



**Ambit Finvest Private Limited**

<b>Internal Guidelines on Corporate Governance</b>
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Effective Date	September 19, 2018
Approver	Board of Directors
Version	1

## **(I) The Company**

Ambit Finvest Private Limited ( “Company” or “Ambit Finvest”) is a subsidiary of Ambit Private Limited.

The Company became Systematically Important NBFC (Non Banking Financial Company- Non Deposit taking-Systemically Important) effective from September 01, 2018. It is engaged primarily into Structure Finance and SME Financing activities.

## **(II) Regulatory Framework and Background**

The Reserve Bank of India (**‘RBI’**) vide its Circular No. DNBR (PD) CC.No.029/ 03.10.001/ 2014-15 dated April 10, 2015 issued Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015 (**“RBI Circular”**) which requires systematically important NBFCs to frame Internal Guidelines on Corporate Governance. The RBI Circular is also now covered in the Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.

Corporate Governance is a continuous process at Ambit Finvest Private Limited.

## **(III) Governance Structure**

### **(A) Board of Directors**

The Board of Directors along with its various Committees shall provide leadership and strategic guidance to the Company’s management. The Company’s management shall act in accordance with the supervision, control and direction by the Board of Directors of the Company. The Board has a vital role to play, amongst other, in the matters relating to policy formulation, implementation and strategic issues which are crucial for the long term development of the Company.

The Company has Board of Directors in line with the Companies Act, 2013 and other applicable laws as amended from time to time. The Company’s Board consists of 4 Directors:

<b>Sr No</b>	<b>Name</b>	<b>Type</b>
1.	Mr. Sanjay Sakhuja	Chairman* and Non-Executive Director
2.	Mr. Rahul Gupta	Non-Executive Director
3.	Mr. Vikrant Narang	Non-Executive Director
4.	Mr. Sanjay Dhoka	Non-Executive Director

Mr. Sanjay Sakhuja has been appointed as the Chairman of the Board effective from August 31, 2018.

## **(B) Committees of the Board**

Following are the Committees of the Board at Ambit Finvest:

### **A. Audit Committee**

The Company has put in place the Audit Committee and pursuant to becoming NBFC-ND-SI effective from September 01, 2018, in terms of the RBI Circular, it shall have the same powers, functions and duties as laid down in Section 177 of the Companies Act, 2013. The Audit Committee consists of:

<b>Sr No</b>	<b>Name</b>	<b>Type</b>
1.	Mr. Sanjay Sakhuja	Non-Executive Director
2.	Mr. Rahul Gupta	Non-Executive Director
3.	Mr. Vikrant Narang	Non-Executive Director
4.	Mr. Sanjay Dhoka	Non-Executive Director

### **B. Nomination Committee:**

The Company has put in place the Nomination Committee and pursuant to becoming NBFC-ND-SI effective from September 01, 2018, in terms of the RBI Circular, it shall have the same powers, functions and duties as laid down in Section 178 of the Companies Act, 2013. The Nomination Committee consists of:

<b>Sr No</b>	<b>Name</b>	<b>Type</b>
1.	Mr. Sanjay Sakhuja	Non-Executive Director
2.	Mr. Rahul Gupta	Non-Executive Director
3.	Mr. Sanjay Dhoka	Non-Executive Director

### C. Risk Management Committee

The Company has put in place the Risk Management Committee. The Risk Management Committee consists of:

<b>Sr No</b>	<b>Name</b>	<b>Type</b>
1.	Mr. Sanjay Sakhuja	Non-Executive Director
2.	Mr. Rahul Gupta	Non-Executive Director
3.	Mr. Sanjay Dhoka	Non-Executive Director

Role, Responsibilities and Terms of Reference of the RMC: In addition to the following, the RMC shall abide to the existing terms of reference – role, responsibilities and duties as specified under the Credit & Risk Policy of the Company:

1. To manage the integrated risk.
2. To ensure putting in place a progressive risk management system.
3. To put in place the risk management policy and strategy to be followed.
4. To ensure adherence to the limits set by the Board and in line with the budget and to decide risk management objectives thereto.
5. To report to the Board of Directors on the status of the Committee performance on periodic basis.
6. To carry out such other functions as may be prescribed by the Board of Directors of the Company in this regard.

### D. Corporate Social Responsibility

The Company has put in place the Corporate Social Responsibility Committee. The Committee consists of:

<b>Sr No</b>	<b>Name</b>	<b>Type</b>
1.	Mr. Sanjay Sakhuja	Non-Executive Director
2.	Mr. Rahul Gupta	Non-Executive Director
3.	Mr. Vikrant Narang	Non-Executive Director
4.	Mr. Sanjay Dhoka	Non-Executive Director

## **(C) Other Committees**

### **A. Loan Sanction Committee**

The Company has put in place the Loan Sanction Committee. The Loan Sanction Committee consists of:

<b>Sr No</b>	<b>Name</b>
1.	Mr. Rahul Gupta
2.	Mr. Sanjay Sakhuja
3.	Mr. Vikrant Narang
4.	Mr. K M Jayarao
5.	Mr. Gautam Gupte
6.	Mr. Sunil Gulati

The Committee is authorized to approve and sanction any loan proposal received by the Company. The Committee shall meet as and when needed.

Also, the Board has authorized certain officials to approve and sanction certain products of the Company i.e. loan against securities and margin trade finance upto Rs.10 Crores (Rupees Ten Crore Only). The Board has also authorised certain officials to approve and sanction loans in relation to the SME Finance activities of the Company within a prescribed amount.

### **B. Asset Liability Management Committee**

The Company has put in place Asset Liability Management Committee and the powers, functions and duties are as given in RBI and other regulations applicable to the Company as amended from time to time. The Asset Liability Management Committee consists of:

<b>Sr No</b>	<b>Name</b>
1.	Mr. Sanjay Sakhuja
2.	Mr. Vikrant Narang
3.	Mr. Sanjay Agarwal
4.	Mr. Sanjay Dhoka

The Committee shall meet as and when needed.

The quorum for the Committee is 3 and decision is to be taken with the approval of all the members present in persons or through any electronic mode.

### **C. IT Strategy Committee**

The Company has put in place the IT Strategy Committee and the powers, functions and duties of the Committee are as given in RBI and other regulations applicable to the Company as amended from time to time. The IT Strategy Committee consists of:

<b>Sr No</b>	<b>Name</b>
1.	Mr. Gautam Gupte
2.	Mr. Sanjay Agarwal
3.	Mr. Sanjay Dhoka

The Committee shall meet as and when needed.

The quorum for the Committee is 2 and decision is to be taken with the approval of all the members present in persons or through any electronic mode.

### **D. Operations Committee**

The Committee is authorize to take / carry out all administrative and operational decisions / activities as may be required for the Company's business/operations including the authority to delegate powers to officials, persons, etc. for business/operational matters:

<b>Sr No</b>	<b>Name</b>	<b>Type</b>
1.	Mr. Vikrant Narang	CEO – Structure Finance
2.	Mr. Sanjay Agarwal	CEO – SME & Retail
3.	Mr. Sanjay Dhoka	Chief Operating Officer

### **(IV) Rotation of partners of the Statutory Auditors /Audit Firm**

Rotation of partners of the Statutory Auditor/Audit Firm will be done in accordance with the provisions of the Companies Act, 2013 as applicable, RBI Circular and other applicable laws from time to time.

### **(V) Disclosures and Transparency**

The Board records and adopts the minutes of all the Board level committee meetings.

The Company shall disclose all information required by RBI in its financial statements and on website as required by RBI and under other applicable laws.

**(VI) Review**

This policy shall be reviewed and updated periodically for any changes including any changes in the Board or Committee members and may be amended with the approval from the Chairman of the Board.