



Corporate Governance Policy

Version	Approval Date	Prepared By
V1	10 th August 2019	Legal & Compliance
V2	7 th November 2020	Legal & Compliance
V3	27 th May 2022	Compliance
V4	05 th Aug 2023	Compliance

GUIDELINES ON CORPORATE GOVERNANCE

Company's Philosophy on Corporate Governance:

Vivriti Capital Limited ("**Company**") lays deep emphasis on Corporate Governance and has created a robust governance structure keeping in mind the Company's ambitious growth plans and scalability. The Company's Corporate Governance philosophy envisage adherence to the highest standards of transparency, accountability and balance in all areas of its operations and its interactions with all its stakeholders, including its customers, shareholders, employees, Regulators and others. The objective is to enhance shareholder value continuously.

Guidelines on Corporate Governance

As per the Master Direction– Non-Banking Financial Company - Systemically Important Non-Deposit Taking Company and Deposit Taking Company (Reserve Bank) Directions, 2016 dated September 01, 2016 and Master Circular – Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015 dated July 01, 2015, the Company is required to put in place a Board approved policy on Corporate Governance ('Corporate Governance Policy'). Accordingly, the Company has put in place this policy with the required approval of the Board of Directors.

Board of Directors:

The Board of Directors ("Board") along with its Committees shall provide leadership and guidance to the Company's management and direct, supervise and control the performance of the Company. The Company's management shall act in accordance with the supervision, control and direction by the Board of Directors of the Company.

The Board has a vital role to play in the matters relating to policy formulation, implementation and strategic issues which are crucial for the long term development of the Company.

The Composition of the Board shall be governed by the Articles of Association of the Company read with the applicable provisions of Companies Act, 2013 ('the Act') and the rules framed thereunder.

Board Meetings

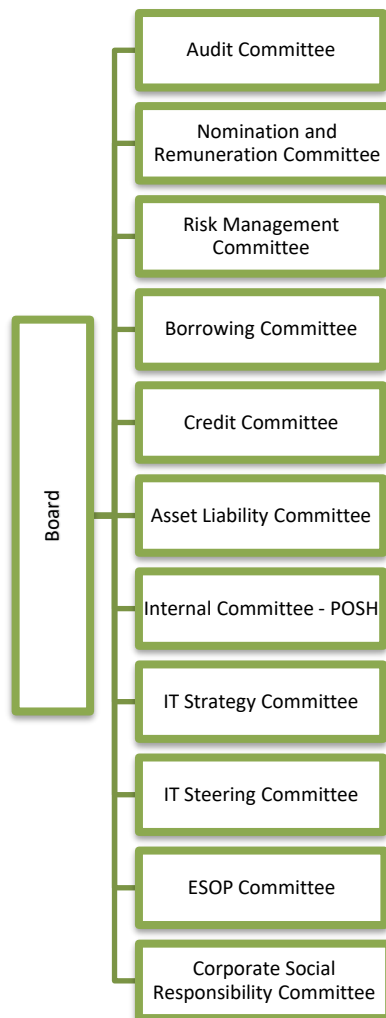
Meetings of the Board of Directors shall be held for a minimum number of four times a year, in such a manner that not more than one hundred and twenty days (120 days) shall intervene between two consecutive meetings.

Code of Conduct

The Company shall adopt the Vivriti Capital Limited's Code of Conduct for its employees and a Code of Conduct for its Non-Executive Directors and Independent Directors.

Committees of the Board

To focus effectively on the issues and ensure expedient resolution of diverse matters, the Board shall constitute a set of Committees with specific terms of reference / scope. The Committees shall operate as empowered agents of the Board as per their Charter. The Minutes of the meetings of all Committees of the Board shall be placed before the Board for discussions / noting.



The Company has the following Committees:

The Charters of the above-mentioned Committees shall be enclosed as Annexures;

- a) Audit Committee – **Annexure 1**
- b) Nomination and Remuneration Committee – **Annexure 2**

- c) Risk Management Committee – **Annexure 3**
- d) Borrowing Committee – **Annexure – 4**
- e) Credit Committee – **Annexure 5**
- f) Asset Liability Committee – **Annexure 6**
- g) Internal Complaints Committee – POSH – **Annexure 7**
- h) IT Strategy Committee – **Annexure 8**
- i) IT Steering Committee – **Annexure 9**
- j) ESOP Committee – **Annexure 10**
- k) CSR Committee – **Annexure 11**

Disclosures

The Company shall make disclosures required to be made under the Companies Act, 2013 and the rules framed thereunder ('the Act'), the RBI Guidelines and such other laws and regulations as may be applicable to the Company.

Policies adopted by the Company

The Company shall adopt such policies, as may be required to be adopted under the Act, the RBI Guidelines applicable to the company, and such other laws and regulations as may be applicable.

The policies adopted may be reviewed by the Board from time to time.

