

**CHARTERED FINANCE & LEASING LTD.
(CFL)**

(“NBFC/ B-13.02480”)

**INTERNAL CORPORATE GOVERNANCE
POLICY**

SUMMARY OF POLICY

Particular	Details
Policy Name	Internal Corporate Governance Policy
Version	V2
Latest Approval/Review Date	07 th April, 2026
Review Cycle	Annually
Approver	Board of Directors of Chartered Finance & Leasing Ltd

VERSION HISTORY

Version	Approval	Version Description	Regulatory Reference	Remark
I	Board Meeting dated 11 th July, 2025	2025	RBI Regulation	Adopted by the Board
II	Board Meeting dated 07 th April, 2026	2026	RBI Regulation	Adopted by the Board

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1. Preamble and Company's philosophy on Corporate Governance

Chartered Finance & Leasing Limited ("the Company / CFL") is registered with Reserve Bank of India ("RBI") as Non-Banking Finance Company ("NBFC").

The Company is registered with the Reserve Bank of India as a non-deposit taking NBFC – Investment and Credit Company classified in the Middle Layer, and accordingly complies with Chapters II, III and IV of the Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025.

Corporate Governance means the system of rules, practices and processes by which a company is administered and controlled. It involves balancing the interests of the various stakeholders of the company including shareholders, employees, customers and the community within which it operates. These corporate governance guidelines will help the Company in attaining its objectives/goals, since it encompasses every sphere of operations, management, action plans, internal controls and regulatory disclosure.

2. Governance Structure

A. Board of Directors

The Board of Directors ("the Board") along with its Committees shall provide leadership and guidance to the Company's management and direct, supervise and control the performance of the Company. The Board of the Company shall have an optimum combination of Executive and Non-Executive directors in compliance with the Companies Act, 2013 ("the Act") and other regulatory guidelines, if any.

At least one of the directors of the Company shall have relevant experience of having worked in a bank or an NBFC.

The Board shall ensure that there is no conflict arising out of its independent director/s being on the Board of another NBFC at the same time.

The Company shall obtain prior written permission of the Reserve Bank for any change in management which would result in change in more than 30 percent of the directors, excluding independent directors; such prior approval shall not be required in case of directors who get re-elected on retirement by rotation. The Company shall continue to inform the Reserve Bank regarding any change in its directors / management. Applications shall be submitted through the PRAVAAH portal.

The Board shall ensure good corporate governance practices in the subsidiaries of the Company.

B. Committee of the Board

The Board functions as a full Board and also through various Committees constituted to oversee specific areas. The Committees have oversight of operational issues assigned to them by the Board. This approach assists to focus effectively on the issues and ensure expedient resolution of diverse matters. Each committee will have specific terms of references. Accordingly, the core Committees constituted by the Board in this connection are as follows:

1. Audit Committee

The Company has in place an Audit Committee to implement best in class in corporate governance structure. The Audit Committee shall have the powers and duties conferred upon it in compliance with the provisions of Section 177 of the Act, RBI guidelines and such other duties, obligations and powers as may be prescribed by the Board of the Company from time to time.

Composition	The Audit Committee shall consist of a minimum of three directors with not less than 2/3rd members being independent directors.
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Frequency	The Audit Committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings or at such frequency as may be deemed necessary in line with the applicable rules or regulations.
Quorum	The quorum shall be either two members or one third of the members whichever is greater.
Terms of reference	1. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company 2. Review and monitor the auditor's independence and performance, and effectiveness of audit process. 3. Review of financial statements/financial results before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company. 4. To oversee the Implementation of KYC/AML Policy on quarterly basis; 5. The Audit Committee shall exercise oversight of the IS Audit of the Company, approve the IS Audit provisions of the Company's IT / IS Policy and Information & Cyber Security Policy (including the mandate, purpose, authority, audit universe and periodicity of audit) and review them at least annually, and ensure that an Information System Audit of the internal systems and processes is conducted at the periodicity so prescribed. • Examination/Reviewing with the management, the annual financial statements and the auditors' report/limited review report thereon. • Evaluation of internal controls and risk management systems. • Monitoring the end use of funds raised through public offers and related matters. • Monitoring and review of frauds detected/ attempted frauds in quarter along with status update of frauds detected previously above defined thresholds. • Review of internal audit reports. • Review the adequacy of internal audit function, if any, including the structure of the internal audit department, reporting structure coverage and frequency of internal audit; • Discuss with internal auditors of any significant findings and follow up thereon. • Approval or any subsequent modification of transactions of the Company with related parties • The approval of related party transactions by the Audit Committee shall not extend to sanction of loans to related parties above the materiality threshold, which shall be sanctioned by the Board or a Committee of the Board other than the Audit Committee. Any deviation from the policy relating to lending to related parties and reasons therefor shall be reported to the Audit Committee. • Recommending Omnibus approvals in accordance with provisions of Companies Act, to the Board on Related Party Transactions during the year • Annual review of outsourced activities. • Valuation of undertakings or assets of the company, wherever it is necessary. • Scrutiny of inter-corporate loans and investments

	Such other power/duties and matters as mandated by Regulatory requirements or exercise other powers as may be delegated by Board from time to time.
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2. Nomination and Remuneration Committee

The Company has in place a 'Nomination and Remuneration Committee' to implement best in class corporate governance structure. The Nomination and Remuneration Committee shall have the powers and duties conferred upon it in compliance with the provisions of Section 178 of the Companies Act, 2013, RBI guidelines and such other duties, obligations and powers as may be prescribed by the Board of the Company from time to time.

Composition	The Committee shall consist of a minimum 3 non-executive directors, with at least two third of the members shall be independent.
Frequency	The Committee shall meet at least once a year.
Quorum	The quorum shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance.
Terms of reference	- To formulate the criteria for determining qualifications, positive attributes and independence of a director. - To identify persons who are qualified to become Directors, key managerial personnel and senior management and recommend to the Board their appointment and removal. - To undertake the process of due diligence to determine the suitability of the person for appointment / continuing to hold appointment as a director on the Board and to assess the "fit and proper" criteria of the existing and proposed directors. - Recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees. - The Committee shall oversee the framing, review and implementation of the Company's Nomination and Remuneration Policy and may work in close coordination with the Risk Management Committee to achieve effective alignment between compensation and risks. - To specify the criteria for evaluation of performance of the Board, its committees and individual directors including Independent Directors and review its implementation - To scrutinize the declarations submitted by the existing / proposed directors. - To Ensure that deeds of covenants have been obtained from directors in the prescribed format at the time of their appointment/reappointment. - The remuneration/compensation/ profit-linked commission etc. to the Managing Director, Director and Independent Directors will be determined by the Committee and recommended to the Board for approval. - To recommend the appointment, removal and terms of remuneration KMP - Such other power/duties and matters as mandated by Regulatory requirements or exercise other powers as may be delegated by Board from time to time.

3. Risk Management Committee

The Company has in place a Risk Management Committee constituted by the Board of Directors and as required by the Reserve Bank of India. The main objective of RMC is to assist the Board in effective discharge

of the responsibilities of risk management and internal controls. The Committee derives its powers and responsibilities from Board of Directors and functions as per the directions of the Board.

Composition	The Committee shall consist of a minimum of 3 members majority of them being directors including at least one independent director. Further, senior executives of the company may be the members of the committee.
Frequency	As and when the committee may deem fit and will endeavour to meet at least once in every quarter.
Quorum	The quorum shall be two or one-third of the members, whichever is higher, including at least one member of the board of directors in attendance.
Terms of reference	• To formulate or modify a detailed risk management policy and procedures. • To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company • To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems. • To monitor and review Cyber Security and overall IT risk management. • To evaluate the overall risks faced by the NBFC including liquidity risk and report to the board • To monitor and review the working and functioning of the Asset Liability Management Committee and risk committee of executives • To recommend the appointment, removal and terms of remuneration of the Chief Risk Officer. • To formulate and implement a comprehensive Outsourcing Policy. • The Risk Management Committee shall oversee the effectiveness of the framework for Early Warning Signals in terms of the Reserve Bank of India (Non-Banking Financial Companies – Fraud Risk Management) Directions, 2026. • Such other power/duties and matters as mandated by Regulatory requirements or exercise other powers as may be delegated by Board from time to time

4. IT Strategy Committee

The Company has constituted a Board-level IT Strategy Committee ("ITSC") in accordance with the Reserve Bank of India (Non-Banking Financial Companies – Cybersecurity, Technology: Risk, Resilience and Assurance Framework) Directions, 2026. The terms of reference of the Committee will be in accordance with the guidance provided in the aforesaid Directions and such other rules/regulations/notifications and guidelines in this regard.

Composition	The ITSC shall have a minimum of three directors (including the Chairperson) as members. The Chairperson shall be an independent director having substantial IT expertise, i.e. a minimum of seven years' experience in managing information systems and / or leading / guiding technology / cybersecurity initiatives / projects. Members shall be technically competent. The Chief Technology Officer shall be a member of the Committee, in addition to the minimum of three directors referred to above.
Frequency	The ITSC shall meet at least on a quarterly basis.
Quorum	The quorum for a meeting of the Committee shall be two members or one-third of the members, whichever is greater.
Terms of reference	• Approving IT strategy and policy documents and ensuring that the management has put an effective strategic planning process in place. • Ascertaining that management has implemented processes and practices that ensure that the IT delivers value to the business

	• Ensuring IT investments represent a balance of risks and benefits and that budgets are acceptable • Monitoring the method that management uses to determine the IT resources needed to achieve strategic goals and provide high-level direction for sourcing and use of IT resources. • Ensuring proper balance of IT investments for sustaining NBFC's growth and becoming aware about exposure towards IT risks and controls • Review and amend the IT strategies in line with the corporate strategies, Board Policy reviews, cyber security arrangements and any other matter related to IT Governance. • Review the Digital processes and its Roadmap • Review, approve and take decisions pertaining to all IT Policies including IT Security. • Review of the working of the IT Steering Committee of the Company. • Review the report as submitted by internal/external auditor while conducting audits under Board Approved IT Policies. • Review the IT Outsourcing Arrangements and evaluating the risks and materiality of associated with prospective outsourcing on periodic basis and recommending the same to the Board • The ITSC shall: (i) 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; (ii) ensure that processes for assessing and managing IT and cybersecurity risks are in place; (iii) ensure that budgetary allocations for the IT function, including IT security / cybersecurity, are commensurate with the Company's IT maturity, digital depth, threat environment and industry standards; (iv) review, at least annually, the adequacy and effectiveness of business continuity planning and DR management; (v) review the assessment of IT capacity requirements; and (vi) approve documented standards and procedures for administering need-based access to information systems. • Such other power/duties and matters as mandated by Regulatory requirements or exercise other powers as may be delegated by Board from time to time.
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5. Other Committees

In addition to the aforesaid Committees, the Company has also constituted following sub-committees of the management to facilitate quick decision making and encourage delegation of authority: -

1. Asset Liability Management Committee (ALCO)
2. IT Steering Committee
3. Investment Committee
4. CSR Committee
5. Management Committee
6. Independent Director Committee

The Company shall constitute a Special Committee of the Board for Monitoring and Follow-up of cases of Frauds with a minimum of three members of the Board, consisting of the Chief Executive Officer (Managing Director where the CEO is not a whole-time director) and two Independent Directors, headed by one of the Independent Directors, or, being a Middle Layer NBFC, a Committee of Executives with a minimum of three members, at least one of whom shall be a Whole-time Director or equivalent rank official. The Board shall decide the coverage and periodicity of its reviews and the threshold amount of fraud cases to be placed before it.

C. Chief Risk Officer

The Company has appointed a Chief Risk Officer (CRO) with clearly defined roles and responsibilities. The CRO functions independently to ensure the highest standards of risk management.

D. Chief Compliance Officer

The Company has appointed a Chief Compliance Officer (CCO) in accordance with the Reserve Bank of India (Non-Banking Financial Companies – Compliance Function) Directions, 2026, as amended from time to time. The CCO shall be a senior official of the Company, functionally independent of business lines, with a direct reporting line to the Managing Director/CEO or the Board/Board Committee as prescribed, and shall be responsible for overseeing the Company's compliance function, monitoring adherence to applicable laws, regulations and internal policies, and reporting on compliance matters to the Board/Audit Committee at the frequency prescribed under the aforesaid Directions.

The CCO shall be selected through a well-defined selection process on the recommendation of a committee constituted by the Board / Audit Committee, with the final decision taken by the Board / Audit Committee; shall be appointed for a fixed minimum tenure of not less than three years; may be transferred / removed before completion of tenure only in exceptional circumstances with the explicit prior approval of the Board / Audit Committee; shall hold a position not below three levels from the CEO; shall not be given any responsibility which brings elements of conflict of interest, especially any role relating to business. Where the CCO reports to the MD & CEO, the Board / Audit Committee shall meet the CCO at quarterly intervals on a one-to-one basis without the presence of senior management, and the performance appraisal of the CCO shall be reviewed by the Board / Audit Committee. The Company shall give prior intimation to the Senior Supervisory Manager, Department of Supervision, RBI before appointment, premature transfer, resignation, early retirement or removal of the CCO.

Except for directorship in a subsidiary, Key Managerial Personnel of the Company shall not hold any office (including directorships) in any other NBFC-ML or NBFC-UL; such KMP may assume directorship in NBFCs-BL.

E. Fit & Proper Criteria

Fit and Proper Criteria of the directors shall be governed by the Board approved policy for ascertaining the "Fit and Proper" criteria of the directors at the time of appointment, and on a continuing basis in line with the guidelines provided by RBI.

F. Vigil Mechanism

In accordance with the Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025 and Section 177(9) and 177(10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company has established a Vigil Mechanism for directors and employees to report genuine concerns regarding unethical behaviour, actual or suspected fraud, or violation of the Company's Code of Business Ethics. The detailed mechanism for reporting, investigation, protection against victimisation, and access to the Chairman of the Audit Committee in exceptional cases, is set out in the Company's Whistle Blower Policy, which shall be read together with this Policy. The functioning of the Vigil Mechanism is reviewed by the Audit Committee as part of its terms of reference.

G. Statutory Auditors

The appointment of Statutory auditors and the partner/s of the Chartered Accountant Firm conducting the Statutory Audit of the Company shall be in terms of the provisions of Section 139 and 141 of the Act and in accordance with the Reserve Bank of India (Non-Banking Financial Companies – Statutory Audit) Directions, 2026, as amended from time to time. The scope, conduct and reporting requirements of the Statutory Audit, including the form and content of the auditor's report, shall further be governed by the Reserve Bank of India (Non-Banking Financial Companies – Auditor's Report) Directions, 2026, as amended from time to time.

The appointment of Statutory Auditors shall be made in accordance with the Companies Act, 2013 and the Reserve Bank of India (Non-Banking Financial Companies – Statutory Audit) Directions, 2026.

H. Disclosures and Transparency

1. The Company shall put up to the Board of Directors, at regular intervals, as may be prescribed by the Board in this regard, the following:
 - a. the progress made in putting in place a progressive risk management system and risk management policy and strategy followed by the Company.
 - b. conformity with corporate governance standards viz., in composition of various committees, their role and functions, periodicity of the meetings and compliance with coverage and review functions, etc.
2. The Company shall make the disclosures in 'Notes to Accounts' and in the corporate governance section of the Annual Report as specified in the Reserve Bank of India (Non-Banking Financial Companies – Financial Statements: Presentation and Disclosures) Directions, 2025, as amended from time to time, including area of operation and joint venture partners with regard to joint ventures and overseas subsidiaries, off-balance sheet exposures and structured products and the corporate governance disclosures.
 - a. In addition to the above disclosures, all other prescribed disclosures as mentioned in various RBI Circulars or any other applicable law for the time being in force, shall be disclosed in Financial Statements and Notes to Account of the Company.

This Policy, being the internal guidelines on corporate governance framed with the approval of the Board, shall be published on the Company's website for the information of various stakeholders.

3. Review & Amendments

This policy shall be reviewed by the Board of Directors Annually, in order to align the same with the prevalent regulatory and business requirements.

In the event that any term, condition or provision of this Policy being held to be a violation of any Applicable Law, statute or regulation, the same shall be severable from the rest of this Policy and shall be of no force and effect, and this Policy shall remain in full force and effect as if such term, condition or provision had not originally been contained in this Policy. Further, the regulatory/statutory guidelines as prescribed shall prevail in the event of any amendments or requirements not incorporated in the policy.

Notwithstanding anything contained herein, any subsequent amendment in the Companies Act, 2013 or rules made thereunder or any other applicable law in this regard, shall automatically apply to this Policy. Accordingly, this policy shall be duly revised to incorporate any amendments.