

**Goldman Sachs (India) Finance Private Limited
Internal Guidelines on Corporate Governance**

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Note: The report is only recommendatory in nature. The management shall exercise its judgment before implementing the same.

Section I– Corporate Governance Mission

Corporate Governance Mission

GSIFPL is committed to high standards of corporate governance and acknowledges the need to uphold the integrity of every transaction it enters into and believes that honesty and integrity in its internal conduct would be judged by its external behaviour. GSIFPL shall continue to initiate policies, which are customer centric and which promote financial prudence.

Section II– Board of Directors

2.1 Key Role

The primary responsibility of the BOD is to provide effective governance over the Company’s affairs to increase the confidence of various stakeholders. In all actions taken by the BOD, the directors shall exercise their judgment and prudence. In discharging that obligation, directors may rely on the honesty and integrity of the Company’s senior executives, external advisors and auditors.

2.2 Composition and Selection of BOD

Composition and Selection of BOD

The BOD shall comprise of 2 to 5 directors, with flexibility to increase the number of members in order to accommodate the availability of an outstanding candidate or the BOD’s changing needs and circumstances. BOD shall meet ‘fit and proper’ criteria. The BOD shall elect one member as its Chairman.

2.3 BOD Meetings

BOD Meetings

Frequency

The BOD meetings of the Company shall be held at least four times a year, once every quarter .The meetings shall be held at the Company’s registered office unless otherwise decided by the BOD.

Quorum

Quorum for the BOD meeting shall be one-third of its total strength or two directors, whichever is higher.

a. Proposed Action Plan

2.4 Powers of the Board

(i) The BOD shall be entitled to exercise all such powers as the Company is authorised to exercise, except for restrictions as mentioned below.

(ii) The BOD shall exercise the following powers on behalf of the Company only by means of resolutions passed at the BOD meeting:

- (a) Issue debentures
- (b) Borrow money, otherwise than on debentures
- (c) Invest funds
- (d) Make loans

(iii) The BOD shall delegate its powers for activities mentioned in the above clauses (b), (c) and (d) to the senior Managing Directors and Vice-Presidents of the respective businesses. The resolution delegating the powers shall mention the following:

- Total amount that can be borrowed, otherwise than on debentures, by delegate.
- Total amount upto which funds may be invested and the nature of investments by delegate.
- Total amount upto which loans may be made by the delegate, with the specific limit for each approved purpose.

2.5 Information to be placed before BOD

Information to be placed before BOD

- (i) Quarterly results of the Company.
- (ii) Minutes of Audit Committee meetings and other committees of the BOD.
- (iii) Progress made in putting in place a progressive risk management system, and risk management policy and strategy followed
- (iv) 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
- (v) Any other specific agenda for the meeting, as may be decided from time to time.

Section III – BOD Committees

The standing committees of the BOD are the Audit Committee, Nomination Committee, Asset Liability Management Committee and Risk Management Committee. Each committee shall have its own charter which shall set forth the constitution, roles and responsibilities of the committees.

Section IV – Conflict of interest

1) Every member of the BOD has a responsibility to GSIFPL, its stakeholders and to each other. They are expected to perform their duties in a way that do not conflict with the Company's interests.

2) GSIFPL shall not grant any loan, advance or non-fund based facility or any other financial accommodation/facility to:

- a. its directors or their relatives
- b. to any firm in which any of its directors is interested as partner, manager, employee or guarantor
- c. any individual in respect of whom any of its directors is a guarantor

- d. any company of which, or the subsidiary or the holding company of which, any of the directors of GSIFPL is a director, managing agent, manager, employee or guarantor or any firm in which he holds substantial interest
- e. any entity, whether incorporated or not which uses as a part of its name or in connection with its business, the name of GSIFPL or any such word as would show its association with GSIFPL.

Section V – Confidentiality and Fair Dealings

All confidential information related to the Company's operations shall be used by its directors for business purposes only. This responsibility includes the safeguarding, securing and proper disposal of confidential information in accordance with the firm's global policy on maintaining and managing records.