AGARWAL ASSIGNMENTS PRIVATE LIMITED

CIN: U74899DL1991PTC042566

RBI Certificate of Registration No. B.14.02651 (Base Layer NBFC)

CORPORATE GOVERNANCE POLICY

Version 1.0

Approved by the Board of Directors
Effective Date: [To be inserted upon Board approval]

1. Introduction & Objectives

Agarwal Assignments Private Limited ("the Company" or "AAPL"), a company registered under the Companies Act, 1956 and holding a Certificate of Registration bearing number B.14.02651 issued by the Reserve Bank of India ("RBI") as a Base Layer Non-Banking Financial Company ("NBFC-BL"), recognizes its responsibility as a corporate citizen and is committed to the highest standards of Corporate Governance.

The Company believes that good governance is founded on transparency in business conduct, accountability to its shareholders, borrowers, employees, regulators and other stakeholders, and adherence to ethical business practices. As an RBI-regulated lending institution, trust and prudent conduct are integral to the Company's reputation and to public confidence in the financial system.

The key objectives of this Corporate Governance Policy ("the Policy") are to:

- ➔ Establish clear strategic objectives and a set of corporate values that are communicated throughout the organization;
- ➔ Set and enforce clear lines of responsibility and accountability throughout the Company;
- ➔ Ensure that Directors are suitably qualified, understand their governance responsibilities, and are not subject to undue influence from management or external parties;
- ➔ Ensure that remuneration and incentive structures are consistent with the Company's ethical values, risk appetite and control environment;
- ➔ Ensure sound risk management, internal controls and compliance across all business activities of the Company; and
- ➔ Protect the interests of customers, in particular borrowers availing short-term credit and other financial services from the Company.

The Company ensures good governance through the implementation of effective policies and procedures, which shall be reviewed periodically by the Board of Directors ("the Board").

2. Target Audience

The primary audience for this Policy is the Board of Directors, the Company Secretary, the Compliance Function and such other officials of the Company as may be designated from time to time to support governance, risk and compliance functions. Other employees may access the Policy on a need-to-know basis to understand the governance framework within which the Company operates.

3. Applicability & Validity of the Policy

This Policy applies to the Company, its Board of Directors and Senior Management, and shall become effective from the date of its approval by the Board. The Policy shall remain valid until amended, superseded or withdrawn by the Board. Any change in the Policy necessitated by changes in law, regulation or accounting standards shall be implemented with immediate effect, with a report placed before the Board at its next meeting.

4. Regulatory Reference

This Policy has been framed with reference to, and shall be read subject to, the following (as amended from time to time):

- ➔ The Companies Act, 2013 and the rules made thereunder;
- ➔ The Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, as applicable to a Base Layer NBFC;
- ➔ Other applicable Master Directions, circulars and guidelines issued by the RBI to NBFCs from time to time;
- ➔ Secretarial Standards issued by the Institute of Company Secretaries of India, to the extent applicable to the Company; and
- ➔ Such other applicable Indian laws and regulations as may govern the Company's business.

This Policy has been drafted having regard to the size, nature and scale of the Company's operations as a Base Layer NBFC engaged in short-term credit and other financial services permitted under applicable RBI regulations. The Company is presently a private limited, unlisted entity; accordingly, provisions of law applicable exclusively to listed companies or to specific classes of NBFCs (such as NBFC-Middle Layer, NBFC-Upper Layer or NBFC-Micro Finance Institutions) have not been incorporated into this Policy, except where voluntarily adopted as good governance practice. Any amendment to applicable regulations shall override the corresponding provision of this Policy to the extent of the inconsistency, and this Policy shall be read and applied accordingly, pending formal amendment.

5. Key Elements of Corporate Governance

The mission of Agarwal Assignments Private Limited is to be a responsible and trusted provider of short-term credit and other permitted financial services, conducted with integrity, prudence and fairness towards its customers and stakeholders.

The Company believes that Corporate Governance extends beyond checks and balances; it is central to building organizational credibility, protecting customer interests, ensuring regulatory compliance, and creating sustainable long-term value for shareholders, without compromising on ethical standards.

6. Governance Framework

6.1 Board Composition

The Board of the Company shall have a composition appropriate to its size and regulatory status, in line with the Companies Act, 2013 and the Articles of Association of the Company.

The Board's strength shall be governed by the Articles of Association of the Company, subject to the minimum of three (3) Directors prescribed for a private limited company under the Companies Act, 2013. The Board may increase its strength, including by induction of additional Independent, Non-Executive or Executive Directors, as its scale of operations grows, by way of a resolution passed in accordance with law.

In compliance with Section 165 of the Companies Act, 2013, no Director of the Company shall hold office as a director in more than twenty (20) companies, and directorships in public companies held by any Director shall not exceed ten (10), computed in accordance with the said Section.

6.2 Decision-Making Authority

Subject to the provisions of the Companies Act, 2013, the Articles of Association of the Company, and applicable RBI regulations, day-to-day strategic and operational decisions of the Company shall be exercised by the Director, subject at all times to the oversight, review and approval of the Board wherever such approval is required by law or by this Policy. Matters requiring statutory Board or shareholder approval, matters materially affecting the risk profile of the Company, and matters reserved to the Board under this Policy or under any charter of a Board Committee shall not be decided unilaterally and shall be placed before the Board or the relevant Committee, as applicable.

The Director & CFO shall exercise decision-making authority in relation to financial management, treasury, accounting and financial reporting matters, subject to the oversight of the Board and the Audit Committee. The Independent Director shall provide independent oversight and challenge on matters placed before the Board and its Committees, without involvement in the day-to-day executive functioning of the Company.

6.3 Board Meetings and Quorum

The Board shall meet as required under the Companies Act, 2013, and in any event at a minimum of four (4) times in a year, with not more than one hundred and twenty (120) days intervening between two consecutive meetings. Notice of Board meetings shall ordinarily be circulated at least seven (7) days in advance, except where a meeting is convened at shorter notice in accordance with law. The quorum for Board meetings shall be as prescribed under the Companies Act, 2013.

6.4 Attendance at Board Meetings

Directors shall endeavour to attend all meetings of the Board and of Committees of which they are members, whether in person or through video conferencing or other audio-visual means permitted under law. Where a Director is unable to attend a specific meeting, leave of absence shall be obtained from the Board.

6.5 Minutes

Minutes of every meeting of the Board and its Committees shall be recorded and circulated in accordance with Secretarial Standard-1 issued by the Institute of Company Secretaries of India, and shall be confirmed by the Board or the relevant Committee at its next meeting.

6.6 Duties and Responsibilities of the Board of Directors

As a matter of Corporate Governance, the Directors of the Company shall observe the following duties:

- ➔ Act in good faith 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, shareholders, customers and the community;
- ➔ Exercise duties with due and reasonable care, skill and diligence, and exercise independent judgment;
- ➔ Avoid situations involving direct or indirect conflict, or possible conflict, with the interests of the Company;
- ➔ Refrain from achieving or attempting to achieve any undue gain or advantage for themselves, their relatives, partners or associates; any Director found guilty of making such undue gain shall be liable to pay an amount equal to that gain to the Company;
- ➔ Not assign their office; any such assignment shall be void;

- ➔ Oversee the Company's performance and ensure protection and maximization of long-term shareholder value;
- ➔ Provide leadership and guidance to management, and direct, supervise and control the Company's performance;
- ➔ Play an active role in policy formulation, strategy, and matters critical to the long-term development of the Company; and
- ➔ Periodically review the Company's compliance status across applicable laws and regulations, and the steps taken to remediate instances of non-compliance.

6.7 Role of the Independent Director

The Independent Director shall bring objective, independent judgment to the Board's deliberations, safeguard the interests of all stakeholders (particularly minority shareholders and customers), and ensure that the Company's risk appetite and control environment are appropriately balanced against its growth objectives. The Independent Director shall chair the Audit Committee and shall participate actively in the Risk Management Committee and such other Committees as the Board may determine. The Independent Director shall not have any material pecuniary relationship with the Company, its promoters, or Senior Management, other than remuneration permitted under applicable law.

6.8 Role of the Director & Chief Financial Officer

The Director & CFO shall be responsible for the Company's financial management, treasury operations, accounting policies, financial reporting, budgeting, and coordination with statutory and internal auditors. The Director & CFO shall chair the Asset Liability Management Committee and shall be a member of the Audit Committee and the Risk Management Committee, subject to applicable independence requirements, and shall keep the Board informed of the Company's financial position, liquidity and capital adequacy on a periodic basis.

6.9 Responsibilities of Senior Management

Senior Management (comprising functional heads and officials reporting to the Director, including in the areas of credit, operations, risk, compliance, information technology and customer service) shall be responsible for implementing Board-approved policies, operating within the Delegation of Authority approved by the Board, and escalating material risks, exceptions or non-compliances to the Board or the relevant Committee in a timely manner. Senior Management shall be held accountable for adherence to the Company's values, risk appetite and risk culture, regardless of the financial outcome to the Company.

6.10 Minimum Information to be Placed Before the Board

Without limiting the generality of matters reserved to the Board, the following information shall be placed before the Board, as applicable to the Company's scale of operations:

- ➔ Annual operating plans, budgets, and material updates thereto;
- ➔ Quarterly and annual financial results and financial statements;
- ➔ Minutes of meetings of the Audit Committee, Risk Management Committee, Asset Liability Management Committee and any other Committee of the Board;

- ➔ Information relating to appointment, remuneration or removal of Senior Management, including the Chief Financial Officer and the Company Secretary;
- ➔ Any show-cause notice, demand, prosecution notice or penalty notice from a regulator that is materially important;
- ➔ Any material default in the Company’s financial obligations, or substantial non-payment by the Company;
- ➔ Details of significant credit losses, fraud incidents, or material operational risk events;
- ➔ The status of the Company’s risk management framework and risk management strategy;
- ➔ Compliance status with corporate governance requirements, including composition and functioning of Board Committees; and
- ➔ Any other information that the Board may reasonably require to discharge its functions and take informed decisions.

7. Committees of the Board

Having regard to the size of the Company, its Base Layer NBFC status, and the nature of its business activities, the Board has constituted the following Committees to focus effectively on specific governance matters. These Committees operate as empowered agents of the Board, in accordance with their respective terms of reference, and report to the Board on a periodic basis. The Board may constitute additional Committees, or reconstitute existing Committees (including, where required by future regulatory change or business growth, a Nomination and Remuneration Committee or such other Committee), as may become necessary.

- ➔ Audit Committee
- ➔ Risk Management Committee
- ➔ Asset Liability Management Committee (ALCO)
- ➔ Executive & Management Committee

Committees not presently constituted — including a Corporate Social Responsibility Committee, Stakeholders Relationship Committee, IT Strategy Committee, and Nomination and Remuneration Committee — are not legally applicable to the Company at its current scale (as elaborated in Sections 7.6 and 9 below) and have accordingly been excluded from this Policy. The Board shall constitute such Committees if and when they become legally required or operationally necessary.

7.1 Operating Framework of Committees

- ➔ Every Committee shall have defined objectives, roles and responsibilities, including any applicable regulatory aspects;
- ➔ Every Committee shall operate under a written charter covering its purpose, constitution and composition, roles and responsibilities, and reporting requirements;
- ➔ Any change to a Committee’s charter or composition shall require intimation to, and approval of, the Board;
- ➔ Minutes shall be prepared for every Committee meeting and signed off by the members; and
- ➔ Suitable documentation shall be maintained evidencing adherence to applicable regulatory guidelines and the functioning of each Committee.

7.2 Audit Committee

The Company has constituted an Audit Committee as a matter of good governance practice, in view of its status as an RBI-regulated lending entity. The Committee's composition and operation are guided by the principles underlying Section 177 of the Companies Act, 2013, although that Section does not presently apply mandatorily to the Company as a private limited company below the prescribed thresholds. The Audit Committee's object is to review and monitor the Company's financial reporting process, internal financial controls, accounting compliance, and audit plans.

Chairman	The Independent Director shall chair the Audit Committee.
Composition	The Committee shall comprise the three Directors of the Board. As the Board expands, the Company shall endeavour to increase the proportion of Independent Directors on the Committee in line with sound governance practice and applicable law.
Secretary	The Company Secretary shall act as Secretary to the Committee.
Meetings & Quorum	The Committee shall meet at least four (4) times a year, with not more than four months elapsing between two meetings. The quorum shall be two members, including the Chairman or, in his/her absence, another Independent Director if available.
Terms of Reference	The Audit Committee shall: review the adequacy and independence of the internal and statutory audit function; recommend the appointment, remuneration and terms of appointment of auditors; review annual and periodic financial statements and the auditor's report before submission to the Board, with reference to changes in accounting policy, significant transactions, related party transactions, capital expenditure, and significant accounting adjustments; review the adequacy of the whistle-blower mechanism; look into cases of fraud or default; periodically interact with the statutory auditor; approve and review the Risk Based Internal Audit plan and its performance; and discharge such other role as may be prescribed under applicable RBI guidelines, circulars or master directions from time to time.
Meeting Minutes	Minutes shall be approved by the Chairman of the Committee and noted and confirmed by the Board at its next meeting.

7.3 Risk Management Committee

The Company has constituted a Risk Management Committee to oversee the integrated risks associated with its business, including credit risk, operational risk, liquidity risk, compliance risk, information security risk, fraud risk, and reputation risk.

Chairman	The Director shall chair the Risk Management Committee.
Composition	The Committee shall comprise all three Directors of the Board, including the Independent Director. Senior Management officials responsible for risk, credit and compliance may be invited to attend meetings.
Secretary	The Company Secretary shall act as Secretary to the Committee.
Meetings & Quorum	The Committee shall meet at least twice a year, with not more than one hundred and eighty (180) days elapsing between two consecutive meetings. The quorum shall be two members, including at least one Independent Director.
Terms of Reference	The Committee shall: monitor and review the Company's risk management plan and risk appetite; review credit risk, operational risk, liquidity risk, compliance risk, information security risk, fraud risk and other risks associated with the Company's business; recommend strategic actions to mitigate identified risks; appraise the Board at regular intervals on the risk management system, policy and strategy; lay down procedures to inform the Board of risk assessment and minimization procedures; and discharge such other role as may be prescribed by RBI guidelines applicable to the Company from time to time.
Meeting Minutes	Minutes shall be approved by the Chairman of the Committee and noted and confirmed by the Board at its next meeting.

7.4 Asset Liability Management Committee (ALCO)

The Company has constituted an Asset Liability Management Committee to evaluate, monitor and approve the flow of funds through borrowings from various sources, and to ensure that an appropriate balance is maintained between the Company's capital structure and its debt, and to manage liquidity risk.

Chairman	The Director & CFO shall chair the Asset Liability Management Committee.
Composition	The Committee shall comprise the Director & CFO and the Director, with the Independent Director invited to attend as appropriate. Senior officials responsible for treasury and finance functions may be invited to attend.
Secretary	The Company Secretary shall act as Secretary to the Committee.
Meetings & Quorum	The Committee shall meet as frequently as necessary to review liquidity and funding matters, and in any event at

	least once every quarter. The quorum shall be two members.
Terms of Reference	The Committee shall: address concerns regarding asset-liability mismatches; achieve optimal return on capital employed while maintaining acceptable levels of liquidity risk; address concerns regarding interest rate risk exposure; decide on investment of the Company's surplus funds; and undertake such other acts as may be directed by the Board and required to comply with applicable laws.
Meeting Minutes	Minutes shall be approved by the Chairman of the Committee and noted and confirmed by the Board at its next meeting.

7.5 Executive & Management Committee

The Company has constituted an Executive & Management Committee to assist the Board with day-to-day operational, banking and financing matters, within the overall approvals and limits set by the Board.

Chairman	**The Director shall chair the Executive & Management Committee.**
Composition	The Committee shall comprise the Director and the Director & CFO.
Secretary	The Company Secretary shall act as Secretary to the Committee.
Meetings & Quorum	The Committee shall meet as and when required. The quorum shall be both members.
Terms of Reference	The Committee shall, within the overall approval of the Board: accept, modify or revise terms of loans and borrowing facilities availed by the Company from banks and financial institutions; approve transactions relating to raising of funds through permissible instruments, including subscription to debentures, bonds or other debt instruments; enter into hedging or derivative transactions with banks as required; create security, pledge, mortgage or charge over the Company's assets to secure borrowings availed by the Company; open, operate and close current or operating bank accounts and authorise signatories thereto; invest surplus funds of the Company in permitted instruments, within limits approved by the Board; and attend to such other operational and banking matters as the Board may direct from time to time.
Meeting Minutes	Minutes shall be approved by the Chairman of the Committee and noted and confirmed by the Board at its next meeting.

7.6 Committees Not Presently Constituted

The following Committees, though relevant to certain categories of companies or NBFCs, are not presently applicable to the Company and have accordingly not been constituted:

- ➔ Corporate Social Responsibility Committee — not applicable as the Company does not presently meet the net worth, turnover or net profit thresholds prescribed under Section 135 of the Companies Act, 2013. The Company shall constitute a CSR Committee and comply with applicable CSR requirements if and when such thresholds are met.
- ➔ Nomination and Remuneration Committee — Section 178 of the Companies Act, 2013 does not presently apply mandatorily to the Company as an unlisted private company below the prescribed thresholds. Matters of Director and Senior Management appointment and remuneration are presently overseen directly by the Board. The Board may voluntarily constitute a Nomination and Remuneration Committee as the Company grows.
- ➔ Stakeholders Relationship Committee — applicable primarily to listed entities with a large base of security holders; not applicable to the Company as an unlisted private company.
- ➔ IT Strategy Committee — while not mandatorily applicable to a Base Layer NBFC, matters of IT strategy, cybersecurity and information security governance shall be overseen directly by the Board and the Risk Management Committee until such time as the scale of the Company's IT operations warrants a dedicated Committee.

8. Statutory Auditors

- ➔ Upon the recommendation of the Audit Committee, the Statutory Auditors of the Company shall be appointed, re-appointed or rotated in accordance with the provisions of the Companies Act, 2013 and applicable RBI guidelines governing appointment of statutory auditors of NBFCs, as amended from time to time.
- ➔ The Company shall appoint its Statutory Auditors for a continuous period as permitted under applicable RBI guidelines, subject to the auditors satisfying prescribed eligibility norms each year.
- ➔ The Company shall observe applicable requirements, if any, relating to rotation of the audit engagement partner, and shall incorporate appropriate terms to this effect in the letter of appointment of the auditors.

9. Related Party Transactions

All related party transactions of the Company shall be entered into on an arm's length basis and in the ordinary course of business, in accordance with the provisions of the Companies Act, 2013, applicable accounting standards, and applicable RBI guidelines on related party transactions for NBFCs. All such transactions shall be reviewed by the Audit Committee and, where required by law, approved by the Board or shareholders, as applicable. Adequate disclosure of related party transactions shall be made in the Company's financial statements.

10. Risk Management Framework

The Company shall maintain a Board-approved risk management framework addressing, at a minimum, the following risk categories relevant to its business as a Base Layer NBFC engaged in short-term credit and other permitted financial services:

- ➔ Credit Risk — arising from the possibility of default by borrowers, managed through prudent credit appraisal, underwriting standards and monitoring;
- ➔ Operational Risk — arising from inadequate or failed internal processes, people, systems or external events;
- ➔ Liquidity Risk — arising from the Company's inability to meet its financial obligations as they fall due, managed through the Asset Liability Management Committee;
- ➔ Compliance and Regulatory Risk — arising from failure to comply with applicable laws, regulations and RBI directions;
- ➔ Information Security and Cyber Risk — arising from threats to the confidentiality, integrity and availability of the Company's information systems and customer data;
- ➔ Fraud Risk — arising from internal or external fraudulent activity;
- ➔ Customer Protection and Conduct Risk — arising from unfair, non-transparent or non-compliant dealings with customers;
- ➔ Reputation Risk — arising from adverse public perception of the Company's conduct; and
- ➔ Business Continuity Risk — arising from disruption to the Company's critical operations.

The Risk Management Committee shall periodically review the Company's risk profile across these categories, and shall report to the Board on the adequacy and effectiveness of the risk management framework.

11. Compliance Framework

The Company shall maintain a compliance function responsible for monitoring adherence to applicable laws, RBI directions and internal policies, and for reporting instances of non-compliance to the Audit Committee and the Board. All guidelines and regulations issued by the Company's regulators shall be complied with in letter and spirit, and the Company's systems and procedures shall be periodically reviewed to ensure conformity with the highest ethical standards.

12. Financial Governance

The Company shall maintain robust financial governance, including a Board-approved Delegation of Authority setting out monetary, credit and administrative approval limits for various roles; timely and accurate financial reporting in accordance with applicable accounting standards; and appropriate internal financial controls. The Director & CFO shall be responsible for the integrity of the Company's financial statements, and the Audit Committee shall review such statements before their submission to the Board.

13. Internal Controls

The Company shall maintain a system of internal controls commensurate with its size and the nature of its business, including segregation of duties across the critical activities of authorization, custody, record-keeping and reconciliation, so that no single individual is able to control a complete transaction cycle. Standard Operating Procedures (SOPs) shall be documented for key functions and activities of the Company and shall be periodically updated, with appropriate version control maintained on record.

14. Ethical Conduct and Code of Conduct

The Company shall adopt a Code of Conduct approved by the Board, binding on the Board of Directors and Senior Management, comprising all officials one level below the Director, including all functional heads. The Code of Conduct shall be signed off on an annual basis, and reasonable care shall be taken to ensure that employees adhere to it.

15. Conflict of Interest

Every Director and member of Senior Management shall avoid situations that give rise to an actual or potential conflict between their personal interest and the interest of the Company. Directors shall disclose any interest, direct or indirect, in any contract or arrangement entered into or proposed to be entered into by the Company, in accordance with the Companies Act, 2013, and shall recuse themselves from participating in, or voting on, any matter in which they have such an interest.

16. Customer Protection and Responsible Lending

The Company is committed to fair, transparent and responsible lending practices in respect of all its short-term credit and other financial services. The Company shall maintain a Board-approved Fair Practices Code, addressing, at a minimum: transparent disclosure of loan terms, interest rates and charges to borrowers prior to sanction; fair and non-coercive recovery practices; timely redressal of customer grievances; and prohibition of practices that could result in over-indebtedness or exploitation of customers. The Company shall ensure that its interest rate and charge structures are determined on a reasonable and transparent basis, and are disclosed to borrowers in the manner required under applicable RBI guidelines.

17. Information Security and Data Privacy

The Company shall maintain appropriate information security controls to protect the confidentiality, integrity and availability of its information systems and customer data, commensurate with its scale of digital operations and the threat environment. The Company shall implement reasonable safeguards for the collection, storage, use and sharing of customer personal information in accordance with applicable Indian data protection laws and RBI guidelines on data privacy and outsourcing, and shall ensure that customer consent is obtained where required. The Board and the Risk Management Committee shall periodically review the adequacy of the Company's information security and data privacy controls, including business continuity and disaster recovery arrangements for critical IT systems.

18. Confidentiality

Directors, Senior Management and employees shall not disclose confidential information relating to the Company, including commercial or business strategy, unpublished price-sensitive information, customer data or borrower information, except where such disclosure is expressly approved by the Board, required under applicable law, or made to a regulator or auditor in the course of their duties.

19. Whistleblower Mechanism

The Company has established a Whistleblower/Vigil Mechanism enabling employees and Directors to report, in good faith and without fear of victimization, concerns about unethical behaviour, actual or suspected fraud, or violation of the Company's Code of Conduct or other policies. The mechanism shall provide for adequate safeguards against victimization of persons using it, and shall provide direct access to the Independent Director or the Audit Committee Chairman in appropriate cases. The Audit Committee shall periodically review reports and investigations arising under the Whistleblower Mechanism.

20. Grievance Redressal Mechanism

The Company shall maintain a mechanism for receiving and addressing complaints from customers and other stakeholders, with emphasis on fair and expeditious resolution regardless of the source of the complaint. Grievance redressal procedures, including designated escalation points and timelines, shall be documented and made available to customers in accordance with the Company's Fair Practices Code and applicable RBI guidelines.

21. Fit and Proper Criteria for Directors

- ➔ The Company shall maintain a Board-approved policy for ascertaining the "fit and proper" status of its Directors, at the time of appointment and on a continuing basis, in line with applicable RBI guidelines as amended from time to time;
- ➔ The Company shall obtain a declaration and undertaking from each Director in the format prescribed by the RBI;
- ➔ The Company shall execute a Deed of Covenant with each Director, in the format prescribed by the RBI; and
- ➔ The Company shall furnish to the RBI such periodic statements on change of Directors, and such certifications regarding compliance with fit and proper criteria, as may be required under applicable RBI guidelines.

22. Business Continuity

The Company shall maintain a Board-approved Business Continuity Plan addressing the continuity of its critical business operations and IT systems in the event of disruption. The adequacy and effectiveness of the Business Continuity Plan shall be reviewed at least annually by the Board or the Risk Management Committee.

23. Corporate Culture and Values

To promote a sound corporate culture, the Board shall ensure that:

- ➔ Corporate values are set and adhered to by the Board, Senior Management and employees, creating an expectation that all business is conducted in a legal and ethical manner;

- Risk awareness is promoted within a strong risk culture, with the Board conveying that it does not support excessive risk-taking and that all employees are responsible for helping ensure the Company operates within its agreed risk appetite;
- Corporate values, professional standards and the Code of Conduct are communicated throughout the Company, together with supporting policies; and
- Employees are encouraged and able to communicate, confidentially and without risk of victimization, legitimate concerns about illegal, unethical or questionable practices, through the Whistleblower Mechanism.

24. Disclosure and Transparency

The Company shall disclose the following in its Annual Financial Statements, to the extent applicable and required under RBI guidelines on disclosure by NBFCs:

- Registration, license or authorization obtained from regulators, including its RBI Certificate of Registration number B.14.02651;
- Ratings, if any, assigned by credit rating agencies and any migration of ratings during the year;
- Penalties, if any, levied by any regulator; and
- Asset-liability profile, non-performing assets and movement thereof, and such other disclosures as may be prescribed by the RBI from time to time.

25. Shareholder Governance

The Company shall keep its shareholders appropriately informed of material matters affecting the Company, in accordance with the Companies Act, 2013 and the Articles of Association. Shareholder approvals shall be obtained wherever required by law, including in relation to related party transactions, borrowings, and other matters reserved for shareholder decision-making. The Company shall ensure timely and accurate maintenance of statutory registers and records relating to its shareholders.

26. Performance Evaluation

The Board shall evaluate, at least once every financial year, the performance of (a) individual Directors, (b) Committees of the Board, and (c) the Board as a whole, using the evaluation formats set out at Annexure A. The evaluation may be conducted through physical circulation of evaluation forms among Directors, or through any suitable electronic or software-based mechanism adopted by the Company. Any specific area for improvement identified in respect of a Director shall be separately recorded and communicated.

27. Policy Review and Amendment

This Policy shall be reviewed by the Board at least once every year, or earlier if warranted by changes in applicable law, RBI guidelines, or the Company’s business or risk profile. Amendments to this Policy shall be approved by the Board and shall take effect from the date of such approval, unless a different effective date is specified by the Board.

28. Effective Date and Approval Authority

This Policy shall be effective from the date of its approval by the Board of Directors of the Company, as recorded in the Document Control section of this Policy. This Policy has been approved by the Board of Directors of Agarwal Assignments Private Limited as the Approval Authority.

Annexure A — Broad Guidelines for Performance Evaluation

The Company shall evaluate the performance of the Board of Directors, the Board as a whole, and the Committees of the Board, at least once every financial year, using the broad parameters set out below. Directors may rate performance under each parameter as “Needs Improvement”, “Satisfactory”, or “Above Satisfactory”, and may record specific comments for improvement against any Director, Committee, or the Board as a whole.

A.1 Evaluation of Individual Directors — Indicative Parameters

1. Undertakes appropriate induction and regularly updates skills, knowledge and familiarity with the Company;
2. Seeks appropriate clarification of information and takes independent professional advice where necessary, at the Company’s expense;
3. Strives to attend all meetings of the Board and Committees of which they are a member;
4. Participates constructively and actively in Committees on which they serve;
5. Ensures that concerns about the Company’s affairs are addressed by the Board, and recorded in the minutes if unresolved;
6. Keeps informed about the Company and the external environment in which it operates;
7. Does not unfairly obstruct the functioning of the Board or any Committee;
8. Pays sufficient attention to related party transactions and ensures they are in the interest of the Company;
9. Ascertains that the Company has an adequate and functional vigil (whistleblower) mechanism;
10. Reports concerns about unethical behaviour, suspected fraud or violation of the Code of Conduct;
11. Acts within their authority and protects the legitimate interests of the Company, shareholders and employees;
12. Does not disclose confidential information without Board approval or legal requirement;
13. Acts in accordance with the Articles of Association and in good faith to promote the objects of the Company;
14. Exercises duties with due care, skill, diligence and independent judgment;
15. Avoids situations of direct or indirect conflict of interest;
16. Does not seek undue gain or advantage for self, relatives, partners or associates;
17. Does not assign their office as Director; and
18. Demonstrates knowledge of, or effective participation in, risk management, compliance and business continuity matters.

A.2 Evaluation of Board Committees — Indicative Parameters

19. Composition of the Committee is in compliance with applicable law and RBI guidelines;
20. The Committee has appropriate expertise and experience to meet the Company’s needs;
21. The Committee functions in accordance with its terms of reference;

22. The Committee is achieving the purpose for which it was constituted;
23. The Committee dedicates appropriate time and resources to its responsibilities;
24. The Committee has access to Statutory Auditors, Internal Auditors and Senior Management as needed;
25. The Committee performs its tasks effectively and reports clearly to the Board;
26. The frequency of Committee meetings is adequate; and
27. The Chairman of the Committee effectively leads and facilitates Committee meetings.

A.3 Evaluation of the Board as a Whole — Indicative Parameters

28. The composition of the Board is in compliance with applicable law;
29. The Board has appropriately delegated responsibilities to its Committees;
30. The Board’s integrity and ability to handle conflict constructively are adequate;
31. The Board spends adequate time reviewing policies, key processes, critical issues and long-term strategy;
32. There is clarity between the Board and management regarding their respective roles;
33. The Board has access to Statutory Auditors, Internal Auditors and Senior Management as needed;
34. The Board members spend sufficient time understanding the Company’s strategy, financial reporting risks and internal controls;
35. The frequency and duration of Board meetings are adequate to discuss important matters in detail;
36. The Board has the right mix of skills and experience for effective functioning;
37. The Board has established a strong vigil (whistleblower) mechanism;
38. The Board takes into account significant risks affecting the Company, including regulatory, compliance, information security and business continuity matters; and
39. The Chairman of the Board effectively leads and facilitates Board meetings.

Annexure B — Glossary

Abbreviation	Details
AAPL / Company	Agarwal Assignments Private Limited
ALCO	Asset Liability Management Committee
Board	Board of Directors of the Company
CFO	Chief Financial Officer
CoR	Certificate of Registration
DOA	Delegation of Authority
NBFC	Non-Banking Financial Company
NBFC-BL	Non-Banking Financial Company – Base Layer
RBI	Reserve Bank of India
SOP	Standard Operating Procedure