operational Risk Management Committee shall comprise of at least three members.
Quorum	Minimum of three members must be present to form the quorum.
Meetings	<p>The Committee shall meet at least once a quarter.</p> <p>The Committee may also include invitees, as decided by the Chairperson of the Committee as it considers appropriate to be present at the meetings of the Committee.</p>
Responsibilities	<p>A. Operational Risk Management:</p> <ol style="list-style-type: none"> Guide and oversee functioning, implementation and maintenance of operational risk management activities as defined in the policy. Review and approve the development and implementation of operational risk methodologies and tools, including assessments, reporting, capital and loss event databases. Review, discuss and approve modification of ORM Framework implementation as defined in the ORM Policy based on changes in the environment, change in regulations or any other significant matter impacting ORM. Approve relevant policy and process documents for the effective implementation of the framework within the overall operational risk management policy objectives. To analyse frauds, potential losses, non-compliance, breaches etc. and recommend corrective measures to prevent recurrences. Approve or modify changes in its own composition, rules of conduct of business or quorum or any other operational issues. Discuss and approve suitable controls/mitigation for managing Operational Risk.

	<p>8. Reinforce culture and awareness of operational risk management.</p> <p>B. Business Continuity Management:</p> <ol style="list-style-type: none"> 1. Guide and provide strategic direction on developing HDBFS's Business Continuity management (BCM) program. 2. Provide required support for implementation of the BCM Program within the organisation. 3. Review the performance of the organisation's BCM Program. 4. Discuss key business continuity issues, disruptions, and evolving risks. 5. Periodically update Board Committees with BCM program implementation & effectiveness status. 6. Instil a strong organisational culture that embeds the BCM framework in the strategy and business operations of the organisation. <p>C. For Outsourcing Risk Management:</p> <ol style="list-style-type: none"> 1. To provide strategical guidance to ensure all aspects of risks associated with Outsourcing of any activity of HDBFS, is mitigated well. 2. Review and suggest suitable mitigation/action plan on any Regulatory observations w.r.t. Outsourcing. 3. Approve outsourcing of any new activity, post evaluating risk and benefits of In-sourcing vs Outsourcing. 4. Provide necessary approvals on exceptions, guidance, clarifications on the Financial Outsourcing Policy, if any. 5. Review exceptional scenarios, approve necessary process notes for effective implementation of Outsourcing Policy, Key risk indicators, etc., if any. 6. If required, the Committee may review the existing major activities outsourced, whether it can be insourced. <p>The The minutes of the Committee will be placed to the Risk Management Committee of the Board.</p>
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3.11.7 **WHISTLE BLOWER COMMITTEE** was constituted pursuant to the provisions of Section 177(9) of the Companies Act, 2013 and Regulation 22 of the SEBI LODR-2015, the Company is required to establish an effective Vigil Mechanism for Directors and employees to report genuine concerns. The Company as part of the 'vigil mechanism' has in place a Whistle Blower Committee to deal with instances of fraud and mismanagement, if any. The details of its terms of reference as approved by the Board of Directors of the Company are given below:

Composition	<p>The Committee shall comprise of</p> <ul style="list-style-type: none"> • Head – Internal Audit – Chairperson • Head – Human Resources • Head - RCU <p>The Company Secretary shall act as the Secretary to the Committee.</p>
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Quorum	The quorum of the committee shall be any two members subject to the condition that the member of the Committee who is part of the quorum, shall not in any manner be interested or related to the matters / complaints / protected disclosures dealt and taken up by the Committee from time to time.
Meetings	Whistle blower Committee shall meet within 7 working days of a case being reported or once in a quarter, whichever is earlier.
Responsibilities	<p>The role of the Whistle Blower Committee of the Company shall include the following:</p> <ol style="list-style-type: none"> 1. The Committee to decide whether the case reported/referred to the Committee falls under Whistle Blower Policy. If not, the same to be referred to HR/any other concerned department, as the Whistle Blower Committee may deem fit, with reasons to be recorded in writing in minutes as to why the same is not under the ambit of whistle blower mechanism. 2. Protect the Whistle Blower from any form of retaliation / adverse action and ensure that the investigation is carried out by maintaining the confidentiality of the Whistle blower, provided the Whistle Blower complaint is made in good faith. 3. Review investigation findings for adequacy and completeness of the investigation proceeding. 4. Recommend appropriate corrective actions to address the matter, if misconduct is substantiated. 5. Maintain records of all reported concerns, investigations, and resolutions. 6. Ensure that the Whistle Blower case is investigated and closed within reasonable timelines.

3.11.8 **FRAUD MONITORING COMMITTEE** was constituted to review all cases of fraud of ₹ 1 lakh and above, review root cause for the failure to prevent the fraud, review progress in legal action and recovery from the fraud accounts. The details of its terms of reference as approved by the Board of Directors of the Company are given below:

Composition	<p>The Committee shall comprise of</p> <ul style="list-style-type: none"> • MD & CEO – Chairperson • Chief Risk Officer • Chief Credit Officer <p>The Head of RCU will be a permanent invitee to the meetings. The Company Secretary shall act as the Secretary to the Committee.</p>
Quorum	<p>Minimum of two members must be present to form the quorum.</p> <p>The Committee may also include invitees, as decided by the Chairperson of the Committee as it considers appropriate to be present at the meetings of the Committee.</p>
Meetings	The Committee shall meet once a quarter.
Responsibilities	1. The Committee will review all cases of fraud of ₹ 1 lakh and above, review root cause for the failure to prevent the fraud, review progress in legal action and recovery from the fraud accounts.

	<ol style="list-style-type: none"> 2. Recommend process and people changes to the Business / Credit functions based on learnings from frauds detected by the Company. 3. Review attempted frauds to identify any process changes to prevent loss to the Company 4. Reporting of Fraud – The committee shall monitor reporting of all frauds as per regulatory guidelines and also should fix staff accountability in respect of delays in reporting of fraud cases. 5. To review whether the systems in the Company are adequate to detect frauds 6. To recommend closure of fraud cases based on recovery potential and legal status 7. To monitor reporting to Board and regulators <p>The The minutes of the Committee will be placed to the Audit Committee of the Board.</p>
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3.11.9 **INFORMATION SECURITY COMMITTEE** was constituted in line with Master reference no. RBI/DoS/2023-24/107 DoS.CO.CSITEG/SEC.7/31.01.015/2023-24, dated November 7, 2023 - RBI Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices. An Information Security Committee (ISC), under the oversight of the IT Strategy Committee (ITSC), is formed for managing cyber/ information security. The details of its terms of reference as approved by the Board of Directors of the Company are given below:

Composition	The constitution of the ISC, with Chief Information Security Officer (CISO) and other representatives from business and IT functions, etc., shall be decided by the IT Strategy Committee (ITSC). The head of the ISC shall be from risk management vertical.
Quorum	The Committee shall meet once a quarter. Minimum of two members must be present to form the quorum.
Meetings	Meeting shall be held on a quarterly basis..
Responsibilities	<ol style="list-style-type: none"> 1. Development of information/ cyber security policies, implementation of policies, standards and procedures to ensure that all identified risks are managed within HDBFS risk appetite; 2. Approving and monitoring information security projects and security awareness initiatives; 3. Reviewing cyber incidents, information systems audit observations, monitoring and mitigation activities; and 4. Updating ITSC and CEO periodically on the activities of ISC. <p>The The minutes of the Committee will be placed to the IT Strategy Committee of the Board.</p>

3.11.10 **INFORMATION TECHNOLOGY STEERING COMMITTEE** was constituted in terms of RBI Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices, dated November 07, 2023, REs shall put in place a robust IT Governance Framework based on strategic alignment, risk management, resource management, performance management and Business Continuity/ Disaster Recovery Management. Constitution of senior management level IT steering committee is a requirement in pursuit of this requirement. The

details of its terms of reference as approved by the Board of Directors of the Company are given below:

Composition	The Committee shall comprise of a) Chief Technology Officer (CTO) - Chairperson b) Head of Operations c) Chief Digital Officer (CDO) d) Chief Business Officers / Business Heads e) Chief Credit Officer f) Chief Information Security Officer (CISO)
Quorum	The Quorum for IT Steering Committee will be four members. The Functional IT Heads will be permanent invitees to the Committee. The Committee may also include invitees, as decided by the Chairperson of the Committee as it considers appropriate to be present at the meetings of the Committee.
Meetings	Meeting shall be held on a quarterly basis..
Responsibilities	<ol style="list-style-type: none"> 1. Execution of the IT Strategy approved by the Board 2. Ensure that IT/ IS and their support infrastructure are functioning effectively and efficiently 3. Necessary IT risk management processes are in place and create a culture of IT risk awareness and cyber hygiene practices in the Company 4. Review Cyber security posture of the Company is robust; 5. Overall, IT contributes to productivity, effectiveness and efficiency in business operations of the Company 6. Update Board/ IT Strategy Committee and CEO periodically on the activities of IT Steering Committee; 7. Oversee the business continuity planning process including determining how it will manage and control identified risks as well as prioritize critical business functions. 8. Putting in place a framework/ mechanism for effective Disaster Recovery Management; 9. Define IT project success measures and follow up progress on IT projects; 10. Ensure compliance with technology standards and guidelines; 11. Ensure implementation of a robust IT architecture meeting statutory and regulatory compliance. <p>The minutes of the Committee will be placed to the IT Strategy Committee of the Board.</p>

4. FIT & PROPER CRITERIA

The Company has a Board approved Fit & Proper Policy in place and required disclosures to the effect are made from time to time.

- 4.1. In terms of RBI Master Direction No. RBI/DoR/2023-24/106, DoR.FIN.REC. No.45/03.10.119/2023-24 dated October 19, 2023, the Nomination and Remuneration Committee of the Company ensures the 'Fit & Proper' status of existing / proposed Directors of the Company.
- 4.2. Every individual at the time of his / her appointment / re-appointment and on annual basis, as Director of Company, provides a Fit & Proper declaration in the manner and format as may be prescribed by RBI from time to time.

- 4.3. In case there is any change to the information already provided by the director, declaration to that effect shall be furnished to the Company.
- 4.4. Nomination and Remuneration Committee (NRC) of the Board of Directors of the Company scrutinizes the aforesaid declarations as given by the individuals. The said declarations are scrutinized by the NRC on the following basis:
- a) Suitability of the individual to be appointed as Director of the Company
 - b) Qualification of the director
 - c) Age of the Director
 - d) Expertise of the Director vis-a-vis business of the Company
 - e) Track record of the Director
 - f) Integrity of the Director
 - g) Directorship in other entities
 - h) Relationship with or substantial interest in other entities
- 4.5. Based on the information provided in the signed declarations, the NRC decides on the acceptance or otherwise of the Directors.
- 4.6. Every Individual, once appointed as Director of the Company shall enter into a Deed of Covenant, as prescribed by RBI, with the Company.
- 4.7. The Company shall ensure to furnish to the Reserve Bank a quarterly statement on change of directors and a certificate from the Managing Director of the NBFC that fit and proper criteria in selection of the directors has been followed. The statement must reach the Regional Office of the Reserve Bank within 15 days of the close of the respective quarter. The statement submitted by the Company for the quarter ending March 31, should be certified by the auditors.

5. PERFORMANCE EVALUATION

- 5.1. The Company recognizes the benefits of a Board that possesses a balance of skill, experience and expertise appropriate to the requirements of the business of the Company.
- 5.2. The Nomination & Remuneration Committee shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.
- 5.3. In terms of the requirements of Schedule IV of the Act, the independent directors of the company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management. All the independent directors of the company shall strive to be present at such meeting. The meeting shall:
- (a) Review the performance of non-independent directors and the Board as a whole;
 - (b) Review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
 - (c) Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

- 5.4. Similarly, the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.
- 5.5. Pursuant to the provisions of Companies Act, 2013, the Company shall include in the report of its Board of Directors, a statement indicating the manner in which formal annual performance evaluation was carried by the Board of its own performance, its Committees and Individual Directors.

6. ROLE OF SENIOR MANAGEMENT AND KEY MANAGERIAL PERSONNEL

- 6.1. Senior Management shall mean officers/personnel of the Company who are members of its core management team excluding board of directors and shall also comprise all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer /manager, in case they are not part of the board) and shall specifically include the functional heads, by whatever name called, company secretary and chief financial officer.
- 6.2. Key Managerial Personnel (KMP) means Chief Executive Officer or the Managing Director or the Manager, Whole-time director, Chief Financial Officer, Company Secretary and such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board. Except for directorship in a subsidiary, Key Managerial Personnel shall not hold any office (including directorships) in any other NBFC-ML or NBFC-UL. It is clarified that they can assume directorship in NBFC-BL.
- 6.3. Over a period of time, the role and responsibilities of the Board of Directors, Key Managerial Personnel and Senior Management have increased significantly. This is mainly due to the growth in the size of operations of the Company and evolving legal and regulatory requirements viz. enactment of new Companies Act, 2013 and increase in RBI Corporate Governance requirements.

This has increased the responsibility senior management & KMP with regard to the disclosures / compliances and manage business operations in an ethical manner in line with the best corporate governance practices. Therefore, the senior management & KMP are responsible to ensure balance with the compliance requirements/ business ethics vis-a-vis business operations requirements, while implementing the strategic plans, business plans and budgets as approved by the Board of Directors.

7. DISCLOSURE AND TRANSPARENCY

- 7.1. The Company shall put up to the Board of Directors or its Committee, at regular intervals, as may be prescribed by the Board in this regard, the following:
 - i. The progress made in putting in place a progressive risk management system and risk management policy and strategy followed by the Company;
 - ii. Conformity with corporate governance standards viz., in composition of various committees, their role and functions, periodicity of the meetings and compliance with coverage and review functions, etc.

- iii. Details of all material transactions with related parties shall be disclosed in the annual report. The company shall disclose the policy on dealing with Related Party Transactions, as approved by the Board on its website and a web link shall be provided in the Annual Report.

7.2. The Company shall also disclose the following in their Annual Financial Statements:

- i. Registration/ licence/ authorisation, 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 maturity, extent of financing of parent company products, credit impaired loans and movement of credit impaired loans, details of all off-balance sheet exposures, structured products issued by the Company has also securitization/ assignment transactions and other disclosures, as may be prescribed by Reserve Bank of India from time to time.

8. ROTATION OF PARTNERS OF THE STATUTORY AUDITORS AUDIT FIRM

The Company shall rotate the partner/s of the Chartered Accountant firm conducting the audit, every three years so that same partner does not conduct audit of the company continuously for more than a period of three years. However, the partner so rotated will be eligible for conducting the audit of the Company after an interval of three years, if the Company, so decides. These terms shall be incorporated appropriately in the letter of appointment of the firm of auditors.

9. CHIEF COMPLIANCE OFFICER AND COMPLIANCE FUNCTION

The Company shall appoint a Chief Compliance Officer who shall be reporting to MD & CEO and / or the Board/Audit Committee and be responsible for setting forth policies and procedures. The Company should have independent Compliance Function

10. CHIEF RISK OFFICER (CRO)

- a) The Company shall appoint a CRO who shall be a senior official in the hierarchy of the Company and he shall possess adequate professional qualification/ experience in the area of risk management.
- b) 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, RBI. Any change in incumbency of the CRO shall also be reported to the stock exchanges.
- c) The 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. Further the CRO shall not be given any other responsibility.

- d) The CRO shall be involved in the process of identification, measurement and mitigation of risks. All credit products 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.

11. OTHER POLICIES

The following policies have been framed and adopted by the Board of the Company, and shall form part and parcel of the overall corporate governance framework of the Company:

- i. Compliance Policy
- ii. Fair Practices Code
- iii. AML/ KYC Policy
- iv. Whistle Blower Policy
- v. Related Party Transactions Policy
- vi. Prevention and Redressal of Sexual Harassment at work place Policy
- vii. Policy on appointment and role of Chief Risk Officer
- viii. Fit & Proper Policy
- ix. ESG Policy Framework
- x. Code of Conduct Philosophy
- xi. Code of Conduct for Board of Directors and Senior Management Personnel
- xii. Risk Management Policy
- xiii. Succession Planning Policy
- xiv. Familiarization Program for Independent Directors
- xv. Fraud Risk Management Policy

12. REVIEW

This Code shall be reviewed by the Board of Directors at least on an annual basis, in order to align with the prevalent regulatory and business requirements.

To be noted by the Company Secretary on behalf of the Board of Directors:

Name	Signature
Ms. Dipti Khandelwal, Company Secretary	