



## **INDIA INFRADEBT LIMITED**

**CIN:** U65923MH2012PLC237365

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### **Corporate Governance - Internal Guidelines**

#### **Background**

In line with Reserve Bank of India's (RBI) Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 dated October 19, 2023, India InfraDebt Limited (InfraDebt) is required to frame internal guidelines on corporate governance.

#### **Guidelines**

InfraDebt has adopted best practices for corporate governance, disclosure standards and enhanced shareholder value while protecting the interests of all other stakeholders including clients, vendors and employees. The Corporate governance framework of InfraDebt comprises of:

1. Corporate Structure
2. Committees
3. Audit & Control
4. Policies & Codes

#### **1. Corporate Structure**

##### ***Board of Directors***

InfraDebt has broad-based Board of Directors. The Board of Directors alongwith its Committees provides leadership and guidance to InfraDebt's management and directs, supervises and controls the activities of InfraDebt. The Board of InfraDebt consists of appropriate number of Independent Directors with experience in the field of finance/legal/corporate affairs and have admirable track record and eminent credentials.

As per the constitutional documents of InfraDebt, its Board should comprise of upto ten Directors comprising upto four Nominee Directors, one Managing Director and upto five Independent Directors.

At present the Board comprises of three Independent Directors, three Nominee Directors and one Managing Director & CEO.

## ***Senior Management***

There is a team of senior management personnel with proper demarcation of responsibilities and authority. The Managing Director & CEO is responsible for corporate strategy, planning, external contacts and Board matters. The senior management personnel heading respective divisions are responsible for all day-to-day operation-related issues.

## **2. Committees**

### ***Board Committees***

The Board has constituted Committees consisting of Directors to focus on the critical functions of Infradebt. The Board level Committees formed by Infradebt alongwith constitution are given below:

1) Board Governance, Remuneration and Nomination Committee

Mr. Vijay Maniar, *Chairman*  
Mr. Arun Tiwari  
Ms. Lata Pillai  
Nominee Director of ICICI Bank Limited  
(Permanent Invitee:  
Nominee Director of Bank of Baroda  
Nominee Director of Citicorp Finance (India) Limited)

2) Audit Committee

Mr. Vijay Maniar, *Chairman*  
Ms. Lata Pillai  
Nominee Director of ICICI Bank Limited

3) Board Credit Committee

Mr. Arun Tiwari, *Chairman*  
Ms. Lata Pillai  
Nominee Director of ICICI Bank Limited  
Nominee Director of Bank of Baroda  
Managing Director & CEO  
(Permanent Invitee: Chief Risk Officer)

4) Board Risk Management Committee

Ms. Lata Pillai, *Chairperson*  
Mr. Vijay Maniar  
Nominee Director of Bank of Baroda  
Managing Director & CEO  
Chief Risk Officer  
Chief Financial Officer

- 5) Corporate Social Responsibility Committee
- Mr. Arun Tiwari, *Chairman*  
Mr. Vijay Maniar  
Nominee Director of Citicorp Finance (India) Limited  
Managing Director & CEO
- 6) Information Technology Strategy Committee
- Mr. Arun Tiwari, *Chairman*  
Ms. Lata Pillai  
Managing Director & CEO  
(Permanent Invitee:  
Chief Risk Officer  
Head – IT  
Chief Information Security Officer)
- 7) Stakeholders Relationship Committee
- Mr. Arun Tiwari, *Chairman*  
Nominee Director of ICICI Bank Limited  
Managing Director & CEO
- 8) Compromise Settlement Committee (for cases sanctioned by BCC)
- Mr. Vijay Maniar, *Chairman*  
Nominee Director of Citicorp Finance (India) Limited
- 9) Compromise Settlement Committee (for cases sanctioned by ECC)
- Mr. Arun Tiwari, *Chairman*  
Ms. Lata Pillai  
Nominee Director of ICICI Bank Limited  
Nominee Director of Bank of Baroda
- 10) Review Committee for identification of Wilful Defaulter
- Managing Director & CEO, *Chairman*  
Mr. Vijay Maniar  
Nominee Director of Citicorp Finance (India) Limited
- 11) Committee of Directors
- Any two Directors forms the Committee.

## **Other Committees**

### **1) Asset Liability Management Committee**

The Asset Liability Management Committee (ALCO) has been constituted by the Board of Directors to look after the management of the balance sheet of Infradebt within the risk parameters laid down by the Board of Directors/Board Risk Management Committee and review of the asset-liability profile of Infradebt with a view to manage the market risk exposure. The ALCO decides strategies and specify prudential limits for management of liquidity of Infradebt and management of interest rate risk in Infradebt book. The ALCO is comprised of Managing Director & CEO (Chairman), Chief Risk Officer, Head – Assets and Chief Financial Officer.

### **2) Debenture Allotment Committee**

The Debenture Allotment Committee (DAC) has been constituted by the Board of Directors for approving allotment of debentures issued by Infradebt. The DAC is comprised of Managing Director & CEO (Chairman), Chief Risk Officer and Chief Financial Officer.

### **3) Information Technology Steering Committee**

The Information Technology Steering Committee (IT Steering Committee) has been constituted by the Board of Directors for reviewing of Information Technology (IT) strategy and related IT matters under authorisation/supervision of the Board & IT Strategy Committee. IT Steering Committee is comprised of Managing Director & CEO (Chairman), Chief Risk Officer, Head – Assets, Chief Financial Officer and Head – IT and Chief Information Security Officer acting as the Permanent Invitee.

### **4) Executive Credit Committee**

The Executive Credit Committee (ECC) has been constituted by the Board of Directors for approving credit proposals as per authorisation matrix approved by Board and reviewing existing assets. ECC is comprised of Managing Director & CEO (Chairman), Chief Risk Officer, Head – Assets and Chief Financial Officer.

### **5) Management Committee**

The Management Committee (MC) has been constituted by the Board of Directors, to act as a Committee of Senior Executives as per the RBI Circular on Risk-based Audit Plan, and to act as a 'Special Committee of the Board for Monitoring and Follow-up of cases of Frauds' as per the RBI Master Directions on Fraud Risk Management in Non-Banking Financial Companies (NBFCs) and to discuss various issues applicable to Infradebt. MC comprised of Managing Director & CEO (Chairman), Chief Risk Officer, Head – Assets, Chief Financial Officer and Head – HR, Head - IT & Head of Internal Audit.

### **6) Information Security Committee**

The Information Security Committee (ISC) has been constituted for managing cyber/information security, which shall be under the oversight of the Information Technology Strategy Committee. ISC is comprised of Chief Risk Officer (Chairman), Chief Financial Officer, Head – Assets, Head – IT and Chief Information Security Officer.

## 7) Committee for identification of Wilful Defaulter (CIWD)

The Committee for identification of Wilful Defaulter has been constituted for examining the evidence of wilful default, for issuing a show-cause notice, making a proposal to the Review Committee for classification as a wilful defaulter, etc. CIWD is comprised of Chief Risk Officer (Chairman), Chief Financial Officer and Head – Assets.

## **3. Audit & Control**

### ***Statutory Audit***

The Shareholders of Infradebt (based on the recommendation of the Board and the Audit Committee) shall be responsible to appoint Statutory Auditors, who demonstrate professional ability and independence. The appointment of Statutory Auditor shall be in accordance with the RBI Guidelines issued on Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021, applicable provisions of The Companies Act, 2013, applicable provisions of SEBI regulations and Policy on appointment of Statutory Auditors of Infradebt. Infradebt shall review the independence and performance of the Statutory Auditors and the effectiveness of the audit process periodically. Declaration shall be obtained from the Auditors affirming their eligibility for being appointed as the Statutory Auditors of the Company.

### **Rotation of partners of the Statutory Auditors Audit Firm**

Infradebt shall appoint the Statutory Auditors for a continuous period of three years, subject to the firms satisfying the eligibility norms each year. An audit firm would not be eligible for re-appointment for six years (two tenures) after completion of full or part of one term of the audit tenure. Infradebt shall ensure its compliance.

### ***Internal Audit (Risk based approach)***

In order to verify the adequacy and robustness of the processes and internal controls, risk based internal audit is being carried out periodically.

### ***Secretarial Audit***

Secretarial Audit is carried out on an annual basis in line with the provisions of The Companies Act, 2013 and the rules made thereunder and for evaluating the corporate conducts/statutory compliances.

### ***Information System Audit***

Information System (IS) Audit is to provide an insight on the effectiveness of controls that are in place to ensure confidentiality, integrity and availability of the organization's IT infrastructure. IS Audit is being carried out on an annual basis.

### ***Internal Control & Procedures***

The Board of Infradebt ensures the effectiveness of Infradebt's system of internal controls including financial, operational and compliance controls and risk management systems.

Infradebt maintains its own compliance checklist covering different sections i.e. compliance w.r.t. provisions of RBI guidelines, Direct & Indirect tax laws & Labour Laws to ensure timely compliance of the applicable rules and regulations.

#### **4. Fit & Proper Criteria**

Infradebt has adopted a Policy on Fit & Proper Criteria of Directors. This policy defines internal supervisory process of due diligence to determine the appropriateness of the persons for their appointment/continuing to hold appointment as Director on the Board of Infradebt. The Policy, in line with the RBI guidelines, also provides for obtaining a Fit & Proper declaration from the Director proposed to be appointed and annually from all the Directors on continuing basis as on March 31.

Infradebt shall furnish to RBI a quarterly statement on change of directors, and a certificate from the Managing Director that fit and proper criteria in selection of the directors has been followed within 15 days of the close of the respective quarter. The statement to be submitted by Infradebt for the quarter ending March 31, shall be certified by the auditors.

#### **5. Chief Risk Officer**

Reserve Bank of India (RBI) vide its erstwhile circular on Risk Management System – Appointment of Chief Risk Officer (CRO) dated May 16, 2019 has mandated appointment of Chief Risk Officer (CRO) in NBFCs with asset size more than ₹ 50.00 billion wherein CRO is required to function independently with a specified role and responsibilities and requirement of independent functioning for ensuring highest standards of risk management. The Board of Directors of Infradebt at its Meeting held on April 26, 2022, re-appointed Mr. Akash Deep Jyoti as CRO with immediate effect for a period of three years i.e. upto July 16, 2025 alongwith the terms of appointment of CRO. The term of appointment of CRO and the roles and responsibilities are as follows:

- CRO is required to function independently so as to ensure highest standards of risk management.
- CRO shall be involved in the process of identification, measurement, mitigation, control and management of all corporate risks.
- The CRO's role in deciding credit proposals shall be limited to be an advisor.
- All credit products shall be vetted by the CRO from the angle of inherent and control risks.
- All corporate policies will be assessed by the CRO from the point of view of risk assessment, mitigation and control.
- CRO will be part of various committees including Executive Credit Committee, Asset Liability Management Committee, IT Steering Committee, Information Security Committee, Debenture Allotment Committee, Management Committee and any other Committee as required by the regulators or the Board of Directors. CRO will also be a permanent invitee to the Board Credit Committee.
- CRO will be responsible for creating a risk culture in the company.
- CRO shall meet the Board of Directors on a quarterly basis without the presence of the Managing Director & CEO.

Independence of CRO will be achieved through the following policy measures.

In line with the erstwhile RBI circular requiring NBFCs to have a robust policy for safeguarding the independence of CRO, it is stipulated that:

- The CRO shall have direct reporting lines to Managing Director & CEO.
- The Board Members shall meet the CRO without the presence of the Managing Director & CEO, atleast on a quarterly basis.
- The CRO shall not have any reporting relationship with the business verticals of the NBFC and shall not be given any business targets.
- There shall not be any “dual hatting” i.e. the CRO shall not be given any other responsibility.

## **6. Chief Compliance Officer**

Reserve Bank of India (RBI) vide its circular on Compliance Function and Role of Chief Compliance Officer dated April 11, 2022 has mandated appointment of Chief Compliance Officer (CCO) in NBFC-UL and NBFC-ML wherein CCO is required to function independently with specified role and responsibilities and to ensure highest standards of compliance. The Board of Directors of Infradebt at its Meeting held on April 19, 2023, appointed Mr. Gaurav Tolwani as CCO from April 19, 2023 to April 18, 2026 alongwith the terms of appointment of CCO. The terms of appointment of CCO and the roles and responsibilities are as follows:

- CCO is required to function independently so as to ensure highest standards of compliance.
- CCO is required to adhere to the Compliance Policy and ensure compliance of the same.
- CCO shall independently meet the Board of Directors atleast once in a quarter, without the presence of the senior management.
- CCO shall review the compliance risk in the new product, if any, introduced by Infradebt.
- CCO shall be the nodal point of contact between Infradebt and the regulators / supervisors and shall necessarily be a participant in the structured or other regular discussions held with RBI.

Independence of CCO will be achieved through the following policy measures.

In line with the RBI circular requiring NBFCs to have a policy covering measures to ensure the independence of the Compliance function, it is stipulated that:

- The CCO shall have direct reporting lines to Managing Director & CEO.
- The Board Members shall meet the CCO without the presence of the Managing Director & CEO, atleast on a quarterly basis.
- The CCO shall not have any reporting relationship with the business verticals of the NBFC.
- There shall not be any “dual hatting” i.e. the CCO shall not be given any other responsibility which brings elements of conflict of interest, especially any role relating to business.

## **7. Head of Internal Audit**

Reserve Bank of India (RBI) issued a circular dated February 3, 2021 on Risk-Based Internal Audit (RBIA) (RBI circular). RBI circular focuses on improving the governance processes on business decision making, risk management and control, promote

appropriate ethics and values within the organization by appointing Head of Internal Audit (HIA). Infradebt at its Board Meeting held on March 24, 2022 appointed Mr. Ankur Sood as the HIA with immediate effect for a period of three years i.e. upto March 23, 2025. The terms of appointment of Mr. Sood as HIA are as follows:

- Appointment shall be for a tenure of three years.
- HIA shall report to Managing Director & CEO.
- The roles and responsibilities of HIA of Infradebt will be as follows:
  - HIA is required to **function independently** so as to ensure highest standards of risk management, governance, ethics and values.
  - HIA is required to adhere to the **Risk Based Internal Audit Policy**.
  - HIA to **independently meet the Board of Directors** atleast once in a quarter, without the presence of the senior management.
  - HIA to not have any reporting relationships; no business targets.
  - HIA would be responsible for audit of all the functions of Infradebt except the function which are under direct responsibility of the HIA. The functions under the direct responsibility of the HIA shall be audited by external experts, where the external firm would report directly to the Managing Director & CEO.

## 8. Head - IT

RBI vide its notification dated November 7, 2023 issued “Reserve Bank of India (Information Technology Governance, Risk, Controls and Assurance Practices) Directions, 2023” (RBI IT Direction). RBI IT Direction has mandated appointment of a sufficiently senior level, technically competent and experienced official in IT related aspects as Head of IT Function. Infradebt at its Board Meeting held on January 23, 2024 appointed Mr. Ankur Sood as Head - IT with immediate effect. The terms of appointment of Mr. Sood as Head - IT are as follows:

- Head – IT shall report to Managing Director & CEO.
- The roles and responsibilities of Head – IT of Infradebt will be as follows:
  - To document, review and update the Information Security & Technology Policy, procedures, and processes.
  - To conduct quarterly meetings of IT Strategy Committee.
  - To ensure implementation of IT Security policies and Cyber Security policies to the operational level involving IT strategy, value delivery, risk management and IT resource management.
  - To implement, operate, monitor, and maintain Policy, procedures and processes.
  - As a first line of defence, the Head of IT Function shall ensure effective assessment, evaluation and management of IT controls and IT risk, including the implementation of robust internal controls, to:
    - (i) secure Infradebt's information assets.
    - (ii) comply with extant internal policies, regulatory and legal requirements on IT related aspects.
  - To identify and classify information assets and label them accordingly.
  - To check effectiveness of implementation of security controls and risk reduction measures.
  - To align changes in policy to new business and technology requirements.
  - To report any significant IT / Cyber security violations to Senior management immediately.



- To ensure the relevant Information Security and awareness training is imparted to users.
- To conduct IT risk assessment and suggest security controls to be implemented to bring the risks below acceptable level.
- To assist the Audit Committee in Information Systems audit.
- To ensure that there is an effective organisational structure to support IT functions.
- To put in place an effective disaster recovery setup and business continuity strategy/ plan.
- To assist in setting & testing “Business Continuity Plan” (BCP) and “Disaster Recovery Plan” (DRP).
- To assist in staying up to date on new threats & vulnerabilities to Infradebt assets, conducting trainings, reviewing audit reports.
- To coordinate with external agencies / RBI in case of cyber incident coordination with compliance.
- To review security reports (logs, incidents, etc.).
- To co-ordinate with IT vendor for resolution of IT related issues.
- To co-ordinate with vendor for carrying out vulnerability assessment.

## **9. Chief Information Security Officer**

RBI vide its notification dated November 7, 2023 issued “Reserve Bank of India (Information Technology Governance, Risk, Controls and Assurance Practices) Directions, 2023” (RBI IT Direction). RBI IT Direction has mandated appointment of a senior level executive (preferably in the rank of a General Manager or an equivalent position) as Chief Information Security Officer (CISO). Infradebt at its Board Meeting held on January 23, 2024 appointed Mr. Amit Matani, Assistant Vice President – Risk (a senior level executive), to act as the CISO with immediate effect for a period of three years i.e. upto January 22, 2027. The terms of appointment of Mr. Matani as CISO are as follows:

- Appointment shall be for a tenure of three years.
- CISO shall report to Chief Risk Officer.
- CISO’s Office shall be provided with adequate assistance from external firm having necessary technical expertise, as and when required.
- The roles and responsibilities of CISO of Infradebt will be as follows:
  - The CISO shall be responsible for driving cyber security strategy and ensuring compliance to the extant regulatory/statutory instructions on information/cyber security.
  - The CISO shall be responsible for enforcing the policies that Infradebt uses to protect its information assets apart from coordinating information/cyber security related issues with Infradebt as well as with relevant external agencies.
  - The CISO shall be a permanent invitee to the IT Strategy Committee (ITSC) and IT Steering Committee.
  - The CISO shall directly report to Chief Risk Officer.
  - CISO shall place a review of cyber security risks/ arrangements/ preparedness of Infradebt before the ITSC at least on a quarterly basis.

## **10. Nodal Officer for monitoring and reporting of frauds**

RBI vide its notification dated July 15, 2024 issued “Master Directions on Fraud Risk Management in Non-Banking Financial Companies (NBFCs) (including Housing Finance Companies) (MD-FRM). MD-FRM has mandated establishing suitable nodal point(s) / designate officer(s) for reporting incidents of fraud to Legal Enforcement Authorities (LEAs) and for proper coordination to meet the requirements of the LEAs. Infradebt at its Board Meeting held on October 23, 2024 appointed Mr. Akash Deep Jyoti, Chief Risk Officer, to act as the Nodal Officer for monitoring and reporting of frauds (Nodal Officer) with immediate effect. The terms of appointment of Mr. Jyoti as Nodal Officer are as follows:

1. To act as point of contact for undertaking investigation, monitoring and reporting of incidents of fraud to Senior Management/ Management Committee/ Legal Enforcement Authorities (LEAs)/ Reserve Bank of India.
2. To ensure proper coordination to meet the requirements of the LEAs.

## **11. Disclosures & Transparency**

- I. Infradebt 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 Infradebt;
  - 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.
- II. Infradebt shall also disclose the following in their Annual Financial Statements:
  - a. registration/ licence/ authorisation, by whatever name called, obtained from other financial sector regulators;
  - b. ratings assigned by credit rating agencies and migration of ratings during the year;
  - c. penalties, if any, levied by any regulator;
  - d. information namely, area, country of operation and joint venture partners with regard to joint ventures and overseas subsidiaries; and
  - e. Asset-Liability profile, extent of financing of parent company products, NPAs and movement of NPAs, details of all off-balance sheet exposures, structured products issued by them and other disclosures as given in RBI guidelines.

## **12. Loans and advances to Directors and Senior Officers**

In compliance to the RBI Circular on Loans and Advances – Regulatory Restrictions - NBFCs dated April 19, 2022, unless sanctioned by the Board of Directors/ Committee of Directors, NBFCs shall not grant loans and advances aggregating Rupees five crores and above to –

- (i) their directors (including the Chairman/ Managing Director) or relatives of directors.
- (ii) any firm in which any of their directors or their relatives is interested as a partner,
- (iii) manager, employee or guarantor.

- (iv) any company in which any of their directors, or their relatives is interested as a major
- (v) shareholder, director, manager, employee or guarantor.

Further, Infradebt shall abide by the following when granting loans and advances to their senior officers:

- (i) Loans and advances sanctioned to senior officers of the NBFC shall be reported to the Board.
- (ii) No senior officer or any Committee comprising, inter alia, a senior officer as member, shall, while exercising powers of sanction of any credit facility, sanction any credit facility to a relative of that senior officer. Such a facility shall be sanctioned by the next higher sanctioning authority under the delegation of powers.

Infradebt shall abide and adhere to the above guidelines.

### **13. Policies & Codes**

Infradebt has adopted following policies/codes which are subject to review at regular interval of time:

- 1) Credit & Recovery Policy
- 2) Liquidity Policy & Interest Rate Risk Policy
- 3) Know Your Customer & Anti Money Laundering Policy
- 4) Corporate Social Responsibility Policy
- 5) Policy on Fit and Proper Criteria for Directors
- 6) Policy for selection and appointment of Directors & Officials in the Senior Management, their Remuneration and Remuneration of Other Employees
- 7) Code of Business Conduct and Ethics for Directors and employees
- 8) Fair Practices Code
- 9) Resource Planning Policy
- 10) Credit Information Policy
- 11) Policy on Preservation of Records
- 12) Policy on Related Party Transactions
- 13) Investment Policy
- 14) Dividend Distribution Policy
- 15) Information Security & Technology Policy
- 16) Policy against Sexual Harassment at Workplace
- 17) What if Scenario & Contingency Plan
- 18) Compliance Manual
- 19) Outsourcing Policy
- 20) Business Continuity Plan and Disaster Recovery Plan
- 21) Accounting Policies
- 22) Fraud Identification and Reporting Policy
- 23) Expected Credit Loss Policy
- 24) Risk Appetite Statement & Risk Governance Framework
- 25) Policy on Granting of Moratorium
- 26) Recruitment Policy and Procedure
- 27) Policy on Resolution Framework for COVID-19 related Stress
- 28) Policy to refund/adjust the 'interest on interest' charged to the borrowers during the Moratorium period.

- 29) Interest Rate Policy
- 30) Policy on Appointment of Statutory Auditor
- 31) Policy on Transfer of Loan Exposures
- 32) Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)
- 33) Code of Conduct for regulating, monitoring and reporting of trading by Designated Persons and their Immediate Relatives
- 34) Risk-Based Internal Audit Policy
- 35) Internal Capital Adequacy Assessment Process (ICAAP) Policy
- 36) Compliance Policy
- 37) Information Technology Outsourcing Policy
- 38) Policy for filing of claim for unclaimed interest/redemption amount and verification of such claims
- 39) Operational Risk Management and Operational Resilience Policy
- 40) Data Management Policy