

CENTRUM FINANCIAL SERVICES LIMITED

GUIDELINES ON
CORPORATE GOVERNANCE

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1. Preamble and Company's philosophy on Corporate Governance:

Centrum Financial Services Limited ("**the Company / CFSL**") is a subsidiary of Centrum Capital Limited ("**CCL**") and is a Non Deposit Accepting – Systemically Important Non-Banking Finance Company ("**NBFC-ND-SI**") and is registered with the Reserve Bank of India ("**RBI**") as a "Loan Company-Non Deposit Taking"

The Company draws its philosophy from its parent CCL, whose shares are listed on the stock exchanges. It is the Company's endeavor to excel through better Corporate Governance and fair and transparent practices.

Corporate Governance means the system of rules, practices and processes by which a Company is administered and controlled. It involves balancing the interests of the various stakeholders of the Company including shareholders, employees, customers and the community within which it operates. These corporate governance guidelines will help the Company in attaining its objectives/goals, since it encompasses every sphere of operations, management, action plans, internal controls and regulatory disclosure.

2. RBI Guidelines on Corporate Governance:

RBI vide its Master Direction DNBR. PD. 008/03.10.119/2016-17 dated September 1, 2016, as amended from time to time ("**RBI Direction**") directed NBFCs to frame internal guidelines on corporate governance which is to be approved by its Board of Directors.

3. Governance Structure:

a. Board of Directors:

The Board of Directors ("**the 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 Board of the Company shall have an optimum combination of Executive and Non-Executive directors in compliance with the Companies Act, 2013 and other regulatory guidelines, if any.

b. Code of Conduct:

All the directors on the Board of the Company are required to sign "Deed of Covenant (Deed)" as per the format prescribed under the RBI Directions. This Deed prescribes the duties, responsibilities and obligations of the Directors. This shall be also construed as "Code of Conduct for the Directors".

Further, the Parent Company viz, Centrum Capital Limited (CCL) has framed a Code of Conduct for its employees which covers employees of all the entities under CCL. Accordingly, all employees of the Company including Executive Directors follow aforesaid Code of Conduct as framed by the Parent Company, CCL.

c. Committees of the Board:

The Board functions as a full Board and also through various Committees constituted to oversee specific areas. The Committees have oversight of operational issues assigned to them by the Board. Accordingly, the core Committees constituted by the Board in this connection are as follows:

i. Audit Committee:

The Company has in place an Audit Committee constituted under the provisions of Section 177 of the Companies Act, 2013 and in terms of applicable RBI guidelines in this regard.

The Audit Committee shall have the powers and duties conferred upon it in compliance with the provisions of Section 177 of the Act, applicable RBI/ SEBI Regulations and such other duties, obligations and powers as may be prescribed by the Board of the Company from time to time.

ii. Nomination and Remuneration Committee:

The Company has in place an 'Nomination and Remuneration Committee' under the provisions of Section 178 of the Companies Act, 2013 and in terms of the applicable RBI guidelines issued in this regard from time to time.

The Nomination and Remuneration Committee shall have the powers and duties conferred upon it in compliance with the provisions of Section 178 of the Act, applicable RBI/ SEBI Regulations and such other duties, obligations and powers as may be prescribed by the Board of the Company from time to time.

iii. Asset-Liability Management Committee:

The Company has in place the Asset-Liability Management Committee ("**ALCO**") constituted in accordance with the RBI guidelines. The ALCO's primary goal is to evaluate, monitor and approve practices relating to risk due to imbalances in the capital structure. The Company has a Board approved Asset Liability Management Policy in place and required disclosures to the effect are made from time to time.

iv. Risk Management Committee:

The Company has in place a Risk Management Committee. The Risk Management Committee is responsible for managing, inter alia the integrated risk which includes liquidity risk, interest rate risk, currency risk and such other functions as may be assigned to it by the Board of the Company. Further, the Risk Management Committee shall ensure that progressive risk management system and risk management policy and strategy followed by the Company are put in place.

v. Other Committees:

In addition to the aforesaid Committees, the Company has also constituted the following Committees:

- Credit Committee
- Investment Committee
- Corporate Social Responsibility Committee
- IT Strategy Committee
- Outsourcing Committee

Further in accordance with the needs of the business and applicable regulatory guidelines, the Company shall form additional committees which shall be deemed to form part of these guidelines.

d. Fit & Proper Criteria:

In terms of the RBI Direction, the Company has in place a Board approved policy on 'Fit and Proper Criteria for Directors' ("**the Policy**"). Pursuant to the Policy, the Company shall obtain necessary disclosures from Directors from time to time. Further, the Company ensures compliance with the provisions laid down in the said Policy.

As required under the above referred RBI Direction, the Company shall ensure to furnish to the RBI on a quarterly basis, statement on change of directors and a certificate confirming that fit and proper criteria in selection of the directors has been followed. The same should be submitted to the Regional Office of RBI within 15 days of the close of the respective quarter and the statement for the quarter ending March 31, should be certified by the auditors.

e. Vigil Mechanism:

Pursuant to Rule 7 of the Companies (Meetings of Board and its Powers) Rules 2014 read with Section 177(9) of the Act, Vigil Mechanism Framework ("**the framework**") has been framed by the Company to enable directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of Code of Conduct.

The objective of this mechanism is to maintain a redressal system which can process all complaints concerning questionable accounting practices, internal controls, or fraudulent reporting of financial information.

f. Disclosure and Transparency:

(a) The Company shall update the Board of Directors, on annual basis or such other frequency as decided by the Board, the following:

- The progress made in putting in place a progressive risk management system and risk management policy and strategy followed by the Company;
- Conformity with corporate governance standards viz., in composition of various committees, their role and functions, periodicity of the meetings and compliance with coverage and review functions, etc.

(b) The following shall be disclosed in the Company's Annual Financial Statements:

- registration/ license/ authorisation, by whatever name called, obtained from other financial sector regulators;
- ratings assigned by credit rating agencies and migration of ratings during the year; o penalties, if any, levied by any regulator;
- information namely, area, country of operation and joint venture partners with regard to Joint ventures and overseas subsidiaries and
- asset-liability profile, extent of financing of parent Company products, NPAs and movement of NPAs, details of all off-balance sheet exposures, structured products issued by the Company as also securitization/ assignment transactions and other disclosures, as may be prescribed by RBI from time to time.

In addition to the above, all other disclosures as mandated by regulatory guidelines shall be made by the Company.

g. Statutory Auditors:

The appointment of Statutory auditors and the partner/s of the Chartered Accountant Firm conducting the Statutory Audit of the Company, shall be in terms of the provisions of Section 139 and 141 of the Companies Act, 2013 and in accordance with the applicable RBI guidelines as amended from time to time.

h. Policies adopted by the Company

The following policies have also been framed and adopted by the Board of the Company, and forms part and parcel of the overall corporate governance framework of the Company. Further the Company shall as and when required keep framing additional policies which shall be adopted by the board and shall be deemed to be part of the Corporate Governance Guidelines.

- Fair Practices Code
- Grievance Redressal Policy
- Credit Policy
- Policy on Related Party Transactions
- KYC and AML Policy
- Policy on Fit and Proper Criteria
- Asset Liability Management Policy
- Risk Management Policy
- Policy on Planning and Raising of Resources
- Policy on Prevention of Sexual Harassment at the workplace
- Corporate Social Responsibility Policy
- Investment Policy
- Demand loan Policy
- Outsourcing Policy
- Whistle Blower Policy
- Preservation of Documents Policy

4. Review:

These guidelines shall be reviewed by the Board of Directors at such intervals as and when deemed necessary, in order to align the same with the prevalent regulatory and business requirements.