

Riwaaz Investments Private Limited

**INTERNAL GUIDELINES ON CORPORATE GOVERNANCE
OF
RIWAAZ INVESTMENTS PRIVATE LIMITED
(VERSION 1)**

RIWAAZ INVESTMENTS PRIVATE LIMITED

Regd. Off & Corporate office: 306, Lusa Tower, Azadpur Commercial Complex, Delhi-110033
CIN: U74899DL1996PTC077652

INTERNAL GUIDELINES ON CORPORATE GOVERNANCE

OUTLOOK: The philosophy of Corporate Governance aims to develop the desired framework and institutionalize the spirit it entails. It has always been the Company's endeavour to excel through better Corporate Governance and fair & transparent practices. The Board of Directors (the Board) along with its Committees provides leadership and guidance to the Company's

management and directs, supervises and controls the activities of the Company. This principal of inclusion is always reflected in Financial Inclusion practices of the Company.

Company is committed to maintain transparency in all its dealings, conducts business with integrity and fairness and places high emphasis on business ethics.

LEGAL FRAMEWORK:

In order to enable NBFCs to adopt best practices and greater transparency in their operations, Pursuant to Reserve Bank of India (RBI) Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 (RBI Master Direction), the Company has framed the following internal Guidelines on Corporate Governance. The Code has been drafted bearing in mind the size of the Company's operations and the sector in which it operates.

The need for adoption of good corporate governance practices continues to engage the regulator and stakeholder attention.

OBJECTIVE OF INTERNAL GUIDELINE ON CORPORATE GOVERNANCE:

1. Adoption of best corporate practices to ensure transparency and fairness in dealing with all the stakeholders of the Company and to increase the confidence of investors and other stakeholders.
2. Ensure adherence with all the applicable statutory regulations relating to Corporate Governance.

COMMITTEES OF THE BOARD:

To focus effectively on the issues and ensure expedient resolution of diverse matters, the Board constitutes a set of Committees with specific terms of reference / scope as per the Master Circular dated September 01, 2016, (included amendments thereto) on "Non-Banking Financial Company – Systemically Important Non- Deposit taking Company." The Committees shall operate as empowered agents of the Board as per their Charter / terms of reference. RBI Guidelines mentioned earlier, require the setting up of an Audit Committee, Asset Liability Management Committee, Risk Management Committee and Nomination and Remuneration Committee of the Board of Directors of the Company.

In compliance with the above cited provisions of the Act, RBI guidelines on Corporate Governance and in order to meet business exigencies, the Company has constituted its Board committees.

AUDIT COMMITTEE:

The Company has in place the Audit Committee in accordance with the provisions of RBI guidelines on Corporate Governance as may be stipulated from time to time. All members of the Audit Committee are financially literate.

The Audit Committee assists the Board in the dissemination of financial information and in overseeing the financial and accounting processes in the Company.

ASSET LIABILITY MANAGEMENT COMMITTEE (ALCO COMMITTEE)

An Asset Liability Management Committee (ALCO) which is being constituted by the Board of Directors of the Company in accordance with the requirements of RBI Master Directions, as may be stipulated from time to time, with regard to monitoring of market risk, the asset liability gap and strategic action to mitigate the risk associated and other scope/terms of reference and composition of ALCO as mentioned under RBI Master Direction. The ALCO's primary goal is to evaluate, monitor and approve practices relating to risk due to imbalances in the capital structure. The Company also has in place a Board approved Asset Liability Management (ALM) Policy, which prescribes the mechanism to mitigate risk.

RISK MANAGEMENT COMMITTEE

The Company has in place the Risk Management Committee in accordance with RBI Master Direction besides the Asset Liability Management Committee for the purpose of monitoring the risk and to make suitable strategies to control it.

The Risk Management Committee meets at defined frequently basis to discuss the scope/term of reference as required under RBI Master Direction.

NOMINATION AND REMUNERATION COMMITTEE

The Company has in place the Nomination and Remuneration Committee in accordance with RBI Master Direction. The Nomination and Remuneration Committee comprised the requisite members as required under applicable laws.

The Nomination and Remuneration Committee ensure ‘Fit and proper’ Status of proposed/existing directors as per their Board approved Nomination and Remuneration Policy covering mechanism to ascertain fit and proper criteria at the time of appointment and on a continuing basis as prescribed under the above cited RBI Master Directions.

DISCLOSURE AND TRANSPARENCY

The Company shall place before the Board of Directors, at regular intervals, the following

1. The progress made in putting in place a progressive risk management system and risk management policy and strategy followed by the Company.
2. Conformity with corporate governance standards with respect to composition of various committees, their role and functions, periodicity of the meetings and compliance.
3. Required disclosures shall also be disclosed in Annual Financial Statements.

ROTATION OF THE STATUTORY AUDITORS/ AUDIT FIRM

The Company is in compliance with notified guidelines on Statutory Auditor rotation.

DISCLOSURE ON WEBSITE

In compliance with the above cited provisions of the RBI Master Direction, “The internal guideline on corporate governance” shall be published on the Company’s website, for the information of various stakeholders, as required by RBI, from time to time.

Amendment to the Policy

Amendments to this Internal Guidelines of Corporate Governance will not be effective, unless such amendments have been approved and authorised by the Board of Directors of the Company (or any committee/ Authorised officials of the Company duly authorised by the Board on this behalf).
