

Internal Guidelines on Corporate Governance

These guidelines are framed pursuant to Chapter VII of the RBI Master Direction — NBFC Scale Based Regulation Directions, 2023, which requires every NBFC to frame internal guidelines on corporate governance and publish them on its website.

1. Board of Directors

The Board comprises six directors — three founder directors and three institutional nominee directors — drawn from finance, climate infrastructure and governance backgrounds. The Board meets at least once every calendar quarter.

2. Committees of the Board

- **Audit Committee** — reviews financial statements, internal controls and the work of the statutory and internal auditors.
- **Risk Management Committee** — oversees credit, market, operational, liquidity and climate-risk frameworks.
- **Nomination & Remuneration Committee** — assesses fit-and-proper criteria for directors and KMPs, and recommends remuneration policy.
- **Asset Liability Management Committee (ALCO)** — monitors structural and dynamic liquidity, interest-rate risk and pricing.
- **IT Strategy Committee** — oversees information technology, cyber-security and digital lending controls.
- **Corporate Social Responsibility Committee** — at the threshold prescribed by the Companies Act, 2013.

3. Fit & proper criteria

Directors are subject to fit-and-proper assessment at the time of appointment and annually thereafter, in accordance with the RBI Master Direction.

4. Disclosure & transparency

Material information, including the annual report, related-party transactions, capital adequacy and credit ratings, is disclosed in accordance with applicable law and made available to stakeholders.

5. Code of Conduct

All directors and senior management are governed by a Board-approved Code of Conduct. A Whistle-blower mechanism is in place for the confidential reporting of unethical behaviour.

6. Review

These guidelines are reviewed annually by the Board.

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