



Corporate Governance Policy

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1. Introduction:

In recent years, there has been a constantly increasing global trend and need towards improved corporate governance practices, accountability and responsibility. Corporate governance is about commitment to values and about the conduct of business with ethics. Corporate Governance encompasses the values, ethics and the best business practices followed by the Company. It comprises a unique combination of factors like statutory regulations, compliances, values, political and economic environments, transparency, accountability, voluntary practices and disclosures. It involves set-off relationships between the management and board of directors, shareholders and all its stakeholders.

The most important part of corporate governance is the timely and accurate disclosure of information regarding the financial position, performance, board constitution, ownership of the company and the related matters. The Corporate governance arrangements are those through which an organization directs and controls itself and the people associated with it by establishing standards and codes of conduct.

Good Corporate Governance is a way of life that necessitates taking into account the stakeholders interests in every business decision.

2. Philosophy

The Company's philosophy on corporate governance is the adherence to the highest levels of transparency, accountability and equity, in all areas of its operations and in all interactions with its stakeholders, including shareholders, employees, government and other agencies and commitment to achieve the highest standards of corporate governance. It believes that all operations must be spearheaded towards attaining the final objective of enhancing stakeholders value continuously.

At the core of its corporate governance practice is the Board, which oversees how the management serves and protects the long-term interests of all the stakeholders of the Company. The Company believes that an active, well-informed and independent Board with an active participation is necessary to ensure the highest standards of corporate governance.

The Company is committed to establish and maintain best corporate governance practices. The Company's Board follows ethical standards of Corporate Governance and adheres to the norms and disclosure requirements mentioned in the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 [SEBI (LODR)] to achieve the objectives of the principles laid down under [SEBI (LODR)] and provisions of the Companies Act, 2013 and related rules.

3. Principles:

Keeping in view the company's size, complexity, operations, corporate traditions, applicable laws, CFHL Governance framework is based on the following main principles;

- a. Constitution of Board of Directors of appropriate composition, size, varied expertise and commitment to discharge their functions, responsibilities, duties and disclosures.
- b. Constitution of Committees of the Board of appropriate composition, size, varied expertise and commitment to discharge their responsibilities and duties.
- c. Ensuring timely flow of information to the Board and its Committee to discharge their functions effectively.
- d. To protect and facilitate the exercise of shareholders' rights (including voting rights), to provide timely and adequate information to shareholders, equitable treatment of all shareholders (including minority and foreign shareholders), facilitation of effective shareholder participation (including inexpensive voting mechanism), adequate mechanism to address the grievances of shareholders, including minority shareholders etc..

- e. Maintain a sound system of risk management and internal control.
- f. Independent verification and safeguarding integrity of the company's financial reporting.
- g. Related party transactions, if any, to be entered into by the Company duly following the procedural aspects based on the materiality of the transaction(s).
- h. Timely and balanced disclosure of all material information concerning the company to all its stakeholders.
- i. Transparency and accountability.
- j. Fair and equitable treatment of all stakeholders.
- k. Compliance with all Statutes, Rules, Regulations and agreements as are applicable from time to time.

4. Composition of Board and Board Committees

a. Board of Directors

The Board is responsible to exercise their business judgement to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging their duties, the Directors shall comply with the Code of Conduct as adopted by the Board.

Directors are expected to attend and actively participate in Board Meetings and Meetings of Committees on which they serve as members and spend the needed time and meet as frequently as necessary to properly discharge their responsibilities.

The Board is responsible for overall compliance with the corporate governance of the Company. It oversees and directs the management of the Company's business and affairs. In doing so, it must act honestly, in good faith, and in the best interests of the Company.

The matters relating to the Code of conduct for the Board of Directors and the matters such as the size of the Board, its composition, appointment of directors, independent directors, meetings, compensation/sitting fees etc., are incorporated in the "Hand Book on Corporate Governance" placed as an annexure to this Policy.

The Board shall ensure that the requirements such numbers of independent directors, combination of executive and non-executive members, periodicity of the Committee meetings, performance evaluation of the directors, their remuneration/compensation, code of conduct, vigil mechanisms etc. as prescribed are complied with.

b. Independent Director

The Board shall comprise such numbers of independent directors as specified under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations 2015] and such independent director shall meet the criteria of independence, limits on the number of directorships, performance, role, responsibility, functions and duties as may be prescribed from time to time

An independent director [as defined under SEBI(LODR) Regulations 2015] who resigns or is removed from the board of directors of the listed entity shall be replaced by a new independent director by listed entity at the earliest but not later than three months from the date of such vacancy. However, where the listed entity fulfils the requirement of independent directors in its board of directors without filling the vacancy created by such resignation or removal, the requirement of replacement by a new independent director shall not apply.

No person shall be appointed or continue as an alternate director for an independent director of a listed entity with effect from October 1, 2018.

c. Committees of the Board

The functioning of the Board shall be further supplemented/facilitated by its Audit Committee, Management Committee, Risk Management Committee, Nomination Remuneration & HR Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and IT Strategy Committee. The Committees should meet at periodical intervals as per the statutory requirement or depending upon the need, as the case may be. The Board shall constitute the Board Committees which are mandatory and may also constitute any other Committees depending on the need.

A director shall not be a member in more than ten committees or act as Chairperson of more than five Committees across all listed Companies in which he is a director. Furthermore, it is a mandatory annual requirement for every director to inform the Company about the Committee positions he occupies in other Companies and notify changes as and when they take place. (for the purpose of considering the limit of Committees in which a Director can serve, all public limited companies, whether listed or not, shall be included and all other Companies including private limited companies, high value debt listed entities, foreign companies and Companies under Section 8 of the Companies Act, 2013, shall be excluded. For the purpose of determination of limit, Chairmanship and membership of the Audit Committee and Stakeholders' relationship Committee alone shall be considered.)

The details of the existing committees of Board are as below:-

i. Audit Committee

The Board shall constitute an Audit Committee.

A qualified and independent Audit Committee shall be set up, as per the terms of and in compliance with the provisions of Companies Act, 2013 and applicable regulations of the SEBI (LODR) Regulations, 2015.

Other comprehensive details relating to the Audit Committee viz., the composition, the number of meetings, powers, roles and responsibilities etc. are incorporated in the "Hand Book on Corporate Governance" placed as an annexure to this Policy (Chapter – II).

ii. Nomination Remuneration & HR Committee

The Company through its Board shall constitute a Nomination & Remuneration Committee, in terms of and in compliance with the provisions of Companies Act, 2013 and applicable regulations of the SEBI (LODR) Regulations, 2015.

Other comprehensive details relating to the composition, the number of meetings, powers, roles and responsibilities, scope and functions of the Committee etc. are provided as a separate policy

iii. Stakeholders' Relationship Committee

The Company through its Board shall constitute Stakeholders' Relationship Committee in terms of and in compliance with the provisions of Companies Act, 2013 and applicable regulations of the SEBI (LODR) Regulations, 2015.

Other comprehensive details relating to the composition, the number of meetings, powers, roles and responsibilities, scope and functions of the Committee etc. are incorporated in the "Hand Book on Corporate Governance" placed as an annexure to this Policy (Chapter– IV).

iv. Risk Management Committee

The Company through its Board shall constitute a Risk Management Committee. The Board shall define the roles and responsibilities of the Committee and may delegate monitoring and reviewing of the risk management plan to the Committee and such other functions as it may

deem fit. The majority of the Committee shall consist of members of the Board of Directors.

Other comprehensive details relating to the composition, the number of meetings, powers, roles and responsibilities, scope and functions of the Committee etc. are incorporated in the "Hand Book on Corporate Governance" placed as an annexure to this Policy(Chapter V).

v. Corporate Social Responsibility Committee

The Company through its Board shall constitute a Corporate Social Responsibility Committee in terms of the section 135 of the Companies Act, 2013 and related rules. The Board shall define the roles, responsibilities and functions of the Committee.

Other comprehensive details relating to the composition, the number of meetings, powers scope and functions of the Committee etc. are incorporated in the "Hand Book on Corporate Governance" placed as an annexure to this Policy (Chapter – VI).

vi. Management Committee

The Board may constitute a Committee to consider proposals for housing loans, rates of interest on such loans, review of sanctions made etc., as per the delegation of powers, including certain other important authorisations to take business decisions and other assignments in terms of the powers delegated to the Committee by the Board from time to time.

Other comprehensive details relating to the composition, the number of meetings, powers scope and functions of the Committee etc. are incorporated in the "Hand Book on Corporate Governance" placed as an annexure to this Policy (Chapter – VII).

vii. IT Strategy Committee

The Board is required to constitute a Committee as per NHB guidelines NHB(ND)/DRS/Policy Circular No.90/ 2017-18.

Other comprehensive details relating to the composition, the number of meetings, powers scope and functions of the Committee etc. are incorporated in the "Hand Book on Corporate Governance" placed as an annexure to this Policy (Chapter – VIII).

5. Code of Conduct For Directors Including Independent Directors and Code Of Conduct for Senior Management Personnel

The matters relating to the Code of conduct for the Directors of the Company including Independent Directors and Code Of Conduct for Senior Management Personnel and obtaining their affirmation on an annual basis and placing the same before the Board for information. The said Code of Conduct is placed before the Board separately forming part of the "Hand Book on Corporate Governance" as an annexure to this Policy (Chapter-IX).

6. Code of Conduct for prohibition of Insider Trading, fair disclosure etc.

The Company shall put in place a Code of Conduct for the Company on 'Prohibition of Insider Trading', 'Fair Disclosure of UPSI' and 'minimum standards to regulate, monitor and report trading by insiders' in compliance of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

7. Material events or information for disclosures to stock Exchanges

The Board shall frame a policy on disclosures of material events and information as required under Regulation 30 of the SEBI (LODR) Regulations, 2015 and ensure that the same is informed to the stock exchange and uploaded on the Company's website. Any modifications/amendments as approved by the Board from time to time shall be informed to

the stock exchange and uploaded on the Company's website.

Board shall ensure disclosures of material events or information, upon its occurrence, as required under Part A (listed equity shares) and Part B (listed non-convertible debt securities) of Schedule III on matters listed therein, within the prescribed period.

The material events or information described are like revision in ratings, outcome of meetings of the Board of Directors, material agreements, proceedings of general meetings, schedule of analysts or institutional investor meet and presentation of financial results made by the Company, amendments to Memorandum and Articles of Association of the Company, major litigations, frauds or defaults by directors, KMPs, employees, defaults in payment of interest/redemption of NCDs, etc.

The Board may form a Committee for deciding on the materiality of an event or information described in Para B of Part A of Schedule III for disclosure to stock exchanges in terms of Regulation 30(3) of the said Regulations. The Policy on Material Events is placed before the Board separately forming part of the "Hand Book on Corporate Governance" as an annexure to this Policy (Chapter-X).

8. Familiarisation Programme for Independent Director

The Regulation 25(7) of the SEBI(LODR) Regulations, 2015 stipulates that the Company shall familiarize the independent directors through various programs about the listed entity, including the nature of the industry in which the Company operates, business model of the Company, roles, rights, responsibilities of independent directors and any other relevant information. The details of such familiarization programs shall be disclosed on the Company's website and a web link thereto shall be given in the Annual Report.

Other comprehensive details relating to the familiarization programme stated above are incorporated in the "Hand Book on Corporate Governance" (Chapter- XI).

9. Evaluation policy for Board:

The Board shall lay down a framework for evaluation of the Board, its Committees and of the individual directors as per the requirements of Companies Act, 2013, SEBI (LODR) Regulations 2015 and SEBI circulars issued in this regard from time to time.

Details relating to Evaluation framework, process and objectives etc. are incorporated in the "Hand Book on Corporate Governance" placed as an annexure to this Policy (Chapter – XII).



HAND BOOK ON
CORPORATE GOVERNANCE

Board Secretariat Department
Registered Office
Bangalore

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BOARD OF DIRECTORS AND INDEPENDENT DIRECTORS

1. Appointment of Directors

The invitation to join the Board is extended on behalf of the Board by the Chairman of the Board. The first and foremost requirement to be appointed as a Director of any Company is to have DIN i.e. Director Identification Number as per section 154 of the Companies Act, 2013. Also before a person is appointed as a director of the Company he/she must give his consent in Form DIR-2 as pursuant to section 152(5) and Rule 8 of the Companies (Appointment and Qualification of Director) Rules, 2014.

As per Reg.17(1C) of the SEBI (LODR) Regulations, the Company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

As per Reg 17(1D), 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:

Provided that the continuation of the director serving on the board of directors of a listed entity as on March 31, 2024, without the approval of the shareholders for the last five years or more shall be subject to the approval of shareholders in the first general meeting to be held after March 31, 2024:

Provided further that the requirement specified in this regulation 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:

Provided further that the requirement specified in this regulation 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:

Provided further that the requirement specified in this regulation 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.

As per Reg 17(1E), Any vacancy in the office of a director shall be filled by the listed entity at the earliest and in any case not later than three months from the date such vacancy:

Provided that if the listed entity becomes non-compliant with the requirement under sub-regulation (1) of this regulation, due to expiration of the term of office of any director, the resulting vacancy shall be filled by the listed entity not later than the date such office is vacated:

Provided further that this sub-regulation shall not apply if the listed entity fulfils the requirement under sub-regulation (1) of this regulation without filling the vacancy.

As per regulation 36(3) of SEBI(LODR) Regulations, 2015, in case of appointment of a new director or re-appointment of a director the shareholders shall be provided with the following information:

- i. a brief resume of the director;
- ii. nature of expertise in specific functional areas;
- iii. disclosure of relationships between directors inter-se;
- iv. names of listed entities in which the person also holds the directorship and the membership

- of Committees of the board along with listed entities from which the person has resigned in the past three years; and
- v. shareholding of non-executive directors in the Company, including shareholding as a beneficial owner
- vi. in case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.

As per Master Direction Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021, the Company shall ensure the following:

- i. A policy is put in place with the approval of the Board of Directors for ascertaining the 'fit and proper' criteria of the directors at the time of appointment/reappointment and on a continuing basis.
- ii. Obtain a declaration and undertaking from the directors giving additional information on the directors as per the format specified in the directions.
- iii. Obtain a Deed of Covenant signed by the directors as per the format specified in the directions.

In addition to the above the director is supposed to give other declarations and undertakings as mentioned in the annexure. On appointment of the new director he/she shall be apprised of the working of the Company and various codes of conduct adopted by the Company in its functioning.

2. Tenure

As per the provision of section 196(2) of the Companies Act, 2013, Maximum tenure for appointment of Managing Director, Whole Time Director or Manager is 5 (Five) Year at a time, subject to extension(s), if any. Company may re-appoint them for next term in last one year of current term (Section 196(2) proviso). Non-Executive Non-Independent directors shall be eligible for retirement by rotation as well as reappointment.

An independent director can be appointed for a term of up to five consecutive years. In case of his reappointment for further five-year special resolution is required to be passed in general meeting and disclosure of such appointment is to be made in the Board's report. Further independent director can be considered for re-appointment after expiration of three years of ceasing to become an independent director but he must not be appointed/associated with the company directly or indirectly in any other capacity during the said period of three years.

3. Compensation/Sitting fees

(i) Executive Directors

Executive Director(s)/Managing Director(s)/Whole-time Director(s) shall be eligible/paid such remuneration and perquisites within the limits envisaged under Schedule XIII of the Companies Act. The remuneration payable shall be approved by the Board as well as the shareholders of the Company. As a policy, no sitting fees shall be payable to Executive Director(s)/Managing Director.

(ii) Non-Executive/ Independent Directors:

Non-Executive Directors/ Independent Directors (other than the Non-Executive Promoter Directors) are paid sitting fees for attending the meetings of the Board and its Committees. The sitting fees to be paid shall be within the prescribed limits of Companies Act and other applicable provisions of various regulations, as the case may be, from time to time.

All compensation paid to Non-Executive/ Independent Directors, if any, shall be fixed by the Board of Directors and shall be approved by shareholders in general meeting. The shareholders' resolution shall specify the limits for the maximum number of stock options, if any, that can be granted to non-executive directors, including independent directors, in any financial year and in aggregate.

The requirement of obtaining prior approval of shareholders in general meeting shall not apply to payment of sitting fees to non-executive directors, if made within the limits prescribed under the Companies Act for payment of sitting fees without approval of the Central Government. All the details relating to the compensation so paid shall also be disclosed in the Annual Report of the Company.

4. Agenda for the Meeting

The agenda for the Board Meetings will be sent to the Directors at least 7 days prior to the Meeting. Each Board member is free to suggest the inclusion of items on the agenda. With the permission of the Chair, each Board member is also free to raise at any Board Meeting, matters that are not on the agenda. All information relevant to the agenda to be discussed at an upcoming Board Meeting shall be distributed in writing or electronically to all members to facilitate informed decisions at the Meeting. However, with reference to any sensitive/confidential matter on the agenda, relevant information shall be made available only at the time of the Board Meeting.

5. Attendance at Board Meetings

The Board Meetings shall be attended by the Directors and on invitation of the Board by the executives of the Company, depending upon the requirement and who can provide an insight into the items being discussed.

All the Executive as well as Non-Executive Directors shall make it a point to attend all meetings of the Board. In case a Director cannot attend a Meeting, he or she shall obtain leave of absence from the Board and the same cannot be presumed. The granting of leave of absence or otherwise by the Board that fact should be recorded in the minutes of the meeting.

The Board, in its sole discretion, shall also have access to any independent advisors.

6. Planning

At the Board Meeting the Board shall make strategic and operating plans for the Company. The Board shall review the plans periodically as may be necessary.

7. Minutes

The minutes of all meetings of the Board shall be signed by the Chairman of the Board or Chairman of the meeting, as the case may be and shall be placed before the succeeding meeting of the Board for noting.

8. Independent Directors

As per the definition provided in the SEBI (LODR) Regulations, 2015 an Independent Director means a Non-Executive Director, other than a nominee director of the Company:

- i. who, in the opinion of the board of directors, is a person of integrity and possesses relevant expertise and experience;
- ii. who is or was not a promoter of the listed entity or its holding, subsidiary or associate company or member of the promoter group of the listed entity;
- iii. who is not related to promoters or directors in the listed entity, its holding, subsidiary or associate company;
- iv. who, apart from receiving director's remuneration, has or had no material pecuniary relationship with the listed entity, its holding, subsidiary or associate company, or their promoters, or directors, during the three immediately preceding financial years or during the current financial year;

v. None of whose relatives

A) is holding securities of or interest in the listed entity, its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value in excess of fifty lakh rupees or two percent of the paid-up capital of the listed entity, its holding, subsidiary or associate company, respectively, or such higher sum as may be specified;

(B) is indebted to the listed entity, its holding, subsidiary or associate company or their promoters or directors, in excess of such amount as may be specified during the three immediately preceding financial years or during the current financial year;

(C) has given a guarantee or provided any security in connection with the indebtedness of any third person to the listed entity, its holding, subsidiary or associate company or their promoters or directors, for such amount as may be specified during the three immediately preceding financial years or during the current financial year; or

(D) has any other pecuniary transaction or relationship with the listed entity, its holding, subsidiary or associate company amounting to two percent or more of its gross turnover or total income:

Provided that the pecuniary relationship or transaction with the listed entity, its holding, subsidiary or associate company or their promoters, or directors in relation to points (A) to (D) above shall not exceed two percent of its gross turnover or total income or fifty lakh rupees or such higher amount as may be specified from time to time, whichever is lower.

- vi. who, neither himself/herself, nor whose relative(s) —
 - A. holds or has held the position of a key managerial personnel or is or has been an employee of the listed entity or its holding, subsidiary or associate company or any company belonging to the promoter group of the listed entity, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed; Provided that in case of a relative, who is an employee other than key managerial personnel, the restriction under this clause shall not apply for his /her employment.
 - B. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of —
 - 1) a firm of auditors or company secretaries in practice or cost auditors of the listed entity or its holding, subsidiary or associate company; or
 - 2) any legal or a consulting firm that has or had any transaction with the listed entity, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
 - C. holds together with his relatives two per cent or more of the total voting power of the listed entity; or
 - D. is a chief executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts or corpus from the listed entity, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the listed entity;
 - E. is a material supplier, service provider or customer or a lessor or lessee of the listed entity;
- vii. Who is not less than 21 years of age.
- viii. Who is not a non-independent director of another company on the board of which any non-independent director of the listed entity is an independent director

Other comprehensive details relating to the Board of directors viz., the composition, the number of meetings, powers, roles and responsibilities etc. are incorporated in the charter for Board placed as an annexure to this chapter (Annexure-1).

Board of Directors Charter**1. Objective:**

The Board, as a main functionary, is primarily responsible for efficient management of the affairs of the company and to ensure value creation for its stakeholders. Therefore, the foremost requirement of good governance is the clear identification of powers, roles, responsibilities and accountability of the Board, CEO/Chairman of the Board and other Directors in the form of a Board Charter.

2. Composition: (u/s.149 of Companies Act, related rules and Regulation 17 of SEBI LODR)

- a) Minimum three Directors & maximum fifteen (excluding Nominee Directors) Directors.
As per Reg.17(1)(c) board of directors of the top 2000 listed entities (with effect from April 1, 2020) shall comprise of not less than six directors.
- b) The Board may have more than fifteen directors only when he/she has been appointed after passing a special resolution in General Meeting.
- c) The Board shall consist of a Chairman who functions in Non-Executive Capacity and a Managing Director & CEO and other Directors.
- d) The Board of Directors shall have an optimum combination of executive and non- executive directors with at least one independent woman director and not less than fifty per cent of the Board of Directors shall comprise of non-executive directors. [Reg.17(1)]

Where the chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors and where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors:

Provided that where the regular non-executive chairperson is a promoter of the listed entity 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 listed entity shall consist of independent directors.

- e) The Board of Directors shall have at least one director who has stayed in India for a total period of not less than 182 days during the financial year. [Sec.149(3) of the Companies Act, 2013]
- f) The Board shall not have a person or continue the directorship of any person as a non-executive director who has attained the age of 75 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. [Reg 17(1A) of SEBI LODR]
- g) In the absence of the Chairperson, the Senior-most Independent Non-Executive Director shall be appointed as the Chairperson for the meeting of the Board or as the members of the Board nominate for the particular meeting.

3. Quorum: (u/s.174 of Companies Act)

- a) One-third of total strength of the Board or three directors, whichever is higher, including at least one independent director. [Reg. 17(2A) of SEBI LODR]
- b) Each Director to make every effort to attend each Board meeting. Attendance in person/through video conference is required.
- c) Where at any time the number of interested directors exceeds or is equal to two-thirds of the total strength of the Board of Directors, the number of directors who are not interested directors and present at the meeting, being not less than two, shall be the quorum during such time.

4. Stipulated periodicity of meetings: (u/s.173 & Regulation 17 of SEBI LODR)

The Board of Directors shall meet at least ~~six(6) times~~ Four (4) times a year, with a maximum time gap of one hundred and twenty days between two consecutive meetings of the Board.

5. Maximum number of directorships: (Reg. 17A of SEBI(LODR)]

The directors of listed entities shall comply with the following conditions with respect to the maximum number of directorships, including any alternate directorships that can be held by them at any point of time –

a) A person shall not be a director in more than seven listed entities with effect from April 1, 2020:

Provided that a person shall not serve as an independent director in more than seven listed entities.

b) Notwithstanding the above, any person who is serving as a whole- time director / managing director in any listed entity shall serve as an independent director in not more than three listed entities.

For the purpose of this regulation, 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.]

6. Role and responsibilities of the Board: (Regulation 17 of SEBI LODR)

- a) The Board of Directors shall periodically review compliance reports pertaining to all laws applicable to the Company, prepared by the Company as well as steps taken by the Company to rectify instances of non-compliances.
- b) The Board of Directors of the Company shall satisfy itself that plans are in place for orderly succession for appointment to the Board of Directors and senior management.
- c) The Board of Directors shall lay down a code of conduct for all members of Board of Directors and senior management of the Company. The code of conduct shall suitably incorporate the duties of independent directors as laid down in the Companies Act, 2013.
- d) The Chief Executive Officer and the Chief Financial Officer shall provide the compliance certificate to the Board of Directors as specified in Part B of Schedule II of SEBI(LODR) Regulations, 2015.
- e) The Company shall lay down procedures to inform members of Board of Directors about risk assessment and minimization procedures. The Board of Directors shall be responsible for framing, implementing and monitoring the risk management plan for the company.
- f) The performance evaluation of independent directors shall be done by the entire Board of Directors which shall include performance of the directors and fulfilment of the independence criteria as specified in these regulations and their independence from the management: Provided that in the above evaluation the directors who are subject to evaluation shall not participate.
- g) The board of directors shall recommend all fees or compensation, if any, paid to non-executive directors, including independent directors to the shareholders for their approval in general meeting. [Reg.17(6) of SEBI LODR]
- h) The statement to be annexed to the notice as referred to in sub-section (1) of section 102 of the Companies Act, 2013 for each item of special business to be transacted at a general meeting shall also set forth clearly the recommendation of the board to the shareholders on each of the specific items. [Reg.17(11) of SEBI LODR]

7. Duties of the Directors (u/s 166 of Companies Act, 2013):

- a) Subject to the provisions of Companies Act, 2013, a director of a company shall act in accordance with the articles of association of the Company.
- b) A director of the company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
- c) A director of the company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- d) A director of the company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- e) A director of the company shall not achieve or attempt to achieve any undue gain or

advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.

- f) A director of the company shall not assign his office and any assignment so made shall be void.

8. Functions of the Board: (Regulation 17(7) & Part A of Schedule II of SEBI-LODR):

The Board shall consider the following:

- a) Annual operating plans and budgets and any updates.
- b) Capital budgets and any updates.
- c) Quarterly results for the company and its operating divisions or business segments.
- d) Minutes of meetings of audit committee and other committees of the board.
- e) The information on recruitment and remuneration of senior officers just below the board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
- f) Show cause, demand, prosecution notices and penalty notices which are materially important.
- g) Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- h) Any material default in financial obligations to and by the company, or substantial non-payment for goods sold by the company.
- i) Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications on the company.
- j) Details of any joint venture or collaboration agreement.
- k) Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- l) Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc
- m) Sale of material nature, of investments, subsidiaries, assets, which is not in normal course of business.
- n) Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- o) Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.
- p) Such other functions as may be specified under the Companies Act, related rules and SEBI regulations, and such other functions as determined by the Board from time to time.

9. Powers of Board: [Sec 179(3) of Companies Act r/w Rule 8 of The Companies (Meetings of Board and its Powers) Rules, 2014]

The Board of Directors of the company shall exercise the following powers on behalf of the company by means of resolutions passed at meetings of the Board, namely:—

- a) to make calls on shareholders in respect of money unpaid on their shares;
- b) to authorise buy-back of securities under section 68;
- c) to issue securities, including debentures, whether in or outside India;
- d) to borrow monies;
- e) to invest the funds of the company;
- f) to grant loans or give guarantee or provide security in respect of loans;
- g) to approve financial statement and the Board's report;
- h) to diversify the business of the company;
- i) to approve amalgamation, merger or reconstruction;
- j) to take over a company or acquire a controlling or substantial stake in another company;
- k) to make political contributions
- l) to appoint or remove Key Managerial Personnel (KMP)
- m) to appoint internal auditors and secretarial auditor.
- n) any other matter which may be prescribed

Board may delegate to any committee of directors, the Managing Director, the manager or any

other principal officer of the company or in the case of a branch office of the company, the principal officer of the branch office, the powers specified in clauses (d) to (f) by a resolution passed at meeting of the Board.

10. Restrictions on Powers of Board: [u/s.180 of the Companies Act, 2013]

The following powers of Board are subject to restrictions and shall not be exercised without the consent of the company by a Special resolution in a general meeting:

- to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.
- to invest otherwise in trust securities the amount of compensation received by it as a result of any merger or amalgamation.
- to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business.

11. Disclosure/Declarations to be made by the Board members:

Sl. no	Reference (Applicable Sections/Regulations)	Particulars	Periodicity
1.	Section 164(2) of the Companies Act, 2013 r/w rule 14 of the Companies (Appointment and Qualification of Directors) Rules,	Intimation by Director of disqualification, if any, in Form DIR-8	At the time of joining the Board; (Immediate) As and when there is a change in particulars; During the last month of every Financial year [on or before March 31 of every year]
2.	Section 184 & r/w rule 9 of the Companies (Meetings of the Board and its Powers) Rules, 2014]	Disclosure of Interests in Form MBP-1	At the first meeting of Board in which the director participates; (Immediate) As and when there is a change in particulars, at the first board meeting held after such change; During the last month of every Financial year [on or before March 31 of every year]
3.	Section 189 & r/w rule 16 of the Companies (Meetings of the Board and its Powers) Rules, 2014]	Disclosure of Particulars of concern or interest of Directors in other companies or bodies corporate, firms or other association of individuals. (Specifically, other Directorships /Committee Membership/ Chairmanship)	Within a period of thirty days of appointment or relinquishment of his office in other Company; (Immediate) As and when there is a change in particulars;
4.	Regulation 17A of SEBI LODR Regulations, 2015	Every director shall ensure that at any point of time he or she is not a director in more than 8 listed entities w.e.f. 01.04.2019 and in not more than 7 listed entities w.e.f. 01.04.2020.	At any point of time

		Also a person shall not serve as an independent director in more than 7 listed entities. A whole-time director / managing director shall serve as an independent director in not more than 3 listed entities. For the purpose 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.	
5.	Section 165 of the Companies Act, 2013	The Directors shall ensure that they do not hold office as a director, including alternate directorship, in more than 20 (Twenty) companies. Maximum number of public companies in which a person can be appointed as a director shall not exceed 10 (Ten). (For the purpose of reckoning limit of public companies, directorship in private companies that are either holding or subsidiary company of a public company shall be included and for reckoning the limit of directorships of 20 Companies, the directorship in a dormant company shall not be included)	At any point of time
6.	Regulation 26(1) & (2) of SEBI LODR Regulations, 2015	Every director shall ensure that at any point of time he or she is not serving as a member in more than 10 committees or act as Chairperson of more than 5 committees across all listed entities in which he is a director which shall be determined as follows: (a) the limit of the committees on which a director may serve in all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies, high value debt listed entities and companies under Section 8 of the Companies Act, 2013 shall be excluded; (b) for the purpose of determination of limit, chairpersonship and membership of the audit committee and the Stakeholders' Relationship Committee alone shall be considered.	At the time of joining the Board; (Immediate) As and when there is a change in particulars; During the last month of every Financial year [on or before March 31 of every year]
7.	Regulation 26(3) of SEBI (LODR) Regulations, 2015 and Section 149(8), Schedule IV of the Companies Act, 2013	Declaration by Directors for 'Affirmation of compliance with the Code of Conduct'	During the last month of every Financial year [on or before March 31 of every year]

8.	Section 149(6), 149(7) of the Companies Act, 2013 & and Regulation 25(8) of SEBI (LODR) Regulations, 2015	Declaration by Independent Directors for 'Criteria of independence'	During the last month of every Financial year [on or before March 31 of every year]
9.	Requirements under Companies (Acceptance Of Deposits) Rules, 2015	Directors shall disclose to the Company as and when they pay any money to the Company and the Company shall make a declaration to that effect in the Annual Deposit Advertisement.	As and when any amount of money is given by the Director to the Company.
10.	Requirements under Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021	Declaration by all the directors under 'Fit and Proper' Criteria as per NHB Directions	At the time of joining the Board; (Immediate) As and when there is a change in particulars; During the last month of every Financial year [on or before March 31 of every year]
11.	Requirements under Para 52.2 of Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021	Declaration and undertaking by Director in the format given by NHB	At the time of joining the Board; (Immediate) As and when there is a change in particulars; During the last month of every Financial year [on or before March 31 of every year]
12.	Requirements under Para 52.2 of Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021	Deed of Covenants	At the time of joining the Board; (Immediate)
13.	[Regulation 7 (1) (b) read with Regulation 6 (2) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Initial disclosure to the company regarding Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2).	At the time of joining the Board; (Immediate) As and when there is a change in particulars;
14.	Section 152(5) and rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014	Consent to act as a director of the Company to be submitted by the director at the time of his/her appointment	At the time of joining the Board; (Immediate)

CHAPTER – II

AUDIT COMMITTEE

As per the provisions of Section 177 of Companies Act 2013 and regulation 18 of SEBI(LODR) 2015, Board of every listed public Company shall constitute an Audit Committee.

The Audit Committee (AC) of our company has been duly constituted by our Board of Directors in compliance with Section 177 of the Companies Act, 2013 read along with the applicable rules thereto (hereinafter referred to as 'the Act') and regulation 18 of SEBI(LODR) 2015.

Comprehensive details relating to the Committee viz., the composition, the number of meetings, powers, roles and responsibilities etc. are incorporated in the Charter for Audit Committee placed as an annexure to this chapter (Annexure-1).

Audit Committee Charter

1) Objectives

The objectives of the Audit Committee (AC) of the Board of Directors of the Company is to assist the Board and to act as a catalyst in helping the Company achieve its objectives by assisting the Board in overseeing the (i)accuracy, integrity and transparency of the Company's financial statements (ii)compliance with legal and regulatory requirements (iii)performance of the Company's statutory auditors and the internal audit function (iv)Approval of transactions with related parties. (v) acquisitions and investments made by the Company.

The role, responsibilities and powers of the Committee shall include the matter set out in this Charter and such other items as may be prescribed by applicable laws or by Board as amended from time to time.

2) Composition:

- a) **Minimum** three Directors as members. [Reg.18(1)(a), sec 177(2)]
- b) Atleast two-thirds of the members of audit committee shall be independent Directors. [Reg.18(1)(b), Sec 177(2)]
- c) All members of audit committee shall be 'financially literate' and the Committee will have at least one member who shall have accounting or related financial management expertise. [Reg.18(1)(c), Sec 177(2)]
- d) The chairperson of the audit committee shall be an independent director and he shall be present at Annual General Meeting to answer shareholder queries. [Reg.18(1)(d)]
- e)The Company Secretary to act as the secretary to the audit committee. [Reg.18(1)(e)]

Though Managing Director is not a member of the Audit Committee, in case of need the Audit Committee may invite the Managing Director for the meeting. *

3) Stipulated periodicity of meetings:

The audit committee shall meet ~~at least Six (6) times~~ at least four (4) times in a year and not more than one hundredand twenty days shall elapse between two consecutive meetings. [Reg.18(2)(a)]

4) Quorum:

The quorum shall either be two members or one third of the members of the audit committee, whichever is greater, with at least of two independent directors. [Reg.18(2)(b)]

5) Role, functions and responsibilities of the Audit Committee:

A. The role of the Audit Committee shall include the following [Reg 18(3) r/w Part C of Schedule II of the SEBI]:

1. oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. recommendation for appointment, remuneration and terms of appointment of auditors of the Company; [also u/s.177 of Companies Act, 2013].
3. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to: [also u/s.177 of Companies Act, 2013].
 - a) 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 Section134 of the Companies Act, 2013;
 - b) changes, if any, in accounting policies and practices and reasons for the same;
 - c) major accounting entries involving estimates based on the exercise of judgment by management;
 - d) significant adjustments made in the financial statements arising out of audit findings;

- e) compliance with listing and other legal requirements relating to financial statements;
 - f) disclosure of any related party transactions;
 - g) modified opinion(s) in the draft audit report;
5. reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 6. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement and making appropriate recommendations to the board to take up steps in this matter;
 7. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process; [also u/s.177 of Companies Act, 2013].
 8. approval or any subsequent modification of transactions of the Company with related parties; [also u/s.177 of Companies Act, 2013].
 9. scrutiny of inter-corporate loans and investments; [also u/s.177 of the Act].
 10. valuation of undertakings or assets of the Company, wherever it is necessary; [also u/s.177 of the Act].
 11. evaluation of internal financial controls and risk management systems; [also u/s.177 of Companies Act, 2013].
 12. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. 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;
 14. discussion with internal auditors of any significant findings and follow up there on;
 15. 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;
 16. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 17. 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;
 18. to review the functioning of the whistle blower mechanism;
 19. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
 20. carrying out any other function as is mentioned in the terms of reference of the audit committee specified by the Board in writing.
 21. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
 22. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- B. The audit committee shall mandatorily review the following information:
1. management discussion and analysis of financial condition and results of operations;
 2. management letters / letters of internal control weaknesses issued by the statutory auditors;
 3. internal audit reports relating to internal control weaknesses; and
 4. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
 5. statement of deviations: [also u/R.32(3) of SEBI LODR]

- a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
- b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).
- 6. The Audit Committee shall review the annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice, certified by the statutory auditors of the Company, till such time the full money raised through the issue has been fully utilized. [u/R.32(5) of SEBI LODR]
- C. Audit Committee must ensure that an Information System Audit of the critical and significant internal systems and processes is conducted at least once in two years to assess operational risks faced by the HFC (As per Para 50.1.2 of Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021).

6) Powers of Audit Committee:

A. Related Party Transactions (RPT) [Reg 23 (2)]:

- (a) Related Party Transactions (RPT) [Reg 23 (2)]: All related party transactions and subsequent material modifications shall require prior approval of the audit committee as mentioned in the Related Party Transactions policy of the Company. Provided that only those members of the audit committee, who are independent directors, shall approve related party transactions.
- (b) Audit committee may grant omnibus approval for related party transactions proposed to be entered into by the Company subject to the following conditions, namely-
 - i. the audit committee shall lay down the criteria for granting the omnibus approval in line with the policy on related party transactions of the Company and such approval shall be applicable in respect of transactions which are repetitive in nature;
 - ii. the audit committee shall satisfy itself regarding the need for such omnibus approval and that such approval is in the interest of the Company;
 - iii. the omnibus approval shall specify:
 - (1) the name(s) of the related party, nature of transaction, period of transaction, maximum amount of transactions that shall be entered into,
 - (2) the indicative base price / current contracted price and the formula for variation in the price if any; and
 - (3) such other conditions as the audit committee may deem fit:

Provided that where the need for related party transaction cannot be foreseen and aforesaid details are not available, audit committee may grant omnibus approval for such transactions subject to their value not exceeding rupees one crore per transaction.

- (c) the audit committee shall review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given.
- (d) The shareholders' approval of omnibus RPTs approved in an AGM shall be valid upto the date of the next AGM for a period not exceeding fifteen months. Further, in case of omnibus approvals for material RPTs, obtained from shareholders in general meetings other than AGMs, the validity of such omnibus approvals shall not exceed one year. The following shall be indicated to the Audit committee in the compliance certificate to be furnished by chief executive officer and chief financial officer. [Reg.17(8) and point D of PartB of Schedule II]

- B. The following shall be indicated to the Audit committee in the compliance certificate to be furnished by chief executive officer and chief financial officer. [Reg.17(8) and point D of Part B of Schedule II]

- (a) significant changes in internal control over financial reporting during the year;
 - (b) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (c) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.
- C. The audit committee at its discretion shall invite the head of the finance function/CFO, head of internal audit and a representative of the statutory auditor and any other such executives to be present at the meetings of the committee. Provided that occasionally the audit committee may meet without the presence of any executives of the Company. [Reg.18(1)(f)]
- D. The audit committee shall have powers to investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary. [Reg.18(2)(c)]
- E. Vigil mechanism/whistle blower mechanism: To consider the genuine concerns, if any, lodged under whistle blower/vigil mechanism established by the Company for directors and employees. [Vigil mechanism shall provide for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases]. [as per Sec 177(9) &(10) and Reg 22(1) & (2)]
- F. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company. [as per Sec 177(5)]
- G. The Audit Committee shall have authority to investigate into any matter in relation to the items specified in sub-section (4) of Section 177 of Companies Act, 2013 or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company. [as per Sec 177(6)]
- H. Such other powers as given by the Board, Companies Act, 2013 & related Rules and by SEBI or such other statutory or regulatory authority, from time to time.
- I. Vigil mechanism/whistle blower mechanism: To consider the genuine concerns, if any, lodged under whistle blower/vigil mechanism established by the Company for directors and employees. [Vigil mechanism shall provide for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases]. [as per Sec 177(9) &(10) and Reg 22(1) & (2)]
- J. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company. [as per Sec 177(5)]
- K. The Audit Committee shall have authority to investigate into any matter in relation to the items specified in sub-section (4) of Section 177 of Companies Act, 2013 or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the

company. [as per Sec 177(6)]

- L. Such other powers as given by the Board, Companies Act, 2013 & related Rules and by SEBI or such other statutory or regulatory authority, from time to time.

Chapter-III
Nomination Remuneration & HR Committee

Note: NRC Policy is provided as a separate policy.

CHAPTER IV

STAKEHOLDERS' RELATIONSHIP COMMITTEE

As per the provisions of section 178(5) of the Companies Act, 2013 the Board of Directors of a Company which consists of more than 1000 shareholders, debenture-holders, deposit-holders and any other security holders at any time during a financial year shall constitute a Stakeholders Relationship Committee. As per regulation 20 of SEBI(LODR), 2015 every listed Company shall constitute a Stakeholders Relationship Committee to specifically look into various aspects of interest of shareholders, debenture holders and other security holders. Non-compliance of Section 178 of the Act attracts a penalty of Rupees five lakh rupees and every officer of the company who is in default shall be liable to a penalty of one lakh rupees.

Comprehensive details relating to the Committee viz., the composition, the number of meetings, powers, roles and responsibilities etc. are incorporated in the charter for Stakeholders Relationship Committee placed as an annexure to this chapter (Annexure-1).

Stakeholders Relationship Committee Charter

1) Objective

The Stakeholder Relationship Committee (SRC) is a committee of the Board of Directors constituted in accordance with section 178(5) of the Companies Act, 2013 and Regulation 20 of SEBI LODR and authorised by the Board to assist it in fulfilling its statutory, fiduciary and regulatory responsibilities. Stakeholders Relationship Committee (SRC) has the authority and power to exercise the role and responsibilities set out in this charter and such other roles and responsibilities. The Committee shall as per this charter and as per the policy approved by the Board have primary objective of considering and resolving the grievances of security holders of the Company, formulation of policies and procedures in line with the statutory guidelines, to ensure speedy disposal of various requests received from security holders from time to time, to process transfer / transmission of shares and other securities, monitor and review any investor complaints received by the Company or through SEBI; and SCORES and ensure its timely and speedy resolution, in consultation with the Company Secretary and RTA of the Company.

Composition: [Sec.178 of Companies Act & Reg.20 of SEBI (LODR)]

- a) A minimum of three members (as constituted by the Board from time to time)
- b) The Chairperson of the Committee shall be the non-executive director.
- c) At least three directors, with at least one being an independent director, shall be members of SRC. [Reg.20(2A) of SEBI LODR]

2) Quorum:

- a) Any two members present at the meeting of the committee shall form the quorum and if on any date of the meeting on which the Chairman is not able to attend the meeting or not present within half an hour of the time fixed for the meeting, the remaining members of the committee shall appoint a Director as the Chairman for the meeting.
- b) The participation of directors by video conferencing or by any other audio-visual means shall also be counted for the purpose of quorum.
- c) The Company Secretary shall act as the Secretary to the committee.

3) Stipulated periodicity of the meetings:

The committee shall meet at least twice a year i.e., once in six months and such additional number of meetings be held as decided by the Chairperson of the Committee depending upon the requirement.

4) Powers/Authority of the Committee:

- a) Powers as per the provisions of Companies Act, 2013, Articles of Association of the Company, the powers conferred under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, various statutes, notifications from various statutory regulatory authorities from time to time
- b) Powers delegated by the Board of Directors of the Company from time to time.
- c) The Chairperson of the Committee or in his absence any other member of the Committee authorized by the Chairperson in this behalf shall be present at the general meetings of the Company to answer the queries of the security holders. [Sec.178(7) of the Act, and Reg.3 of SEBI (LODR)].

5) Role/Functions of the Committee:

- a) The Committee shall consider and resolve the grievance of the security-holders of the Company [S.178(6) of the Act].

- b) The Committee to specifically look into various aspects of interest of shareholders, debenture holders and other security holders [Reg.20(1) of SEBI LODR].
- c) As per Part D of Schedule II of SEBI(LODR) the role of the committee shall inter-alia include the following:
 - 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, general meetings 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 RTA.
 - 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.]

Apart from the above, the Committee shall approve/ ratify/ review/ note, as authorised by the Board from time to time, the following:

- (a) The transfers/ transmissions, sub-divisions, consolidation, renewal, exchange of shares and debentures and other securities issued by the Company from time to time;
- (b) issue within the statutory time limit of such lodgment for transfer, Pucca Transfer Receipts in denominations corresponding to the market units of trading, signed by a responsible Official of the Company upto 10,000 units of each of the said securities, per case of transfer etc.
- (c) in cases where transfers etc., exceed 10,000 units of shares/debentures and other securities per case, the said subject be placed before the Committee for approval.
- (d) to invite any executives of the Company or any members of the R & T Agents, if need be, for discussion of any issues pertaining to R & T Agreement or any other matter relating to the shares, debentures of any other securities issued by the Company from time to time and also regarding the matters pertaining to the shareholders, debenture holders or any other holders of securities of the Company.
- (e) to review the shareholding pattern, dematerialization of shares, share quotes, holdings of promoters, movement of shares in the hands of top 10 shareholders of the Company periodically.
- (f) Issue of duplicate share certificates within the prescribed time
- (g) And such other matters as delegated by the Board of Directors from time to time.

~~(1) SRC Committee is mandatory since the Company consists of more than 1000 shareholders, debenture holders, deposit holders and such other security holders (sec 178 of the Companies Act, 2013)~~

~~(2) Non-compliance of Section 178 of the Act attracts a penalty of Rupees five lakh rupees and every officer of the company who is in default shall be liable to a penalty of one lakh rupees.~~

CHAPTER V

RISK MANAGEMENT COMMITTEE (RMC)

1. Objective:

The objective of the Risk Management Committee (RMC) of the Board shall be to assist the Board in fulfilling its corporate governance oversight responsibilities with regard to the identification, evaluation and mitigation of strategic, operational, and external environment risks. The Committee has overall responsibility for monitoring and approving the risk management framework and associated practices of the Company.

The risk management committee is also responsible for reviewing and approving risk disclosure statements in any public documents or disclosures. RMC will be the working interface between the Board and the Management and shall approve and monitor the overall Risk Management framework in the Company for management of Credit risk, Market risk, Operational risk, Asset Liability Management, Compliance risk etc.

As per Para 50.3 of Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021, to manage the integrated risk, all HFCs shall form a Risk Management Committee, besides the Asset Liability Management Committee.

2. Composition:

- a) 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 [Reg21(2)-SEBI LODR]
- b) The Chairperson of the Risk management committee shall be a member of the board of directors and senior executives of the listed entity may be members of the committee. [Reg 21(3)-SEBI LODR]
- c) The members of the risk management committee will be appointed by the Board on the recommendation of the Nominations Remuneration & HR committee.

3. Quorum:

The quorum shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance.

4. Stipulated periodicity of meetings:

As and when required, minimum two (half yearly) meetings in a financial year. [Reg 21(3A)-SEBI LODR]

5. Role/responsibility/functions:

- a) The board of directors shall define the role and responsibility of the Risk Management Committee and may delegate monitoring and reviewing of the risk management plan to the committee and such other functions as it may deem fit, such function shall specifically cover cyber security. [Reg.21(4) of SEBI LODR].

b) In Credit Risk:

- i) Oversee the Credit Risk Management and ensure that principal credit risk facing the Company have been properly identified and being appropriately managed.
- ii) Approve Credit risk exposure limits for various portfolios/ products/ Geographic's etc.
- iii) Approve credit risk management and measurement policies, the same are placed before the Board.
- iv) Prescribed credit risk management process in conformity with regulatory guidelines of NHB, RBI, etc.
- v) Evolve suitable financial models and systems to measure credit risk.
- vi) Arrange and evaluate for Credit risk, stressed test. vii) Development of new products.

c) In Market Risk:

- i) Implement policies for market risk measurement, management and reporting.
- ii) Evolve Risk Management processes (peoples, systems, operations, limits and controls).
- iii) Review and approve market risk limits.
- iv) Ensure the robustness of financial models and effectiveness of systems used to calculate market risk.

d) In Operational Risk

- i) Review operation risk profile and key operational risk exposures (including regulatory) and economic environment having significant impact on the risk profile of the Company.
- ii) Review and recommend Operation Risk Management Framework, policies and procedures.
- e) Asset Liability Management- Evaluate the overall risk faced by the Company including liquidity and interest rate risk.
- f) The RMC shall also act as compliance Committee to discuss level of compliance risk, discuss and review compliance policy at periodical intervals for evaluating the effectiveness and steps to address the compliance risk in the Company.
- g) The risk management committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- h) The role and responsibilities of the risk management committee shall include such other items as may be prescribed by applicable law, from time to time.
- i) The risk management committee shall have access to any internal information necessary to fulfil its oversight role. The risk management committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

CHAPTER – VI

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The objective of the Corporate Social Responsibility Committee of the Board of Directors of the Company shall be to assist the Board and the Company in fulfilling its corporate social responsibility.

1) Composition:

- a) Minimum three directors [Sec 135(1) of Companies Act, 2013]
- b) Minimum one director of the said committee shall be an Independent Director.
- c) The Committee shall have a Chairperson.
- d) The Company Secretary shall act as the Secretary to the Committee.

2) Quorum:

The quorum shall be either two members or one-third of the members of the committee, whichever is greater.

3) Stipulated periodicity of meetings:

As and when required, minimum one meeting in a financial year.

4) Role, functions and responsibilities of Corporate Social Responsibility Committee:

CSR Committee shall-

- a) formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company in areas or subject, specified in Schedule VII of Companies Act, 2013. [Sec.135(3)(a) of Companies Act, 2013]
- b) recommend the amount of expenditure to be incurred on the activities referred to in clause (a) above; [Sec.135(3)(b) of Companies Act, 2013]
- c) Monitor the Corporate Social Responsibility Policy of the Company from time to time.
- ~~d) Institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company. [Rule 5(2) of The Companies (CSR Policy) Rules, 2014]~~
- d) The CSR Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy, which shall include the following, namely:-
 - a. the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
 - b. the manner of execution of such projects or programmes as specified in sub-rule (1) of rule 4;
 - c. the modalities of utilisation of funds and implementation schedules for the projects or programmes;
 - d. monitoring and reporting mechanism for the projects or programmes; and
 - e. details of need and impact assessment, if any, for the projects undertaken by the company;

Provided that Board may alter such plan at any time during the financial year, as per the recommendation of its CSR Committee, based on the reasonable justification to that effect.

- e) The Board report of the Company shall include an annual report of CSR containing particulars as provided by the Companies (CSR Policy) Rules, 2014 as amended from time to time signed by the Chairman of the Committee and Chief Executive Officer or Managing Director of the Company.
- f) Carry out additional functions as is contained in the Companies Act, 2013 or other regulatory requirements applicable to the Company and such other functions as delegated by the Board from time to time.
- g) The adequacy of this charter shall be reviewed and reassessed by the Committee as may be deemed fit by the Committee and appropriate recommendations shall be made to the Board to update the same based on the changes that may be brought about to the regulatory framework, from time to time.

CHAPTER – VII

MANAGEMENT COMMITTEE

1. Composition:

- a) Minimum three Directors.
- b) The Company Secretary is the Secretary to the Management Committee.

2. Quorum:

The quorum shall be either two members or one third of the members of the Committee, whichever is greater.

3. Stipulated periodicity of meetings:

As and when the Company receives credit/any other proposals falling under the powers of the Management Committee, as authorised by the Board from time to time.

4. Role/responsibility/functions:

- a) To consider proposals for sanction of loans to individuals/builders, rates of interest on such loans, terms and conditions for sanction and certain other financial sanctions and
- b) Any other assignments in terms of the powers delegated to the Committee by the Board from time to time.

CHAPTER – VIII

IT STRATEGY COMMITTEE

As per NHB guidelines (NHB(ND)/DRS/Policy Circular No.90/ 2017-18), all HFC's are required to conduct gap analysis between their current IT framework and stipulations as laid out in the specified circular. As per above mentioned circular there is requirement of constituting an IT Strategy Committee for review and amend IT strategies as and when required.

For the purpose the Board suggested to take steps like, have a sub-Committee within IT framework, to invite an IT expert to the Board as special invitee, frame strategies and place before the Board for approval, to have security audit certificate etc.

The IT Strategy Committee is constituted with an Independent Director as the Chairperson and an Executive Director, General Manager, Head of IT Dept. And an expert from outside, if need be, can be appointed as members of the Committee.

The said Committee is authorized to take all necessary steps towards compliance of requirements under the said NHB Circular dated 15/06/2018 and such other assignments and authority as delegated by the Board from time to time and to incur related expenses, if any, within the limits of IT budget.

CHAPTER – IX

Code of Conduct for Directors including Independent Directors and Senior Management Personnel

Note: This Policy has been provided Separately

**POLICY ON MATERIAL EVENTS AND INFORMATION FOR DISCLOSURE TO STOCK EXCHANGES
IN TERMS OF SEBI (LODR) REGULATIONS, 2015**

I. Purpose

Securities and Exchange Board of India (SEBI) notified and introduced the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on 02/09/2015 (hereinafter referred to as 'LODR regulations') effective from 01/12/2015, which aims to consolidate and streamline the provisions of existing LODR Regulations for different segments of the capital market. These regulations focus at greater transparency, increased and timely disclosures and compliances.

Regulation 30 of the Listing Regulations deals with the disclosure of material events and/ or information by the listed Companies which will enable its investors to make well-informed investment decisions. Listing Regulations divide the events that need to be disclosed broadly in two categories i.e. the events that have to be necessarily disclosed without applying any test of materiality and events that should be disclosed by the listed Companies only if considered material. Further, in order to ensure sense of standardization and maintain uniformity in making disclosures by Listed Companies, SEBI vide Circular no. CIR/CFD/CMD/4/2015 dated 09/09/2015 read with Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("SEBI Circulars") has issued guidelines indicating the details that needs to be provided while disclosing events and guidance on when an event /information can be said to have occurred.

Accordingly, the Board of Directors of the Company have approved on 20/10/2015 for adoption of the LODR regulations, including regulation 30 on disclosure of material events to the extent applicable to the Company. The Board of Directors of the Company have authorised a Committee of 5 executives comprising Dy. General Managers, Assistant General Managers and Key Managerial Personnel for the purpose of determining materiality of any event(s) or information for disclosure under LODR regulations. The Board of Directors have authorised the Company Secretary and the Chief Financial Officer, severally, to disclose such material events to the Stock Exchanges(s) as required under the above regulations.

This Policy shall be applicable with effect from 01/12/2015. This policy shall be read with the provisions relating to disclosure of Unpublished Price Sensitive Information (UPSI) as per the Code of conduct for fair disclosure of the Company framed in terms of the SEBI (Prohibition of Insider Trading) Regulations, 2015 approved by the Board of Directors of the Company from time to time.

II. Definitions:

- (i) 'Company' means Can Fin Homes Ltd.
- (ii) 'Non-convertible debt securities' which is 'debt securities' as defined under regulation 2(1)(e) of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (iii) 'listing agreement' shall mean an agreement that is entered into between a recognised stock exchange and an entity, on the application of that entity to the recognised stock exchange, undertaking to comply with conditions for listing of designated securities;
- (iv) "promoter" and "promoter group" shall have the same meaning as assigned to them respectively in clauses (za) and (zb) of regulation 2(1) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

- (v) 'Specified securities' means 'equity shares' and 'convertible securities' as defined under clause (zj) of sub-regulation (1) of regulation 2 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- (vi) 'Stock Exchanges' shall mean to include National Stock Exchange of India Ltd. and the BSE Limited, where the equity shares and/or debts of the Company are listed.

Note - The words and phrases used in this Policy and not defined here shall derive their meaning from the applicable laws.

III. Applicability

The Company is required to comply with the provisions of Regulation 30 of Chapter IV of Listing Regulations since the equity shares of the Company are listed on Stock Exchanges viz. National Stock Exchange of India and the BSE limited. Further, the Company is also required to comply with Regulation 51 of Chapter V of Listing Regulations since the Non-Convertible Debt securities i.e. Non-Convertible Debentures being listed on National Stock Exchange of India.

IV. Disclosure of events for the Specified Securities

The disclosures required to be made under this policy are broadly categorised as:

- A. Events or information to be necessarily disclosed without applying any test of materiality including events or information arising out of outcome of Meeting of the Board of Directors.
- B. Events or information to be disclosed, if considered material by the Company.
- C. Other Disclosures.

A. Events or information to be necessarily disclosed without applying any test of materiality.

The events or information as mentioned in Annexure-1 shall be deemed to be material and shall be disclosed to the Stock Exchange(s) as soon as reasonably possible upon occurrence of an event i.e. upon receipt of Board Approval/ Shareholders Approval or when the Company or any of its officer becomes aware of such event or information; but not later than the timelines prescribed in SEBI Circulars. Though only broad outlines are given in this policy, the disclosure in detail as per SEBI Circulars shall be made to the stock exchanges by the Company.

However, if the Company is unable to make any such disclosure/intimation within the specified timelines, it shall along with an explanation for such delay, take immediate steps to disclose/ inform such event/ information to the Stock Exchanges.

~~The events and information falling under this category which are mandatory for disclosure to the stock exchanges are given in Annexure 1.~~

B. Events or information to be disclosed, if considered material by the Company

The following shall be the criteria for determination of materiality of events/ information in terms of Part B of Part A of Schedule III of LODR Regulations and SEBI Circulars, for disclosure to the stock exchanges:

- (a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- (b) the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date; or
- (c) the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:

- (1) two percent of turnover, as per the last audited consolidated financial statements of the Company;
- (2) two percent of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;
- (3) five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company (average of absolute value of PAT is required to be considered by disregarding the 'sign' (positive or negative) that denotes such value as the said value / figure is required only for determining the threshold for 'materiality' of the event and not for any commercial consideration.);

- (d) In case where the criteria specified in sub-clauses (a), (b) and (c) above is not applicable, an event or information may be treated as being material if in the opinion of the board of

directors of the Company, the event or information is considered material:

The Board of Directors on the recommendations of the Committee, considering the criteria as above and the factors that may have direct or indirect impact on the reputation of the Company or which may have a significant impact on the business operations or performance of the Company, has laid down the events/information (though many of the events listed in Annexure-2 are not applicable to the Company for the present), which may be considered as material, as and when it becomes applicable, for making appropriate disclosure to the stock exchanges as soon as reasonably possible to be communicated and as may be required under the above regulations.

The Board of Directors shall have the ultimate authority to take a view on the materiality of an event or information.

The events and information falling under this category, which shall to disclosed as and when it becomes applicable, are given in Annexure 2.

C. Other Disclosures

The Company shall intimate any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.

V. Disclosure of events or information relating to non-convertible debentures Securities:

~~The Company Shall make disclosures in terms of regulation 30 read with regulation 51(2) of the SEBI (LODR) Regulations, 2015, in respect of the non-convertible debentures.~~

The Company shall promptly (The expression 'Promptly Inform' shall imply that the stock Exchange shall be informed as soon as possible but not later than twenty-four hours from the date of occurrence of the event or receipt of information) inform the Stock Exchanges of all information which shall have bearing on performance/ operation of the Company or is price sensitive or shall affect payment of interest or dividend in terms of regulation 30 read with regulation 51(2) of the LODR Regulations, in respect of the non-convertible debentures.

The material events and information which are to be disclosed are given in Annexure 3.

VI. Continuous disclosure requirement relating to material developments

The Company shall disclose/update the stock exchanges on all material developments, if any, with regard to the events/information already intimated, as listed out in Clauses A, B and C of disclosure events for specified securities or any other material event or information as may be earlier disclosed to the stock exchanges, on regular basis, until such event is resolved.

VII. Disclosure of information on the website of the Company

The Company shall disclose on its website all such events or information which have been disclosed to stock exchange(s) under the above regulation, and such disclosures shall be hosted on the website of the Company www.canfinhomes.com for a minimum period of five years and thereafter as per the archival policy of the Company, as disclosed on its website.

Communication sent to the Stock Exchanges with regard to further developments on the events/information as disclosed must also be updated on the Company's website simultaneously, but in no case later than two working days of such intimation/disclosure to the stock exchanges.

VIII. Obligations of Employees and KMPs for Disclosure

a. Any event or information, including the information specified in Para A and Para B of Part A of Schedule III of the LODR Regulations shall be forthwith informed by the employees of the Company to the Key Managerial Personnel (KMPs) upon occurrence, with adequate supporting data/information, to facilitate a prompt and appropriate disclosure to the Stock Exchanges.

- b. The KMPs will then ascertain the materiality of such event(s) or information in terms of this Policy.
- c. On completion of the assessment, the KMPs shall, if required, make appropriate disclosure(s) to the Stock Exchanges.

IX. Response to queries or reported events or information

- 1. The Company shall provide specific and adequate reply/explanation/ clarifications to the queries, if any, raised by stock exchange(s) with respect to any events or information pertaining to the Company.
- 2. The Company may on its own initiative accept, confirm, deny or clarify with respect to any reported event or information pertaining to the Company. However, the Company shall not be under an obligation to respond to speculative news/press/media reports.

X. Amendment and Conflict

This policy shall be subject to review /amendment as may be deemed necessary by the Board of Directors to comply with any regulatory amendments or statutory modifications to the listing regulations or any other Act/Law/regulations. However, the provisions of this Policy shall stand modified as and when any amendments/ insertions are made to the provisions of LODR Regulations if such provisions are mandatorily applicable to the Company.

A. Events or information to be necessarily disclosed without applying any test of materiality.

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation, merger, demerger or restructuring), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the listed entity, sale of stake in associate company of the listed entity or any other restructuring.
 - 1.1. Acquisition (including agreement to acquire):
 - a) name of the target entity, details in brief such as size, turnover etc.;
 - b) whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length";
 - c) industry to which the entity being acquired belongs;
 - d) objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the Company);
 - e) brief details of any governmental or regulatory approvals required for the acquisition;
 - f) indicative time period for completion of the acquisition;
 - g) nature of consideration - whether cash consideration or share swap and details of the same;
 - h) cost of acquisition or the price at which the shares are acquired;
 - i) percentage of shareholding / control acquired and / or number of shares acquired;
 - j) brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);

[Explanation 1: For the purpose of the above disclosures the term 'acquisition' shall have the same meaning as defined in explanation 1 of sub-para (1) of Para (A) of Part (A) of Schedule III of Listing Regulations.

Explanation 2: For the purpose of the above disclosures the term "sale or disposal of subsidiary" and "sale of stake in associate company" shall have the same meaning as defined in explanation 2 of sub-para (1) of Para (A) of Part (A) of Schedule III of Listing Regulations].

- 1.2. Amalgamation/ Merger:
 - a) name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;
 - b) whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length";
 - c) area of business of the entity(ies);
 - d) rationale for amalgamation/ merger;
 - e) in case of cash consideration – amount or otherwise share exchange ratio;
 - f) brief details of change in shareholding pattern (if any) of Company.
- 1.3. De-merger:
 - a) brief details of the division(s) to be demerged;
 - b) turnover of the demerged division and as percentage to the total turnover of the Company in the immediately preceding financial year / based on financials of the last financial year;
 - c) rationale for demerger;
 - d) brief details of change in shareholding pattern (if any) of all entities;
 - e) in case of cash consideration – amount or otherwise share exchange ratio;
 - f) whether listing would be sought for the resulting entity.
- 1.4. Sale or disposal of unit(s) or division(s) or subsidiary of the Company:
 - a) the amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the Company during the last financial year;
 - b) date on which the agreement for sale has been entered into;
 - c) the expected date of completion of sale/disposal;
 - d) consideration received from such sale/disposal;
 - e) brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof;
 - f) whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length";
 - g) additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the Company with respect to such slump sale.

For the purpose of this sub-clause, "slump sale" shall mean the transfer of one or more undertakings, as a result of the sale for a lump sum consideration, without values being assigned to the individual assets and liabilities in such sales.

1.5. Other Restructuring:

- a) details and reasons for restructuring;
- b) quantitative and/ or qualitative effect of restructuring;
- c) details of benefit, if any, to the promoter/promoter group/group companies from such proposed restructuring;
- d) brief details of change in shareholding pattern (if any) of all entities.

2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.

2.1 Issuance of securities:

- a) type of securities proposed to be issued (viz. equity shares, convertibles etc.);
- b) type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.);
- c) total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);
- d) in case of preferential issue the Company shall disclose the following additional details to the stock exchange(s):
 - i. names of the investors;
 - ii. post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors;
 - iii. in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;
- e) in case of bonus issue the Company shall disclose the following additional details to the stock exchange(s):
 - i. whether bonus is out of free reserves created out of profits or share premium account;
 - ii. bonus ratio;
 - iii. details of share capital - pre and post bonus issue;
 - iv. free reserves and/ or share premium required for implementing the bonus issue;
 - v. free reserves and/ or share premium available for capitalization and the date as on which such balance is available;
 - vi. whether the aforesaid figures are audited;
 - vii. estimated date by which such bonus shares would be credited/dispatched;
- f) in case of issuance of depository receipts (ADR/GDR) or FCCB the Company shall disclose following additional details to the stock exchange(s):
 - i. name of the stock exchange(s) where ADR/GDR/FCCBs are listed (opening – closing status) / proposed to be listed;
 - ii. proposed no. of equity shares underlying the ADR/GDR or on conversion of FCCBs;
 - iii. proposed date of allotment, tenure, date of maturity and coupon offered, if any of FCCB's;
 - iv. issue price of ADR/GDR/FCCBs (in terms of USD and in INR after considering conversion rate);
 - v. change in terms of FCCBs, if any;
 - vi. details of defaults, if any, by the Company in payment of coupon on FCCBs & subsequent updates in relation to the default, including the details of the corrective measures undertaken (if any);
- g) in case of issuance of debt securities or other non convertible securities the Company shall disclose following additional details to the stock exchange(s):
 - i. size of the issue;
 - ii. whether proposed to be listed? If yes, name of the stock exchange(s);
 - iii. tenure of the instrument - date of allotment and date of maturity;
 - iv. coupon/interest offered, schedule of payment of coupon/interest and principal;
 - v. charge/security, if any, created over the assets;
 - vi. special right/interest/privileges attached to the instrument and changes thereof;
 - vii. delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest / principal;
 - viii. details of any letter or comments regarding payment/non-payment of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any;

- ix. details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issue) and debentures;
- h) any cancellation or termination of proposal for issuance of securities including reasons thereof.

2.2 Split/consolidation of shares:

- a) split/consolidation ratio;
- b) rationale behind the split/consolidation;
- c) pre and post share capital – authorized, paid-up and subscribed;
- d) expected time of completion;
- e) class of shares which are consolidated or subdivided;
- f) number of shares of each class pre and post split or consolidation;
- g) number of shareholders who did not get any shares in consolidation and their pre-consolidation shareholding.

2.3 Buy back of securities:

- a) number of securities proposed for buyback;
- b) number of securities proposed for buyback as a percentage of existing paid up capital;
- c) buyback price;
- d) actual securities in number and percentage of existing paid up capital bought back;
- e) pre & post shareholding pattern.

2.4 Any restriction on transferability of securities:

- a) authority issuing attachment or prohibitory orders;
- b) brief details and reasons for attachment or prohibitory orders;
- c) name of registered holders against whom restriction on transferability has been placed;
- d) total number of securities so affected;
- e) distinctive numbers of such securities if applicable;
- f) period for which order would be applicable (if stated).

2.5 Any action, which will result in alteration of the terms or structure of any existing securities, including, but not limited to:

- a) forfeiture of shares;
- b) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
- c) proposal to issue any class of securities;
- d) alterations of capital, including calls;
- e) change in the terms regarding redemption/cancellation/retirement in whole or in part of any securities issued by the Company.

3. New Rating(s) or Revision in Rating(s)

The Company shall notify the stock exchange(s), the details of any new rating or revision in rating assigned from a credit rating agency to any debt instrument of the Company or to any fixed deposit programme or to any scheme or proposal of the Company involving mobilization of funds whether in India or abroad. In case of a downward revision in ratings, the Company shall also intimate the reasons provided by the rating agency for such downward revision.

4. Outcome of meetings of the board of directors: The Company shall intimate to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider or decide the following:

- 4.1 dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
- 4.2 any cancellation of dividend with reasons thereof;
- 4.3 the decision on buyback of securities;
- 4.4 the decision with respect to fund raising proposed to be undertaken;
- 4.5 increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares would be credited/dispatched;
- 4.6 reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
- 4.7 short particulars of any other alterations of capital, including calls;
- 4.8 financial results;
- 4.9 decision on voluntary delisting by the Company from stock exchange(s);

The intimation of outcome of meeting of the board of directors shall also contain the time of commencement and conclusion of the meeting.

Provided that in case of board meetings being held for more than one day, the financial results shall be disclosed within thirty minutes of end of the meeting for the day on which it has been considered.

5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof:
- 5.1 name(s) of parties with whom the agreement is entered;
 - 5.2 purpose of entering into the agreement;
 - 5.3 shareholding, if any, in the entity with whom the agreement is executed;
 - 5.4 significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;
 - 5.5 whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;
 - 5.6 whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length";
 - 5.7 in case of issuance of shares to the parties, details of issue price, class of shares issued;
 - 5.8 any other disclosures related to such agreements, viz., details of nominee on the board of directors of the Company, potential conflict of interest arising out of such agreements, etc;
 - 5.9 in case of termination or amendment of agreement, Company shall disclose additional details to the stock exchange(s):
 - a) name of parties to the agreement;
 - b) nature of the agreement;
 - c) date of execution of the agreement;
 - d) details of amendment and impact thereof or reasons of termination and impact thereof.

(5A) Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements:

Provided that such agreements entered into by a listed entity in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or they are required to be disclosed in terms of any other provisions of these regulations.

Explanation: For the purpose of this clause, the term "directly or indirectly" includes agreements creating obligation on the parties to such agreements to ensure that listed entity shall or shall not act in a particular manner.

6. Fraud or defaults by a listed entity, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the listed entity, whether occurred within India or abroad:

For the purpose of this sub-paragraph:

- (i) 'Fraud' shall include fraud as defined under Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- (ii) 'Default' shall mean non-payment of the interest or principal amount in full on the date when the debt has become due and payable.

Explanation 1- In case of revolving facilities like cash credit, an entity would be considered to be in 'default' if the outstanding balance remains continuously in excess of the sanctioned limit or drawing power, whichever is lower, for more than thirty days.

Explanation 2- Default by a promoter, director, key managerial personnel, senior management, subsidiary shall mean default which has or may have an impact on the listed entity.

- 6.1 At the time of unearthing of fraud or occurrence of the default / arrest:
- a) nature of fraud/default/arrest;

- b) estimated impact on the Company;
- c) time of occurrence;
- d) person(s) involved;
- e) estimated amount involved (if any);
- f) whether such fraud/default/arrest has been reported to appropriate authorities.

6.2 Subsequently intimate the stock exchange(s) further details regarding the fraud/default/arrest including:

- a) actual amount involved in the fraud /default (if any);
- b) actual impact of such fraud /default on the Company and its financials; and
- c) corrective measures taken by the Company on account of such fraud/default.

7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer:

- 7.1 reason for change viz. appointment, resignation, removal, death or otherwise;
- 7.2 date of appointment/cessation (as applicable) & term of appointment;
- 7.3 brief profile (in case of appointment);
- 7.4 disclosure of relationships between directors (in case of appointment of a director).

7A. In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the listed entities to the stock exchanges as soon as possible but not later than twenty-four hours of receipt of such reasons from the auditor.

7B. Resignation of Independent Director including reasons for resignation: In case of resignation of an independent director of the listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the Company:

- i. ~~The letter of resignation along with detailed reasons for the resignation of independent directors as given by the said director shall be disclosed by the listed entities to the stock exchanges.~~
- ia. Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.
- ii. The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.
- iii. The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges along with the disclosures as specified in sub-clause (i) and (ii) above.

(7C) In case of resignation of key managerial personnel, senior management, Compliance Officer or director other than an independent director; the letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director shall be disclosed to the stock exchanges by the listed entities within seven days from the date that such resignation comes into effect.

(7D) In case the Managing Director or Chief Executive Officer of the listed entity was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s).

8. Appointment or discontinuation of share transfer agent:

- 8.1 reason for appointment or discontinuation;
- 8.2 date on which above would become effective.

9. Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including the following details:

- (i) Decision to initiate resolution of loans/borrowings;
- (ii) Signing of Inter-Creditors Agreement (ICA) by lenders;
- (iii) Finalization of Resolution Plan;
- (iv) Implementation of Resolution Plan;
- (v) Salient features, not involving commercial secrets, of the resolution/ restructuring plan as decided by lenders

10. One time settlement (OTS) with a Bank:

- 10.1 reasons for opting for OTS;
- 10.2 brief summary of the OTS.

11. ~~Reference to BIFR and~~ Winding-up petition filed by any party / creditors:

- 11.1 reasons for such a reference/petition;
- 11.2 impact of such reference/petition on Company.

12. Issuance of notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the Company and the following:
 - 12.1 date of notice/call letters/resolutions etc.;
 - 12.2 brief details viz. agenda (if any) proposed to be taken up, resolution to be passed, manner of approval proposed etc.
13. Proceedings of annual and extraordinary general meetings of the Company and the following details in brief:
 - 13.1 date of the meeting;
 - 13.2 brief details of items deliberated and results thereof;
 - 13.3 manner of approval proposed for certain items (e-voting etc.).
14. Amendments to memorandum and articles of association of Company, in brief.
- 15 (a) Schedule of analysts or institutional investors meet 431[at least two working days in advance (excluding the date of the intimation and the date of the meet)] and presentations made by the listed entity to analysts or institutional investors.

[Explanation: For the purpose of this clause 'meet' shall mean group meetings or group conference calls conducted physically or through digital means.]

(b) Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means, simultaneously with submission to the recognized stock exchange(s), in the following manner:

- (i) the presentation and the audio/video recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;
- (ii) the transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls;

16. The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:
 - a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;
 - b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;
 - c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable;
 - d) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code
 - e) List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
 - f) Appointment/ Replacement of the Resolution Professional;
 - g) Prior or post-facto intimation of the meetings of Committee of Creditors;
 - h) Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
 - i) Number of resolution plans received by Resolution Professional;
 - j) Filing of resolution plan with the Tribunal;
 - k) Approval of resolution plan by the Tribunal or rejection, if applicable;
 - l) Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as:
 - (i) Pre and Post net-worth of the company;
 - (ii) Details of assets of the company post CIRP;
 - (iii) Details of securities continuing to be imposed on the companies' assets;
 - (iv) Other material liabilities imposed on the company;
 - (v) Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;
 - (vi) Details of funds infused in the company, creditors paid-off;
 - (vii) Additional liability on the incoming investors due to the transaction, source of such funding etc.;
 - (viii) Impact on the investor – revised P/E, RONW ratios etc.;

- (ix) Names of the new promoters, 434[key managerial personnel], if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control;
 - (x) Brief description of business strategy.
 - m) Any other material information not involving commercial secrets. Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS;
 - n) Quarterly disclosure of the status of achieving the MPS;
 - o) The details as to the delisting plans, if any approved in the resolution plan.
17. Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by listed entities:
- a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;
 - b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the listed entity along with comments of the management, if any.
18. Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a listed entity, in relation to any event or information which is material for the listed entity in terms of regulation 30 of these regulations and is not already made available in the public domain by the listed entity.
- [Explanation – “social media intermediaries” shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021.]
19. Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following:
- (a) search or seizure; or
 - (b) re-opening of accounts under section 130 of the Companies Act, 2013; or
 - (c) investigation under the provisions of Chapter XIV of the Companies Act, 2013; along with the following details pertaining to the actions(s) initiated, taken or orders passed:
 - i. name of the authority;
 - ii. nature and details of the action(s) taken, initiated or order(s) passed;
 - iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
 - iv. details of the violation(s)/contravention(s) committed or alleged to be committed;
 - v. impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.
20. Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following:
- (a) suspension;
 - (b) imposition of fine or penalty;
 - (c) settlement of proceedings;
 - (d) debarment;
 - (e) disqualification;
 - (f) closure of operations;
 - (g) sanctions imposed;
 - (h) warning or caution; or
 - (i) any other similar action(s) by whatever name called;
- along with the following details pertaining to the actions(s) initiated, taken or orders passed:
- i. name of the authority;
 - ii. nature and details of the action(s) taken, initiated or order(s) passed;
 - iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
 - iv. details of the violation(s)/contravention(s) committed or alleged to be committed;
 - v. impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.
21. Voluntary revision of financial statements or the report of the board of directors of the listed entity under section 131 of the Companies Act, 2013.
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B. Events or information to be disclosed, if considered material by the Company, as and when such events or information becomes applicable to the Company

1. Commencement or any postponement in the date of commencement of Commercial production or commercial operations of any unit/division:

The Company shall notify the stock exchange(s) regarding the commencement of commercial production or the commencement of commercial operations of any unit/division. In cases where the Company has made prior intimation of date of commencement of commercial production or operations, the Company shall be required to disclose details in case of postponement of the date of commencement.

2. Any of the following events pertaining to the listed entity:
 - (a) arrangements for strategic, technical, manufacturing, or marketing tie-up; or
 - (b) adoption of new line(s) of business; or
 - (c) closure of operation of any unit, division or subsidiary (in entirety or in piecemeal).

2.1 Arrangements for strategic, technical, manufacturing, or marketing tie-up:

- a) Agreement / joint venture (JV) with companies:
 - i. name of the entity(ies) with whom agreement/ JV is signed;
 - ii. area of agreement/JV;
 - iii. domestic/international;
 - iv. share exchange ratio / JV ratio;
 - v. scope of business operation of agreement / JV;
 - vi. details of consideration paid / received in agreement / JV;
 - vii. significant terms and conditions of agreement / JV in brief;
 - viii. whether the acquisition would fall within related party transactions and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length";
 - ix. size of the entity(ies);
 - x. rationale and benefit expected.
- b) In the event that any such arrangement is called off for any reason, the same shall be disclosed along with the reasons for calling off the proposal.

2.2 Adoption of new line(s) of business:

- a) industry or area to which the new line of business belongs to;
- b) expected benefits;
- c) estimated amount to be invested.

2.3 Closure of operations of any unit/division/branch - (entirety or piecemeal)

- a) date of such binding agreement, if any, entered for sale of such unit/division, if any;
- b) amount & percentage of turnover or revenue or income and net worth of the Company contributed by such unit or division during the last financial year;
- c) date of closure or estimated time of closure;
- d) reasons for closure.

3. Capacity addition or product launch

3.1 Capacity addition:

- a) existing capacity;
- b) existing capacity utilization;
- c) proposed capacity addition;
- d) period within which the proposed capacity is to be added;
- e) investment required;
- f) mode of financing;
- g) rationale.

3.2 Product launch:

- a) name of the product;
- b) date of launch;
- c) category of the product;
- d) whether caters to domestic/ international market;
- e) name of the countries in which the product is launched (in case of international).

4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts, not in the normal course of business:

- 4.1 Awarding of order(s)/contract(s): Only important terms and conditions which may be as under needs to be disclosed:
- a) name of the entity to which order(s)/contract(s) is awarded;
 - b) whether order(s) / contract(s) is awarded to domestic/ international entity
 - c) significant terms and conditions of order(s)/contract(s) awarded, in brief;
 - d) time period, if any, associated with the order(s)/contract(s);
 - e) broad commercial consideration or size of the order(s)/contract(s);
 - f) whether the promoter/ promoter group/group companies have any interest in that entity to whom the order(s)/contract(s) is awarded? If Yes, nature of interest and details thereof;
 - g) whether the same would fall within related party transactions? If yes, whether the same is done at "arms length".
- 4.2 Bagging/Receiving of orders/contracts: Only important terms and conditions which may be as under needs to be disclosed:
- a) name of the entity awarding the order(s)/contract(s);
 - b) significant terms and conditions of order(s)/contract(s) awarded in brief;
 - c) whether order(s) / contract(s) have been awarded by domestic/ international entity;
 - d) nature of order(s) / contract(s);
 - e) whether domestic or international;
 - f) time period by which the order(s)/contract(s) is to be executed;
 - g) broad consideration or size of the order(s)/contract(s);
 - h) whether the promoter/ promoter group / group companies have any interest in the entity that awarded the order(s)/contract(s)? If yes, nature of interest and details thereof;
 - i) whether the order(s)/contract(s) would fall within related party transactions? If yes, whether the same is done at "arms length".
- 4.3 Amendment or termination of orders/contracts:
- a) name of parties to the order(s)/contract(s);
 - b) nature of the order(s)/contract(s);
 - c) date of execution of the order(s)/contract(s)
 - d) details of amendment or reasons for terminations and impact thereof (to the extent possible);
5. Agreements (viz. loan agreement(s) ~~(as a borrower)~~ or any other agreement(s) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof: Only important terms and conditions which may be as under needs to be disclosed:
- a) name(s) of parties with whom the agreement is entered;
 - b) purpose of entering into the agreement;
 - c) size of agreement;
 - d) shareholding, if any, in the entity with whom the agreement is executed;
 - e) significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;
 - f) whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;
 - g) whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length";
 - h) in case of issuance of shares to the parties, details of issue price, class of shares issued;
 - i) in case of loan agreements, details of lender, nature of the loan, total amount of loan granted, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders for such loan;
 - j) any other disclosures related to such agreements, viz., details of nominee on the board of directors of the Company, potential conflict of interest arising out of such agreements, etc;
 - k) in case of termination or amendment of agreement, Company shall disclose additional details to the stock exchange(s):
 - i. name of parties to the agreement ;
 - ii. nature of the agreement;
 - iii. date of execution of the agreement;
 - iv. details of amendment and impact thereof or reasons of termination and impact thereof.
6. Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.:
- 6.1 At the time of occurrence:
- a) expected quantum of loss/damage caused;
 - b) whether loss/damage covered by insurance or not including amount;
 - c) estimated impact on the production/operations in case of strikes/lock outs;

d) factory/unit where the strike/lock out takes place including reasons for such strike.

6.2 Regularly, till complete normalcy is restored:

- a) insurance amount claimed and realized by the Company for the loss/damage;
- b) the actual amount of damage caused due to the natural calamity or other force majeure events;
- c) details of steps taken to restore normalcy and the impact of the natural calamity/other force majeure events on production or service, financials of the entity.

7. Effect(s) arising out of change in the regulatory framework applicable to the Company.

8. Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity

The Company shall notify the stock exchange(s) upon it or its key management personnel or its promoter or ultimate person in control becoming party to any litigation, assessment, adjudication, arbitration or dispute in conciliation proceedings or upon institution of any litigation, assessment, adjudication, arbitration or dispute including any ad-interim or interim orders passed against or in favour of the Company, the outcome of which can reasonably be expected to have an impact.

8.1 At the time of becoming the party:

- a) brief details of litigation viz. name(s) of the opposing party, court/ tribunal/agency where litigation is filed, brief details of dispute/litigation;
- b) expected financial implications, if any, due to compensation, penalty etc;
- c) quantum of claims, if any;

8.2 Regularly till the litigation is concluded or dispute is resolved:

- a) the details of any change in the status and / or any development in relation to such proceedings;
- b) in the case of litigation against key management personnel or its promoter or ultimate person in control, regularly provide details of any change in the status and / or any development in relation to such proceedings;
- c) in the event of settlement of the proceedings, details of such settlement including - terms of the settlement, compensation/penalty paid (if any) and impact of such settlement on the financial position of the Company.

9. Frauds/ defaults by directors Frauds or defaults by employees of the listed entity which has or may have an impact on the listed entity.:

9.1 At the time of unearthing of fraud or occurrence of the default/arrest:

- a) nature of fraud/default/arrest;
- b) estimated impact on the Company;
- c) time of occurrence;
- d) person(s) involved;
- e) estimated amount involved (if any);
- f) whether such fraud has been reported to appropriate authorities.

9.2 Subsequently intimate the stock exchange(s) further details regarding the fraud/default including:

- a) actual amount involved in the fraud /default (if any);
- b) actual impact of such fraud /default on the Company and its financials;
- c) corrective measures taken by the Company on account of such fraud/default.

10. Options to purchase securities (including any Share Based Employee Benefit (SBEB) Scheme) at the time of instituting the scheme and vesting or exercise of options:

- a) brief details of options granted;
- b) whether the scheme is in terms of SEBI (SBEB) Regulations, 2014 (if applicable);
- c) total number of shares covered by these options;
- d) pricing formula;
- e) options vested;
- f) time within which option may be exercised;
- g) options exercised;
- h) money realized by exercise of options;
- i) the total number of shares arising as a result of exercise of option;
- j) options lapsed;
- k) variation of terms of options;
- l) brief details of significant terms;
- m) subsequent changes or cancellation or exercise of such options;
- n) diluted earnings per share pursuant to issue of equity shares on exercise of options.

11. Giving of guarantees or indemnity or becoming a surety whatever named called for any third party:
 - a) name of party for which such guarantees or indemnity or surety was given;
 - b) whether the promoter/ promoter group/ group companies have any interest in this transaction?
If yes, nature of interest and details thereof and whether the same is done at "armslength";
 - c) brief details of such guarantee or indemnity or becoming a surety viz. brief details of agreement entered (if any) including significant terms and conditions, including amount of guarantee;
 - d) impact of such guarantees or indemnity or surety on Company.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals:
 - a) name of the regulatory or licensing authority;
 - b) brief details of the approval/license obtained/ withdrawn/ surrendered;
 - c) impact/relevance of such approval/license to the Company;
 - d) withdrawal/cancellation or suspension of licence/approval by the regulatory or licensing authority, with reasons for such action, estimated impact (monetary or otherwise) on the Company and penalty, if any;
 - e) period for which such approval/license is/was valid;
 - f) Subsequently, the Company shall inform the stock exchange(s), the actual impact (monetary or otherwise) along with corrective actions taken by the Company pursuant to the withdrawal, cancellation or suspension of the key license/ approval.
13. Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.

C. Disclosure of events or information relating to non-convertible Securities:

In terms of regulation 30 read with regulation 51(2) of the SEBI (LODR) Regulations, 2015, the Company shall make the following disclosure to the stock exchanges where the non-convertible securities of the Company are listed.

The Company shall promptly inform to the stock exchange(s) of all information which shall have bearing on performance/operation of the Company or is price sensitive or shall affect payment of interest or redemption payment of non-convertible ~~debt~~ securities including:

- (1) expected default in the timely payment of interest, dividend or redemption payment or both in respect of the non-convertible securities and also default in the creation of security for non-convertible debt securities as soon as the same becomes apparent;
- (2) any attachment or prohibitory orders restraining the Company from transferring non-convertible ~~debt~~ securities from the account of the registered holders along-with the particulars of the numbers of securities so affected, the names of the registered holders and their demat account details;
- (3) any action which shall result in the redemption, conversion, cancellation, retirement in whole or in part of any non-convertible debt securities;
- (4) any action which shall result in the redemption, reduction, cancellation, retirement in whole or in part of any non-convertible securities;
- (5) any change in the form or nature of any of its non-convertible ~~debt~~ securities that are listed on the stock exchange(s) or in the rights or privileges of the holders thereof and make an application for listing of the securities as changed, if the stock exchange(s) so require;
- (6) any changes in the general character or nature of business / activities, disruption of operation due to natural calamity, and commencement of commercial production / commercial operations;
- (7) any events such as strikes and lock outs which have a bearing on the interest payment/ dividend payment / principal repayment capacity;
- (8) details of any letter or comments made by debenture trustees regarding payment/non-payment of interest on due dates, payment/non-payment of principal on the due dates or any other matter concerning the security, Company and /or the assets along with its comments thereon, if any;
- (9) delay/ default in payment of interest or dividend / principal amount /redemption for a period of more than three months from the due date;
- (10) failure to create charge on the assets within the stipulated time period;
- (11) any instance(s) of default/delay in timely repayment of interests or principal obligations or both in respect of the debt securities including, any proposal for re-scheduling or postponement of the repayment programmes of the dues/debts of the Company with any investor(s)/lender(s).
- (12) any major change in composition of its board of directors, which may amount to change in control as defined in Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (13) any revision in the rating;
- (14) the following approvals by board of directors in their meeting:-
 - (a) the decision to pass any interest payment;
 - (b) short particulars of any increase of capital whether by issue of bonus securities through capitalization, or by way of right securities to be offered to the Debt Security holders, or in any other way;
- (15) all the information, report, notices, call letters, circulars, proceedings, etc concerning non-convertible debt securities;
- (16) The listed entity shall disclose the outcome of meetings of the board of directors to the Exchange(s), within thirty minutes of the closure of the meeting, held to consider the following:
 - (a) the decision with respect to fund raising proposed to be undertaken by way of non-convertible securities;
 - (b) financial results:

Provided that in case of board meetings being held for more than one day, the financial results shall be disclosed within thirty minutes of end of the meeting for the day on which it has been considered.

- (17) fraud/defaults by promoter or key managerial personnel or director or employees of listed entity or by listed entity or arrest of key managerial personnel or promoter;
- (18) change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer;
- (19) in case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the listed entities to the stock exchanges as soon as possible but not later than twenty-four hours of receipt of such reasons from the auditor;
- (20) resolution plan/ restructuring in relation to loans/borrowings from banks/financial institutions including the following details:
 - (i) Decision to initiate resolution of loans/borrowings;
 - (ii) Signing of Inter-Creditors Agreement (ICA) by lenders;
 - (iii) Finalization of Resolution Plan;
 - (iv) Implementation of Resolution Plan;
 - (v) Salient features, not involving commercial secrets, of the resolution/ restructuring plan as decided by lenders.
- (21) One-time settlement with a bank;
- (22) Winding-up petition filed by any party / creditors;
- (23) Proceedings of Annual and extraordinary general meetings of the listed entity;
- (24) the following events in relation to the Corporate Insolvency Resolution Process (CIRP) of a listed corporate debtor under the Insolvency Code:
 - a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;
 - b) Filing of application by the financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;
 - c) Admission of application by the Tribunal, along with the amount of default or rejection or withdrawal, as applicable;
 - d) Public announcement made pursuant to the order passed by the Tribunal under section 13 of Insolvency Code;
 - e) List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
 - f) Appointment/ Replacement of the Resolution Professional;
 - g) Prior or post-facto intimation of the meetings of Committee of Creditors;
 - h) Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A (5) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
 - i) Number of resolution plans received by Resolution Professional;
 - j) Filing of resolution plan with the Tribunal;
 - k) Approval of resolution plan by the Tribunal or rejection, if applicable;
 - l) Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as:
 - (i) Pre and Post net-worth of the company;
 - (ii) Details of assets of the company post CIRP;
 - (iii) Details of securities continuing to be imposed on the companies' assets;
 - (iv) Other material liabilities imposed on the company;
 - (v) Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;
 - (vi) Details of funds infused in the company, creditors paid-off;
 - (vii) Additional liability on the incoming investors due to the transaction, source of such funding etc.;
 - (viii) Impact on the investor – revised P/E, RONW ratios etc.;
 - (ix) Names of the new promoters, key managerial persons(s), if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control;
 - (x) Brief description of business strategy.
- (25) intimation related to any change in terms of issue or redemption or exercising of call/ put options;
- (26) intimation related to any change in covenants or breach of covenants under the terms of non-

- convertible debentures and/or non-convertible redeemable preference shares;
- (27)intimation related to forfeiture of unclaimed interest or dividend or principal amount;
- (28)intimation related to any change in the debenture trustee or Credit Rating Agency or Registrar and Share Transfer Agent;
- (29) intimation of comfort/guarantee or any credit enhancement provided by the listed entity to a third party;
- (30) any other information/change that:
- (a) shall affect the rights and obligations of the holders of the non-convertible securities; and
- (b) is not in the public domain but necessary to enable the holders of the non-convertible securities to comprehend the true position and to avoid the creation of a false market in such listed securities.

CHAPTER XI

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

(In terms of SEBI (LODR) Regulations, 2015)

1. Preamble:

The Regulation 25(7) of the SEBI(LODR) Regulations, 2015 stipulates that:
The listed entity shall familiarise the independent directors through various programmes about the listed entity, including the following:

- (a) nature of the industry in which the listed entity operates;
- (b) business model of the listed entity;
- (c) roles, rights, responsibilities of independent directors; and
- (d) any other relevant information.

The details of such familiarisation programmes shall be disclosed on the Company's website and a web link thereto shall be given in the Annual Report.

2. Initial familiarisation module:

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected of him as a Director of the Company. The Company also provides to the Director a copy of the Memorandum of Association and Articles of Association of the Company and the latest Annual Report of the Company. The Company conducts an introductory familiarisation program/presentation, when a new Independent Director comes on the Board of the Company.

At the outset, all the independent directors are provided an overview of;

- Criteria of independence applicable to Independent Directors as per SEBI(LODR) Regulations, 2015 and the Companies Act, 2013;
- Time allocation by the Independent Directors on financial controls, overseeing systems & risk management, financial management compliance, Corporate Social Responsibility, Stakeholders conflicts, Board effectiveness, strategic direction, Meetings and performance assessment;
- Roles, functions, Duties, Responsibilities and liabilities of Independent Directors as per the provisions of the Companies Act, 2013 and rules framed thereunder, the listing regulations, the Memorandum & Articles of Association and the rules/regulations/guidelines issued by regulatory authorities.
- Code of Conduct for the Directors of the Company as approved by the Board of Directors from time to time.
- Directors Responsibility Statement forming part of Boards' Report;
- Vigil Mechanism including policy formulation, disclosures, code for Independent Directors, Fraud response plan, obtaining Audit Committee approval, wherever required;
- Risk Management Systems & framework;
- Board Evaluation Process and Procedures;

The Director is also explained in detail the compliances required from him under the Companies Act, 2013 SEBI (LODR) Regulations, 2015 and other relevant regulations and his affirmation taken with respect to the same.

With a view to familiarize him with the Company's operations, the Director is also given detailed presentations giving the organisational set up of the Company, the functioning of various divisions/ departments, the Company's market share and the markets in which it operates, governance and internal control processes and other relevant information pertaining to the Company's business. The Managing Director & CEO also has a personal discussion with the newly appointed Director.

3. Continual familiarisation modules:

The Company will follow a structured orientation programme for the Independent Directors to understand and get updated on the business and operations of the Company on a continuous basis.

The familiarisation module shall be designed by the Company on the following lines:

Functional Area	Responsibility
Overview of Strategy and business model of the Company	CEO
Financial Performance, Budgeting and Planning	Functional heads to organize
Overview of performance of various businesses	
Statutory reporting including Internal Audit Reports, SEBI Audit Reports and compliance related certifications	

On an on-going basis, the Company, through its Managing Director & CEO and the Senior Managerial Personnel, conducts programs/presentations to familiarise the Independent Directors with the strategy, operations and functions of the Company. Such programs/presentations provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organisation structure, facilities and risk management and such other areas.

Presentations are made regularly to the Board of Directors/Audit Committee (AC) (minutes of AC and other Board Committees are circulated to the Board), where Directors get an opportunity to interact with Executive Committee members and Business Heads.

The Board of Directors has complete access to the information within the Company. Independent Directors have the freedom to interact with the Company's management. Interactions happen during Board/Committee meetings, when Business Heads are asked to make presentations about performance of their Business Division to the Board. Apart from this, they also have independent interactions with the Auditors and external advisors, if any, appointed from time to time. Further, they meet regularly without the presence of any management personnel and their meetings are conducted informally to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company.

Training session: The Company may conduct any training programmes to be conducted at periodical intervals by experts in the fields on the certain topics to afford Board members an opportunity to understand and appreciate the complexities of the industry and their role, significant changes in the laws/ Regulations applicable to the Company, etc.

Management mailers are regularly sent to Directors on all significant Sectors, Company news items, Achievement series, monthly Performance updates, share price movements, branch expansion and such other subjects as they evolve from time to time.

Thus, all efforts shall be made to ensure that the Directors state current on the state of the Company's affairs and the industry in which it operates. The familiarisation programme for the new and continuing Independent Directors of the Company shall ensure valuable participation and inputs from them which will help in bringing forth the best practices into the Company and help in making informed decisions at the Board Level.

4. Disclosure of the Policy:

This Policy shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the Annual Report of the Company.

CHAPTER – XII

EVALUATION POLICY FOR BOARD, COMMITTEES & DIRECTORS

I Purpose

To lay down a framework for evaluation on basis the recommendation of the Nomination and Remuneration Committee, adopted this board evaluation policy to comply with the various provisions under Regulation 19 and Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") & related circulars and the Companies Act, 2013.

The Policy is based on the SEBI circular dated January 5, 2017 which provides further clarity on the process of board evaluation ("SEBI Guidance Note").

II Objectives of Board level evaluation policy:

The Policy provides guidance on evaluation of the performance, on an annual basis, of individual Directors (including the Chairperson and independent directors of the Company), the Board as a whole; and various committees of the Board ("Board Committees").

i) For the Board

- To enhance efficiencies in the functioning of the Board
- To promote better time management and more efficient meetings
- To build trust amongst the Board members

ii) For the Directors

- To encourage individual director involvement and participation
- To ensure Director's skills are utilized effectively
- To clarify legal duties and responsibilities of individual directors

iii) For the Company

- To build effective Board-Management relationship
- To help bring strategic focus

iv) For other stakeholders

- To increase trust and reputation of the Company
- To demonstrate commitment to good governance

III Selection of Directors

The Nomination & Remuneration Committee shall identify the fit and proper persons in accordance with the criteria laid down and recommend to the Board for appointment as an additional director under the category of independent directors for a particular tenure and not liable to retire by rotation or as directors liable to retire by rotation, as the case may be and the shareholders at the general meeting appoint those Directors as per the provisions of the applicable laws. The Board of Directors shall appoint a Chairman for the Board. The Nomination & Remuneration Committee shall carry out evaluation of every director's performance.

The performance evaluation of the independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. On the basis of the evaluation it shall be determined whether to extend or continue the term of appointment of the independent director in terms of Schedule IV of the Companies Act, 2013.

IV Evaluation framework and process

- (1) The Board shall, on an annual basis, evaluate the performance of each Board Committee as per the evaluation parameters

- (2) The evaluation process shall be completely anonymous and shall be undertaken annually. The Chairman will be responsible for conducting the evaluation process for Board and the Directors. Upon completion of the evaluation by the Chairman, the results of the evaluation exercise will be shared by the Chairman with the Board in the subsequent Board meeting, including listing of the identified strengths, areas of improvement and actions to be taken, if any, with the assistance of the Board Secretariat Department.
- (3) The performance evaluation framework consists of three parts as per below:
 - Performance Evaluation of Committees
 - Performance Evaluation of the Board as a whole
 - Performance Evaluation of Individual Directors
- (4) Evaluation of the Board shall be generally conducted in the context of the following four attributes:
 - a) Skills and knowledge: Does the Board have a mix of skills, experience and expertise as appropriate for the Company?
 - b) Process: Does the Board get sufficient time to discharge its duties? Is the Board well aware of its roles and responsibilities?
 - c) Information: Does the Board receive information in a manner to effectively discharge its duties? Do the Board members receive sufficient information between scheduled meetings?
 - d) Behaviour: Are the Board members able to participate fully in the decision-making process?
- (5) This Policy lays down a mix of self and peer evaluation through a rated questionnaire (given as annexures 1 to 3), which shall address various facets of performance of the Board, its Committees and the individual directors. The Directors shall fill up the questionnaire as a member of the Board and of a Committee once in the financial year during the first fortnight of April month.
- (6) The model questionnaire (annexures 1 to 3) shall be filled up by all the Directors, including the Chairman and submitted to the Chairperson of the Board.
- (7) The evaluation will be done annually as per below:
 - Committee evaluation will be done prior to the Annual Board Meeting and results will be shared with the Committee prior to the Annual Board Meeting and will also be presented during the Annual Board meeting by the HR head/CS.
 - Board evaluation as a whole will be done prior to the Annual Board Meeting & results will be presented during the Annual Board Meeting by the HR head/CS.
 - Individual Directors evaluation will be done during the Annual Board Meeting.
- (8) In addition, the Independent Directors shall hold a meeting at least once in any given year, without the presence of the non-Independent Directors of the Company, to review the performance of such non-Independent Director. All Independent Directors shall strive to attend such meeting.

(V) Feedback and Action Plan

- (1) Once responses from all the Directors have been received, a summary of results of the

Board evaluation will be placed before the Board. The various parameters of evaluation and the averages of the marks/rating given by each of the director will be disclosed. Based on the feedback from each member, the gist of the evaluation will be summarized. The overall performance of each of the Directors including executive Directors, operating framework of the Board, overall performance, conduct of meetings of the Board, the performance of Committees, Chairman/Chairperson and the performance of each of the Independent Directors will be presented to the Board.

- (2) All questions with average rating of 4.0 or less have been identified as areas for reflection and action planning. These are not necessarily the problem areas but definitely the areas where processes/ practices can be improved to meet the best governance standards and the Board may devise a plan to address such identified areas. The Board will initiate discussion basis individual feedback, broad & common areas that are working well and those that need attention. The Board will then decide if changes in its governance practices and policies need to be made going forward.
- (3) Company Secretary will tabulate the results and share the summary report with the Board members in the Board Meeting. The summary report will include score against each of the evaluation criteria & verbatim comments without any names.
- (4) All the evaluation forms containing individual director's evaluation shall be placed in custody of Company Secretary.

Board Evaluation Questionnaire**To,
Shri.****The Chairman**

(Name of the Director)(DIN -)

Can Fin Homes Ltd.

Registered Office,

Bangalore

Dear Sir,

Sub: Questionnaire for evaluation of Board, Committees and Individual Directors

Please assign the rating/value in the appropriate box, as below:

1 - Needs significant improvement

2 - Needs improvement

3 - Adequate

4- Consistently good

5 - Outstanding

Q.No	Operating Framework	Rating/ Value
1	The Board has sufficient time to execute its responsibilities.	
2	Board proposals and reporting are presented in a manner and format which is comprehensive, timely and easily understood and which facilitates informed and effective decision making.	
3	The Board has the appropriate mix of skills, experience and expertise in individual members.	
4	The Board's responsibilities with regards to oversight and governance are clear and well understood.	
5	The minutes of the meetings adequately reflect the proceedings of the Board.	

Additional comments:

Q.No.	Overall performance	Rating/ Value
6	Board meeting priorities are clear and agenda notes cover crucial topics for discussion.	
7	The Board environment fosters a candid and open exchange of ideas and opinions among Board members.	
8	Every Board member is able to participate fully in the decision making process of the Board.	
9	Board members work together effectively.	
10	The Board effectively discharges its responsibilities when deciding upon strategic transactions.	

Additional comments:

Q.No.	Exercise of oversight	Rating/ Value
11	There is clear delegation from the Board to its Committees and to the executive management.	
12	The Board is able to challenge the management effectively.	
13	The Board receives adequate feedback on execution of its decisions and directives.	
14	There is appropriate open communication between the Board, Key Managerial Personnel (KMP) and other executives/ Board Secretariat	
15	The Board provides effective inputs for the creation of annual operating plan.	

Additional comments:

Q.No.	Support to the Board	Rating/ Value
16	Board members receive sufficient information at the time of induction and on an on-going basis.	
17	The Board makes effective use of outside advisers, if and when required.	
18	The Board has sufficient contact with Board Secretariat/ management team and receives relevant information between the scheduled Board meetings.	
19	The Board receives timely information in advance of the meetings.	
20	The information presented to the Board identifies the appropriate issues & risks and market trends & dynamics in which the Company operates and are fully understood by the Board.	

Additional comments:

Place:

Date:

Signature of the Director
(Name)

Committee Evaluation Questionnaire

To,
Shri.
The Chairman
 (Name of the Director)
 (DIN -)
 Can Fin Homes Ltd.
 Registered Office, Bangalore - 4

Dear Sir,

Sub: Questionnaire for evaluation of the _____ Committee

Note: Please assign the rating/value in the appropriate box, as below:

- 1 - Needs significant improvement
- 2 - Needs improvement
- 3 - Adequate
- 4 - Consistently good
- 5 - Outstanding

Generic Questions

Q.No.	Operating Framework	Rating/ Value
1	The Committees have sufficient time to execute their responsibilities.	
2	Proposals are presented in a manner and format which is comprehensive, timely and easily understood and which facilitates informed and effective decision making.	
3	The Committees' responsibilities are clear and well understood.	
4	The minutes of the meetings adequately reflect the proceedings of the Board.	

Additional comments:

Q.No.	Overall Performance	Rating/ Value
5	Committee meeting priorities are clear and agenda notes cover crucial topics for discussion.	
6	The Committees effectively discharges responsibilities and make appropriate recommendations to the Board.	
7	There is effective reporting of key matters to the Board.	

Additional comments:

Committee specific questions:

(Please mention 'NA' in case you are not a member of a particular Committee.)

Q.No.	Audit Committee	Rating/ Value
1	The members are well aware about the Terms of reference of the Audit Committee and effectively discharge their duties as members of the Audit Committee.	
2	The Audit Committee members have access to and hold discussions with the statutory auditors.	
3	The members have access to and hold discussions with KMPs/Key control function heads/Audit head / other senior Executives.	
4	The members effectively review the internal financial controls of the Company and the risk management systems.	
5	The members get sufficient time to review the financial performance of the Company; the Chief Financial Officer/ Board Secretariat/Company Secretary provides adequate information for the discussions.	

Additional comments:

Q.No.	Risk Management Committee	Rating/ Value
1	The members are well aware about the Terms of Reference of the Risk Management Committee (RMC) and effectively discharge their duties as members of the Risk Management Committee.	
2	The RMC members have effective oversight on the risk management framework of the Company and review the Company's risk and reward objectives in line with all stakeholders' expectations.	
3	The RMC regularly reviews the asset liabilities management framework and the solvency position of the Company.	
4	The RMC members have access to and hold discussions with the concerned Officers of the Company.	
5	The members provide their comments and suggestions on the administrative policies of the Company.	

Additional comments:

Q.No.	Management Committee	Rating /Value
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1	The members are well aware about the Terms of Reference of the Management Committee and effectively discharge their duties as members of the Committee.	
2	The members have effective oversight on the Credit Policy of the Company and regularly monitor its implementation.	

Additional comments:

Q.No.	Corporate Social Responsibility Committee	Rating /Value
1	The members are well aware about the Terms of Reference of the Corporate Social Responsibility Committee and effectively discharge their duties as members of the Committee.	
2	The members recommend an effective CSR Policy to the Board.	
3	The members have put in place an effective and transparent framework for monitoring of various CSR projects.	
4	The members are regularly updated on the status update of various CSR projects.	
5	The members have oversight over the implementation of the CSR Policy.	

Additional comments:

Q.No.	Stakeholders Relationship Committee	Rating/ Value
1	The members are well aware about the Terms of Reference of the Stakeholders Relationship Committee and effectively discharge their duties as members of the Committee.	
2	The members provide sufficient oversight over the complaints redressal framework in the interest of the stakeholders.	
3	The members are regularly updated with the initiatives taken by the Company for stakeholders interest.	
4	The members receive adequate information for oversight over the unclaimed dividend amounts.	
5	The members regularly discuss and approve for issuance of duplicate share certificates, review the transfers/transmissions, complaints, if any, compliances, shareholding pattern, movement of shareholding of the top 10 shareholders etc.	

Additional comments:

Q.No.	Nomination & Remuneration Committee	Rating/ Value
1	The members are well aware about the Terms of Reference of the Nomination & Remuneration Committee and effectively discharge their duties as members of the Committee.	
2	The members identify and recommend to the Board, persons who may be appointed as directors & KMPs.	
3	The members review HR policies and procedures, issues relating to talent management, performance management, incentives, ESOP etc. and recommend to Board.	

Additional comments:

Place:

Date :

Signature of the Director
(Name)

Individual Directors' Evaluation Questionnaire

The Chairman

(Name of the Director) (DIN -)Can
 Fin Homes Ltd.
 Registered Office, Bangalore

- 4Dear Sir,

Sub: Questionnaire for evaluation of Shri. _____, Director

Note: Please assign the rating/value in the appropriate box, as

below: 1 - Needs significant improvement

2 - Needs improvement

3 - Adequate

4 - Consistently good

5 - Outstanding

Q.No.		Rating/ Value
1	Does Director come prepared for the Board and Committee meetings	
2	Does Director effectively participate in the Board and Committee meetings	
3	Does director possess sufficient skills and knowledge to discharge his/her duties as directors on the Board and members of Committees.	
4	Does Director effectively interact with other Board members and effectively raise concern for all stakeholders in Board/Committee meetings	

Additional comments:

Place:

Date:

Signature of the Director

Name
