



Corporate Governance Policy

Version	Approval Date	Prepared By
V1	10 th August 2019	Legal & Compliance

GUIDELINES ON CORPORATE GOVERNANCE

Company's Philosophy on Corporate Governance:

Vivriti Capital Private 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

The Reserve Bank of India (“RBI”) has issued the Master Circular – “Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015” dated July 1, 2015 and bearing reference number DNBR (PD) CC.No.053/03.10.119/2015-16 (“Master Circular”) which applies inter alia to every non-deposit accepting Non-Banking Financial Company with an asset size of INR 500 Crore and above (NBFC-ND-SI), as per its last audited balance sheet and the Master Direction– Non-Banking Financial Company - Systemically Important Non-Deposit Taking Company and Deposit Taking Company (Reserve Bank) Directions, 2016 (“Master Direction”). The Company is registered with the RBI as a non-deposit accepting Non-Banking Financial Company (“NBFC”). The Company has become a systemically important NBFC and accordingly the Master Circular is applicable to the Company. Further, in terms of the Master Circular and the Master Direction, the Company is required to frame internal guidelines on corporate governance with the approval of the board of directors of the Company and accordingly the Company has put in place this policy on Corporate Governance (“Corporate Governance Policy”).

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 at least four times a year, such that not more than one hundred and twenty days shall intervene between two consecutive meetings.

Code of Conduct

The Company shall adopt the Vivriti Capital Private Limited's Code of Conduct for its employees including the Managing Director 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 Committee – **Annexure 3**
- d) Borrowing Committee – **Annexure – 4**
- e) Credit Committee – **Annexure 5**

- f) Asset Liability Committee – **Annexure 6**
- g) Internal Complaints Committee – **Annexure 7**
- h) IT Strategy Committee – **Annexure 8**

Disclosures

The Company shall make the disclosures required to be made under the Companies Act, 2013 and the Rules framed there under, 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 adopt 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.



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Annexure 1

Audit Committee Charter

Version	Approval Date
Version V1	21 st July 2018
Version V2	15 th February 2019

Audit Committee Charter

1. PRIMARY OBJECTIVE

The Audit Committee (hereinafter referred as the “**Committee**”) is a committee of the Board of Directors (hereinafter referred as the “**Board**”) established in accordance with the Company’s constitution and authorised by the Board to assist it in fulfilling its statutory, fiduciary and regulatory responsibilities.

It has the authority and power to exercise the role and responsibilities set out in this charter and granted to it under any separate resolutions of the Board from time to time.

1.1 The Committee shall as per this charter have primary objective of:

To assist the Board in fulfilling its oversight responsibilities with respect to

- a) the financial statements and other financial information provided by the Company to its shareholders, the public and others,
- b) the Company’s compliance with legal and regulatory requirements,
- c) the qualification, independence and performance of the Auditors and
- d) the Company’s risk management and internal financial and accounting controls, and management information systems

2. COMPOSITION & STRUCTURE

2.1 The Committee shall comprise of the following members;

S.no	Members	Designation
1	Ms. Namrata Kaul	Independent Director
2	Mr. Sridhar Srinivasan	Independent Director
3	Mr. Vineet Sukumar	Whole-time Director
	Permanent Invitee/Observers:	
4	Mr. Gaurav Kumar	Whole-time Director
5	Mr. John Tyler Day	Non-executive Director

2.2 The Chairperson of the audit committee shall be Mr. Sridhar Srinivasan. If the Chairperson is absent, an independent director shall be the Chairperson of the meeting.

3. SECRETARY

3.1 The Company Secretary shall act as the Secretary to the Committee Meetings.

4. QUORUM

- 4.1. The quorum necessary for a meeting of the Committee shall be at least three members comprising of at least two Independent directors and at-least one Whole- time Director.
- 4.2 The participation of the members of this committee by video conferencing or by any other audio-visual means shall also be counted for the purposes of Quorum under this committee provided such requirement of participation through Video conferencing is informed to the Secretary or to the committee a day in advance.
- 4.3 A duly convened meeting of the Committee at which the requisite quorum is present shall be competent to exercise all the powers and responsibilities vested in or exercisable by the Committee.

5. MEETING

- 5.1 The Committee shall meet once in every quarter and as and when required or as stipulated by Board from time to time.
- 5.2 The Minutes of the committee will be placed before the Audit Committee and the Board on quarterly basis for its approval.

6. SELECTION AND REMOVAL OF MEMBERS:

- 6.1 The members of the Committee will be appointed and removed in accordance with the Articles of Association of the Company as and when required.
- 6.2 Any member who tenders his/her resignation from the Company shall stand removed from the Committee from the date of submission of the resignation letter.

7. ROLE & RESPONSIBILITIES OF THE COMMITTEE

- 7.1 The Committee shall have the following roles:
- a) 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.
 - b) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
 - c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
 - d) Reviewing, with the management, the annual financial statements before submission to the board for approval, in general and with reference to:
 - I. Changes, if any, in accounting policies and practices and reasons for the same.
 - II. Major accounting entries involving estimates based on the exercise of judgment by management.
 - III. Significant adjustments made in the financial statements arising out of audit findings
 - IV. Disclosure of any related party transactions
 - V. Qualifications in the draft audit report.

- e) Reviewing the adequacy of internal audit function, if any, including its structure, staffing and seniority of the official who heads the department, reporting structure coverage and frequency of internal audit.
- f) Valuation of undertakings or assets of the company, wherever it is necessary;
- g) evaluation of internal financial controls and risk management systems
- h) Discussion with internal auditors any significant findings and follow up there on.
- i) 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.
- j) 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.
- k) To review functioning of the vigil mechanism, in case the same is existing.
- l) Approval or any subsequent modification of transactions of the company with related parties.
- m) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- n) Scrutiny of inter-corporate loans and investments.
- o) Monitoring the end use of funds raised through private placement and public offers and related matters.

7.2 Power or Authority of the Audit Committee

The audit committee shall have powers, which should include the following:

- a) To 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.
- b) To investigate any activity covered under this charter.
- c) To seek any specific information, as may be required from any employee of the Company and concerned employee(s) shall co-operate with the request of the Committee.
- d) To obtain outside legal or other professional advice.
- e) To secure attendance of outsiders with relevant expertise, if it considers necessary.

The Company shall bear all such expenses to support the requirements of the Committee.

8. PERFORMANCE EVALUATION

8.1 The Audit Committee shall on annual basis review its performance under this charter.

8.2 The Board shall, from time to time, as it deems appropriate review and reassess the adequacy of this charter as per the requirement of the Organisation and various Regulations.



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Annexure 2

Nomination and Remuneration Committee Charter

Version	Approval Date
Version V1	21 st July 2018
Version V2	15 ^h February 2019

Nomination and Remuneration Committee Charter

1. PRIMARY OBJECTIVE

The Nomination and Remuneration Committee (hereinafter referred as the “**Committee**”) is a committee of the Board of Directors (hereinafter referred as the “**Board**”) established in accordance with the Company’s constitution and authorised by the Board to assist it in fulfilling its statutory, fiduciary and regulatory responsibilities.

It has the authority and power to exercise the role and responsibilities set out in this charter and granted to it under any separate resolutions of the Board from time to time.

1.1 The Committee shall as per this charter have primary objective of:

- Identify process for appointing or removing directors and recommend the same to the Board.
- Shall formulate the policy for determining qualifications, positive attributes and independence of Director and the remuneration to them, Key managerial personnel (hereinafter referred as the “**KMP**”) and other employees.
- Overall responsibility of approving and evaluating the compensation plans, policies and programs for directors and KMP.

2. COMPOSITION & STRUCTURE

2.1. The Committee shall comprise of the following members:

S.no	Members	Designation
1	Mr. Gaurav Kumar	Whole-time Director
2	Mr. Kenneth Vander Weele	Non-Executive Director
3	Ms. Namrata Kaul	Independent Director
4	Mr. Sridhar Srinivasan	Independent Director
	Permanent Invitee/Observer:	
5	Mr. Vineet Sukumar	Whole-time Director

2.2. The Chairperson of the nomination and remuneration committee shall be Ms. Namrata Kaul. If the Chairperson is absent, an independent director shall be the chairperson of the meeting.

3. SECRETARY

3.1 The Company Secretary shall act as the Secretary to the Committee Meetings.

4. QUORUM

- 4.1. The quorum necessary for a meeting of the Committee shall be three members comprising of at least two Non-executive Directors (including the Investor Director) and at least one Whole-time Director
- 4.2. The participation of the members of this committee by video conferencing or by any other audio-visual means shall also be counted for the purposes of Quorum under this committee provided such requirement of participation through Video conferencing is informed to the Secretary or to the committee a day in advance.
- 4.3. A duly convened meeting of the Committee at which the requisite quorum is present shall be competent to exercise all the powers and responsibilities vested in or exercisable by the Committee.

5. MEETING

- 5.1. The Committee shall meet as and when required or as stipulated by Board from time to time.
- 5.2. The Minutes of the committee will be placed before the following Nomination and Remuneration Committee for its approval and will be taken note on quarterly basis by the Board.

6. SELECTION AND REMOVAL OF MEMBERS:

- 6.1 The members of the Committee will be appointed and removed in accordance with the Articles of Association of the Company as and when required.
- 6.2 Any member who tenders his/her resignation from the Company shall stand removed from the Committee from the date of submission of the resignation letter.

7. ROLE & RESPONSIBILITIES OF THE COMMITTEE

- 7.1 The responsibilities of the Committee shall include the following:
 - a. Recommend criteria for determining qualifications, positive attributes and independence for appointing Executive Directors, Independent Directors and the Board committees and recommending to the Board suitable candidates for appointment to the Board and to the Board Committees.
 - b. The process for appointing and removal of Directors, KMPs and the Board.
 - c. Ensuring there is an appropriate induction in place for new Directors and KMP.
 - d. Recommending development and implementation of a process for evaluating the performance of the Board, its committees and directors;
 - e. To assist and advise the Board on remuneration policies and practices for the Board, the CEO, the CFO, senior executives and other persons whose activities, individually or collectively, affect the financial soundness of the Company.
 - f. Recommending remuneration/compensation structure including the Employee Stock Option Plan, of the KMP & other employees of the Company.

- g. Recommending the formation of any new committee of the Board, suggesting nomination for such committees to the Board.
- h. Recommend changes in Board composition to the Board.
- i. Developing a succession plan for Board and KMP and regularly reviewing the plan.
- j. Considering any other matters at the request of the Board and such matters as may be required to be considered by law.

7.2 Nomination and Remuneration Committee to administer the Employee Stock Option Plan including the following;

- Select the employee(s) to whom the Stock Options are to be granted
- Decide the number of Stock Options to be granted to any of the Employees in the aggregate for the year
- Decide the total quantum of incentive to be offered in the form of Stock Options during the year based on the performance of the employees
- Decide the number of Stock Options per employee every year under the Scheme for the eligible employees
- To exercise such powers as envisaged to carry out the objectives in the ESOP
- To employ professionals and other persons to help the committee in the administration of the scheme and fix their remuneration
- To do all such other things as may be necessary or incidental for the administration of the ESOP
- To review the ESOP annually and recommend appropriate changes in its terms and conditions, if any, to the Board of Directors. The Compensation Committee may recommend changes in case:
 - This ESOP does not fulfil the objectives set out for the same
 - There are changes in legislation which need to be incorporated in the ESOP
 - Such changes that would facilitate implementation of the ESOP
 - Such changes are for the welfare of the employees

8. Performance evaluation

8.1 The Nomination and Remuneration Committee shall on annual basis review its performance under this charter.

8.2 The Board shall, from time to time, as it deems appropriate review and reassess the adequacy of this charter as per the requirement of the Organisation and various Regulations.



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Annexure 3

Risk Committee Charter

Version	Approval Date
Version V1	21 st July 2018
Version V2	15 th February 2019

Risk Committee Charter

1. PRIMARY OBJECTIVE

The Risk Committee is a committee of the Board, appointed to assist the Board in assessing the effectiveness of risk management practices followed by the Company through-

- Oversight of Risk Policy
- Review of changes to Company's risk profile
- Oversight of the Credit Committee – performance, decisions and minutes of meetings
- Oversight of Company's compliance to its stated risk appetite

2. COMPOSITION & STRUCTURE

2.1. The Risk Committee shall comprise of the following;

S.no	Members	Designation
1	Mr. Gaurav Kumar	Whole-time Director
2	Mr. John Tyler Day	Non-Executive Director
3	Ms. Namrata Kaul	Independent Director
4	Mr. Sridhar Srinivasan	Independent Director
5	Mr. Vineet Sukumar	Whole-time Director

2.2. The Chairperson of the Risk Committee shall be Ms. Namrata Kaul. If the Chairperson is absent, an independent director shall be the chairperson of the meeting. If independent directors are not present, the members present shall select a chairperson.

3. SECRETARY

3.1. The Company Secretary shall act as the Secretary to the committee meetings.

4. QUORUM

4.1. The quorum necessary for transacting business at a meeting of the Committee shall be at least one Whole-time Director and at least one Investor Director.

4.2. The participation of the members of this Committee by video conferencing or by any other audio-visual means shall also be counted for the purposes of quorum under this Committee provided such requirement of participation through video conferencing is informed to the Secretary or to the Committee a day in advance.

4.3. A duly convened meeting of the Committee at which the requisite quorum is present shall be competent to exercise all the powers and responsibilities vested in or exercisable by the Committee.

5. MEETING

5.1. The Risk Committee shall meet quarterly, or more frequently as circumstances dictate. The Chairperson shall approve the agenda for the Committee's meetings, and any member may suggest items for consideration.

5.2. The minutes of the committee will be placed before the Board on a quarterly basis for its approval.

6. SELECTION AND REMOVAL OF MEMBERS:

6.1. The members of the Committee shall be appointed and removed in accordance with the Articles of Association of the Company as and when required.

6.2. Any member who tenders his/her resignation from the Company shall stand removed from the Committee from the date of submission of the resignation letter.

7. ROLE & RESPONSIBILITIES OF THE COMMITTEE

7.1. Risk policy: On an annual basis, the Risk Committee shall annually review and approve the Risk Policy of the Company. All deviation to the approved Risk Policy requires the approval of the Risk Committee.

7.2. Risk profile: The Risk Committee shall oversee the performance of high risk exposures that the Company classifies as watchlist as per risk policy. The Risk Committee shall review the performance of entities that have breached risk triggers defined in the policy.

7.3. Credit deviations: Any credit deviation approved by the Credit Committee shall be presented to the Risk Committee on a quarterly basis for review

7.4. Risk appetite:

- The Risk Committee shall review and approve portfolio thresholds - sector wise, product wise and entity wise.
- The Risk Committee may place a sector or a client on watchlist and task the management with appropriate action, which could be freezing of exposure, run down of exposure, sale of exposure, client engagement etc. as required

7.5. Charter Review

- The Risk Committee may review the Risk Committee Charter at least annually and update the charter as needed to respond to new risks or other requirements, with Board approvals
- Perform any other activity consistent with this charter that the Board or the Risk Committee determines are necessary or appropriate
- Submit the charter to the Board for approval on an annual basis

8. Performance evaluation

8.1. The Risk Committee shall on annual basis review its performance under this charter.

8.2. The Board shall, from time to time, as it deems appropriate review and reassess the adequacy of this charter as per the requirement of the Company.

Annexure 4



Borrowing Committee Charter

Version	Date of Approval
Version V1	26.07.2018
Version V2	10.11.2018
Version V2	10.08.2019

Borrowing Committee Charter

1. PRIMARY OBJECTIVE

The Borrowing Committee (the “Committee”) is established by the Board of Directors (the “Board”) of the Company for assisting the Board in oversight of the Company’s fund-raising activities.

2. COMPOSITION & STRUCTURE

The Committee shall comprise of two Managing Directors. The Chairperson shall be elected at each meeting of the Committee.

3. SECRETARY

The Company Secretary shall act as the Secretary to the Committee Meetings.

4. QUORUM

The quorum necessary for transacting business at a meeting of the Committee shall be two members of the Committee.

The participation of the members of this committee by video conferencing or by any other audio-visual means shall also be counted for the purposes of Quorum under this committee provided such requirement of participation through Video conferencing is informed to the Secretary or to the committee a day in advance.

A duly convened meeting of the Committee at which the requisite quorum is present shall be competent to exercise all the powers and responsibilities vested in or exercisable by the Committee.

5. MEETING

The Committee convenes from time to time on receipt of a borrowing proposal from Treasury. The results of Committee meetings shall be reported to the Board on a quarterly basis. The Committee may invite to its meetings any member of the Management or external parties as it deems appropriate to form a view and decide on a proposal received.

6. SELECTION AND REMOVAL OF MEMBERS:

The members of the Committee will be appointed and removed in accordance with the Articles of Association of the Company as and when required. Any member who tenders his/her resignation from the Company shall stand removed from the Committee from the date of submission of the resignation letter.

7. ROLE & RESPONSIBILITIES OF THE COMMITTEE

The responsibilities of the Committee include approvals of proposals to:

- a. Borrow via loans, non-convertible debentures, non-convertible preference shares, commercial paper, working capital finance and any other debt instrument
- b. Sell down assets via securitisation, direct assignment and sale of securities
- c. Avail non-fund limits such as bank guarantees, letter of credit, letter of comfort etc
- d. To carry out such acts and actions in connection with issue, offer and/ or allotment of debentures and any tranche/ issue thereof and shall include the following, without limitation, if any:
 - Negotiate and deciding on the terms of issuance;
 - Appointment of relevant agencies for successful issue and allotment;
 - Enter into agreements in connection with the issue or to give effect to the issuance/ allotment;
 - Seek approvals or consent from Government or any regulatory authorities or sanction bodies in connection with the issue;
 - Carry out all necessary acts for successful listing of debentures;
 - Create security in accordance with the terms of issue, wherever required;
 - To do all other necessary acts, as authorized by the Board.

The Committee may approve borrowing proposals provided:

1. Gross borrowings (including non-fund facilities) for the financial year are within the borrowing limits approved by the Board
2. Borrowings via non-convertible debentures / commercial paper / non-convertible preference shares for the financial year are within the respective borrowing limits approved by the Board
3. The annualized all in pricing of the borrowing is lower than:

Pricing	Facility
12.00%	Senior Secured facility
12.50%	Senior Unsecured facility
13.00%	Subordinated facility
2.00%	Non-Fund facility

4. The Debt Equity ratio of the Company is lower than 5x where
 - a. Debt is calculated as the total borrowing of the company via loans, debentures, non-convertible preference shares, commercial paper, working capital, promissory notes or any other form of borrowing *plus* financial guarantees extended by the Company *plus* sale of assets where the performance of such sale is protected by first loss support from the Company and
 - b. Equity is calculated as the Tier 1 Capital of the Company as per RBI regulations

The Committee may delegate the execution of documents as it deems appropriate.

In addition, the committee may approve opening of any bank account as well as availing of NEFT/NACH/RTGS/payment/cash management linkages and services of any kind, net / mobile / API / phone banking and other similar non-credit services from a financial services provider.

8. PERFORMANCE EVALUATION

The Committee shall on annual basis review its performance under this Charter. The Board shall, from time to time, as it deems appropriate review and reassess the adequacy of this charter as per the requirement of the organisation and various Regulations.



Annexure 5

Credit Committee Charter

Version	Approval Date	Prepared By
Version V1	21 st July 2018	Head of Risk

Credit Committee Charter

1. PRIMARY OBJECTIVE

The Credit Committee has been established under the delegated authority of the Risk Committee to assist it in designing, implementing and maintaining an effective risk framework; monitoring the risk profile on an ongoing basis and responding to material risks through -

- Approval of each entity, entity limits and transaction
- Oversight of the Company's sector, credit and product strategy
- Oversight of the Risk Framework
- Reviewing the credit health of the Company

2. COMPOSITION & STRUCTURE

2.1. The Credit Committee shall comprise of

- Vineet Sukumar, Whole-time Director
- Gaurav Kumar, Whole-time Director

2.2. The members may induct additional members to the Committee as it deems appropriate

3. SECRETARY

3.1. The Company Secretary shall act as the Secretary to the committee meetings.

4. QUORUM

4.1. The quorum necessary for transacting business at a meeting of the Committee shall be the two members of the Committee.

4.2. The participation of the members of this Committee by video conferencing or by any other audio-visual means shall also be counted for the purposes of quorum under this Committee provided such requirement of participation through video conferencing is informed to the Secretary or to the Committee a day in advance.

4.3. A duly convened meeting of the Committee at which the requisite quorum is present shall be competent to exercise all the powers and responsibilities vested in or exercisable by the Committee.

5. MEETING

5.1. The Credit Committee shall meet weekly, or more frequently as circumstances dictate.

5.2. The minutes of the Credit Committee shall be placed to the Risk Committee and the Board for review on a quarterly basis.

6. SELECTION AND REMOVAL OF MEMBERS:

6.1. The members of the Committee shall be appointed and removed in accordance with the Articles of Association of the Company as and when required.

6.2. Any member who tenders his/her resignation from the Company shall stand removed from the Committee from the date of submission of the resignation letter.

7. ROLE AND RESPONSIBILITIES OF THE COMMITTEE

7.1. Approvals: The Credit Committee may approve the following

- Onboarding of a sector
- Conducting on-site diligence
- Onboarding of each client, as well as appropriate products for such client
- The credit rating, exposure limits at entity/group level and products, in accordance with the Risk Policy
- Quarterly credit assessment and any changes in entity rating
- Introduction of a new product, as well as deviations thereof
- Eligibility criteria
- Each transaction that is
 - a. To an approved entity
 - b. For an approved product
 - c. Within approved limits
 - d. Meeting portfolio risk criteria
 - e. Any changes to the rating model-weights or factors

Approvals through a physical meeting:

- New sector onboarding,
- New entity onboarding,
- Changes to rating model,
- Product notes .

Approvals through circulation:

- Conducting onsite diligence,
- Quarterly credit assessment and changes in entity rating if any,
- Transaction approval .

7.2. Oversight of the Risk Framework

- The Credit Committee shall review sector eligibility criteria for its appropriateness.
- The Credit Committee shall review the rating framework and risk triggers used for entity evaluation.
- The Credit Committee shall review criteria for classifying a credit as watchlist.
- Sector notes for all sectors that the Company has exposure to shall be reviewed and approved by the Credit Committee, at least on an annual basis.
- All Product notes shall be reviewed and approved by the Credit Committee, at least on an annual basis.

7.3. Credit Review

- All approved credits shall be reviewed at least quarterly by the Credit Committee. Any intermediate deterioration in credit profile of an entity reflected through internal rating downgrade or otherwise, must be presented to the Credit Committee at the earliest possible date for review.
- Companies that are on a watchlist shall be reviewed once in a month by the Credit Committee.

7.4. Portfolio review: The Credit Committee shall monitor the Company's portfolio to ensure adherence to portfolio thresholds set by the Risk Committee.

7.5. Charter Review

- The Credit Committee may review this charter at least annually and update as required to respond to new risks or other requirements.
- Perform any other activity consistent with this charter that the Credit Committee determines are necessary or appropriate.
- Submit the updated charter on an annual basis to the Risk Committee and the Board for approval.

8. PERFORMANCE EVALUATION

8.1. The Credit Committee shall on annual basis review its performance under this charter.

8.2. The Risk Committee shall, from time to time, as it deems appropriate review and reassess the adequacy of this charter as per the requirement of the Company.

Annexure 6



Asset Liability Committee Charter

Version	Approval Date	Prepared By	Changes
Version V1	21 st July 2018	Treasury	

Asset Liability Committee Charter

1. PRIMARY OBJECTIVE

The Asset Liability Committee (the “Committee”) is established by the Board of Directors (the “Board”) of the Company for assisting the Board in oversight of the Company’s liquidity and interest rate risk profiles.

2. COMPOSITION & STRUCTURE

The Committee shall comprise of two Wholetime Directors. The Chairperson shall be elected at each meeting of the Committee. The Head of Treasury is a permanent invitee to Committee meetings.

3. SECRETARY

The Company Secretary shall act as the Secretary to the Committee Meetings.

4. QUORUM

The quorum necessary for transacting business at a meeting of the Committee shall be two members of the Committee.

The participation of the members of this Committee by video conferencing or by any other audio-visual means shall also be counted for the purposes of Quorum under this Committee provided such requirement of participation through video conferencing is informed to the Secretary or to the Committee a day in advance.

A duly convened meeting of the Committee at which the requisite quorum is present shall be competent to exercise all the powers and responsibilities vested in or exercisable by the Committee.

5. MEETING

The Committee convenes before 15th of every month. The Committee may also be convened by a member on a need basis. The deliberations and results of Committee meetings shall be reported to the Board on a quarterly basis. The Committee may invite to its meetings any member of the Management or external parties as it deems appropriate to form a view and recommend corrective actions.

6. SELECTION AND REMOVAL OF MEMBERS:

The members of the Committee will be appointed and removed in accordance with the Articles of Association of the Company as and when required. Any member who tenders his/her resignation from the Company shall stand removed from the Committee from the date of submission of the resignation letter.

7. ROLE & RESPONSIBILITIES OF THE COMMITTEE

The Committee shall oversee the following and ensure compliance with internal thresholds approved by the board (as laid down in the Treasury Policy)

1. Review of financial results - Current and projected
2. Review and approval of business plan – Current year and 5 years
3. Liquidity requirements - Current and projected
4. Liquidity Risk – Structural and dynamic
5. Interest Rate Risk – Structural and dynamic
6. Capital Adequacy – Current and projected
7. Capital Allocation – Current and projected
8. Sell Down Targets - Monthly and quarterly

The Committee may recommend appropriate corrective actions (sell downs, change in product mix, change in tenor of borrowings etc) to the Treasury team.

8. PERFORMANCE EVALUATION

The Committee shall on annual basis review its performance under this Charter. The Board shall, from time to time, as it deems appropriate review and reassess the adequacy of this charter as per the requirement of the Organisation and various Regulations.

Annexure 7

Internal Complaints Committee

- Internal Complaints Committee was formed by way of a duly approved resolution passed at the meeting of the Board of Directors held on 16th April 2018, for both Chennai and Mumbai offices of the Company.
- The Committee is formed under the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and is authorized to do the following things:
 - Ensure the prevention of sexual harassment and safety of employees at workplace
 - Organize workshops and awareness programs at regular intervals
 - Receiving complaints of sexual harassment at the workplace
 - Initiating and conducting inquiry as per the established procedure Submitting findings and recommendations of inquiries
 - Coordinating with the employer in implementing appropriate action
 - Maintaining strict confidentiality throughout the-process as per established guidelines
 - Submitting annual reports in the prescribed format
- The Committee shall comprise of the following members:

Name of the member	Designation
Ms. Vamshi Vasudevan	Presiding Officer
Ms. Vaishali Gandhi	Member
Ms. Sudha Rangarajan	Member
Mr. Shaik Irfan Mohammed	Member
Mr. Soumendra Nath Ghosh	Member
Ms. Devika Dharmaraj	External Member



vivriti
CAPITAL

Annexure 8

IT Strategy Committee Charter

Version	Approval Date
Version V1	15 th February 2019

IT Strategy Committee Charter

1. PRIMARY OBJECTIVE

The IT Strategy Committee (hereinafter referred as the “**Committee**”) is a committee of the Board of Directors (hereinafter referred as the “**Board**”) established in accordance with the Company’s constitution and authorised by the Board to assist it in fulfilling its statutory, fiduciary and regulatory responsibilities.

It has the authority and power to exercise the role and responsibilities set out in this charter and granted to it under any separate resolutions of the Board from time to time.

1.1 The Committee shall as per this charter have primary objective of:

- The Committee shall work in partnership with other Board committees and Senior Management to provide input to them.
- The focus of the IT Framework is on IT Governance, IT Policy, Information & Cyber Security, IT Operations, IS Audit, Business Continuity Planning and IT Services Outsourcing arrangements and any other matter related to IT Governance gap-analysis vis-à-vis the Master Direction and the proposed actions and review of the same from time to time
- Its deliberations may be placed before the Board.

2. COMPOSITION & STRUCTURE

2.1. The Committee shall comprise of the following members;

S.no	Members	Designation
1	Mr. Gaurav Kumar	Whole-time Director
2	Mr. John Tyler Day	Non-Executive Director
3	Mr. Sridhar Srinivasan	Independent Director
4	Mr. Vineet Sukumar	Whole-time Director

2.2. The Chairperson of the IT Strategy committee shall be Mr. Sridhar Srinivasan.

2.3. The Constitution of the committee shall vary from time to time basis organisation, regulatory and Board’s requirement.

3. SECRETARY

3.1 The Company Secretary shall act as the Secretary to the Committee Meetings.

4. QUORUM

4.1. The quorum necessary for transacting business at a meeting of the Committee shall be two members of the Committee.

4.2. The participation of the members of this committee by video conferencing or by any other audio-visual means shall also be counted for the purposes of Quorum under this committee provided such requirement of participation through Video conferencing is informed to the Secretary or to the committee a day in advance.

4.3. A duly convened meeting of the Committee at which the requisite quorum is present shall be competent to exercise all the powers and responsibilities vested in or exercisable by the Committee.

5. MEETING

5.1. The Committee shall meet as and when required or as stipulated by Board from time to time but not more than six months should elapse between two meetings.

5.2. The Minutes of the committee will be placed before the Board on quarterly basis for its approval.

6. SELECTION AND REMOVAL OF MEMBERS:

6.1 The members of the Committee will be appointed and removed in accordance with the regulatory and Board's requirement as and when required.

6.2 Any member who tenders his/her resignation from the Company shall stand removed from the Committee from the date of submission of the resignation letter.

7. ROLE & RESPONSIBILITIES OF THE COMMITTEE

7.1 The responsibilities of the Committee shall include the following:

- a) Approving IT strategy and policy documents and ensuring that the management has put an effective strategic planning process in place.
- b) Ascertaining that management has implemented processes and practices that ensure that the IT delivers value to the business.
- c) Ensuring proper balance of IT investments for sustaining Vivriti Capital's growth and becoming aware of exposure towards IT risks and controls.
- d) Ensuring IT investments represent a balance of risks and benefits and that budgets are acceptable.
- e) Monitoring the method that management uses to determine the IT resources needed to achieve strategic goals and provide high-level direction for sourcing and use of IT resources.

8. Performance evaluation

8.1 The IT Strategy Committee shall on annual basis review its performance under this charter.

8.2 The Board shall, from time to time, as it deems appropriate review and reassess the adequacy of this charter as per the requirement of the Organisation and various Regulations.