

Code of Corporate Governance

PNB Gilts Limited (“the Company”) has framed Code of Corporate Governance in terms of Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, as amended which requires the Company to lay down internal guidelines on corporate governance.

Our Philosophy on Corporate Governance

Corporate Governance for the Company means achieving high level of accountability, efficiency, responsibility, transparency and fairness in all areas of operation. Our workforce is committed towards the protection of the interest of the stakeholders viz. shareholders, creditors, investors, customers, employees, etc. Our policies consistently undergo improvements keeping in mind our goal of maximization of value of all the stakeholders.

And the goal is achieved through...

- Infusion of best expertise in the Board.
- Board / Committee meetings at short intervals to enable the Board to lay down policy guidelines in response to changes in business environment and to monitor controls and operations of the Company.
- Consistent monitoring and improvement of the human and physical resources.
- Introducing regular checks and audits and continuous improvements in control systems and procedures.

CODE:

This Code takes into account the relevant statutory applicable provisions of the Companies Act, 2013, listing requirements with stock exchanges, wherever the Company is listed i.e. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Reserve Bank of India (RBI) directives/guidelines and other applicable laws. The efficacy of the Code lies in how well it is put into practice. In adopting the Code, the stress should be on its substance and spirit rather than on its form.

1. Board of Directors :

The Company believes that at the core of its corporate governance practice is the Board, which oversees how the management serves and protects the long-term interests of all the stakeholders of the Company. An active, well informed and independent Board is *sine qua non* to ensure the highest standards of corporate governance. Role and responsibilities of the Board shall be as defined in the Articles of Association, Companies Act 2013 and the Listing Regulations and RBI directions/guidelines and other applicable laws.

A. Composition of Board :

The Board of the Company shall consist of minimum six (6) Directors and shall be chaired by a Non-Executive Director, nominated by Punjab National Bank, being the majority shareholder. The Board of the Company shall have at least one Women Independent Director.

Further, since the regular non-executive chairperson is related to promoter, at least half of the Board of Directors of the Company shall consist of independent directors.

The Company shall not appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

The Board so comprised shall have optimum combination of executive and non-executive directors and independent directors in accordance with the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), RBI guidelines and other applicable laws.

B. Meetings and Attendance :

The Board shall meet at least four times at quarterly intervals and /or more frequently, if deemed necessary to conduct its business. The gap between two meetings should not exceed 120 days. Quorum shall be as per the Companies Act, 2013, the Listing Regulations, the Articles of Association of the Company, RBI guidelines and other applicable laws, which at present is "one-third of its total strength or three directors, whichever is higher, including at least one independent director". All the Directors shall endeavor to attend the Meetings of the Board or Committees (in which they are member) held in a year and such attendance shall be one of the criterion for the Nomination and Remuneration Committee while recommending the name of such director for re-appointment/ continuation. However, the Company recognizes that it may not be possible for each Director to be physically present at every meeting. The Company may use video / teleconferencing facilities, wherever possible, to facilitate the participation of these directors in accordance with the Companies Act, 2013 and other applicable laws.

As far as is feasible, the Board shall act as a whole, endeavoring to reach unanimous decisions, the Chairperson playing a key role in this regard. Directors shall, however, enjoy full freedom to express their views, and where a Director is unable to go along with the majority, he shall be entitled to have his view suitably reflected in the Board proceedings.

The Company shall minutize the proceedings of the Board/Committee Meetings within prescribed time limit.

C. Other Directorships/Chairmanships/ Memberships

A director shall not occupy the position as Director in more than the number of companies as prescribed under the Companies Act, 2013 and Rules made thereunder, the Listing Regulations and other applicable laws at any point of time.

At present under Companies Act, 2013, maximum no. of directorships (including alternate directorships) which a director can hold is 20 companies at a time (excluding dormant companies). Further, maximum number of public companies in which a person can be appointed as a director should not exceed 10.

As per present Listing Regulations, a person shall not be a director in more than 7 listed entities. Further, a person shall not serve as an independent director

in more than 7 listed entities. However, any person who is serving as a whole time director / managing director in any listed entity can serve as an independent director in not more than three listed entities. It may be noted that no person shall act as Alternate Director for an Independent Director.

Every director shall inform the Company about any change in his directorships and other positions within 30 days of his appointment or relinquishment, as the case may be. Every director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, disclose his concern or interest in any Company or companies or bodies corporate, firms, or other association of individuals which shall include the shareholding, in prescribed manner.

Further, a director shall not be a member in more than 10 committees or act as Chairperson of more than five committees across all public companies in which he is a director. The Committees to be considered for the said purpose are Audit Committee and Stakeholders' Relationship Committee only. The Director shall inform the Company about the committee positions he occupies in other companies on an annual basis and shall also notify the changes as and when they take place.

D. Information to be placed before the Board

The Management shall place all strategic and other information, including the minimum information prescribed under the Companies Act, 2013 and Rules made thereunder, the Listing Regulations, RBI guidelines and other applicable laws.

E. Code of Conduct for Directors and Senior Management Personnel

The Code of Conduct for Directors and Senior Management Personnel is available on the Company's website and the Board shall review the said code on time-to-time basis.

The Directors and Senior Management Personnel (as defined in the code) shall give an undertaking at the time of appointment/promotion to such scale that they have gone through the guidelines (code) defining the role and responsibilities of such office and understood what is expected from them and that they will abide with this code.

The persons covered under this code shall also affirm to the Board on annual basis that they have complied with the said code during the last year. The MD & CEO shall give a declaration to this fact and the same shall be appended to the Corporate Governance section of the Annual Report for the information of shareholders and other stakeholders.

2. Board Committees

2.1 Audit Committee

The primary objective of the Audit Committee of the Company is to monitor and provide effective supervision of the management's financial reporting process

with a view to ensure accurate, timely and proper disclosures and transparency, integrity and quality of financial reporting.

The Audit Committee will also from time to time as may be required oversee the work carried out in the financial reporting process by the management, including the internal auditor and the statutory auditor and shall take note of the processes and safeguards employed by each.

Composition of Audit Committee:

There shall be atleast 3 members and two-third of them shall be independent directors. Chairman shall always be an Independent Director. All the members shall be financially literate and one of them shall possess expertise in Accounting or Financial Management.

The Company Secretary shall act as Secretary to the Committee.

Role of Audit Committee shall be as under :

The terms of reference of the Audit Committee shall be as per Companies Act, 2013, the Listing Regulations, RBI guidelines and other applicable laws and as may be fixed by the Board of Directors of the Company.

At present, the terms of reference of Audit Committee prescribed under Section 177 of Companies Act, 2013 are as under –

- i) the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- ii) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- iii) examination of the financial statement and the auditors' report thereon;
- iv) approval or any subsequent modification of transactions of the company with related parties;
Provided that the Audit Committee may make omnibus approval for related party transactions proposed to be entered into by the company subject to such conditions as may be prescribed under Rules notified by MCA. Provided further that in case of transaction, other than transactions referred to in section 188, and where Audit Committee does not approve the transaction, it shall make its recommendations to the Board:
Provided also that in case any transaction involving any amount not exceeding Rs. 1 crore is entered into by a director or officer of the company without obtaining the approval of the Audit Committee and it is not ratified by the Audit Committee within three months from the date of the transaction, such transaction shall be voidable at the option of the Audit Committee and if the transaction is with the related party to any director or is authorised by any other director, the director concerned shall indemnify the company against any loss incurred by it:
- v) scrutiny of inter-corporate loans and investments;
- vi) valuation of undertakings or assets of the company, wherever it is necessary;
- vii) evaluation of internal financial controls and risk management systems;
- viii) monitoring the end use of funds raised through public offers and related matters.

At present, the terms of reference of Audit Committee prescribed under the Listing Regulations and RBI directions are as under –

- 1) oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2) recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- 3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. matters required to be included in the director's responsibility statement to 76 be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b. changes, if any, in accounting policies and practices and reasons for the same;
 - c. major accounting entries involving estimates based on the exercise of judgment by management;
 - d. significant adjustments made in the financial statements arising out of audit findings;
 - e. compliance with listing and other legal requirements relating to financial statements;
 - f. disclosure of any related party transactions;
 - g. modified opinion(s) in the draft audit report;
- 5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- 6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- 7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- 8) approval or any subsequent modification of transactions of the listed entity with related parties;
- 9) scrutiny of inter-corporate loans and investments;
- 10) valuation of undertakings or assets of the listed entity, wherever it is necessary;
- 11) evaluation of internal financial controls and risk management systems;
- 12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- 14) discussion with internal auditors of any significant findings and follow up there on
- 15) 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;
- 16) 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;
 - 17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 - 18) to review the functioning of the whistle blower mechanism;
 - 19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
 - 20) Carrying out any other function as is mentioned in the terms of reference of the audit committee;
 - 21) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
 - 22) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.
 - 23) Reviewing the IS Audit of the internal systems and processes, once in a year to access operational risks faced by the company.
 - 24) Reviewing and monitoring the compliance framework within organisation through assessment of compliance risk, compliance failures, if any, and also reviewing the independence and performance of Chief Compliance Officer (CCO)
 - 25) Interact with HIA and CCO, separately and individually, without presence of management, at least on quarterly basis, as applicable under RBI directions or RBI SBR Framework, from time to time.
 - 26) IS Audit Policy shall be approved by the Audit Committee and reviewed atleast annually.

The Committee shall mandatorily review the following as per present listing regulations –

1. management discussion and analysis of financial condition and results of operations;
2. statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. management letters / letters of internal control weaknesses issued by the statutory auditors;
4. internal audit reports relating to internal control weaknesses; and (5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
5. statement of deviations:
 - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7)

As per present RBI Master Directions, the Audit Committee shall have the same functions and duties as laid down in section 177 of the Companies Act, 2013. In addition, the Audit Committee must 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.

While exercising any of the prescribed functions, the Committee have the power to investigate any activity within its terms of reference, seek information from any employee or obtain external legal or professional advice from experts, when the same is necessary to carry out such function and such other powers as prescribed under the Companies Act, 2013, the Listing Regulations, RBI guidelines and other applicable laws and as may be given by the Board of Directors of the Company.

Meetings and Quorum:

The Audit Committee shall meet at least four times in a year and not more than one hundred twenty (120) days shall elapse between two meetings. The quorum shall be as prescribed under the Companies Act, 2013, the Listing Regulations, the Articles of Association of the Company, RBI guidelines and other applicable laws. In terms of present Listing Regulations, the quorum requirement is either two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

Other Relevant Provisions

The Chairman of the Committee or, in his absence, any other member of the committee authorised by him in this behalf shall attend the General Meeting of the Company to provide any clarification on the matters related to audit and other shareholder queries.

2.2 Stakeholders' Relationship Committee

Stakeholders' Relationship Committee shall, inter-alia, consider and resolve the grievances of the security holders of the company including complaints related to transfer of shares, non- receipt of balance sheet, non- receipt of declared dividends. The Committee shall also look into various aspects of interest of shareholders, debenture holders, if any, and other security holders, if any. Also, it will supervise and ensure efficient handling of shareholders service request regarding transmission/ consolidation/splitting/ duplicate issue of shares certificates etc. and to issue letter of confirmation and/ or such other prescribed document.

Composition :

There shall be atleast 3 members, with at least one being an independent director. The Committee shall be chaired by a Non- Executive Director and the Company Secretary shall act as Secretary to the Committee.

Meetings and Quorum :

The Committee shall meet atleast once in a year. The Committee may also consider the shareholders' service request through circular resolution.

The quorum for any meeting shall be (a) atleast two Directors or 1/3rd of the Committee members, whichever is higher; or (b) as prescribed under the Companies Act, 2013, the Listing Regulations, Articles of Association of the Company RBI guidelines or any other applicable law.

Terms of reference : The terms of reference of the Committee shall be as per Companies Act, 2013, the Listing Regulations, RBI guidelines and other applicable laws and as may be fixed by the Board of Directors of the Company.

At present, the terms of reference prescribed under Listing Regulations shall inter alia includes the following –

- (1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non- receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- (5) The Committee shall recommend the Board for change in Registrar and Share Transfer Agent for speedy & expeditious processing of shareholder requests.
- (6) The Committee shall accord approval to Shareholder Service request for split/consolidation etc. of shares certificate and to issue letter of confirmation and/ or such other prescribed document . The committee shall dispose of the requests received within prescribed time limit.

The Chairperson of the Committee or, in his absence, any other member of the committee authorised by him in this behalf shall attend the general meetings of the company

All the relevant registers, common seal, blank/cancelled share certificates etc. shall also be under the safe custody of the Company Secretary or any other person authorized by the Board.

2.3 Nomination and Remuneration Committee

The purpose of Nomination and Remuneration Committee is to nominate the existing Director or the candidate nominated by the shareholders etc. under the provisions of the Companies Act, 2013, the Listing Regulations or by the parent bank, Punjab National Bank in line with the provisions of Articles of Association of the Company, who is fit and proper to be appointed and fulfill all eligible criteria as defined by the said Committee and the Board.

Composition

The Committee shall comprise of three or more non-executive directors out of which not less than one-half shall be independent directors. Chairperson of the Board may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee. Further, Chairperson of the Nomination and Remuneration Committee shall always be an Independent Director.

The Company Secretary shall act as Secretary to the Committee, who shall take all necessary undertakings required prior to appointment/reappointment in accordance with the Companies Act, 2013, the Listing Regulations, RBI guidelines and other applicable laws.

Meetings and Quorum :

The Committee shall meet atleast once an annual basis and in consonance with the requirement of inducting a candidate on the Board. The quorum shall be as prescribed under the Companies Act, 2013, the Listing Regulations, the Articles of Association of the Company, RBI guidelines and other applicable laws. As per present Listing Regulations, quorum shall be either two members or one third of the members of the committee, whichever is greater, subject to presence of atleast one independent director.

Terms of reference of the said Committee shall be as defined in the Companies Act, 2013 and Rules made thereunder, the Listing Regulations, Articles of Association of the company, RBI guidelines and other applicable laws.

Before recommending any person for appointment/reappointment as Director, the Committee shall check “Fit and proper norms” as suggested by RBI/SEBI or any other regulatory authority, such as – formal qualification, experience, track record, integrity etc. For assessing integrity and suitability features like criminal records, financial position, civil actions initiated to pursue personal debts, refusal of admission to or expulsion from professional bodies, sanctions applied by regulators or similar bodies, previous questionable business practices etc. should be considered. The above information may be sought by way of self- declaration by the Director.

At present, Listing Regulations provides that the role of committee shall, inter-alia, include the following:

(1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

(1A) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may: a. use the services of an external agencies, if required; b. consider candidates from a wide range of backgrounds, having due regard to diversity; and c. consider the time commitments of the candidates.

(2) formulation of criteria for evaluation of performance of independent directors and the board of directors;

(3) devising a policy on diversity of board of directors;

(4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.

(5) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

(6) recommend to the board, all remuneration, in whatever form, payable to senior management.

At present, Section 178 of Companies Act, 2013 and RBI directions provides that the role of committee shall, inter-alia, include the following:

- (1) The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.
- (2) The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and

recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

- (3) The Nomination and Remuneration Committee shall, while formulating the policy under sub-section (2) ensure that—
 - (a) 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;
 - (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (c) 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
- (4) With regard to compensation of key managerial personnel and senior management, the Committee to closely coordinate with the Risk Management Committee (RMC) of the company to achieve effective alignment between compensation and risk assumed. The Committee may ensure that compensation levels are supported by the need to retain earnings of the company and the need to maintain adequate capital based on ICAAP.
- (5) To ensure that there is no conflict of interest in appointment of directors on Board of the company, KMPs and senior management.

The Chairperson of the Committee or, in his absence, any other member of the committee authorised by him in this behalf shall attend the general meetings of the company.

2.4 CSR Committee

The Board has constituted the CSR Committee in accordance with the provisions of Section 135 of the Companies Act, 2013 and the rules made thereunder and to oversee social programs undertaken by the Company.

Composition

The Committee shall consist of three or more directors, out of which at least one director shall be an Independent Director. The Company Secretary shall act as Secretary to the Committee.

Meetings and Quorum :

The Committee shall meet atleast once on an annual basis. The quorum shall be minimum of two directors or as prescribed under the Companies Act, 2013, The quorum shall be (a) atleast two Directors or 1/3rd of the Committee members, whichever is higher; or (b) as prescribed under the Companies Act, 2013, the Listing Regulations, Articles of Association of the Company RBI guidelines or any other applicable law.

Terms of reference of the said Committee shall be as defined in the Companies Act, 2013 and Rules made thereunder, the Listing Regulations, Articles of Association of the company, RBI guidelines and other applicable laws.

At present, terms of reference of CSR Committee mentioned under Section 135 of the Companies is as under -

- (a) Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company in areas or subject, specified in Schedule VII;
- (b) recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
- (c) monitor the Corporate Social Responsibility Policy of the company from time to time.

2.5 Risk Management Committee

The purpose of this Committee is to lay down procedures for risk assessment and minimization. The Committee shall also review these procedures periodically to ensure that executive management is controlling the risk through means of a properly defined risk framework and also Risk Management committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

Composition

The Risk Management Committee shall comprise of minimum three directors, including at least one independent director.

Terms of reference of the said Committee shall be as defined in the Companies Act, 2013 and Rules made thereunder, the regulation 21 of SEBI(LODR) Regulations, 2015 & Articles of Association of the company, RBI guidelines and other applicable laws. Role of Risk Management Committee, as defined in Listing Regulations and RBI guidelines, at present, inter alia, shall include the following:

1. To formulate a detailed risk management policy which shall include:
 - a. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, IT related risks (including cyber security risks) or any other risk as may be determined by the Committee.
 - b. Measures for risk mitigation including systems and processes for internal control of identified risks.
 - c. Business continuity plan.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
5. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
6. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

7. monitoring and reviewing of the risk management plan and such other functions as the Board may deem fit (such function shall specifically cover cyber security).
8. Review ICAAP policy and framework of the company on an annual basis.
9. In consultation with IT Strategy Committee shall periodically review and update the IT related risk including the Cyber Security related risk in risk management policy of the Company.
10. Interact with Head of Risk, separately, without presence of management, atleast on quarterly basis for reviewing the risk profile of the company.
11. The Committee shall have discretion of approving outsourcing of activities, if any, as covered under the RBI directions, in line with the Board approved policy. If approved, monitoring of outsourced activities will also be done by the Committee.
12. To review on a regular basis (quarterly or at more frequent intervals) the exposures to CCPs, including exposures arising from trading through a CCP and exposures arising from CCP membership obligations such as default fund contributions

The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.

The Risk Management Committee shall ensure that the company is complying with the statutory/regulatory and internal policies already documented, controls, and procedures concerning the operation of the risk measurement system. Head of Risk shall be a permanent invitee to the risk management committee meetings of the Company and shall present the risk management reports which shall have review of compliance with the statutory/regulatory and internal risk policies, procedures, parameters, etc. to the Committee.

Meetings and Quorum :

The Committee shall meet atleast once in a quarter. The quorum shall be as prescribed under the Companies Act, 2013, the Listing Regulations, the Articles of Association of the Company, RBI guidelines and other applicable laws. As per present Listing Regulations, quorum shall be either two members or one third of the members of the committee, whichever is greater, provided one independent director shall be present at the meeting.

The meetings of the risk management committee shall be conducted in such a manner that on a continuous basis not more than one hundred and eighty days shall elapse between any two consecutive meetings.

2.6 IT Strategy Committee (ITSC)

The Board has constituted an IT Strategy Committee in terms of RBI Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices dated November 7, 2023, as amended from time to time. The Committee shall work in partnership with other Board committees and Senior Management to provide input to them.

Composition

The Committee shall consist of three or more directors. The Chairperson of ITSC shall be an Independent Director and have substantial IT expertise in managing/guiding information technology initiatives and other members shall be technically competent.

Explanation: "Substantial IT expertise" means the person has a minimum of 7 years of experience in managing information systems and/or leading/ guiding technology/ cybersecurity initiatives/ projects. Such a member should also understand the business processes at a broader level and the impact of IT on such processes.

"Technically competent" hereinabove will mean the ability to understand and evaluate information systems and associated IT/ cyber risks.

CISO shall be permanent invitee to ITSC.

Meetings and Quorum :

The Committee shall meet atleast once on a quarterly basis. The quorum shall be (a) atleast two Directors or 1/3rd of the Committee members, whichever is higher, provided one independent director shall be present at the meeting; or (b) as prescribed under the Companies Act, 2013, the Listing Regulations, Articles of Association of the Company or RBI guidelines or any other applicable law.

Terms of reference of the Committee: ITSC shall

- (i) Ensure that the Company has put an effective IT strategic planning process in place;
- (ii) Guide in preparation of IT Strategy and ensure that the IT Strategy aligns with the overall strategy of the Company towards accomplishment of its business objectives;
- (iii) Satisfy itself that the IT Governance and Information Security Governance structure fosters accountability, is effective and efficient, has adequate skilled resources, well defined objectives and unambiguous responsibilities for each level in the organisation;
- (iv) Ensure that the Company has put in place processes for assessing and managing IT and cybersecurity risks;
- (v) Ensure that the budgetary allocations for the IT function (including for IT security), cyber security are commensurate with the Company's IT maturity, digital depth, threat environment and industry standards and are utilised in a manner intended for meeting the stated objectives;
- (vi) Review, at least on annual basis, the adequacy and effectiveness of the Business Continuity Planning and Disaster Recovery Management of the Company.
- (vii) Review and recommend the strategies and policies related to IT, Information Assets, Business Continuity, Information Security, Cyber Security (including Incident Response and Recovery Management/ Cyber Crisis Management) to the Board for approval at least on an annual basis.
- (viii) Review the assessment of IT capacity requirements and measures taken to address the issues.

- (ix) Approve documented standards and procedures regarding access to information assets of the Company.
- (x) Review of cyber security risks/arrangements/preparedness of the Company, as placed by CISO, on a quarterly basis.
- (xi) periodic reviews of implementation of Cyber security and cyber resilience policy of the Company.
- (xii) periodic reviews of cybersecurity incident (if any), its impact, RCA and plans to strengthen the cyber resilience in order to mitigate re-occurrence of such incidents in future.
- (xiii) Deliberate on the matters which may be referred by the Board and/or SEBI.
- (xiv) Review various compliances as part of CSCRf and make recommendations to the Board.

2.7 Committee of Directors for Operational Matters

The Board has delegated the power of taking the decisions with respect to investment and borrowing. The limits of these powers shall be defined and approved by the Board on an annual basis through its business policy. The terms of reference shall be as per Business Policy of the Company.

Composition

The Committee shall consist of the following :

- (i) Chairman of the Company
- (ii) General Manager/Chief General Manager – PNB (Director on the company's Board)
- (iii) Managing Director & CEO

Meetings and Quorum

The committee shall meet as and when required. The quorum shall be (a) atleast two Directors or 1/3rd of the Committee members, whichever is higher; or (b) as prescribed under the Companies Act, 2013, the Listing Regulations, Articles of Association of the Company RBI guidelines or any other applicable law.

2.8 Special Committee of Board for Monitoring and Follow-up of cases of Frauds (SCBMF)

The Board has constituted this Special Committee RBI's Master Directions on Fraud Risk Management in Non-Banking Financial Companies (NBFCs) issued vide notification no. -RBI/DOS/2024-25/120 DOS.CO. FMG.SEC.No.7/23.04.001/ 2024-25 dtd. 15.07.2024.

Terms of Reference: The Committee shall –

- a) oversee the effectiveness of the fraud risk management in the company.
- b) review and monitor cases of frauds, including root cause analysis, and suggest mitigating measures for strengthening the internal controls, risk management framework and minimising the incidence of frauds.

Composition shall be as per para 2.3 of aforesaid Master Directions dtd. 15.07.2024.

Quorum shall either be two members or one third of the members of the committee, whichever is greater, with at least two independent directors.

Meeting: As and when any case of fraud happens and as may be required to discharge its terms of reference.

3. Other Operational Committees

The Board shall have power to constitute committees at operational level to carry out day-to-day functions. A few of them are:

3.1 IT Steering Committee

IT Steering Committee shall assist the ITSC in playing its role.

Composition of IT Steering Committee : As per RBI directions, the IT Steering Committee shall have representation at Senior Management level from IT, business functions for assisting the Board/ IT Strategy Committee in the implementation of the IT Policy and IT Strategy. Thus, this Committee shall comprise of the following –

- a. Deputy CEO
- b. SEVP (Front Office and IT)
- c. SEVP (Support)/CFO

CISO shall be permanent invitee to IT Steering Committee.

Periodicity of meetings and Quorum: The IT Steering Committee shall meet atleast on a quarterly basis.

Terms of reference of the Committee shall inter-alia includes the following-

- a) Assist the ITSC in strategic IT planning, oversight of IT performance, and aligning IT activities with business needs
- b) Oversee the processes put in place for business continuity and disaster recovery
- c) Define IT project success measures and follow up progress on IT projects
- d) Ensure compliance with technology standards and guidelines
- e) Ensure implementation of a robust IT architecture meeting statutory and regulatory compliance.
- f) Update ITSC and CEO periodically on the activities of IT Steering Committee.

3.2 Information Security Committee (ISC)

Information security Committee, under the oversight of ITSC, shall manage cyber/information.

Composition : The composition of ISC, with Chief Information Security Officer (CISO) and other representatives from business and IT functions etc. shall be decided by the ITSC. The Head of ISC shall be from risk management vertical.

Terms of reference of ISC, inter-alia shall include-

- (i) Development of information/ cyber security policies, implementation of policies, standards and procedures to ensure that all identified risks are managed within the RE's risk appetite;
- (ii) Approving and monitoring information security projects and security awareness initiatives;
- (iii) Reviewing cyber incidents, information systems audit observations, monitoring and mitigation activities; and
- (iv) Updating ITSC and CEO periodically on the activities of ISC.

3.3 Investment Committee

The Company is a Primary Dealer of Government Securities and therefore, it perceives the Investment Committee as an essential for survival and growth of its business.

The Committee shall deliberate and decide on day-to-day investment and portfolio decisions.

Composition :

The Investment committee shall be chaired by Managing Director & CEO (in absence of whom, the immediate authority (i.e. Executive Director/Dy. CEO) shall be the Chairperson and committee shall be comprised of following other members:

- Executive Director/Dy. CEO
- Sr. Executive Vice Presidents (Front Office and Back Office)
- Chief Dealer
- Head of Mid-Office/Head of Risk/CRO
- Chief Financial Officer

Frequency of Meeting :

The Investment Committee shall meet at least once a day

Quorum: Quorum shall be minimum of three members with MD and CEO as mandatory member, in his absence the Executive Director/Dy. CEO shall be head of the committee. In case of absence of MD & CEO and Executive Director/Dy CEO, the Chief Financial Officer shall be the head of the committee. Minutes/decisions in such cases shall be communicated to MD & CEO for information.

Terms of Reference :

- (i) All decisions regarding the day-to-day management of the company's portfolio shall be taken by this Committee. The committee shall also review the market conditions, company's portfolio and the strategy to be followed.
- (ii) The Committee shall ensure that the company is following the procedures, laid down the Board, while putting the deals through deals, various prudential exposure limits, policy regarding dealings through brokers, systems for management of various risks, guidelines for valuation of the portfolio and the reporting systems etc.
- (iii) The Committee shall also review the operational procedures and controls in relation to the day-to-day business operations and the Committee shall also ensure that operations in securities are conducted in accordance with sound and acceptable business practices.

3.4 Asset Liability Committee (ALCO)

The Company is a Primary Dealer and therefore, perceives the ALCO as an essential to monitor the asset liability gap and strategize action to mitigate the risk associated.

Composition

The ALCO shall comprise of :

1. Managing Director & CEO
2. Executive Director/Dy. CEO
3. Senior Executive Vice President
4. Chief Dealer
5. Chief Financial Officer

6. Head Mid-office/Head of Risk/CRO

Frequency of Meeting :

The ALCO shall meet at least once in a quarter.

Quorum: Quorum shall be minimum of three members with MD and CEO as mandatory member, in his absence the Executive Director/Dy. CEO shall be head of the committee. In case of absence of MD & CEO and Executive Director/Dy CEO, the Chief Financial Officer shall be the head of the committee. Minutes/decisions in such cases shall be communicated to MD for information.

Terms of Reference

The business issues that an ALCO would consider, inter alia, will include review of maturity profile, mix of the incremental assets and liabilities, monitoring the risk levels of the company etc.

Other Disclosures

The company shall make all necessary disclosures in various public domains like Directors' Report, Report on Corporate Governance, website etc. as required under the Companies Act, 2013, the Listing Regulations, RBI guidelines and other applicable laws

Waiver / Interpretation /Amendments of the Code of Corporate Governance:

Any waiver of the provisions of this code shall be approved by the Board of Directors of the company.

The Board of Directors of the company will handle any question or interpretation under this Code.

The code shall be reviewed continuously and any amendment to the provisions of this code must be approved by the Board and promptly disclosed on the Company's website and in applicable regulatory filings pursuant to applicable laws and regulations together with details about the nature of amendment.

It may be noted that provisions of this Code are in addition to and not in derogation with the Companies Act, 2013 and Rules made thereunder, the Listing Regulations, RBI Guidelines/Directives and any other applicable law, for the time being in force. In case of any inconsistency between the provisions of this code and above laws, the later shall prevail.