



# CAPITAL FIRST LIMITED

INTERNAL GUIDELINES ON CORPORATE GOVERNANCE	
Prepared By: SECRETARIAL DEPARTMENT	Version : 1
Approved By: BOARD OF DIRECTORS	Adopted Date : January 31, 2017
	Last Amendment Date: N.A.

The Board of Directors at its meeting held on January 31, 2017 adopted the Corporate Governance Guidelines as required under the Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.

As stipulated therein, the Company shall ensure the following at all times that it–

- a) has an Audit Committee, consisting of not less than 3 members of the Board of Directors of the Company; which will, *inter alia*, ensure that an Information System Audit of the internal systems and processes is conducted at least once in two years to assess operational risks faced by the Company.
- b) has a Nomination and Remuneration Committee to ensure 'Fit and Proper' status of proposed / existing directors;
- c) has a Risk Management Committee to manage the integrated risks;
- d) has put in place a policy, with the approval of the Board of Directors, for ascertaining fit and proper criteria of the Directors at the time of appointment and on a continuing basis and will submit required quarterly statement on change of Directors
- e) is in conformity with the prescribed corporate governance standards.
- f) will make the necessary disclosures in the Annual Report as required under the aforesaid Directions, and
- g) will rotate the partner/s of the firm of statutory auditors every three years

Note: The above Guidelines are in addition to the Corporate Governance guidelines adopted under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

*The aforesaid guidelines shall be periodically reviewed and brought in conformity with statutory and regulatory requirements, if any.*

