

## Internal Guidelines on Corporate Governance

### 1. PREAMBLE

In order to adopt best practices and greater transparency in the operations of the Company and in compliance with the Housing Finance Companies – Corporate Governance (National Housing Bank) Directions, 2016 issued by National Housing Bank (NHB) vide Notification No. NHB.HFC.CG-DIR.1/MD&CEO/2016 dated February 9, 2017, the Company has framed this set of Internal Guidelines on Corporate Governance.

### 2. DEFINITIONS

1. **“Act”** shall mean the provisions of the Companies Act, 2013 and rules made thereunder and shall include the statutory amendment(s), modification(s) or re-enactment(s) thereof.
2. **“Board”** shall mean the Board of Directors of the Company, as constituted from time to time.
3. **“Company”** means Shriram Housing Finance Limited (“SHFL”)
4. **“Committee”** shall mean committee of the Board of Directors or such other Committee constituted from time to time.
5. **“Directions”** shall mean the Housing Finance Companies – Corporate Governance (National Housing Bank) Directions, 2016 issued by NHB vide notification no. NHB.HFC.CGDIR.1/MD&CEO/2016 on 9th February, 2017.
6. **“Independent Director”** shall mean a Director who satisfies the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013
7. **“KMP”** shall mean Key Managerial Personnel as defined in sub section (51) of Section 2 of the Companies Act, 2013.
8. **“Senior Management Personnel”** shall mean employees of the Company who are members of the core management team excluding Board of Directors. This shall comprise of all members of management one level below the Directors, including all functional heads.
9. **“SEBI Listing Regulations”** shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and includes any statutory modification(s) thereof.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any other applicable law/regulation/rules prescribed by National Housing Bank or such other authority.

### **3. BOARD OF DIRECTORS**

The Company's Board has a primary role to protect and enhance stakeholders' value through supervision and strategic inputs. The Board along with its Committees not only provides supervision and exercises appropriate controls, but also ensures a strong emphasis on transparency, accountability and integrity. Every Director holds a fiduciary position and shall be required to attend and actively participate in the Board and its Committee Meetings in which they are a Member and conscientiously fulfil his/her obligations as Director of the Company.

The Board, in compliance with extant regulatory prescriptions, shall comprise of both Executive and Non-Executive Directors, one of whom must be a woman and at least a third of the total number of Directors being Independent Directors. All the Directors shall meet the 'fit and proper' criteria as prescribed under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and by the National Housing Bank.

At present the Board comprises of 2 (Two) Independent Directors, 1 (one) Non-Executive Directors and 1 (one) Executive Director being the Managing Director & CEO. The Directors bring to the Board a wide range of experience and skills, which includes banking, finance, lending, accounting and economics. None of the Directors of the Company are related to each other.

All the Directors on the Board (except Independent Directors and the Managing Director) are liable to retire by rotation and one third of such Directors shall retire at every Annual General Meeting of the Company. The Directors who are longest in office shall retire and in accordance with the provisions of applicable laws shall be eligible for re-election.

#### ***Meetings of the Board***

At least 4 meetings of the Board shall be held in every calendar year and at least 1 (one) meeting will be held every calendar quarter, with a maximum time gap of 120 (one hundred and twenty) days between two Board meetings. The meeting of the Board of Directors shall be called by giving not less than seven days' notice in writing to every Director by hand delivery or by post or by electronic means. The agenda for the meeting should be made available to the Board shall be furnished to the Directors well in advance.

The decisions of the Board shall be taken by simple majority of the Directors and each Director shall exercise one vote. The Chairman of the Board shall not be entitled to a second or casting vote at any meeting of the Board.

***Minimum Information to be placed before the Board***

1. To enable the Board members to discharge their responsibilities effectively and take informed decisions, detailed agenda papers, with explanations on each item, shall be sent to each Director well in advance of the Board and its Committee meetings as per the Act and other applicable laws.
2. The Company shall place all statutory and other significant matters including minimum information required to be placed in terms of Schedule II – Part A of the SEBI Listing Regulations and Secretarial Standard on the Meetings of the Board of Directors [SS-1] as prescribed by the Institute of Company Secretaries of India, before the Board to enable it to discharge its duty responsibly.
3. The Minutes of all Board Meetings and its Committee Meetings shall be circulated to the Board members as per the applicable provisions of the Act and SS-1. Minutes of the previous Board /Committee Meetings are placed in the subsequent Board/Committee Meeting for noting.
4. Any further information / data / clarification as required by the Board would be made available as and when sought, in a transparent and timely manner.

***Board Independence***

Independent Directors are expected to play a key role in the decision-making process of the Board by participating in the process of framing the overall strategy of the Company. The Independent Directors should strive to bring in an independent, impartial and objective view to discussions at the meetings of the Board and its Committees and they shall act in a way that is in the best interest of the Company and its stakeholders.

Independent Directors appointed on the Board of the Company shall fulfill the criteria of independence as set out under the provisions of Companies Act, 2013 and other applicable laws in this regard. They shall submit an annual declaration affirming compliance with the criteria of independence for every financial year and such declaration shall be submitted whenever there is any change in circumstances which may affect their independence.

An Independent Director shall hold office for a term of up to five consecutive years and shall be eligible for re-appointment for another term of up to five consecutive years on passing of a special resolution by the Company. Provided that an Independent Director, who completes two consecutive term(s) shall be eligible for appointment as Independent Director in the Company only after the expiration of three years of ceasing to be an Independent Director in the Company.

### ***Disclosures***

An annual declaration on confirmation in respect of fit and proper criteria in the format prescribed under the Company's Policy on fit and proper criteria for the Directors formulated in terms of NHB Directions shall be furnished by the Directors as per annexure A.

A declaration of independence in terms of Section 149(7) of the Companies Act, 2013 shall be furnished as per annexure B by the independent Directors every financial year or whenever there is any change in the circumstances that affect their status as an Independent Director.

### ***Board Compensation Review***

The remuneration payable to the Director(s) shall be determined by the Nomination and Remuneration Committee and shall be recommended to the Board for its consideration and approval. The remuneration payable shall be in accordance with the Board approved Remuneration Policy and applicable laws.

Presently, the Independent Directors of the Company are paid remuneration by way of sitting fees for attending meetings of the Board and its Committees, in compliance with the applicable laws in this regard.

## **5. COMMITTEES**

The Board has constituted committees to deal with specific matters and for operational convenience, delegated powers for different functional areas to different Committees in accordance with the applicable laws. The Audit & Risk Management Committee, the Asset-Liability Management Committee, the Nomination and Remuneration Committee and the Corporate Social Responsibility Committee have been constituted in accordance with the provisions of the Companies Act, 2013 as applicable to the Company. The composition, terms of reference and functioning of the Committee(s) shall be decided by the Board of Directors in accordance with the provisions of the applicable laws.

Minutes of meetings of Committees of the Board and other Committee(s) as specified by the Board shall be placed before the Board for its perusal, discussion and noting. The decisions of the Committees shall be taken by simple majority of the members of the respective Committees and each member shall exercise one vote. Chairman of the Committee(s) shall not be entitled to a second or casting vote at any meetings of the Committee(s).

**Details of various Committee(s) are as under:**

### ***1. Audit & Risk Management Committee***

The Company shall have in place an Audit Committee constituted in accordance with the provisions of Section 177 of the Companies Act, 2013 and rules framed thereunder.

The Audit Committee shall consist of minimum of three directors and atleast two third of the members shall be independent directors. All the Members of the Audit Committee shall be financially literate and atleast one Member shall have an accounting or related financial management expertise.

The Chairperson of the Audit Committee shall be an Independent Director.

At least 4 meetings of the Committee shall be held in every calendar year and the Committee shall meet once every calendar quarter.

The terms of reference of the committee are as below:

- Recommend appointment, re-appointment, terms of appointment/reappointment and remuneration (audit fees and fees for other services) of Auditors.
- Review and monitor auditor's independence and performance and effectiveness of audit process.
- Examine the Financial Statements, financial reporting process, proper disclosure in the financial statements and the auditor's report including the compliance of KYC thereon and management letters/letters of internal control weakness by the auditors.
- Evaluation of internal financial controls and risk management systems.
- Monitor the end use of funds raised through public offers and related matters.
- Review appointment, re-appointment, removal, terms of appointment/reappointment and remuneration of internal auditor.
- Review internal audit function (structure, staffing, process, coverage, activity etc), internal audit report, follow up on findings and the performance of the internal auditor.
- Review findings of any internal investigation reports of the Internal Auditors on suspected fraud or irregularity or a failure of internal control systems of a material nature and report it to the Board.
- Look into the defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- Review the functioning of the Whistle Blower Mechanism.
- Approve appointment of Chief Financial Officer (CFO) of the Company.
- Approval or any subsequent modification of any transaction with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of the undertaking or assets, wherever necessary.
- To analyse economic conditions, industry-wise performance, guidelines issued by regulatory authorities, competitor's policies & alerting management to the possibility of any adverse/risky situation emerging.
- Review Asset Liability Management, capital adequacy, resources raised, credit ratings and management of Non-Performing Assets.
- Analyse trend of cost of funds, expenses and review action taken to mitigate risks thereof.
- Analyse performance of assets assigned/secured, related party transactions, single party exposure & contingent liabilities.
- Review compliance with statutory & legal requirements.

- Review the credit policy for each product & to assess dovetailing of business done in accordance with overall credit policy.
- Review all major operational control/actionable points to handle failures and other exigencies.
- Carry out any other function as decided by the Board from time to time

The Company Secretary or an executive of the Secretarial Department shall act as the secretary to the committee.

## **2. Nomination & Remuneration Committee**

The Company shall have in place a Nomination and Remuneration Committee constituted in accordance with the provisions of Section 178 of the Companies Act, 2013.

The Nomination and Remuneration Committee shall comprise of atleast three directors and all Directors of the Committee shall be Non- Executive Directors. Atleast fifty percent of the Members shall be Independent Directors. However, the Chairman of the Company (whether executive or nonexecutive) may be appointed as a Member of the Committee but shall not be allowed to chair the Committee.

The Committee shall meet at such regular intervals as may be required.

The Chairperson of the Committee shall be present at the Annual General Meeting to answer shareholder queries.

The presence of atleast two members shall be required to form the necessary quorum unless otherwise stipulated in the Act.

The terms of reference of the committee are as below:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director
- Identify persons who qualify to become Directors and recommend their appointment to the Board, as and when vacancies arise.
- Recommend removal of a Director from the Board, in case if such need arises.
- Formulation of criteria for evaluation of performance of independent directors and the board of directors
- Carry out evaluation of performance of every Director on an annual basis.
- Identify persons who may be appointed as members of senior management.
- Formulate policies for qualification, attributes and independence of directors.
- To ensure 'fit and proper' status of Directors at the time of their appointment as well as on continuing basis.
- Recommend to the Board policy relating to remuneration for directors, key managerial personnel and employees keeping in view to attract, motivate and retain talent required for the progress of the Company.

- To determine if the term of appointment of the independent director should be extended or continued, on the basis of the report of performance evaluation of independent directors.
- Guide policies and practices in the talent management of the Company.
- Formulate, recommend to the Board and administer Employees Stock Option Plans (ESOP) and other incentive plans for employees and directors and interpret and adopt rules for the operation thereof.
- Approve employment agreements, severance arrangements and change in control agreements.
- To form Sub-committees and take matters as may be assigned by the Board from time to time.

The Company Secretary or an executive of the Secretarial Department shall act as the secretary to the committee

### **3. Asset-Liability Management Committee (ALCO)**

The Company shall have in place an Asset Liability Management Committee.

The Asset Liability Management committee shall consist of minimum of two members. The Head of Technology and Chief of Credit would be invitees for the meetings of the committee. At least 4 meetings of the Committee shall be held in every calendar year and the Committee shall meet once every calendar quarter.

The presence of two members shall be required to form the necessary quorum. The terms of reference of the committee are as below:

- Profit Planning and growth projection.
- Balance Sheet planning from risk-return perspective.
- Strategic management of interest and liquidity risk.
- Adoption of Asset-Liability management practices.
- Providing a comprehensive and dynamic framework for measuring, monitoring and managing liquidity and interest rate risks of major operators in the financial system.
- Forecasting and analysing 'What if scenario' and preparation of contingency plans.
- Any other subject as may be specified by NHB from time to time.

The Company Secretary or an executive of the Secretarial Department shall act as the secretary to the committee.

### **4. Corporate Social Responsibility (CSR) Committee**

The Corporate Social Responsibility Committee shall consist of three or more Directors, out of which atleast one Director shall be an Independent Director.

At least one meeting of the Committee shall be held every year.

The presence of atleast two members shall be required to form the necessary quorum unless otherwise

stipulated in the Act.

- To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII;
- To recommend the amount of expenditure to be incurred on the activities
- To monitor the Corporate Social Responsibility Policy of the company from time to time.

The Company Secretary or an executive of the Secretarial Department shall act as the secretary to the committee.

**In addition to above, the Board has constituted a Banking & Finance Committee, an Internal Complaints Committee, a Whistle Blower & Vigil Mechanism Committee, a Credit Committee, an IT strategy Committee, Review Committee and Interest Rate Monitoring Committee consisting of Director(s) or Senior Management Personnel of the Company and may constitute such other Committees, as may be required for effective functioning of the Company.**

All terms and reference of the Committee shall be reviewed by the Board of Directors of the Company from time to time.

## **5. PERFORMANCE EVALUATION**

The Nomination and Remuneration Committee of the Company shall evaluate the performance of the individual Directors, the Board, as a whole and its Committees. The NRC shall provide an overview Report of the evaluation conducted by it, to the Board for their discussion and analysis.

## **6. CONFLICT OF INTEREST**

The Company expects its Directors, officers and other employees to act ethically at all times and to acknowledge their adherence to the policies and codes adopted by the Company.

The Directors, senior management and other employees of the Company shall endeavor to avoid any conflict of interest with respect to their dealings with the Company. A conflict of interest exists when benefits or interests of one person or entity conflict with the interests or benefit of the Company. If a Director has a potential conflict of interest in a matter under consideration by the Board or a Committee, such Director shall disclose his interest in accordance with the provisions of applicable laws and abstain from deliberations and voting on such matter. A Director who is interested in any proposed transaction shall not exercise any influence over other Board/Committee Members in any manner whatsoever and is restricted from casting his vote for the particular agenda. Officers and other employees must disclose the circumstances of any possible conflict of interest to his / her supervisor and the Managing Director and CEO, for a determination about whether a potential or actual conflict exists. If an actual or potential conflict is determined, the Company may take whatever corrective action appears appropriate according to the circumstances.

## **7. RELATED PARTY TRANSACTIONS**

All transactions with related parties should be an arm's length basis and that such credits are clearly identifiable, effectively monitored and appropriate steps are taken to control the quantitative limits or mitigate risks.

All transactions with related parties shall be subject to the approval of the Board of Directors on the recommendation of the Audit & Risk Management Committee including the limits, terms and conditions, if any, imposed thereon.

## **8. AUDITORS**

### ***Statutory Auditors***

The Board and the Audit & Risk Management Committee of the Company shall be responsible to appoint Statutory Auditors who demonstrate professional ability and independence. The Company shall review the independence and performance of the Statutory Auditors and the effectiveness of the audit process periodically. A declaration shall be obtained from the Auditors affirming their eligibility for being appointed as the Statutory Auditors of the Company.

Further, the Company shall rotate the partner/s of the Chartered Accountant firm(s) conducting the statutory audit of the Company every three years or such other earlier period as may be decided by the Board, so that same partner does not conduct audit of the company continuously for more than a period of three years. However, the partner so rotated shall be eligible for conducting the audit of the Company after an interval of three years.

### ***Internal Auditors***

The Board and the Audit & Risk Management Committee of the Company shall appoint Internal Auditors in accordance with the provisions of applicable laws and regulations who shall perform independent and objective assessment of the internal controls, processes and procedures instituted by the management and accordingly monitor its adequacy and effectiveness.

### ***Secretarial Auditors***

The Board shall appoint a Company Secretary in practice, in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder to conduct a secretarial audit of the Company for every financial year. The Secretarial Auditor shall provide its report in the form and manner prescribed under the applicable laws / regulations. The Secretarial Audit Report shall be placed before the Board for its noting and records and the same be annexed to the Board's Report which shall be circulated to the members of the Company in accordance with the applicable laws / regulations.

## **9. CODES AND POLICIES OF THE COMPANY**

### ***Code of Conduct for Directors and Employees***

The Code of Conduct for Directors and Employees provides for employees to conduct their business and affairs in compliance with applicable laws, rules and regulations of India. The Code is applicable to all employees of the Company, including Executive Director(s) and to the Non-Executive Director(s) to the extent of their role and responsibilities in the Company.

### ***Whistle Blower Policy / Vigil Mechanism***

The Whistle Blower Policy/Vigil Mechanism has been framed to provide a mechanism under which an employee/ director of the Company may report violation of personnel policies of the Company, unethical behaviour, suspected or actual fraud, violation of code of conduct and such similar incidences. The Vigil Mechanism ensures standards of professionalism, honesty, integrity and ethical behavior. The Mechanism adopted by the Company encourages the whistle blower to report genuine concerns or grievances and provides for adequate safeguards against victimisation of whistle blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit and Risk Management Committee.

### ***Other Codes and Policies***

In accordance with the applicable provisions of the Companies Act, 2013, the directions/ guidelines issued by the National Housing Bank, the Securities Exchange Board of India, for internal requirements and operational convenience, the Company has framed and adopted the following policies and codes which shall be updated / revised as and when required under the applicable laws or due to change in the functioning or the structure of the Company.

The codes and policies approved by the Company *inter-alia* includes the following:

- Fair Practice Code
- Most Important Terms and Conditions
- Investment Policy
- Guidelines on Know Your Customer and Anti Money Laundering Policy
- ALCO Policy
- Whistle Blower & Vigil Mechanism Policy
- Resource Mobilisation Policy
- Policy on Selection Criteria/ "Fit & Proper" Person Criteria for Directors
- Nomination & Remuneration Policy
- Corporate Social Responsibility (CSR) Policy
- Code for Independent Directors
- Business Continuity Plan & Disaster Recovery Policy
- Policy on Prevention of Sexual harassment

## **10. DISCLOSURES**

The Company is committed to make adequate disclosures based on the principles of transparency, timeliness, fairness and continuity. The Board of Directors and employees of the Company shall ensure and make necessary disclosures to the Company, the Regulator(s) / Statutory Authorities, the Shareholders, Investors or other stakeholders as may be required by the applicable laws and the codes & policies of the Company.

The Board of Directors of the Company or such other person authorized by the Board or any law / regulation, shall ensure that all the disclosures statutorily required to be made on behalf of the Company are duly made to the Regulatory / Statutory authorities or such other persons as maybe required under applicable laws / regulations.

## **11. ANNUAL REPORT**

The Annual Report of the Company shall contain a separate section on Corporate Governance detailing the measures / activities undertaken by the Company as a part of its efforts towards good corporate governance.

## **12. WEBSITE**

This internal guidelines on corporate governance shall be published on the Company's website, if any, for the information of various stakeholders, as required by NHB, from time to time.

## **13. NODAL OFFICER**

The Internal guidelines on Corporate Governance shall be implemented and monitored by the Company Secretary of the Company, being the Nodal Officer for this and the periodical review and update shall be reported by the aforementioned Nodal Officer.

## **14. AMENDMENT**

The policy will be amended from time to time by the Board of Directors on the recommendation of the Nomination & Remuneration Committee of the Board. The policy shall be automatically amended with the changes in law.

**Annexure A**

<b>Name of HFC: Shriram Housing Finance Limited</b>		
<b>Declaration and Undertaking by Director</b>		
<b>(with enclosures as appropriate as on March 31, _____)</b>		
<b>Sr. No.</b>		
<b>I.</b>	<b>Personal details of Director</b>	
a.	Full Name	
b.	Date of Birth	
c.	Education Qualifications	
d.	Relevant Background and Experience	
e.	Permanent Address	
f.	Present Address	
g.	E-mail Address / Telephone Number	
h.	Director Identification Number	
i.	Permanent Account Number under the Income Tax Act and name and address of Income Tax Circle	
j.	Relevant knowledge and experience	
k.	Any other information relevant to Directorship of the HFC	
<b>II.</b>	<b>Relevant Relationship of Director</b>	
a.	List of Relatives if any who are connected with the HFC (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.	<i>List of entities in which he/she is considered as holding substantial interest within the meaning of HFC (NHB) Directions, 2010</i>	
d.	Name of HFC 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 HFC	
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 HFC or any other HFC / bank.	
III.	<b>Records of professional achievements</b>	
a.	Relevant professional achievements	
IV.	<b>Proceedings, if any, against the Director</b>	
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, RBI, etc. <b><i>(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 toto, 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</i></b>	
	<b><i>the regulator is temporarily stayed and the appellate / court proceedings are pending, the same also should be mentioned.)</i></b>	

V.	<b>Any other explanation / information in regard to items I to III and other information considered relevant for judging fit and proper</b>	
<p><b>Undertaking</b></p> <p>I confirm that the above information is to the best of my knowledge and belief true and complete. I undertake to keep the HFC fully informed, as soon as possible, of all events which take place subsequent to my appointment which are relevant to the information provided above.</p> <p>I also undertake to execute the deed of covenant required to be executed by all Directors of the HFC.</p> <p><b>Place :</b> <span style="float: right;"><b>Signature</b></span></p> <p><b>Date :</b></p>		
VI.	<b>Remarks of Chairman of Nomination Committee / Board of Directors of HFC</b>	
<p><b>Place :</b> <span style="float: right;"><b>Signature</b></span></p> <p><b>Date :</b></p>		

**Annexure B**

To,  
**The Board of Directors**  
\_\_\_\_\_ **Limited**  
(Address)

Dear Sir(s)/Madam,

**Sub.: Declaration by Independent Director**

I, \_\_\_\_\_, Independent Director of Shriram Housing Finance Limited (“Company”), hereby confirm and declare that I meet all the following criteria of Independent Director as prescribed under Section 149(6) of the Companies Act, 2013:

- a. I am a person of integrity and possess relevant expertise and experience;
- b. I have registered my name in the data bank maintained by the ‘Indian Institute of Corporate Affairs’ (IICA) for life-time;
- c. (i) I am not a promoter of the Company or its holding, subsidiary or associate company;  
(ii) I am not related to promoters or directors in the Company, its holding, subsidiary or associate company;
- d. I have no pecuniary relationship other than receiving sitting fees as such director or having transaction not exceeding ten percent of the total income or such amount as may be prescribed, with the Company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- e. None of my relatives –
  - i. are holding any security of or interest in the Company, its holding, subsidiary or associate company during the two immediately preceding financial years or during the current financial year:  
Provided that the my relatives may hold security or interest in the Company of face value not exceeding fifty lakh rupees or two per cent of the paid-up capital of the Company, its holding, subsidiary or associate company or such higher sum as may be prescribed;
  - ii. are indebted to the Company, its holding, subsidiary or associate company or their promoters, or directors, in excess of such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
  - iii. have given a guarantee or provided any security in connection with the indebtedness of any third person to the Company, its holding, subsidiary or associate company or their promoters, or directors of such holding company, for such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
  - iv. have any other pecuniary transaction or relationship with the Company, or its subsidiary, or its holding or associate company amounting to two per cent or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (i), (ii) or (iii);

- f. Neither me nor any of my relatives-
- (i) hold the position of a key managerial personnel or is or has been employee of the Company or its holding, subsidiary or associate company in any of the three financial years in which I was appointed;
  - (ii) are an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which I was appointed, of—
    - A. a firm of auditors or company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate company; or
    - B. any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate company amounting to ten percent or more of the gross turnover of such firm;
  - (iii) hold together two per cent or more of the total voting power of the Company; or
  - (iv) is a Chief Executive or director, by whatever name called, of any non-profit organization that receives twenty-five percent or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two percent or more of the total voting power of the Company; or
- g. I, do possess such other qualifications as may be prescribed.

Thanking you.

**(Name)**  
**Independent Director**  
**DIN:**

**Date:**  
**Place:**