VAMA SUNDARI INVESTMENTS (DELHI) PRIVATE LIMITED
(An HCL Group Company)

Corporate Office: Plot No. A9, Sector 3, Noida - 201301
Registered Office: CP-3, Sector-8, IMT Manesar,
Gurgaon, Haryana-122051
Tel: +91 120 4306000 Fax: +91 120 4310288
CIN: U65923HR2008PTC046947

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VAMA SUNDARI INVESTMENTS (DELHI) PRIVATE LIMITED
INTERNAL GUIDELINES ON CORPORATE GOVERNANCE

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Prepared By	Legal & Secretarial Department
Approved By	Board of Directors
Approved on	28.02.2026
Version	1.8

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THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Vama Sundari Investments (Delhi) Private Limited ("the Company") is committed to practice good Corporate Governance standards in adherence to the RBI guideline/directions, MCA guidelines and Companies Act. The Company believes that its business plans and strategy should be consistent with the above objective and thereby leading to sustained corporate growth and long-term benefit to all. The principles of Corporate Governance Standards of the company place strong emphasis on transparency, accountability and integrity. The company follows these principles in all its business decisions and dealings.

The Company believes that good corporate governance results from sound processes that ensure that the Directors are well supported by accurate and timely information, sufficient time and resources and unrestricted access to management. The Policy on CG will be reviewed on an annual basis or as and when deem necessary by the Board in the context of changing regulation and emerging best practices with a view to enhancing the Company's governance.

RBI GUIDELINES ON CORPORATE GOVERNANCE

In terms of Master Circular- "Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions 2025the Company had constituted following committees of the Board:

1. Audit Committee
2. Nomination & Remuneration Committee
3. Group Risk Management Committee
4. Asset Liability Management Committee

1. COMMITTEES OF THE BOARD:

A) Audit Committee:

The Company through its Board of Directors shall constitute audit committee. All members of audit committee including the Chairperson shall be financially literate.

(i) Composition of Audit Committee

The Audit Committee was re-constituted from time to time and presently the composition of the Audit Committee is as under:

1. Mr. Rajesh Jain	Chairman
2. Mrs. Roshni Nadar Malhotra	Member
3. Mr. Jeevesh Kumar	Member

(ii) Meetings

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The committee shall meet atleast once in a quarter and there shall be atleast 4 meetings in a year,

(iii) Terms of Reference of Audit Committee

The terms of reference of Audit Committee shall, inter-alia, include the following:

a) The recommendation for appointment, remuneration and terms of appointment of auditors of the Company.

b) Review and monitor the auditor's independence and performance, and effectiveness of audit process.

c) Examination of the financial statement and auditors' report thereon.

d) Approval or any subsequent modification of transactions of the Company with related parties.

e) Scrutiny of inter-corporate loans and investments.

f) Valuation of undertakings or assets of the company, wherever it is necessary.

g) Evaluation of internal financial controls and risk management systems.

h) Monitoring the end use of funds raised through public offers and related matters.

(iv) The Audit Committee shall ensure that an Information System Audit of the internal systems and processes is conducted at least once in two years to assess operational risks faced by the applicable NBFCs.

(v) As per Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs), the Company shall appoint the auditors/audit firms, entities for a continuous period of three years, subject to the firms satisfying the eligibility norms each year. While removing the Auditors before the completion of three years tenure, the Company shall inform the concerned Senior Supervisory Manager / Regional Office at RBI about it along with reasons/justification for the same, within one month of such a decision being taken.

B) Nomination & Remuneration Committee:

The company through its Board of Directors shall constitute the nomination and remuneration committee.

The members of the Nomination & Remuneration Committee("NRC") shall elect a Chairperson amongst themselves.

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The NRC shall meet atleast once in a quarter and there shall be atleast 4 meetings in a year,

(i) Composition of Nomination & Remuneration Committee:

The Nomination & Remuneration Committee was re-constituted from time to time and presently the composition of the Nomination & Remuneration Committee is as under:

1. Mr. Rajesh Jain	Chairman
2. Mrs. Roshni Nadar Malhotra	Member
3. Mr. Jeevesh Kumar	Member

(ii) Terms of Reference of Nomination & Remuneration Committee

Considering the statutory provisions under Section 178 of the Companies Act,2013, and the guidelines issued by the Reserve Bank of India on Corporate Governance of NBFCs, the role and responsibilities of the committee can be classified into three broader categories such as;

I. Of nomination
II. Of fixation of remuneration and performance evaluation
III. Of Governance.

The committee shall effectively discharge its roles and responsibilities in the following manner.

I. Nomination

The NRC shall be authorized to formulate the criteria for determining qualifications, positive attributes and independence of a director. The committee shall formulate and put in place guiding principles to determine the qualities, qualifications, and the parameters to determine the 'fit and proper' criteria for appointment of Directors.

Filling in a timely manner vacancies on the board of the company including the position of executive/whole time directors.

Selection of directors, key management personnel and persons to be appointed in senior management positions as defined by the board and recommend to the board for their appointment and removal thereof.

II. Role of Fixing Remuneration and Evaluation of performance

a. The committee shall formulate and recommend to the Board for its approval a policy relating to the remuneration for the directors, key managerial personnel and other employees from time to time.

b. The policy as aforesaid shall be formulated to ensure that-

1. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

2. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

3. Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals;

c. The committee shall review the performance of individual directors of the company on a yearly basis at the end of each financial year or at such periodicity as the committee deem fit and recommend to the board on the basis of such review, whether a director to be recommended for re-appointment or not.

d. The committee shall along with the management review the performance of Key managerial personnel and senior management persons on a periodical basis and fix their remuneration packages in accordance with the policies approved by the Board.

III. Role on ensuring Compliance on governance standards

a. The organization structure and flow of command meets the governance standard set for the internal management of the company.

b. The committee shall put in place subject to the provisions of applicable laws, policies and procedure for determining the retirement and re-appointment of directors on the board of the company.

c. Committee shall ensure that at all times the sub committees of the Board is functioning and are constituted according to the regulatory requirement and governance policies of the company.

d. The committee shall oversee the overall governance standards and policies of the company and delegation of authorities to match with the best practices in relation to the size of the company and the level of its operations to protect the interest of all stake holders.

FIT AND PROPER CRITERIA

The Company shall ensure that a policy is put in place with the approval of the Board of Directors for ascertaining the fit and proper criteria of the directors at the time of appointment, and on a continuing basis.

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The Company shall furnish to the Reserve Bank a quarterly statement on change of directors, and a certificate from the Executive Director of the Company that fit and proper criteria in selection of the directors has been followed. The statement must reach the Regional Office of the Reserve Bank within 15 days of the close of the respective quarter. The statement submitted by NBFCs for the quarter ending March 31, should be certified by the auditors. Provided that the Bank, if it deems fit and in public interest, reserves the right to examine the fit and proper criteria of directors of any non-banking financial company irrespective of the asset size of such non-banking financial company.

The format of Deed of Covenants and Declaration and Undertaking by Directors is attached as Annexure-1.

Other Powers

In addition to what is stated above, the Committee shall discharge such other functions as may be delegated to it by the Board or prescribed under any law, rules, regulations or orders or directions of any statutory or regulatory body.

C) Group Risk Management Committee

Pursuant to Reserve Bank of India (Core Investment Companies) Directions, 2025 dated November 28th 2025, the Company being the only Core Investment Company (CIC) had constituted the Group Risk Management Committee ("GRMC") through its Board of Directors.

The members of the GRMC shall elect a Chairperson amongst themselves, who shall be an Independent Director.

The Reserve Bank of India pursuant to Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025. has mandated CICs to appoint a Chief Risk Officer("CRO") with clearly specified roles and responsibilities.

The Chief Risk Officer shall be the head of risk verticals and shall be responsible for evaluating the overall risks faced by the Company including liquidity risk.

(i) Composition of Group Risk Management Committee:

The Group Risk Management Committee comprises the following members of the Board of Directors:

1. Mr. Rajesh Jain	Chairman
2. Mrs. Kiran Nadar	Member
3. Mrs. Roshni Nadar Malhotra	Member
4. Mr. Shikhar Neelkamal Malhotra	Member
5. Mr. Jeevesh Kumar	Member

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(ii) Meetings

The GRMC shall meet at least once in a quarter and there shall be atleast 4 meetings in a year inter-alia to review the Group Risk Management Policy, document and improve risk management practices, ensure appropriate / adequate reporting to the Board, review the functioning of the Group Risk Management and any other matter as the Committee may deem fit. The Committee is involved in the process of identification, measurement, monitoring and mitigation of the various risks faced by the Company and the Group.

(iii) Roles and Responsibilities of GRMC

(i) Analyse the material risks to which the group, its businesses and subsidiaries are exposed and discuss all risk strategies both at an aggregated level and by type of risk and make recommendations to the Board in accordance with the group's overall risk appetite.

(ii) Identify potential intra-group conflicts of interest.

(iii) Assess whether there are effective systems in place to facilitate exchange of information for effective risk oversight of the group.

(iv) Assess whether the corporate governance framework addresses risk management across the group.

(v) Carry out periodic independent formal review of the group structure and internal controls.

(vi) Articulate the leverage of the Group and monitor the same.

D) Asset- Liability Management Committee (ALCO):

The Company through its Board of Directors shall constitute the Asset Liability Management Committee("ALCO").

The members of the ALCO shall elect a Chairperson amongst themselves.

The ALCO shall meet at least once in a quarter to review the Asset Liability Management Policy and there shall be atleast 4 meetings in a year,

The ALCO was re-constituted from time to time and presently the composition of the ALCO is as under:

1. Mr. Shikhar Neelkamal Malhotra, Chairman
2. Ms. Roshni Nadar Malhotra, Member
3. Mr. Pawan Kumar Danwar, Member
4. Ms. Rita Gupta, Member

5. Mr. Sashi Sekhar Mishra, CRO as Member

Terms of Reference of Asset- Liability Management Committee (ALCO):

a. Funding & Liquidity Risk to meet current and future cash flow obligations.
b. Interest rates fluctuation and its impact on future cash flows.
c. Exchange rates fluctuation and its impact & mitigation.
d. Maintenance of adequate capital for short & long term needs.
e. Credit risks associated with operations and
f. Contingency plan for fund requirements.

The ALCO shall be responsible for ensuring adherence to the risk tolerance/ limits set by the Board as well as implementing the liquidity risk management strategy of the NBFC.

The role of the ALCO with respect to liquidity risk includes, inter alia, decision on desired maturity profile and mix of incremental assets and liabilities, the structure, responsibilities and controls for managing liquidity risk, and overseeing the liquidity positions.

The Company shall also disclose the following in their Annual Financial Statements :

i. registration/ licence/ authorisation, by whatever name called, obtained from other financial sector regulators;
ii. ratings assigned by credit rating agencies and migration of ratings during the year;
iii. penalties, if any, levied by any regulator;
iv. information namely, area, country of operation and joint venture partners with regard to joint ventures and overseas subsidiaries and
v. 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 them and other disclosures, as given in Annex XV

DISCLOSURE AND TRANSPARENCY:

The Company as per the requirement of the Companies Act, 2013 and the guidelines issued by the Reserve Bank of India on Corporate Governance of NBFCs put up to the Board of Directors, at regular intervals, the following:

A) Progress made in putting in place a risk management system, risk management policy and strategy followed by the Company.

B) Conformity with the corporate governance standards namely, composition of various committees, their rules and functions, periodicity of meetings, and compliance thereof.

CODE OF CONDUCT

Code of Conduct for Board and Senior Management

1. The Company is committed to upholding the highest standards of moral and ethical values in the conduct of its business. The board of directors, senior management and all employees of this

company share this commitment. The company has adopted the following code of conduct as its policy guide in the conduct of its business. Commitment to ethical professional conduct is expected of every member and all employees should understand and implement the code adopted by the company in its true spirit.

2. Honesty, integrity and diligence are the fundamental aspects qualifying every act on the part of the board and senior management. They should act in good faith for and on behalf of the company and adopt the highest standards of personal ethics, integrity, confidentiality and discipline in dealing with all matters relating to the Company.

3. Any confidential information obtained during the course of their duty should not be used for personal aggrandizement or financial gain to self or to a third party.

4. They shall not engage in any business, which is detrimental to the interests of the company. They shall maintain the confidentiality of all material and non-public information about the company or its business and must always act in the best interests of the Company and its stakeholders.

5. They shall not accept any gifts, benefits in cash or in kind or other personal favours from the customers or from those seeking any business from the company and shall conduct the activities outside the Company in such manner as not to adversely affect the image or reputation of the Company.

6. The directors shall not associate with other Non-Banking Financial Companies registered with RBI outside the group either as a Director or in any managerial or advisory capacity,(not including statutory compliance and audit) without the prior approval of the Board.

7. They must obey existing local, state, national, and international laws unless there is a compelling ethical basis not to do so.

8. They shall strive to achieve the highest quality, effectiveness and dignity in their work and must accept social responsibilities for their acts.

9. They shall always abide by the Code of Conduct, and shall be accountable to the Board for their actions/violations/defaults.

Deed of Covenants with a Director

THIS DEED OF COVENANTS is made this 1st day of April, Two Thousand _________ **BETWEEN** M/s Vama Sundari Investments(Delhi) Private Limited, having its registered office at CP-3, Sector 8, IMT, Manesar-122051, Haryana, India (hereinafter a non-deposit taking NBFC with asset size of ₹ 500 crore and above being called the "CIC") of the one part and Mr. ________, Director of M/s Vama Sundari Investments(Delhi) Private Limited (hereinafter called the "Director") of the other part;

WHEREAS

A. The director has been appointed as a director on the Board of Directors of the CIC (hereinafter called "the Board") and is required to enter into a Deed of Covenants with the CIC.

B. The director has agreed to enter into this Deed of Covenants, which has been approved by the Board, pursuant to his said terms of appointment.

NOW IT IS HEREBY AGREED AND THIS DEED OF COVENANTS WITNESSETH AS FOLLOWS:

1. The director acknowledges that his appointment as director on the Board of the CIC is subject to applicable laws and regulations including the Memorandum and Articles of Association of the CIC and the provisions of this Deed of Covenants.

2. The director covenants with the CIC that:

(i) The director shall disclose to the Board the nature of his interest, direct or indirect, if he has any interest in or is concerned with a contract or arrangement or any proposed contract or arrangement entered into or to be entered into between the CIC and any other person, immediately upon becoming aware of the same or at meeting of the Board at which the question of entering into such contract or arrangement is taken into consideration or if the director was not at the date of that meeting concerned or interested in such proposed contract or arrangement, then at the first meeting of the Board held after he/~~she~~ becomes so concerned or interested and in case of any other contract or arrangement, the required disclosure shall be made at the first meeting of the Board held after the director becomes concerned or interested in the contract or arrangement.

(ii) The director shall disclose by general notice to the Board his / ~~her~~ other directorships, his / ~~her~~ memberships of bodies corporate, his / ~~her~~ interest in other entities and his / ~~her~~ interest as a partner or proprietor of firms and shall keep the Board apprised of all changes therein.

(iii) The director shall provide to the CIC a list of his / ~~her~~ relatives as defined in the Companies Act, 2013 and to the extent the director is aware of directorships and interests of such relatives in other bodies corporate, firms and other entities.

(iv) The director shall in carrying on his duties as director of the CIC:

a) use such degree of skill as may be reasonable to expect from a person with his knowledge or experience;
b) in the performance of his duties take such care as he might be reasonably expected to take on his own behalf and exercise any power vested in him in good faith and in the interests of the CIC;
c) shall keep himself / ~~herself~~ informed about the business, activities and financial status of the CIC to the extent disclosed to him / ~~her~~;
d) attend meetings of the Board and Committees thereof (collectively for the sake of brevity hereinafter referred to as "Board") with fair regularity and conscientiously fulfil his obligations as director of the CIC;
e) shall not seek to influence any decision of the Board for any consideration other than in the interests of the CIC;
f) shall bring independent judgment to bear on all matters affecting the CIC brought before the Board including but not limited to statutory compliances, performance reviews, compliances with internal control systems and procedures, key executive appointments and standards of conduct;
g) shall in exercise of his judgement in matters brought before the Board or entrusted to him by the Board be free from any business or other relationship which could materially interfere with the exercise of his independent judgement; and
h) shall express his views and opinions at Board meetings without any fear or favour and without any influence on exercise of his independent judgement;

(v) The director shall have:

a) fiduciary duty to act in good faith and in the interests of the CIC and not for any collateral purpose;
b) duty to act only within the powers as laid down by the CIC's Memorandum and Articles of Association and by applicable laws and regulations; and
c) duty to acquire proper understanding of the business of the CIC.

(vi) The director shall:

a) not evade responsibility in regard to matters entrusted to him / ~~her~~ by the Board;
b) not interfere in the performance of their duties by the whole-time directors and other officers of the CIC and wherever the director has reasons to believe otherwise, he shall forthwith disclose his concerns to the Board; and
c) not make improper use of information disclosed to him / ~~her~~ as a member of the Board for his / ~~her~~ or someone else's advantage or benefit and shall use the information disclosed to him by the CIC in his capacity as director of the CIC only for the purposes of performance of his duties as a director and not for any other purpose.

3. The CIC covenants with the director that:

(i) the CIC shall apprise the director about:

a) Board procedures including identification of legal and other duties of Director and required compliances with statutory obligations;
b) control systems and procedures;

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c) voting rights at Board meetings including matters in which Director should not participate because of his interest, direct or indirect therein;
d) qualification requirements and provide copies of Memorandum and Articles of Association;
e) corporate policies and procedures;
f) insider dealing restrictions;
g) constitution of, delegation of authority to and terms of reference of various committees constituted by the Board;
h) appointments of Senior Executives and their authority;
i) remuneration policy,
j) deliberations of committees of the Board, and
k) communicate any changes in policies, procedures, control systems, applicable regulations including Memorandum and Articles of Association of the CIC delegation of authority, Senior Executives, etc. and appoint the compliance officer who shall be responsible for all statutory and legal compliance.

(ii) the CIC shall disclose and provide to the Board including the director all information which is reasonably required for them to carry out their functions and duties as a director of the NBFC and to take informed decisions in respect of matters brought before the Board for its consideration or entrusted to the director by the Board or any committee thereof;

(iii) the disclosures to be made by the CIC to the directors shall include but not be limited to the following:

a) all relevant information for taking informed decisions in respect of matters brought before the Board;
b) CIC's strategic and business plans and forecasts;
c) organisational structure of the CIC and delegation of authority;
d) corporate and management controls and systems including procedures;
e) economic features and marketing environment;
f) information and updates as appropriate on CIC's products;
g) information and updates on major expenditure;
h) periodic reviews of performance of the CIC; and
i) report periodically about implementation of strategic initiatives and plans;

(iv) the CIC shall communicate outcome of Board deliberations to directors and concerned personnel and prepare and circulate minutes of the meeting of Board to directors in a timely manner and to the extent possible within two business days of the date of conclusion of the Board meeting; and

(v) advise the director about the levels of authority delegated in matters placed before the Board.

4. The CIC shall provide to the director periodic reports on the functioning of internal control system including effectiveness thereof.

5. The CIC shall appoint a compliance officer who shall be a Senior executive reporting to the Board and be responsible for setting forth policies and procedures and shall monitor adherence to the applicable laws and regulations and policies and procedures including but not limited to

directions of Reserve Bank of India and other concerned statutory and governmental authorities.

6. The director shall not assign, transfer, sublet or encumber his / ~~her~~ office and his / ~~her~~ rights and obligations as director of the CIC to any third party provided that nothing herein contained shall be construed to prohibit delegation of any authority, power, function or delegation by the Board or any committee thereof subject to applicable laws and regulations including Memorandum and Articles of Association of the CIC.

7.The failure on the part of either party hereto to perform, discharge, observe or comply with any obligation or duty shall not be deemed to be a waiver thereof nor shall it operate as a bar to the performance, observance, discharge or compliance thereof at any time or times thereafter.

8. Any and all amendments and / or supplements and / or alterations to this Deed of Covenants shall be valid and effectual only if in writing and signed by the director and the duly authorised representative of the CIC.

9. This Deed of Covenants has been executed in duplicate and both the copies shall be deemed to be originals.

IN WITNESS WHEREOF THE PARTIES HAVE DULY EXECUTED THIS AGREEMENT ON THE DAY, MONTH AND YEAR FIRST ABOVE WRITTEN.

For the CIC
By **M/s Vama Sundari Investments(Delhi) Private Limited**

Name: ___________	Name: _________________
Title: Authorised Signatory	
	Director

In the presence of:
1.

2.

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Name of CIC : Vama Sundari Investments(Delhi) Private Limited
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Declaration and Undertaking by Director (with enclosures)			
I.	**Personal details of director**		
	a.	Full name	
	b.	Date of Birth	
	c.	Educational Qualifications	
	d.	Relevant Background and Experience	
	e.	Permanent Address	
	f.	Present Address	
	g.	E-mail Address / Telephone Number	
	h.	Permanent Account Number under the Income Tax Act and name and address of Income Tax Circle	
	i.	Relevant knowledge and experience	
	j.	Any other information relevant to Directorship of the NBFC	
II	**Relevant Relationships of director**		
	a.	List of Relatives if any who are connected with the NBFC (Refer section 6 and Schedule 1A of the Companies Act, 1956 and corresponding provisions of New Companies Act, 2013)	
	b.	List of entities if any in which he/she is considered as being interested (Refer section 299(3)(a) and section 300 of the Companies Act, 1956 and corresponding provisions of New Companies Act, 2013)	
	c.	List of entities in which he/she is considered as holding substantial interest within the meaning of prudential norms as prescribed in these Directions.	
	d.	Name of NBFC in which he/she is or has been a member of the board (giving details of period during which such office was held)	
	e.	Fund and non-fund facilities, if any, presently availed of by him/her and/or by entities listed in II (b) and (c) above from the NBFC	
	f.	Cases, if any, where the director or entities listed in II (b) and (c) above are in default or have been in default in the past in respect of credit facilities obtained from the NBFC or any other NBFC / bank.	

III	**Records of professional achievements**		
	a.	Relevant professional achievements	
IV.	**Proceedings, if any, against the director**		
	a.	If the director is a member of a professional association/body, details of disciplinary action, if any, pending or commenced or resulting in conviction in the past against him/her or whether he/she has been banned from entry into any profession/ occupation at any time.	
	b.	Details of prosecution, if any, pending or commenced or resulting in conviction in the past against the director and/or against any of the entities listed in II (b) and (c) above for violation of economic laws and regulations	
	c.	Details of criminal prosecution, if any, pending or commenced or resulting in conviction in the last five years against the director	
	d.	Whether the director attracts any of the disqualifications envisaged under section 274 of the Companies Act 1956 and corresponding provisions of New Companies Act, 2013?	
	e.	Has the director or any of the entities at II (b) and (c) above been subject to any investigation at the instance of Government department or agency?	
	f.	Has the director at any time been found guilty of violation of rules/regulations/ legislative requirements by customs/ excise /income tax/foreign exchange /other revenue authorities, if so give particulars	
	g.	Whether the director has at any time come to the adverse notice of a regulator such as SEBI, IRDA, MCA.	
		(Though it shall not be necessary for a candidate to mention in the column about orders and findings made by the regulators which have been later on reversed/set aside in to, it would be necessary to make a mention of the same, in case the reversal/setting aside is on technical reasons like limitation or lack of jurisdiction, etc and not on	

	merit, If the order of the regulator is temporarily stayed and the appellate/ court proceedings are pending, the same also should be mentioned.)	
V.	Any other explanation / information in regard to items I to III and other information considered relevant for judging fit and proper	
	Undertaking	
	I confirm that the above information is to the best of my knowledge and belief true and complete. I undertake to keep the NBFC fully informed, as soon as possible, of all events which take place subsequent to my appointment which are relevant to the information provided above.	
	I also undertake to execute the deed of covenant required to be executed by all directors of the NBFC.	
	Place :	Signature
	Date :	Director
VI.	Remarks of Chairman of Nomination & Remuneration Committee/Board of Directors of NBFC	NIL
	Place :	Signature
	Date:	Executive Director