DETAILS OF BOARD COMMITTEES

(i) Audit Committee

Pursuant to Section 177 of the Companies Act, 2013 read with rules made thereunder, Master Direction – RBI (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 and applicable provisions of any other applicable laws**,** the Board of Directors has constituted the Audit Committee of the Board.

The Audit Committee consists of the following members:

Sr. No.	Name of the Member
1	Ms. Bindu Darshan Shah, Chairperson
2	Mr. Deepak Maheshwari, Member
3	Mr. A. K. Mittal, Member

Terms of Reference of the Audit Committee, inter alia, includes the following:

The terms of reference of the Committee are in line with the regulatory requirements mandated by the Companies Act, 2013 **read with** rules made thereunder and RBI Master Directions as amended from time to time. The roles and responsibilities of the Audit Committee inter-alia include:

1. Oversight of the Company's financial reporting process and disclosures of financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment (including remuneration and other terms of appointment thereof) and, if required, the replacement or removal of the auditors and the fixation of audit fees.
3. Monitoring the Auditors' independence and performance and effectiveness of audit process.
4. Review with the Management, the annual financial statements and auditor's report thereon before submission to the Board for approval;
5. Review with the Management, the quarterly financial results before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses/ application of funds raised, the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and making appropriate recommendations to the Board to take up steps in this matter;
7. Evaluation of internal financial controls and risk management systems;
8. Review with the management adequacy of the internal control systems;
9. Reviewing the adequacy of internal audit function, if any, including its structure, staffing and seniority of the official who heads the department, reporting structure coverage and frequency of internal audit.
10. Discussion with internal auditors of any significant findings and follow up thereon;
11. Review and approve any related party transaction of the Company including granting of omnibus approval ;
12. Approval or any subsequent modification of transactions of the Company with related parties.
13. Review and approve the disclosure of related party transactions by the Company as per the statutory requirements;
14. Monitoring end use of the funds of the Company;
15. Scrutiny of inter-corporate loans and investments.
16. Valuation of undertakings or assets of the Company, wherever it is necessary
17. To review the functioning of the Whistle Blower/ Vigil mechanism;
18. To review compliance with the provisions of Insider Trading Regulations on a quarterly basis and verify that the systems for internal control are adequate and are operating effectively.

19. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
20. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate.
21. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
22. To review and approve granting of loans & advances or awarding of any contracts aggregating to INR 5 Crores or above to the following:
    - Directors (including the Chairperson/ Managing Director) of the Company or relatives of directors;
    - any firm in which any of the directors of the Company or their relatives, is interested as a partner, manager, employee or guarantor;
    - any company in which any of the directors of the Company, or their relatives, is interested as a major shareholder, director, manager, employee or guarantor.

"***Majority Shareholder***" *shall mean a person holding 10 % or more of the paid-up share capital or five crore rupees in paid-up shares, whichever is lower or as may be amended from time to time.*

23. The Committee shall ensure that the details of such loans & advances granted, or contracts awarded as specified in aforesaid clause shall be placed before the Board on quarterly basis.
24. The Committee may review the disclosures to be made in the financial statements of the Company with respect to the sanctioned loans & advances or contracts before the same will be placed before the Board for approval.
25. Periodic review of the cases of wilful defaults and recommend steps to be taken to prevent such occurrences and their early detection should these occur
26. Root cause analysis of wilful default cases and on system deficiencies, if any
27. Review credit risk monitoring
28. To conduct Information System Audit of all the identified information technology assets and systems as per the periodicity specified in the IS audit policy of the Company.
29. To carry out any other function or undertake any other activity (from time to time) as is referred/ specified by the Board or enforced by any statutory notification/ amendment or modification as may be applicable, whether under the Act, RBI Master Directions or by any other regulatory authority.

(ii) Nomination and Remuneration Committee

Pursuant to Section 178 (1) of the Companies Act, 2013 read with rules made thereunder, Master Direction – RBI (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 and applicable provisions of any other applicable laws**,** the Board of Directors has constituted the Nomination and Remuneration Committee of the Board.

The Nomination and Remuneration Committee consists of the following members:

Sr. No.	Name of the Members
1.	Mr. Deepak Maheshwari, Chairman
2.	Ms. Bindu Darshan Shah, Member
3.	Mr. Vinod Kumar Kathuria, Member

Terms of Reference of the Nomination and Remuneration Committee, inter alia, includes the following:

1. Recommend persons to the Board for appointment and removal as Directors, Key Managerial Personnel ("**KMP**"), Senior Management Personnel ("**SMP**") and Chief Compliance Officer ("**CCO**"). The Committee may instruct the Managing Director to place the report on the remuneration fixed for SMPs, CCO and KMPs
2. Ensuring there is an appropriate induction in place for new directors, SMP, CCO and KMP
3. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to the remuneration of the directors, KMPs, SMPs and other employees
4. Lay down the criteria for performance evaluation of Board as whole, Committees of the Board of Directors (including Independent Directors), KMPs SMPs and Chairperson of the Board.
5. For every appointment of an independent director, the Committee shall evaluate the balance of skills, knowledge and experience on the Board. 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:
   a. use the services of an external agencies, if required
   b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
   c. consider the time commitments of the candidates
6. Deciding 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;
7. Monitoring of Nomination and Remuneration policy.
8. To decide on the commission of the Directors and/or other incentives payable, taking into account the individual's performance as well as that of the Company, if any.
9. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal;
10. Ensure adherence of fit & proper criteria for all the Directors in line with RBI Master Directions;
11. Ascertain that there is no conflict of interest between the Company and Directors, CCO, KMP & SMPs of the Company;
12. To carry out any other function or undertake any other activity (from time to time) as is referred/ specified by the Board or enforced by any statutory notification/amendment or modification as may be applicable, whether under the Act, RBI Master Directions or by any other regulatory authority.

'Senior Management' or 'Senior Management Personnel' *shall mean personnel of the Company who are members of its core management team excluding Board of Directors and normally this shall comprise all members of management one level below the executive directors, including the functional heads.*

(iii) Stakeholders' Relationship Committee

Pursuant to Section 178 (5) of the Companies Act, 2013 read with rules made thereunder**,** the Board of Directors has constituted the Stakeholders' Relationship Committee of the Board.

The Stakeholders' Relationship Committee consists of the following members:

Sr. No.	Name of the Members
1.	Mr. Vinod Kumar Kathuria, Chairman
2.	Mr. A. K. Mittal, Member
3.	Ms. Aditi Mittal, Member

Terms of Reference of the Stakeholders' Relationship Committee, inter alia, includes the following:

1. Resolving the grievances of the security holders of the Company as per the escalation matrix mentioned in the Board approved Investor Grievance Mechanism 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, documents related to general meetings etc.;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. 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.
4. To undertake self-evaluation of its own functioning and identification of areas for improvement towards better governance;
5. The Committee shall not be responsible for handling the grievances received under grievance mechanism as applicable to Company under RBI Regulations, amended from time to time.
6. Resolving grievances of debenture holders including payment of interest/ principal
7. To carry out any other function or undertake any other activity (from time to time) as is referred/ specified by the Board or enforced by any statutory notification/amendment or modification as may be applicable, whether under the Actor by any other regulatory authority.

(iv) Corporate Social Responsibility Committee

Pursuant to Section 135 of the Companies Act, 2013 read with rules made thereunder, the Board of Directors has constituted Corporate Social Responsibility Committee of the Board.

The Corporate Social Responsibility Committee consists of the following members:

Sr. No.	Name of the Members
1.	Mr. Vinod Kumar Kathuria, Member
2.	Mr. A. K. Mittal, Member
3.	Ms. Aditi Mittal, Member

Terms of Reference of the Corporate Social Responsibility Committee, inter alia, includes the following:

1. Formulating and recommending to the Board, CSR policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Companies Act, 2013;
2. Making recommendation on the amount of expenditure to be incurred on CSR activities and set-off the excess amount, if any;
3. Identify the activities to be considered by the Company and the projects and timelines and recommend the same to the Board for its approval. Formulate Annual Action Plan and recommend the same to the Board;
4. Instituting a transparent monitoring mechanism for implementation of the CSR activities to be undertaken by the Company;
5. Review the policy's effectiveness and implementation on a regular basis and report relevant findings and make appropriate recommendations to the Board;
6. Review and finalise CSR Report as part of the Annual Report and website disclosure of the Company;
7. All such acts, deeds, matters as may be required for successful execution, implementation and smooth compliance of matters pertaining to CSR, as and when required;
8. To carry out any other function or undertake any other activity (from time to time) as is referred/ specified by the Board or enforced by any statutory notification/amendment or modification as may be applicable, whether under the Act or by any other regulatory authority.

(v) Risk Management Committee

Pursuant to Master Direction – RBI (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, the Board of Directors has constituted Risk Management Committee of the Board.

The Risk Management Committee consists of the following members:

Sr. No.	Name of the Members
1.	Mr. A. K. Mittal, Chairman
2.	Mr. Deepak Maheshwari, Member
3.	Ms. Aditi Mittal, Member
4.	Ms. Shilpa Sadani, Member

Terms of Reference of the Risk Management Committee, inter alia, includes the following:

1. To formulate a detailed risk management policy which shall include:
   a) framework for identification of internal and external risks specifically faced by the listed entity, 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.
   b) Measures for risk mitigation including systems and processes for internal control of identified risks.
   c) Business continuity plan.
2. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems, risk categorization, credit deviation;
3. To oversee 'Money Laundering and Terrorist Financing Risk Assessment' exercise periodically to identify, assess and take effective measures to mitigate its money laundering and terrorist financing risk for clients, countries or geographic areas, products, services, transactions or delivery channels, etc.
4. To monitor concentration and other risks faced by NBFCs and take necessary measures to mitigate the same;
5. The Committee may seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, as may be required.
6. The Committee may place a sector or a client on watchlist and task the management with appropriate action, which could be freezing of exposure, run down of exposure, sale of exposure, client engagement etc. as required;
7. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.
8. To oversee enterprise level operational risk and mitigation plans
9. To oversee the effectiveness of the Information and Communication Technology risk management through the designated committee
10. To ensure root cause analysis, after any disruption to a business service with emphasis on critical service.
11. The RMC shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors
12. To lay down the risk appetite statement of the Company with well-defined thresholds/ limits for each kind of risks.
13. To develop various qualitative and quantitative aspects of risk assessments.

14. To exercise powers in accordance with the Risk Management and Evaluation Policy of the Company

15. To carry out any other function or undertake any other activity (from time to time) as is referred/ specified by the Board or enforced by any statutory notification/amendment or modification as may be applicable, whether under the Act, RBI Master Directionsor by any other regulatory authority.

(vi) Asset Liability Management Committee

Pursuant to Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, the Board of Directors has constituted Asset Liability Management Committee.

The Asset Liability Management Committee consists of the following members:

Sr. No.	Name of the Members
1.	Mr. A. K. Mittal, Chairman
2.	Mr. Rahul Agarwal, Member
3.	Mr. Mahesh Bhootra, Member
4.	Mr. Urmil Shah, Member
5.	Ms. Shilpa Sadani, Member

Terms of Reference of the Asset Liability Management Committee, inter alia, includes the following:

1. Reviewing Asset-Liability Management report in the Company including liquidity risk management and ensure mitigating any gaps;
2. Noting of the returns filed with RBI
3. Review the ICAAP analysis and Stress Test run by the Company
4. Formulate standards on desired maturity profile of Loan assets.
5. Monitoring maturity profile of outstanding and incremental assets and liabilities.
6. Deciding interest rates that can be offered by the Company pursuant to the prevailing interest rates offered by peers and competitors.
7. Product pricing for advances.
8. To decide on the source and combination of or sale of loan assets.
9. To develop the funding plan of the Company in light of interest rate movements
10. Discussing the financial performance on quarterly basis.
11. To approve/ sign/ execute sheets for borrowings/ lending related activities for short term requirements through Tri-party Repo system of CCIL by any one of the member of the committee.
12. To exercise powers in accordance with the ALM Policy of the Company
13. To carry out any other function or undertake any other activity (from time to time) as is referred/ specified by the Board or enforced by any statutory notification/amendment or modification as may be applicable, whether under the Act, RBI Master Directions or by any other regulatory authority

(vii) IT Strategy Committee

Pursuant to RBI (Information Technology Governance, Risk, Controls and Assurance Practices) Directions, 2023 dated November 7, 2023, the Board of Directors has constituted IT Strategy Committee of the Board.

The IT Strategy Committee consists of the following members:

Sr. No.	Name of the Members
1.	Mr. Vinod Kathuria, Chairman
2.	Mr. A. K. Mittal, Member
3.	Ms. Aditi Mittal, Member
4.	CISO- Permanent Invitee

Terms of Reference of the IT Strategy Committee, inter alia, includes the following:

1. To ensure an effective IT strategic planning process in place;
2. To guide in preparation of IT Strategy and ensure that the IT Strategy aligns with the overall strategy of the Company towards accomplishment of its business objectives;
3. To satisfy 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. To ensure that the Company has put in place processes for assessing and managing IT and cyber security risks;
5. 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. To review the adequacy and effectiveness of the Business Continuity Planning and Disaster Recovery ("DR") Management of the Company. Periodicity of DR drills for critical information systems shall be at least on a half-yearly basis and for other information systems, as per risk assessment of the Company.
7. To conduct Vulnerability Assessment ("VA") at least once in every six months and Penetration Testing ("PT") at least once in 12 months for critical information systems. Requirement and periodicity of conduct of VA/ PT for non-critical information systems shall be decided on the basis of a risk-based approach.
8. To carry out any other function or undertake any other activity (from time to time) as is referred/ specified by the Board or enforced by any statutory notification/amendment or modification as may be applicable, whether under the Actor by any other regulatory authority

(viii) IT Steering Committee

Pursuant to RBI (Information Technology Governance, Risk, Controls and Assurance Practices) Directions, 2023 dated November 7, 2023, the Board of Directors has constituted IT Steering Committee of the Board.

The IT Steering Committee consists of the following members:

Sr. No.	Name of the Members
1.	Mr. Mahesh Bhootra, Member
2.	Ms. Shilpa Sadani, Member
3.	Ms. Shraddha Gaurav Joshi Kute, Member
4.	CISO - Permanent Invitee
5.	CTO - Permanent Invitee

Terms of Reference of the IT Steering Committee, inter alia, includes the following:

1. To assist the IT Strategy Committee in strategic IT planning, oversight of IT performance, and aligning IT activities with business needs;
2. To oversee the processes put in place for business continuity and disaster recovery;
3. To ensure implementation of a robust IT architecture meeting statutory and regulatory compliance; and
4. To update IT Strategy Committee and Managing Director periodically on the activities of IT Steering Committee.
5. To carry out any other function or undertake any other activity (from time to time) as is referred/ specified by the Board or enforced by any statutory notification/ amendment or modification as may be applicable, whether under the Act or by any other regulatory authority.

(ix) Information Security Committee

Pursuant to RBI (Information Technology Governance, Risk, Controls and Assurance Practices) Directions, 2023 dated November 7, 2023, the Board of Directors has constituted IT Steering Committee of the Board.

The Information Security Committee consists of the following members:

Sr. No.	Name of the Members
1.	Ms. Shilpa Sadani, Chairperson
2.	Ms. Aditi Mittal, Member
3.	Mr. Ajit Laxman Sawant, Member
4.	Mr. Nikhil Dharamprakash Gupta , Member

Terms of Reference of the Information Security Committee, inter alia, includes the following:

1. To manage cyber/ information security;
2. Development of information/ cyber security policies, implementation of policies, standards and procedures to ensure that all identified risks are managed within the RE's risk appetite
3. Approving and monitoring information security projects and security awareness initiatives
4. Reviewing cyber incidents, information systems audit observations, monitoring and mitigation activities
5. Updating IT Strategy Committee and Managing Director periodically on the activities of Information Security Committee.
6. To carry out any other function or undertake any other activity (from time to time) as is referred/ specified by the Board or enforced by any statutory notification/amendment or modification as may be applicable, whether under the Act or by any other regulatory authority.

(x) Investment and Credit Committee

The Investment and Credit Committee was established by the Board of Directors of the Company to oversight the lending as well as investment activities of the Company.

The Investment and Credit Committee consists of the following members:

Sr. No.	Name of the Members
1.	Mr. Aditi Mittal, Member
2.	Mr. Alpesh Busa, Member
3.	Ms. Shraddha Joshi, Member
4.	Mr. Mahesh Bhootra, Member
5.	Mr. Rahul Agarwal, Member

Terms of Reference of the Investment and Credit Committee, inter alia, includes the following:

1. Consider and approve the proposals to invest in securities including but not limited to shares, debentures units of mutual fund/ Real Estate Investment Trust (REIT)/ Infrastructure Investment Trust (InvITs) and other convertible/ non-convertible securities;
2. Authority to grant loans to bodies corporate, individuals and others from time to time, on such terms and conditions as may be decided by the ICC and look into matters arising/ related to post disbursements of loans.
3. Review the loans and investments portfolio of the Company along with valuation of investments on a set interval;
4. Review and consider the DPD status of loan assets and consider making provisions, if required. Further, may approve Technical write-off/ Compromise settlements and any other relevant matters.
5. Consider the critical breaches of covenants, if escalated by Internal Risk Management Committee;
6. To negotiate, finalise and execute any agreement/ document/ letter/ contract/ application/ form, as may be required for the primary/ secondary dealings of the Company, including registration with any authority;
7. To consider and approve the acquisition of loan portfolio/ pool of assets under PTC or securitization and other ancillary matters;
8. Review the status of customer complaints at regular intervals.
9. To ensure that stipulated timelines are followed with respect to the reporting of credit information and resolving the disputes and take necessary steps in case of any deviations from stipulated time limits are observed.
10. To review Credit Information reports submitted to CICs at regular intervals and address grievances in relation to the same, if any.
11. To carry out Root Cause Analysis of the customer grievances received, if any, at regular intervals and review the outcome of the said analysis.
12. To compensate the customers for delay in resolving complaints relating to credit information within the prescribed timelines as per the prescribed framework
13. To exercise powers in accordance with the Investment Policy and Credit Policy of the Company.
14. To consider, discuss and approve the grant of loans & advances to Related Parties, Specified Employees and their relatives as per relevant RBI Directions.
15. To carry out any other function or undertake any other activity (from time to time) as is referred/ specified by the Board or in relation to the investment as well as credit related activities of the Company

(xi) Internal Risk Management Committee

The Internal Risk Management Committee was established by the Board of Directors of the Company to oversight the risk management at management level.

The Internal Risk Management Committee consists of the following members:

Sr. No.	Name of the Members
1.	Ms. Shraddha Joshi, Member
2.	Ms. Shilpa Sadani, Member
3.	Mr. Ajay Tendulkar, Member

Terms of Reference of the Internal Risk Management Committee, inter alia, includes the following:

1. Recommending and enforcing risk management policy in the Company;
2. Evaluating the risk implication of every activity at regular intervals of time
3. Reviewing the guidelines and monitoring exposure limits at regular intervals
4. Vetting of new credit products of the Company from risk perspective
5. Establishing best practices and standards including risk management and ensuring adherence of the same
6. Developing effective surveillance & MIS reports to review whether the risk management policy is effectively and efficiently implemented.
7. Ensure that appropriate training on money laundering and terrorist financing to employees/ staff is being carried out whenever required.
8. Risk profiling of customers at the time of discussing credit proposal. Ensure ongoing monitoring including credit risk monitoring which may cover review of the DPD status of loan assets, consider making provisions, if required, recommendation of Technical write-off/ Compromise settlements and any other relevant matters.
9. To discuss the breach of critical covenants on any loan account as well as investment
10. To note the breach of non-critical covenants on any loan account as well as investment
11. To exercise powers in relation to the risk management and mitigation, as may be required from time to time
12. To analyze and identify the cases of willful as well as large defaulters borrowers/ promoters/ guarantor and/ or directors/ persons-in-charge for the management of borrower with respect to any credit facility sanctioned by the Company for recommending the same to Review Committee for perusal.
13. To authorize the officials of the Company for issuing show cause notices to such willful/ larger defaulter borrowers/ promoters/ guarantor and/ or directors/ persons-in-charge for the management of borrower
14. To examine the 'wilful default' aspect in respect to all the Non-Performing Assets (NPA) accounts with outstanding amount of INR 25 lakh and above or as may be notified by Reserve Bank of India from time to time
15. To recommend the Review Committee the requirement of initiating criminal proceedings against any willful/ large defaulters, based on the facts and circumstances of each case.
16. To recommend penal actions and other measures against any such willful/ large defaulters/ guarantors/ promoters and/ or directors/ persons-in-charge for the management of borrower
17. To take all the necessary steps specified in the Board approved mechanism/ procedure for identifying willful/ large defaulters. The Committee may recommend to Review Commiittee any amendment to such mechanism/ procedure for approval and the same shall be placed place in subsequent meeting of Board of Directors.
18. Monitoring of payment/ repayments from borrowers

19. To recommend actions against statutory auditors of such borrower, in case of any negligence or deficiency at its part.
20. To analyse the accountability and involvement of third party engaged by the Company if they have played a vital role in credit sanction/ disbursement and are found negligent or deficient in their work or have facilitated the wilful default by the borrower.
21. To exercise powers in relation to the risk management and mitigation, as may be required from time to time.
22. To negotiate, finalise and execute any agreement/ document/ letter/ contract/ application/ form and to approve and sign dealing sheets as may be required for the primary/ secondary transactions of the Company.
23. To consider, discuss and approve the grant of loans & advances to Related Parties, Specified Employees and their relatives as per relevant RBI Directions.
24. To carry out any other function or undertake any other activity (from time to time) as is referred/ specified by the Board/ Committee or enforced by any statutory notification/ amendment or modification as may be applicable, whether under any act, regulations or by any other regulatory authority.

(xii) Banking and Operations Committee

The Banking and Operations Committee was established by the Board of Directors of the Company to oversight the borrowing activities of the Company.

The Banking and Operations Committee consists of the following members:

Sr. No.	Name of the Members
1.	Mr. Atul Kumar Mittal, Member
2.	Mr. Deepak Maheshwari, Member
3.	Ms. Aditi Mittal, Member
4.	Mr. Mahesh Bhootra, Member

Terms of Reference of the Banking and Operations Committee, inter alia, includes the following:

1. Opening/operating/closing of bank accounts, demat accounts & CSGL accounts;
2. Availing any services with respect to lending related transaction;
3. Availing any services with respect to any accounts maintained;
4. Modification in the list of authorized signatories to operate bank accounts, demat accounts & CSGL accounts.
5. Taking bank credit limits for onward lending.
6. Empanelment applications to the clients;
7. To approve any matter related to the day to day operations of the Company;
8. To exercise powers in accordance with the Borrowing Policy of the Company.
9. To negotiate, finalise and execute any agreement/ document/ letter/ contract/ deed/ application/ form in connection with sale and/ or lease of the property of the Company

(xiii) Debenture Committee

The Debenture Committee was established by the Board of Directors of the Company to oversight the issuance of non-convertible securities and allied matters.

The Debenture Committee consists of the following members:

Sr. No.	Name of the Members
1.	Mr. Atul Kumar Mittal, Member
2.	Ms. Shilpa Sadani, Member
3.	Mr. Rahul Agarwal, Member
4.	Mr. Urmil Shah, Member
5.	Ms. Shraddha Joshi, Member

Terms of Reference of the Debenture Committee, inter alia, includes the following:

1. To consider and transact the matter of raising of funds by issue of NCS up to the limit authorised by the Board/shareholders, on private placement basis or through public issuance on such terms and conditions as it may deem fit and allot the said NCDs in one or more tranches within the broad contours approved by the Board, and to do all such acts, deeds and things as may be deemed necessary;
2. To monitor the payment of interest/ principal to the holders of debenture from time to time;
3. To approve repurchase/ exercise of call option with respect to any debentures issued by the Company, as per the terms of issuance;
4. To consider and approve fund raising by way of issuance of Commercial Papers, within the limits approved by the shareholders of the Company;
5. To finalise, execute and submit any document/ agreement/ application/ form/ instrument/ any other paper to any authority including but not limited to stock exchanges, SEBI, depositories, RTA;
6. To appoint or avail services of any third party with respect to issuance of debentures on private placement as well as through public issue;
7. To exercise powers in relation to the issuance of NCS, as may be required from time to time

(xiv) Fraud Monitoring Committee

Fraud Monitoring Committee shall ensure proper system in place for fraud monitoring and mitigation in pursuance to Master Direction on Fraud Risk Management in Non-Banking Financial Companies dated July 15, 2024.

The Fraud Monitoring Committee consists of the following members:

Sr. No.	Name of the Members
1.	Ms. Aditi Mittal, Member
2.	Mr. Mahesh Bhootra, Member
3.	Ms. Shilpa Sadani, Member

Terms of Reference of the Committee, inter alia, includes the following:

1. oversee the effectiveness of the fraud risk management;
2. review, monitor, ascertain quantum of cases of frauds, if any, including root cause analysis, and suggest mitigating measures for strengthening the internal controls, risk management framework and minimising the incidence of frauds and may apprise the same to the Board/ Committee;
3. discuss fraud incidents in detail and other actionable including issue of show cause notice, analyse responses/ submissions from customer, classification of accounts, orders/ decision;
4. to put in place a transparent mechanism to ensure that Whistle Blower complaints on possible fraud cases/ suspicious activities in account(s) are examined and concluded appropriately under the Whistle Blower Policy;
5. Identify appropriate Early warning indicators for monitoring credit facilities/ loan accounts and other financial transactions, oversee the effectiveness of the framework for Early Warning Signals and implement preventive measures;
6. To carry out any other function or undertake any other activity (from time to time) as is referred/ specified by the Board or enforced by any applicable statutory notification/ amendment as may be notified by regulatory authority with respect to fraud monitoring.

(xv) Review Committee

The Review Committee was established by the Board of Directors of the Company to oversight the examination and review the cases of willful/ large defaulters.

The Review Committee consists of the following members:

Sr. No.	Name of the Members
1.	Mr. A. K. Mittal, Chairman
2.	Mr. Deepak Maheshwari, Member
3.	Ms. Bindu Darshan Shah, Member

Terms of Reference of the Review Committee, inter alia, includes the following:

1. To review the cases of willful as well as large defaulters as recommended by Internal Risk Management Committee ("IRMC") from time to time and classify the borrowers/ promoters/ guarantor and/ or directors/ persons-in-charge for the management of borrower as a willful/ large defaulter by explaining the reasons in writing.
2. To authorize the officials of the Company for issuing show cause notices to such willful/ larger defaulter borrowers/ promoters/ guarantor and/ or directors/ persons-in-charge for the management of borrower
3. To discuss the recommendation of IRMC in relation to wilful defaults identified for the Non-Performing Assets (NPA) accounts with outstanding amount of INR 25 lakh and above or as may be notified by Reserve Bank of India from time to time.
4. To examine the requirement of initiating criminal proceedings against any willful/ large defaulters, based on the facts and circumstances of each case.
5. To take penal actions and other measures against any such willful/ large defaulters
6. Regular monitoring of any willful as well as large defaulters identified
7. To take all the necessary steps specified in the Board approved mechanism/ procedure for identifying and reviewing willful/ large defaulters. The Committee may consider and approve the recommendation of IRMC for any amendment to such mechanism/ procedure. Revised mechanism/ procedure shall be placed in subsequent meeting of Board of Directors.
8. Monitoring of reporting to Credit Information Companies ("CICs") in relation to defaults in subject and on the website of the Company, in the prescribed manner
9. Ensure compromise settlements with any such default borrower to be made in line with policy as well as relevant directions/ circular.
10. To actions against statutory auditors of such borrower, in case of any negligence or deficiency at its part.
11. To fix the accountability of third party engaged by the Company if they have played a vital role in credit sanction/ disbursement and are found negligent or deficient in their work or have facilitated the wilful default by the borrower.
12. To carry out any other function or undertake any other activity (from time to time) as is referred/ specified by the Board/ Committee or enforced by any statutory notification/ amendment or modification as may be applicable, whether under any act, regulations or by any other regulatory authority.

(xvi) Those Charged With Governance Committee ('**TCWG COMMITTEE**')

TCWG Committee shall ensure effective communication between Statutory Auditors and those charged with Governance including Audit Committee with the objective of strengthening audit quality and improving the governance framework of the Company as envisaged in the Circular dated January 7, 2026 issued by the National Financial Reporting Authority ('NFRA') / ('Circular')

The TCWG Committee shall consists of the following members:

Sr. No.	Name of the Members
1.	Mr. Vinod Kumar Kathuria
2.	Ms. Bindu Darshan Shah
3.	Mr. Deepak Maheshwari
4.	Mr. Dipesh Mehta
5.	Mr. Mahesh Bhootra - Permanent Invitee

Terms of Reference of the TCWG Committee, inter alia, includes the following:

1. Review and discuss audit strategy, scope, timing, and materiality;
2. Review significant audit risks and key audit matters;
3. Review significant accounting judgments and estimates;
4. Monitor Auditor independence and performance;
5. Review internal financial control with reference to financial statements;
6. Review internal audit report and management action plans;
7. Review list of related parties and transactions thereof at arm's length price;
8. Review any non-compliance with laws and regulations;
9. Facilitate escalation of critical matters to the Board;
10. Report significant audit matters to the Board with clear recommendations.
11. Perform any other functions as may be delegated by the Board or required under applicable regulatory frameworks.