

Corporate Governance Report

Corporate Governance is the commitment of an organization to follow ethics, fair practices and transparency in all its dealings with its various stakeholders such as Customers, Employees, Lenders, Investors, Government, Regulators, Vendors, and the Community at large. Sound corporate governance is the result of external marketplace commitment and legislation plus a healthy board culture which directs the policies and philosophy of the organization. Your Company is committed to good Corporate Governance in all its activities.

Corporate Governance Philosophy

Veritas Finance Limited's philosophy on corporate governance envisages adherence to the highest levels of accountability, transparency, and fairness, in all areas of its operations and in all interactions with its stakeholders. The Board shall work to ensure the success and continuity of the Company's business through the appointment of qualified management and through on-going monitoring to assure the Company's activities are conducted in a responsible, ethical and transparent manner.

Veritas has an active, experienced, diverse and a well-informed Board. Through the governance mechanism in the Company, the Board, along with its committees, adopts best environmental, social and governance practices that support ethical leadership, sustainability and good corporate citizenship.

Veritas is in compliance with the Corporate Governance requirements as mandated by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") in letter and in spirit. A Report on compliance with the Code of Corporate Governance as stipulated in the Listing Regulations for the year ended March

31, 2025 (year under review) and developments up to the date of this report are given below.

Board of Directors

In terms of the Corporate Governance philosophy all statutory and other significant material information is placed before the Board of Directors and the committee of directors to enable it to discharge its responsibility of strategic supervision of the Company as trustees of the Shareholders.

The composition of the Board of your Company is in conformity with the provisions of the Companies Act, 2013 ("the Act") and the Listing Regulations, as amended from time to time. The Board currently consists of Nine Directors. There are Five Independent Directors, three Nominee Directors of the Investors apart from the Managing Director and CEO.

All the Directors have strong academic background and possess rich experience in general corporate management, banking, finance, economics, marketing, digitisation, analytics, strategy formulation and other allied fields that allow them to contribute effectively by actively participating in the Board and Committee Meetings, providing valuable guidance and expert advice to the Board and the Management and enhancing the quality of Board's decision making process.

During the financial year ended March 31, 2025, twelve (12) Board Meetings were held with a gap of not more than 120 days between any two meetings. The requisite quorum was present for all the Meetings. Particulars of the Composition of the Board of Directors, Directors' attendance to the Board Meeting and particulars of their other company directorships are given below:

Sl. No.	Name of Director	Director (from & till date)	Capacity (i.e. Executive/ Non-Executive/ Chairman/ nominee/ Independent)	DIN	Number of Board Meetings		No. of other Directorships	Remuneration			No. of shares held in and convertible instruments held in the NBFC
					Held#	Attended		Salary and other compensation (in Lakhs ₹)	Sitting Fee (in Lakhs ₹)	Commission to be entered for the Directors (in Lakhs ₹)	
1	Mr. Raj Vikash Verma	From July 16, 2024, till date	Non- Executive Chairman & Independent Director	03546341	10	10	4	NA	8.30	30.00	NIL
2	Mr. D. Arulmany	From April 30, 2015, till date	Managing Director & CEO (First Director)	00009981	12	12	NIL	274.88	NA	NIL	1,24,49,491
3	Mr. Abhijit Sen	From November 9, 2017, till May 21, 2024	Independent Director	00002593	1	1	7	NA	1.00	NIL	NIL
4	Mr. M. Sivaraman	From May 28, 2015 till May 21, 2024	Independent Director	02045100	1	1	NIL	NA	0.75	NIL	NIL
5	Mr. N. Mohanraj	From December 1, 2015, till May 21, 2024	Independent Director	00181969	1	1	1	NA	1.25	NIL	NIL
6	Ms. Priyamvada Ramkumar	From October 12, 2018, till date	Nominee Director of Lok Capital Growth Fund	07878808	12	11	1	NA	NA	NIL	NIL
7	Mr. Parin Mehta	From February 04, 2022, till date	Nominee Director of Kedaara Capital Fund II LLP	08528090	12	10	2	NA	NA	NIL	NIL
8	Mr. Sudhir Narayanankutty Variyar	From July 07, 2023, till date	Nominee Director of Multiples Private Equity Fund III	00168672	12	9	7	NA	NA	NIL	NIL
9	Mr. Mathew Joseph	From November 24, 2023, till date	Independent Director	01033802	12	11	3	NA	15.20	20.00	NIL
10	Mr. Suresh Subramanian	From November 24, 2023, till date	Independent Director	02070440	12	12	5	NA	15.80	20.00	NIL
11	Mr. Sankarson Banerjee	From March 27, 2024, till date	Independent Director	07407346	12	11	5	NA	11.95	20.00	NIL
12	Ms. Susan Thomas	From July 16, 2024, till date	Independent Director	09760548	10	10	2	NA	9.30	20.00	NIL




































* Mr. Abhijit Sen, Mr. N. Mohanraj, Mr. M. Sivaraman, Independent Directors, has ceased to be independent Director with effect from May 21, 2024.

Attendance and percentage are calculated for meetings attended during the Director's tenure.

All the meetings of the Board held during FY 2024-25 were conducted in person/ physical form with option/ facility to the Directors to participate via Video-Conferencing.

During FY 2024-25, the Company did not advance loans to any of its Directors, their relatives or any firms in which they are interested.

The details of attendance of Directors at the Board Meetings held during the financial year under review is as under:

Name of Directors	Board Meetings in FY 2024-25#												% of attendance of a Director across all Board Meetings*
	1	2	3	4	5	6	7	8	9	10	11	12	
	April 25, 2024	July 16, 2024	August 13, 2024	September 06, 2024	October 29, 2024	November 13, 2024	December 19, 2024	January 09, 2025	January 17, 2025	February 05, 2025	March 03, 2025	March 21, 2025	
Mr. Abhijit Sen		NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	100%
Mr. M. Sivaraman		NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	100%
Mr. N. Mohanraj		NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	100%
Mr. Raj Vikash Verma	NA	NA											100%
Mr. Suresh Subramanian													100%
Mr. D. Arulmany													100%
Mr. Mathew Joseph													91.67%
Mr. Sankarson Banerjee													91.67%
Ms. Susan Thomas	NA	NA											100%
Mr. Sudhir Variyar													75%
Mr. Parin Nalin Mehta													83.33%
Ms. Priyamvada Ramkumar													91.67%
% of attendance of Board as a whole at each meeting	100%	100%	88.89%	100%	100%	100%	88.89%	88.89%	77.78%	100%	88.89%	77.78%	

- Attended-in-person

– Attended through videoconference

– Leave of absence

All the meetings of the Board held during FY 2024-25 were conducted in physical form with an option to the Directors to participate via VC.

* Attendance and percentage are calculated for meetings attended during the Director's tenure

Changes in Board Constitution:

The Board, as a part of its succession planning, periodically reviews its composition to ensure that the same is closely aligned with the strategy and long-term needs of the Company. The following changes in the Board composition were recommended by the Nomination and remuneration Committee ("NRC") and approved by the Board of Directors/Shareholders of the Company during the year under review:

Sl. No.	Name of Director	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Nature of change (Resignation, appointment)	Effective date
1	Mr. Raj Vikash Verma (DIN: 03546341)	Chairperson and Non-Executive Independent Director	Appointment – Mr. Raj Vikash Verma was appointed as the Additional Director (Chairperson and Independent Director) in the Board Meeting held on July 16, 2024. Regularisation – Change in designation. Mr. Raj Vikash Verma who was appointed as the Additional Director was regularised as the Independent Director in the Extra - Ordinary General Meeting of the Company held on September 30, 2024.	July 16, 2024
2	Ms. Susan Thomas (DIN: 09760548)	Independent Director	Appointment – Ms. Susan Thomas was appointed as the Additional and Independent Director in the Board Meeting held on July 16, 2025. Regularisation – Change in designation. Ms. Susan Thomas who was appointed as the Additional and Independent Director was regularised as the Independent Director in the Extra - Ordinary General Meeting of the Company held on September 30, 2024.	July 16, 2024
3	Mr. Abhijit Sen (DIN: 00002593)	Independent Director	Cessation - Mr. Abhijit Sen, Independent Director, ceased to be an Independent Director on completion of his second and final tenure with effect from May 21, 2024.	May 21, 2024
4.	Mr. M Sivaraman (DIN: 02045100)	Independent Director	Cessation - Mr. M Sivaraman, Independent Director ceased to be an Independent Director on completion of his second and final tenure with effect from May 21, 2024.	May 21, 2024
5.	Mr. N Mohanraj (DIN: 00181969)	Independent Director	Cessation - Mr. N Mohanraj, Independent Director ceased to be an Independent Director on completion of his second and final tenure with effect from May 21, 2024.	May 21, 2024

During the previous financial year ended March 31, 2024, the following were the changes in the Board constitution:

Sl. No.	Name of Director	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Nature of change (Resignation, appointment)	Effective date
1	Mr. Sudhir Narayanankutty Variyar (DIN: 00168672)	Nominee Director of Multiples Private Equity Fund III	Appointment – Mr. Sudhir Narayanankutty Variyar was appointed as the Additional Director (Nominee Director of Multiples Private Equity Fund III) in the Board Meeting held on July 07, 2023. Regularisation – Change in designation. Mr. Sudhir Narayanankutty Variyar who was appointed as the Additional Director was regularised as the Nominee Director of Multiples Private Equity Fund III in the Extra-Ordinary General Meeting of the Company held on July 10, 2023.	July 07, 2023

Sl. No.	Name of Director	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Nature of change (Resignation, appointment)	Effective date
2	Mr. Mathew Joseph (DIN: 01033802)	Independent Director	<p>Appointment – Mr. Mathew Joseph was appointed as the Additional and Independent Director in the Board Meeting held on November 24, 2023.</p> <p>Regularisation – Change in designation. Mr. Mathew Joseph who was appointed as the Additional and Independent Director was regularised as the Independent Director in the Extra-Ordinary General Meeting of the Company held on December 23, 2023.</p>	November 24, 2023
3	Mr. Suresh Subramanian (DIN: 02070440)	Independent Director	<p>Appointment – Mr. Suresh Subramanian was appointed as the Additional and Independent Director in the Board Meeting held on November 24, 2023.</p> <p>Regularisation – Change in designation. Mr. Suresh Subramanian who was appointed as the Additional and Independent Director was regularised as the Independent Director in the Extra-Ordinary General Meeting of the Company held on December 23, 2023.</p>	November 24, 2023
4.	Mr. Sankarson Banerjee (DIN: 07407346)	Additional and Independent Director	<p>Appointment – Mr. Sankarson Banerjee was appointed as the Additional and Independent Director in the Board Meeting held on March 27, 2024.</p> <p>Regularisation – Change in designation. Mr. Sankarson Banerjee who was appointed as the Additional and Independent Director was regularised as the Independent Director in the Extra-Ordinary General Meeting of the Company held on April 20, 2024.</p>	March 27, 2024
5.	Mr. Gaurav Malhotra (DIN: 07640504)	Nominee Director	<p>Resignation - Mr. Gaurav Malhotra, Nominee Director of British International Investment PLC, has resigned from the Board of Directors with effect from March 27, 2024.</p>	March 27, 2024

Pecuniary Relationship with Directors

Apart from the remuneration that the eligible Non-Executive Directors would be entitled to under the Act, none of the Directors have any other pecuniary relationships or transactions with the Company, its Subsidiaries or Associates, or its Directors, during the two immediately preceding financial years or during the current financial year. None of the Directors of the Company are inter-se related to each other.

Succession Planning

The Nomination and Remuneration Committee works with the Board on the succession plan of directors and senior management team of the Company to ensure orderly succession and preparedness both for planned transitions and unforeseen events. The Company strives to maintain an appropriate balance of skills and experience within the organization and the Board in an endeavour to introduce new perspectives while maintaining experience and continuity. In addition, Nomination and Remuneration Committee also highly recommends promoting the senior management within the organization which helps in fuelling the ambitions of the talent force to earn future leadership roles. The dedication and hard work of our employees have been the foundation of our achievements for decades. Each year, we strengthen this advantage by investing in talent development and fostering an environment where individuals can grow and realize their full potential. The Company has a board-approved Succession Planning Policy for the appointments to the Board and to the Senior Management.

Management Team

The Management of the Company comprises Senior Executives from different functions headed by the Managing Director & Chief Executive Officer who operates under the supervision and control of the Board. The Board reviews and approves strategy and oversees the actions and results of Management to ensure that the long-term objectives of enhancing stakeholders' value are met.

The Senior Management of Veritas have confirmed that there have been no material financial and commercial transactions between them and the Company during FY 2025 which could have potential conflict of interest with the Company at large.

Compliance with Directorship Limits

On the basis of disclosures received from the Directors, it is confirmed that, as on March 31, 2025, none of the Directors of the Company:

- i. hold Directorship positions in more than twenty companies (including ten public limited companies and seven listed companies); and
- ii. is a member of more than ten committees and/or Chairperson of more than five committees, across all the Indian public limited companies in which they are Directors.

The above compliances were met throughout the year.

Board confirmation regarding independence of the Independent Directors

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act read with Rules framed thereunder, and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

Based on the disclosures received from all the Independent Directors, the Board, after taking these declarations/ disclosures on record, opined that the Independent Directors fulfil the conditions of independence as prescribed under the Act and the Listing Regulations, are persons of integrity, possess the relevant expertise, proficiency, and experience to qualify and continue as Independent Directors of the Company and are Independent of the Management.

During the financial year under review, Mr. Abhijit Sen, Mr. N Mohanraj, Mr. M Sivaraman, Independent Directors of the Company, ceased to be Independent Directors, on completion of their second and final tenure, and Mr. Raj Vikash Verma, Ms. Susan Thomas, were appointed as the Independent Directors.

Separate Meeting of Independent Directors

During the year under review, in line with the requirement under section 149(8) and schedule IV of the Act, the Independent Directors had a separate meeting on February 04, 2025, without the presence of the non-independent directors and management team wherein they put forth their views and discussed the matters relating to Company's affairs.

At this Meetings, the Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole, reviewed the performance of the Chairman of the Company, assessed the quality, quantity, and timeliness of the flow of information between the Management and the Board and its Committees that is necessary for the Board to effectively and reasonably perform and discharge its duties. The meeting was well attended by the Independent Directors and suggestions provided by them were well received by the management for implementation.

The independent directors of the Company provide an annual certificate of independence in accordance with section 149(7) of the Act, to the company which is taken on record by the Board.

The attendance details of the Members for the year ended March 31, 2025, are given below:

Name of the Members	No. of meetings held during the year	No. of Meetings Attended
Mr. Raj Vikash Verma	1	1
Mr. Mathew Joseph	1	1
Ms. Susan Thomas	1	1
Mr. Sankarson Banerjee	1	1
Mr. Suresh Subramanian	1	1

Separate Meeting of Audit Committee members with Credit Rating Agency

In compliance with the provisions of SEBI Circular No. SEBI/HO/MIRSD/CRADT/CIR/P/2019/121 dated 4th November 2019, the Members of the Audit Committee interact with the Credit Rating Agencies ("CRAs") at a separate Audit Committee Meeting on annual basis. Accordingly, separate meeting with Credit Rating Agencies was held on January 17, 2025, to inter alia discuss matters including internal financial controls and other material disclosures made by the Company.

Board Procedures

The Board and its Committees meet at regular intervals to discuss and decide on the Company's business policies and strategies apart from statutory and other routine matters.

Overall Strategic Direction and Periodical Review Of Matters by the Board and its Committees

The Board provides the overall strategic direction and conducts structured reviews by itself or through its committees, which comprehensively encompass all the facets of Company operations including periodical review of strategy and business plans, annual operating and capital expenditure budgets, loan disbursements, fund raising proposals, default in financial obligations, if any, investments and exposure limits, RBI Inspection reports, approval and adoption of quarterly/half-yearly/annual results, risk assessment and minimization procedures, stakeholder relationship matters, Policies, compliance report(s) of all laws applicable to the Company, as well as steps taken to rectify instances of non-compliances, if any, review of major legal issues, minutes of the Committees of the Board, etc.

Core Skills/Expertise/Competencies of the Board of Directors

The Directors of the Company bring with them a wide range of skills and experience to the Board, which enhances the quality of the Board's decision-making process.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have identified the following core skills / expertise / competencies / special knowledge or practical experience, as required in the context of the Company's business and sector(s) for it to function effectively. The same are in line with the applicable laws and relevant circulars issued by the regulators from time to time. It is also confirmed that the directors possess these skills and competencies to ensure effective functioning of the Company.

Sr. No.	Core skills/expertise/competencies
1.	Financial Services
2.	Management and Governance
3.	Consumer behaviour, sales, marketing and customer experience
4.	Technology and Digital Innovation
5.	Understanding of accounting and financial statements
6.	Risk, Assurance and Internal Controls
7.	Regulatory, Public policy and economics
8.	Human Resource
9.	Business Transformation and Strategy
10.	Investments and Capital Markets
11.	Any other matter the special knowledge of, and practical experience in, which would, be useful to the Company's business / sectors.

The chart/matrix of such core skills/expertise/competencies, along with the names of directors who possess such skills is given below:

Name of the Director	Designation	Skills/ Expertise/Competencies of the Board of Directors
Mr. Raj Vikash Verma	Chairman and Independent Director	<ul style="list-style-type: none"> Financial Services Management and Governance Consumer behaviour, sales, marketing and customer experience Understanding of accounting and financial statements Risk, Assurance and Internal Controls Regulatory, Public policy and economics Business Transformation and Strategy Experience in dealing with the Government and Regulators and external stakeholders
Mr. Mathew Joseph	Independent Director	<ul style="list-style-type: none"> Financial Services Management and Governance Consumer behaviour, sales, marketing and customer experience Understanding of accounting and financial statements Risk, Assurance and Internal Controls Regulatory, Public policy and economics Human Resource Business Transformation and Strategy
Mr. Suresh Subramanian	Independent Director	<ul style="list-style-type: none"> Financial Services Management and Governance Technology and Digital Innovation Understanding of accounting and financial statements Risk, Assurance and Internal Controls Regulatory, Public policy and economics Business Transformation and Strategy
Ms. Susan Thomas	Independent Director	<ul style="list-style-type: none"> Human Resource Financial Services Management and Governance Consumer behaviour, sales, marketing and customer experience Business Transformation and Strategy Special knowledge and practical experience in CSR and the NGO sector
Mr. Sankarson Banerjee	Independent Director	<ul style="list-style-type: none"> Financial Services Management and Governance Technology and Digital Innovation Understanding of accounting and financial statements Risk, Assurance and Internal Controls Regulatory, Public policy and economics Business Transformation and Strategy
Mr. Sudhir Narayanankutty Variyar	Nominee Director of Multiples Private Equity Fund III	<ul style="list-style-type: none"> Financial Services Management and Governance Understanding of accounting and financial statements Risk, Assurance and Internal Controls Regulatory, Public policy and economics Human Resource Business Transformation and Strategy Investments and Capital Markets

Name of the Director	Designation	Skills/ Expertise/Competencies of the Board of Directors
Mr. Parin Nalin Mehta	Nominee Director of Kedaara Capital Fund II LLP	<ul style="list-style-type: none"> Financial Services Consumer behaviour, sales, marketing and customer experience Understanding of accounting and financial statements Human Resource Business Transformation and Strategy Technology and Digital innovation Investments and Capital Markets
Ms. Priyamvada Ramkumar	Nominee Director of Lok Capital Growth Fund	<ul style="list-style-type: none"> Financial Services Management and Governance Understanding of accounting and financial statements Business Transformation and Strategy Investments and Capital Markets
Mr. D. Arulmany	Managing Director & CEO	<ul style="list-style-type: none"> Financial Services Management and Governance Consumer behaviour, sales, marketing and customer experience Understanding of accounting and financial statements Risk, Assurance and Internal Controls Human Resource Business Transformation and Strategy Regulatory, Public policy and economics

Information and presentations at Meetings

To enable the Board to discharge its responsibilities effectively and take informed decisions, Board is apprised at every quarterly Board Meeting on the overall performance of the Company, as well as the current market conditions including the Company's business and the regulatory scenario, followed by presentations on Financial performance of the Company. Functional and other updates are also presented to the Board on periodical basis.

Committees to seek their inputs before dispatch of Agenda. Members of the Board/Committees are encouraged to freely express their views on the agenda items and are assisted with necessary clarifications and information that they might need with respect to the agenda even prior to the meeting to enable meaningful participation at the meetings. Summary of Board/Committee proposals is also shared prior to the meeting for easy reference.

Notice of meetings and agenda

The Company sends the notice of the meetings accompanied by detailed agenda with notes setting out the business to be transacted at the Meeting(s) to each Director at least seven days before the date of the Board / Committee Meeting(s) except in case of shorter notice to transact urgent business. All the agenda items are supported by detailed notes, rationale for proposal, documents, and presentations, if any, to enable the Board to take informed decisions.

The Company has a well-established framework for the meetings of the Board and its Committees which seeks to systematise the decision-making process at the Board and Committee meetings in an informed and efficient manner. A summary of all the proposals forming part of the agenda is circulated to the Board for ease of reference

Process for preparation of Agendas for Board and its Committees

The agenda of the Board and the Committee Meeting are prepared in consultation with the MD and CEO. The agenda proposals are also shared with the Chairpersons of respective

Post meetings follow up procedure

An Action Taken Report on the key decisions taken/ suggestions made at Board and Committee Meetings is recorded with details of owner and Target date and update thereof is placed and discussed at the subsequent meetings of the Board and the Committees for its review.

Board Confirmation regarding Independence of the Independent Directors

All the Independent Directors of the Company have given declarations/disclosures under section 149(7) of the Act and have confirmed that they fulfil the independence criteria as specified under section 149(6) of the Act. They have also confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. Further, the Board after taking these declarations/disclosures on record and acknowledging the veracity of the same, concluded that the Independent Directors are persons of integrity and possess the relevant expertise and experience to qualify as Independent Directors of the Company and are Independent of the Management.

Performance Evaluation of Board, its Committees and Directors

The Act and the Listing Regulations stipulate the evaluation of performance of the Board, its Committees, Individual Directors, and the Chairperson.

The Company has formulated a process for performance evaluation of the Independent Directors, the Board, its committees and other individual Directors which includes criteria for performance evaluation of the Non-Executive Directors.

An annual performance evaluation exercise was carried in compliance with the applicable provisions of the Act, Listing Regulations, the Company's Code of Independent Directors and the criteria and methodology of performance evaluation approved by the Nomination and Remuneration Committee ("NRC"). The questionnaires for performance evaluation are comprehensive and are in alignment with the guidance note on Board evaluation issued by Securities and Exchange Board of India ("SEBI"), vide its circular no. SEBI/HO/CFD/CMD/ CIR/P/2017/004 dated January 5, 2017, and are in line with the criteria and methodology of performance evaluation approved by the NRC.

Outcome and results of the performance evaluation for FY 2025

All the Directors of the Company as on March 31, 2025, had participated in the evaluation process. The Directors expressed their satisfaction with the Annual performance Evaluation process of Board & Committees.

The results of Evaluation showed high level of commitment and Engagement of Board, its various Committees and Senior leadership. Based on the outcome of the Evaluation for the year under review, the Board shall enhance its focus on providing strategic direction, digital initiatives, oversee regulatory matters and maintaining high standards of governance, to enhance value for all stakeholders.

Code of Conduct

The Company has adopted a Code of Conduct for members of the Board and the Senior Management. These Codes, as updated during the year have been posted on the Company's website at the web-link: <https://www.veritasfin.in/code-of-conduct.php>

All the Board Members and Senior Management Personnel have affirmed compliance with these Codes. The code aims at ensuring consistent standards of conduct and ethical business practices across the organisation. All the members of the Board and the Senior Management have duly adhered to the Code of Conduct.

Retirement by Rotation

Ms. Priyamvada Ramkumar, DIN: 07878808, Nominee Director retires by rotation and being eligible, offers herself for re-appointment at the 10th Annual General Meeting of the Company ensuing 10th Annual General Meeting.

Risk Management Framework

Risk management forms an integral part of the Company's business. As a lending institution, the Company is exposed to various risks

that are related to its lending business and operating environment. Your Company has a well-defined risk management framework in place. The risk management framework works at various levels across the Company. The risk management framework is based on assessment of all risks through proper analysis and understanding of the underlying risks before undertaking any transactions and changing or implementing processes and systems. This risk management mechanism is supported by regular review, control, self-assessments and monitoring of key risk indicators.

The Board of Directors monitor and manage the risks faced by the Company through its committees – the Risk Management Committee, the Asset Liability Committee and the Audit Committee.

The Risk Management framework adopted by the Company is discussed in detail in the Management Discussion and Analysis Report, forming part of this Annual report.

Committees of the Board

The Board has constituted various committees to support the Board in discharging its responsibilities. As of March 31, 2025, the Company has nine (9) Committees of the Board, constituted in accordance with the provisions of the Act viz.,



The Board at the time of constitution of each committee fixes the terms of reference and also delegates powers from time to time. Various recommendations of the committees are submitted to the Board for approval.

The Board and its Committees meet at regular intervals to discuss and decide on the Company's business policies and strategies apart from statutory and other routine matters.

Committees of the Management

The Management of the Company has constituted various committees to support and assist the management in discharging its responsibilities.



Terms of Reference of Committees of Board are as follows:

I. Audit Committee

Terms of Reference:

The role and responsibilities of the Committee shall include, but not be restricted to:

- (a) oversight of Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (b) recommendation for appointment, remuneration and terms of appointment of auditors of including the internal auditor, cost auditor and statutory auditor of the Company and the fixation of audit fee;
- (c) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (d) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - i. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - ii. changes, if any, in accounting policies and practices and reasons for the same;
 - iii. major accounting entries involving estimates based on the exercise of judgment by management;

- iv. significant adjustments made in the financial statements arising out of audit findings;
- v. compliance with listing and other legal requirements relating to financial statements;
- vi. disclosure of any related party transactions; and
- vii. modified opinion(s) in the draft audit report.

- (e) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (f) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter;
- (g) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (h) approval or any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company;
- (i) scrutiny of inter-corporate loans and investments;
- (j) valuation of undertakings or assets of the Company, wherever it is necessary;
- (k) evaluation of internal financial controls and risk management systems;
- (l) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (m) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (n) discussion with internal auditors of any significant findings and follow up there on;
- (o) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- (p) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

- (q) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (r) to review the functioning of the whistle blower mechanism;
- (s) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (t) identification of list of key performance indicators and related disclosures in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, for the purpose of the Company's proposed initial public offering;
- (u) carrying out any other function as is mentioned in the terms of reference of the audit committee or as required as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, or any other applicable law, as and when amended from time to time;
- (v) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding ₹100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
- (w) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
- (x) monitoring the end use of funds raised through public offers and related matters;
- (y) reviewing compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended and verifying that the systems for internal control are adequate and are operating effectively;
- (z) carrying out any other functions and roles as provided under the Companies Act, the SEBI Listing Regulations, SEBI ICDR Regulations, each as amended and other

applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties; and

- (aa) to carry out such other functions as may be specifically referred to the Audit Committee by the Board and/or other committees of directors of the Company.

The Audit Committee shall mandatorily review the following information:

- a) management discussion and analysis of financial condition and results of operations
- b) management letters / letters of internal control weaknesses issued by the statutory auditors
- c) internal audit reports relating to internal control weaknesses; and
- d) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- e) statement of deviations:
 - i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) and 52 of SEBI Listing Regulations, as amended.
 - ii. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) and 52 of SEBI Listing Regulations, as amended.
- f) Such information as may be prescribed under the Companies Act, and the rules thereunder, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended.
- g) To review the financial statements, in particular, the investments made by an unlisted subsidiary, if any.

Composition & Meetings

The Audit Committee was reconstituted in the Board Meetings held on April 25, 2024, and August 13, 2024.

The composition of the committee as on March 31, 2025, is given below:

Name of the Members	Designation
Mr. Suresh Subramanian (Chairman)	Independent Director
Mr. Mathew Joseph	Independent Director
Mr. Sankarson Banerjee	Independent Director
Mr. Parin Mehta	Nominee Director

The details of the meetings of the Committee held during the year ended March 31, 2025, is given below:

Sl. No.	Name of the member	Member of Committee (from & till date)	Capacity (i.e., Executive/ Non-Executive/ Chairman/ nominee/ Independent)	Number of Meetings of the Committee (till change in membership, wherever applicable)		No. of shares held in the NBFC
				Held	Attended	
1.	Mr. M. Sivaraman*	From March 28, 2016, till April 25, 2024	Independent Director	1	1	NIL
2.	Mr. Abhijit Sen *	From November 09, 2018, till April 25, 2024	Independent Director	1	1	NIL
3.	Mr. N. Mohanraj*	From March 28, 2016, till April 25, 2024	Independent Director	1	1	NIL
4.	Mr. Suresh Subramanian	From January 30, 2024, till date	Independent Director	8	8	NIL
5.	Ms. Priyamvada Ramkumar	From January 30, 2024, till August 13, 2024	Nominee Director	2	2	NIL
6.	Mr. Mathew Joseph	From April 25, 2024, till date	Independent Director	8	8	NIL
7.	Mr. Sankarson Banerjee	From April 25, 2024, till date	Independent Director	8	8	NIL
8.	Mr. Parin Mehta	From August 13, 2024, till date	Nominee Director	6	5	NIL

#Mr. M. Sivaraman, Mr. Abhijit Sen and Mr. N Mohanraj, has ceased to be Independent Director with effect from May 21, 2024.

During the year ended March 31, 2025, eight (8) meetings of the Committee were held on April 25, 2024, August 12, 2024, September 06, 2024, October 29, 2024, January 09, 2025, January 17, 2025, February 05, 2025, March 03, 2025.

II. Nomination and Remuneration Committee:

Terms of Reference:

The role and responsibilities of the Committee shall include, but not be restricted to:

- (a) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company ("Board") a policy relating to the remuneration of the directors, key managerial personnel and other employees ("Remuneration Policy"). The Nomination and Remuneration Committee, while formulating the Remuneration policy, should ensure that:
 - (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully
 - (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.
- (b) for every appointment of an independent director, the Nomination and Remuneration Committee

shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such a description. For the purpose of identifying suitable candidates, the Committee may

- i. use the services of an external agencies, if required
 - ii. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - iii. consider the time commitments of the candidates
- (c) formulation of criteria for evaluation of performance of independent directors and the Board;
 - (d) To review the results of the Board performance evaluation process that relate to the composition of the Board;
 - (e) devising a policy on Board diversity;
 - (f) identifying persons who are qualified to become directors of the Company and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
 - (g) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
 - (h) Ensuring 'fit and proper' status of the proposed and existing directors and scrutinising the declarations received by the directors in this regard.
 - (i) recommend to the Board, all remuneration, in whatever form, payable to senior management; and

- (j) To work closely with risk management committee to achieve effective alignment between compensation and risks
- (k) carrying out any other activities as may be delegated by the Board and functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

The Nomination and Remuneration Committee shall perform such functions as required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, including the following:

- (a) administering the employee stock option plans of the Company, as may be required;
- (b) determining the eligibility of employees to participate under the employee stock option plans of the Company;
- (c) granting options to eligible employees and determining the date of grant;
- (d) determining the number of options to be granted to an employee;
- (e) determining the exercise price under the employee stock option plans of the Company; and

- (f) construing and interpreting the employee stock option plans of the Company and any agreements defining the rights and obligations of the Company and eligible employees under the employee stock option plans of the Company, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the employee stock option plans of the Company.

Performance Evaluation of Board, its Committees and Directors

As per the provisions of the Companies Act, 2013 and Directors Appointment, Remuneration and Evaluation Policy, the Board has carried out an annual evaluation of its own performance, the directors individually as well as the evaluation of the working of its Committees. A structured exercise was carried out based on the criteria for evaluation forming part of the Directors Appointment, Remuneration and Evaluation Policy, which includes a framework to evaluate the performance of Directors, Board and Committees, Criteria for Evaluation. Further, the inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committee, attendance at meetings, Board culture, duties of directors, and governance were reviewed.

Composition & Meetings

The Nomination and Remuneration Committee was reconstituted in the Board Meetings held on April 25, 2024, and August 13, 2024.

The composition of the committee as on March 31, 2025, is given below:

Name of the Members	Designation
Mr. Mathew Joseph (Chairman)	Independent Director
Ms. Susan Thomas	Independent Director
Mr. Sudhir Variyar	Nominee Director
Mr. Suresh Subramanian	Independent Director

The details of the meetings of the Committee held during the year ended March 31, 2025, is given below:

Sl. No.	Name of the member	Member of Committee (from & till date)	Capacity (i.e., Executive/ Non-Executive/ Chairman/ nominee/ Independent)	Number of Meetings of the Committee (till change in membership, wherever applicable)		No. of shares held in the NBFC
				Held	Attended	
1.	Mr. Abhijit Sen*	From November 09, 2018, till April 25, 2024	Independent Director	1	1	NIL
2.	Mr. N. Mohanraj*	From March 28, 2016, till April 25, 2024	Independent Director	1	1	NIL
3.	Mr. Parin Mehta	From March 24, 2022, till August 13, 2024	Nominee Director	2	2	NIL
4.	Mr. Sudhir Narayanankutty Variyar	From January 30, 2024, till date	Nominee Director	6	5	NIL
5.	Mr. Mathew Joseph	From January 30, 2024, till date	Independent Director	6	6	NIL
6.	Mr. Suresh Subramanian	From April 25, 2024, till date	Independent Director	6	6	NIL
7.	Ms. Susan Thomas	From August 13, 2024, till date	Independent Director	4	4	NIL

*Mr. Abhijit Sen and Mr. N Mohanraj, has ceased to be Independent Director with effect from May 21, 2024.

During the year ended March 31, 2025, six (6) meetings of the Committee were held on April 25, 2024, July 16, 2024, September 06, 2024, January 09, 2025, and March 03, 2025, and March 20, 2025.

III. Corporate Social Responsibility Committee:

Terms of Reference:

- To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Schedule VII of Companies Act, 2013 as may be amended or modified from time to time;
- To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
- To monitor the CSR policy of the Company from time to time;
- To formulate and recommend to the Board, an annual action plan;
- To review the CSR project/initiatives from time to time;
- Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

Composition & Meetings:

The Corporate Social Responsibility Committee was reconstituted in the Board Meetings held on April 25, 2024, and August 13, 2024.

The composition of the committee as on March 31, 2025, and the details of the meetings of the Committee held during the year ended March 31, 2025, is given below:

Sl. No.	Name of the member	Member of Committee (from & till date)	Capacity (i.e., Executive/ Non-Executive/ Chairman/ nominee/ Independent)	Number of Meetings of the Committee		No. of shares held in the NBFC
				Held	Attended	
1.	Mr. N. Mohanraj*	From June 20, 2018, till April 25, 2024	Independent Director	0	0	NIL
2.	Mr. M. Sivaraman*	From June 20, 2018, till April 25, 2024	Independent Director	0	0	NIL
3.	Mr. Mathew Joseph	From April 25, 2025 till August 13, 2024	Independent Director	0	0	NIL
4.	Mr. Sudhir Variyar	From April 25, 2024 till date	Nominee Director	2	2	NIL
5.	Ms. Susan Thomas	From August 13, 2024 till date	Independent Director	2	2	NIL
6.	Mr. D. Arulmany	From June 20, 2018, till date	MD & CEO (Executive)	2	2	1,24,49,491

#Mr. N Mohanraj and Mr. M. Sivaraman, has ceased to be Independent Director with effect from May 21, 2024.

During the year ended March 31, 2025, two (2) meetings of the Committee were held on September 06, 2024, and March 20, 2025.

IV. IT Strategy Committee:

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.
- Any other matter as the IT Committee may deem appropriate or as may be directed by the Board of Directors from time to time.

Composition & Meetings:

The IT Strategy Committee was reconstituted in the Board Meeting held on April 25, 2024.

The composition of the committee as on March 31, 2025, and the details of the meetings of the Committee held during the year ended March 31, 2025, is given below:

Sl. No.	Name of the member	Member of Committee (from & till date)	Capacity (i.e., Executive/ Non-Executive/ Chairman/ nominee/ Independent)	Number of Meetings of the Committee		No. of shares held in the NBFC
				Held	Attended	
1.	Mr. Abhijit Sen*	From July 18, 2018, till April 25, 2024	Independent Director	0	0	NIL
2.	Mr. D. Arulmany	From October 08, 2020, till date	MD & CEO (Executive)	4	4	1,24,49,491
3.	Mr. Parin Mehta	From March 24, 2022, till date	Nominee Director	4	2	NIL
4.	Mr. J. Prakash Rayen	From July 18, 2018, till date	Chief People Officer & CISO (Employee)	4	4	18,75,000
5.	Mr. S. Parthiban	From July 18, 2018, till date	EVP & Chief Technology Officer (Employee)	4	4	73,122
6.	Mr. Sankarson Banerjee	From April 25, 2024 till date	Independent Director	4	4	NIL

#Mr. Abhijit Sen has ceased to be Independent Director with effect from May 21, 2024.

During the year ended March 31, 2025, four (4) meetings of the Committee were held on June 28, 2024, September 26, 2024, December 17, 2024, and March 19, 2025.

dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and

V. Stakeholders Relationship Committee:**Terms of Reference:**

- resolving the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.
- review of measures taken for effective exercise of voting rights by shareholders;
- review of adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar and share transfer agent;
- review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed

- The Committee shall act as the Customer Service Committee / Consumer Protection Committee for the purposes of extant RBI guidelines and shall determine the structure of emoluments, facilities and benefits accorded to the Internal Ombudsman / Deputy Internal Ombudsman
- carrying out any other functions required to be carried out by the Stakeholders Relationship Committee as contained in the Companies Act, SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Composition & Meetings:

The Stakeholder Relationship Committee was reconstituted in the Board Meetings held on April 25, 2024, and August 13, 2024.

The composition of the committee as on March 31, 2025, and the details of the meetings of the Committee held during the year ended March 31, 2025, is given below:

Sl. No.	Name of the member	Member of Committee (from & till date)	Capacity (i.e., Executive/ Non-Executive/ Chairman/ nominee/ Independent)	Number of Meetings of the Committee		No. of shares held in the NBFC
				Held	Attended	
1	Mr. M. Sivaraman*	From July 18, 2018, till April 25, 2024	Independent Director	1	1	NIL
2	Mr. N. Mohanraj*	From July 18, 2018, till April 25, 2024	Independent Director	1	1	NIL
3	Mr. D. Arulmany	From November 09, 2018, till date	MD & CEO (Executive)	4	4	1,24,49,491
4	Mr. Mathew Joseph	From April 25, 2024, till August 13, 2024	Independent Director	1	1	NIL

Sl. No.	Name of the member	Member of Committee (from & till date)	Capacity (i.e., Executive/ Non-Executive/ Chairman/ nominee/ Independent)	Number of Meetings of the Committee		No. of shares held in the NBFC
				Held	Attended	
5	Ms. Priyamvada Ramkumar	From April 25, 2024, till date	Nominee Director	3	3	NIL
6	Mr. Raj Vikash Verma	From August 13, 2024, till date	Independent Director	2	2	NIL
7	Ms. Susan Thomas	From August 13, 2024, till date	Independent Director	2	2	NIL

*Mr. M. Sivaraman and Mr. N. Mohanraj, has ceased to be Independent Director with effect from May 21, 2024.

During the year ended March 31, 2025, four (4) meetings of the Committee were held on April 25, 2024, August 08, 2024, October 28, 2024, and February 04, 2025.

VI. Risk Management Committee:

Terms of Reference:

- (a) Put in place the risk assessment process to identify significant business, operational, financial, compliance, interest, IT, market, legal, liquidity, outsourcing and other risks associated with the business of the Company;
- (b) Identification, monitoring and measurement of the risk profile of the Company;
- (c) Framing, implementing, reviewing and monitoring the risk management plan including cyber security for the Company and evaluating the adequacy of risk management system.
- (d) Formulate a detailed risk management policy which shall include:
 - (1) A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, interest rate, legal, liquidity, outsourcing, cyber security risks or any other risk as may be determined by the Committee.
 - (2) Measures for risk mitigation including systems and processes for internal control of identified risks.
 - (3) Business continuity plan
 - (4) Internal Capital Adequacy Assessment Process
- (e) Periodically reviewing the risk management policy, including the evolving industry dynamics and market conditions
- (f) Approving a framework to evaluate the risks and materiality of all existing and prospective outsourcing and the policies that apply to such arrangements
- (g) Review of risk assessment results and ensure that these are appropriately and adequately mitigated and monitored;
- (h) Monitor the progress in implementation of risk mitigation strategies including the status of risk assessment program;
- (i) Periodic review of data for Credit and Portfolio Risk Management.
- (j) Periodic review of data for Operational and Process Risk Management.
- (k) Laying down guidelines on KYC norms.
- (l) The committee to review the minutes of the Asset Liability Management Committee.
- (m) To prescribe and monitor the limits of credit exposures including unsecured consumer credit exposures and monitoring the same on an ongoing basis.
- (n) To review and recommend the appointment / reappointment/removal of the Chief Risk Officer and their performance appraisal in consultation with the Nomination and Remuneration Committee
- (o) Recommending such items and matters to the Board for their consideration and approval/ratification as may be required from time to time.
- (p) Performing such other activities as may be delegated by the Board and/or prescribed under the Companies Act, 2013, the SEBI Listing Regulations, RBI Master Directions, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India including Securities and Exchange Board of India, Reserve Bank of India any other regulatory authority from time to time.

Composition & Meetings:

The Risk Management Committee was reconstituted in the Board Meetings held on April 25, 2024, and August 13, 2024.

The composition of the committee as on March 31, 2025, is given below:

Name of the Members	Designation
Mr. Mathew Joseph (Chairman)	Independent Director
Mr. D Arulmany	Managing Director & Chief Executive Officer
Mr. Sudhir Variyar	Nominee Director
Ms. Priyamvada Ramkumar	Nominee Director
Mr. Sankarson Banerjee	Independent Director

The details of the meetings of the Committee held during the year ended March 31, 2025, is given below:

Sl. No.	Name of the member	Member of Committee (from & till date)	Capacity (i.e., Executive/ Non-Executive/ Chairman/ nominee/ Independent)	Number of Meetings of the Committee (till change in membership, wherever applicable)		No. of shares held in the NBFC
				Held	Attended	
1.	Mr. Abhijit Sen	From November 09, 2018, till April 25, 2024	Independent Director	1	1	NIL
2.	Mr. D. Arulmany	From November 09, 2018, till date	MD & CEO (Executive)	4	4	1,24,49,491
3.	Ms. Priyamvada Ramkumar	From June 15, 2020 till date	Nominee Director	4	4	NIL
4.	Mr. Sudhir Narayanankutty Variyar	From January 30, 2024, till date	Nominee Director	4	3	NIL
5.	Mr. Mathew Joseph	From January 30, 2024, till date	Independent Director	4	4	NIL
6.	Mr. Sankarson Banerjee	From August 13, 2024, till date	Independent Director	2	2	NIL

#Mr. Abhijit Sen has ceased to be Independent Director with effect from May 21, 2024.

During the year ended March 31, 2025, four (4) meetings of the Committee were held on April 24, 2024, August 09, 2024, October 28, 2024 and February 19, 2025.

Assignment arrangements so undertaken during a financial year shall not exceed the limits approved by the Board from time to time.

VII. Resources & Business Committee:**Resource Related:**

- To consider and allot Non - Convertible Debentures ("NCDs") from time to time, to one or more subscribers, in one or more tranches on such terms and conditions as deemed fit, subject however that the total amount of NCDs so issued during a financial year shall not exceed the limits approved by the Board from time to time.
- To consider and approve Securitization and Direct Assignment arrangements on such terms and conditions as it thinks fit and to authorize carrying out of all actions connected therewith including appointment of legal counsel, Credit Rating agency for rating the pool of receivables and appointment of trustee for the securitisation trust, subject however that the total amount of Securitization and Direct

- To consider, negotiate, enter, approve, and grant authorization for undertaking and/or executing derivative transactions/contracts/agreements including but not limited to spots and forwards as well as FX and interest rate derivative transactions like FX options, Interest Rate and Currency Swaps, Interest rate Options, all types of Structured Derivatives and Cost Reduction Structures, including third currency hedges, i.e., hedging in currency different from that of the underlying exposure, or any combinations of these derivative products or any other derivative products as permitted by Reserve Bank of India from time to time, for the purpose of mitigation of risks on foreign currency and interest rate exposure of the company and to give instructions to any bank/ banker regarding purchase/sale/cancellation and other dealings relating to such derivative transactions on behalf of the Company.

Business Related:

- (4) To review the existing loan products and recommend new loan products to the board for approval.
- (5) To review the credit policies of the loan products of the Company including setting and monitoring the limits for each loan product.
- (6) Any loan to be given by the Company including loans against property, SME loans and other loans exceeding ₹ 1 crore to be approved by Resources & Business Committee.
- (7) Any authorization to employees of the Company.
- (8) Other authorizations as may be vested by the Board from time to time.

Composition & Meetings:

The Resources & Business Committee was reconstituted in the Board Meetings held on April 25, 2024, and August 13, 2024.

The composition of the committee as on March 31, 2025, is given below:

Name of the Members	Designation
Mr. Suresh Subramanian (Chairman)	Independent Director
Mr. D. Arulmany	Managing Director & Chief Executive Officer
Mr. Mathew Joseph	Independent Director
Ms. Priyamvada Ramkumar	Nominee Director

The details of the meetings of the Committee held during the year ended March 31, 2025, is given below:

Sl. No.	Name of the member	Member of Committee (from & till date)	Capacity (i.e., Executive/ Non-Executive/ Chairman/ nominee/ Independent)	Number of Meetings of the Committee		No. of shares held in the NBFC
				Held	Attended	
1.	Mr. N. Mohanraj*	From November 09, 2018, till April 25, 2024	Independent Director	1	1	NIL
2.	Mr. D. Arulmany	From November 09, 2018, till date	MD & CEO (Executive)	6	6	1,24,49,491
3.	Ms. Priyamvada Ramkumar	From August 13, 2024, till date	Nominee Director	4	4	NIL
4.	Mr. Suresh Subramanian	From January 30, 2024, till date	Independent Director	6	6	NIL
5.	Mr. Parin Mehta	From April 25, 2024, till August 13, 2024	Nominee Director	2	2	NIL
6.	Mr. Mathew Joseph	From April 25, 2024, till date	Independent Director	5	5	NIL

*Mr. N Mohanraj has ceased to be Independent Director with effect from May 21, 2024.

During the year ended March 31, 2025, six (6) meetings of the Committee were held on April 24, 2024, June 18, 2024, July 29, 2024, September 30, 2024, December 16, 2024, and February 27, 2025.

VIII. IPO Committee

Terms of Reference:

- (a) To take on record the number of Equity Shares proposed to be offered by the Selling Shareholder(s);
- (b) To make applications to, seek clarifications, obtain approvals and seek exemptions from, where necessary, the SEBI, the Stock Exchanges, the Registrar of Companies, Tamil Nadu at Chennai ("RoC"), the relevant registrar of companies, the Reserve Bank of India, and any other governmental or statutory authorities as may be required in connection with the Offer and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required and wherever necessary, incorporate such modifications / amendments as may be required in the draft red herring prospectus, the red herring prospectus and the prospectus as applicable;
- (c) To finalize, settle, approve, adopt and file, or resubmit, in consultation with the book running lead managers appointed for the Offer (the "BRLMs") where applicable, the draft red herring prospectus, the red herring prospectus and the prospectus in connection with the Offer, the preliminary and final international wrap, abridged prospectus, and any amendments, supplements, notices, addenda or corrigenda thereto together with any summaries thereof as may be considered desirable or expedient

("Offer Documents"), and take all such actions as may be necessary for the submission and filing, including any resubmission (if applicable) of these documents including incorporating such alterations/corrections/modifications as may be required by SEBI, the RoC or any other relevant governmental and statutory authorities or in accordance with applicable laws;

- d) To decide, negotiate and finalise in consultation with the BRLMs on the actual Offer size, timing, pricing, discount, reservation and all the terms and conditions of the Offer, including any reservation, green shoe option and any rounding off in the event of any oversubscription, the price band (including offer price for anchor investors), any revision to the price band, bid period, minimum bid lot for the purpose of bidding, final Offer price after bid closure, to finalize the basis of allocation and to allot the Equity Shares to the successful allottees and credit Equity Shares to the demat accounts of the successful allottees in accordance with applicable law, determine the anchor investor portion, and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including to make any amendments, modifications, variations or alterations in relation to the Offer;
- e) To appoint, instruct and enter into and terminate arrangements with the BRLMs, and in consultation with BRLM(s), appoint and enter into agreements with intermediaries including underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, escrow collection bankers to the Offer, refund bankers to the Offer, registrars, sponsor bank(s), legal advisors, auditors, advertising agency, independent chartered accountants, industry expert, depositories, custodians, printers and any other agencies or persons or intermediaries in relation to the Offer, including any successors or replacements thereof, and to negotiate, finalise and amend the terms of their appointment, including but not limited to the execution of the mandate letter with the BRLMs and negotiation, finalization, execution and remuneration of all such intermediaries/agencies including the payments of commissions, brokerages, etc.;
- f) To negotiate, finalise and settle and to execute and deliver or arrange the delivery of the draft red herring prospectus, the red herring prospectus, the prospectus, the preliminary and final international wrap, offer agreement, syndicate agreement, underwriting agreement, share escrow agreement, cash escrow agreement, agreements with the registrar to the Offer, agreement with the advertising agency in relation to the Offer, bid-cum-application forms, confirmation of allotment notes and all other documents, deeds, agreements and instruments whatsoever with the registrar to the Offer, legal advisors, auditors, advertising agency, stock exchange(s), BRLMs, and

any other agencies/intermediaries in connection with the Offer, and any notices, supplements and corrigenda thereto, with the power to authorise one or more officers of the Company to execute all or any of the aforesaid documents or any amendments thereto as may be required or desirable in relation to the Offer;

- (g) To decide, negotiate and finalize, in consultation with the BRLMs, all matters regarding the Pre-IPO Placement, if any, including entering into discussions and execution of all relevant documents with investors
- (h) To authorise the maintenance of a register of holders of the Equity Shares;
- (i) To seek, if required, the consent and/or waiver of the lenders of the Company, customers, suppliers, strategic partners, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents and/or waivers that may be required in relation to the Offer or any actions connected therewith;
- (j) To open and operate bank accounts in terms of the cash escrow and sponsor bank agreement with a scheduled bank to receive applications along with application monies, for handling of refunds, and for the purposes set out in Section 40(3) of the Companies Act, 2013, as amended, in respect of the Offer, and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- (k) To determine the amount, the number of Equity Shares, terms of the issue of the equity shares, the categories of investors for the Pre-IPO Placement, if any including the execution of the relevant documents with the investors, in consultation with the BRLMs, and rounding off, if any, in the event of oversubscription and in accordance with applicable laws;
- (l) To determine and finalise the bid opening and bid closing dates (including bid opening and bid closing dates for anchor investors), the floor price/price band for the Offer (including issue price for anchor investors), reservation or discount (if any), approve the basis of allotment and confirm allocation/allotment of the equity shares to various categories of persons as disclosed in the draft red herring prospectus, the red herring prospectus and the prospectus, in consultation with the BRLM(s) and do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including any alteration, addition or making any variation in relation to the Offer;
- (m) all actions as may be necessary in connection with the Offer, including extending the Bid/Offer period, revision of the price band, allow revision of the Offer portion [in case any Selling Shareholder decides to revise it], in accordance with the applicable laws;

- (n) To authorise and approve in consultation with the BRLM(s), incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer;
- (o) To determine the utilization of proceeds and accept and appropriate the proceeds of the Offer in accordance with the Applicable Laws;
- (p) To approve code of conduct as may be considered necessary by the IPO Committee or as required under the Applicable Laws, regulations or guidelines for the Board, officers of the Company and other employees of the Company;
- (q) To approve the implementation of any corporate governance requirements, code of conduct for the Board, officers and other employees of the Company that may be considered necessary by the Board or the IPO Committee or as may be required under the Applicable Laws or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and listing agreements to be entered into by the Company with the relevant stock exchanges, to the extent allowed under Applicable Laws;
- (r) To finalise and issue receipts/allotment letters/confirmation of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchanges, with power to authorise one or more officers of the Company to sign all or any of the aforesaid documents;
- (s) To undertake as appropriate such communication with the Selling Shareholders as required under applicable law, including inviting the existing shareholders of the Company to participate in the Offer by making an offer for sale in relation to such number of Equity Shares held by them as may be deemed appropriate, and which are eligible for the offer for sale in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), take all actions as may be necessary and authorised in connection with the Offer for Sale and to approve and take on record the approval of the Selling Shareholder(s) for offering their Equity Shares in the Offer for Sale and the transfer of Equity Shares in the Offer for Sale;
- (t) To authorise and approve notices, advertisements in relation to the Offer in consultation with the relevant intermediaries appointed for the Offer in accordance with the SEBI ICDR Regulations, Companies Act, as amended and other Applicable Laws;
- (u) To issue advertisements in such newspapers and other media as it may deem fit and proper in accordance with the SEBI ICDR Regulations, Companies Act, 2013, as amended and other Applicable Laws;
- (v) To decide the total number of Equity Shares to be reserved for allocation or transferred to eligible categories of investors the number of Equity Shares to be allotted or transferred in each tranche, issue price, premium amount, discount (as allowed under Applicable Laws), if any;
- (w) To do all such acts, deeds, matters and things and execute all such other documents, etc., as may be deemed necessary or desirable for such purpose, in consultation with BRLMs, including without limitation, to determine the anchor investor portion and allocation to anchor investors, to finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of allotment letters/confirmation of allotment notes, credit of Equity Shares to the demat accounts of the successful allottees, share certificates in accordance with the relevant rules, in consultation with the BRLMs in accordance with Applicable Laws;
- (x) To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign and/ or modify, as the case maybe, agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, authorities or bodies as may be required in this connection and to authorise one or more officers of the Company to execute all or any of the aforesaid documents;
- (y) To make in-principle and final applications for listing and trading of the Equity Shares in one or more stock exchange(s) for listing of the Equity Shares and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange(s) in connection with obtaining such listing including without limitation, entering into listing agreements and affixing the common seal of the Company where necessary and to take all such other actions as may be necessary in connection with obtaining such listing;
- (z) To settle all questions, difficulties or doubts that may arise in relation to the Offer, including issue, allotment, terms of the Offer, utilisation of the Offer proceeds and matters incidental thereto as it may deem fit;
- (aa) To submit undertaking/certificates or provide clarifications to the SEBI, Registrar of Companies, Tamil Nadu at Chennai and the relevant stock exchange(s) where the Equity Shares are to be listed;

- (bb) To negotiate, finalize, settle, execute and deliver any and all other documents or instruments and to do or cause to be done any and all acts or things as the IPO Committee may deem necessary, appropriate or advisable in order to carry out the purposes and intent of this resolution or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by the IPO Committee shall be conclusive evidence of the authority of the IPO Committee in so doing;
- (cc) To execute and deliver and/or to authorise and empower officers of the Company (each, an "Authorised Officer") for and on behalf of the Company to execute and deliver, on a several basis, any and all other documents or instruments and any declarations, affidavits, certificates, consents, agreements as well as amendments or supplements thereto as may be required from time to time or that the Authorised Officers consider necessary, appropriate or advisable, in connection with the Offer, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreements, the registrar agreement, the depositories agreements, the offer agreement, the underwriting agreement, the syndicate agreement, the cash escrow and sponsor bank agreement and confirmation of allocation notes, with the BRLMs, syndicate members, bankers to the Offer, registrar to the Offer, bankers to the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsel, depositories, trustees, custodians, advertising agencies, and all such

persons or agencies as may be involved in or concerned with the Offer, if any and any and all other documents or instruments and doing or causing to be done any and all acts or things as the IPO Committee and/or Authorised Officer may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by the IPO Committee and/or Authorised Officer shall be conclusive evidence of the authority of the IPO Committee and/or Authorised Officer and Company in so doing;

- (dd) To decide, negotiate and finalise the pricing and all other related matters regarding the execution of the relevant documents with the investors in consultation with the BRLMs and in accordance with Applicable Laws;
- (ee) To if necessary, withdraw the draft red herring prospectus or the red herring prospectus or to decide to not proceed with the Offer at any stage in accordance with Applicable Laws and in consultation with the BRLMs; and
- (ff) To delegate any of its powers set out hereinabove, as may be deemed necessary and permissible under Applicable Laws to the officials of the Company.

The IPO Committee was reconstituted in the Board meetings held on August 13, 2024, and December 19, 2024.

The details of the meetings of the Committee held during the year ended March 31, 2025, is given below:

Sl. No.	Name of the member	Member of Committee (from & till date)	Capacity (i.e., Executive/ Non-Executive/ Chairman/ nominee/ Independent)	Number of Meetings of the Committee		No. of shares held in the NBFC
				Held	Attended	
1.	Mr. Raj Vikash Verma	From August 13, 2024, till date	Independent Director	3	3	NIL
2.	Mr. D. Arulmany	From July 16, 2024, till date	MD & CEO (Executive)	3	3	1,24,49,491
3.	Ms. Priyamvada Ramkumar	From July 16, 2024, till date	Nominee Director	3	3	NIL
4.	Mr. Suresh Subramanian	From July 16, 2024, till date	Independent Director	3	3	NIL
5.	Mr. Parin Mehta	From July 16, 2024, till December 19, 2024	Nominee Director	0	0	NIL

During the year ended March 31, 2025, three (3) meetings of the Committee were held on January 09, 2025, January 17, 2025, and January 18, 2025.

IX. Business Impact Committee:

Terms of Reference:

- (a) Oversight of the development and implementation of the developmental impact action plan of the Company hereinafter referred to as "DI Action Plan".
- (b) Oversight of the development and implementation of the Environmental, social and governance

action plan defining actions, responsibilities, budgets, deliverables, compliance indicators, and a timeframe for the measures required to remedy the known non-compliances with the Environmental, Social and Governance (ESG) Requirements in the business activities of the Company hereinafter to as "E&S Action Plan".

- (c) Oversight of the establishment of the the overall management system of the Company dedicated to the systematic and structured improvement of environmental, social and governance performance,

targeted to identify and manage ESG risks and opportunities in both the Company's activities and in the loan and investment appraisal and management processes, integrated in the Company's organizational structure, planning activities, responsibilities, practices, procedures, processes and resources, which is referred to as ESG Management System which shall include compliance with the ESG requirements namely:

- (1) examining ESG policies and procedures and their implementation and making recommendations for their improvement to the Board;
- (2) providing half-yearly reports to the Board on any material issue that has arisen as a result of the operation of the ESG Management System since the last meeting and an explanation as to how it is being dealt with;
- (3) considering half-yearly reports from the management on implementation of the E&S Action Plan;
- (4) reviewing and recommending a report on annual basis to the Board on matters in relation to ESG;
- (5) considering ESG assessment reports, action points arising out of any social and environmental impact assessments and project specific action plans;

- (6) vetting new projects where there is deemed to be a material risk of violation of the ESG Requirements;
- (7) recommending appointment of consultants to Board to investigate alleged breaches of ESG Requirements, ESG policies and procedures;
- (8) ensuring that the Company has put in place adequate systems and resources (including employees of sufficient expertise and seniority) to understand and determine the applicability of the ESG Requirements to the Company and monitor the underlying ESG Laws, IFC Performance Standards as updated by IFC on their webpage <http://www.ifc.org/PerformanceStandards> and the convention of the International Labor Organization (ILO), the tripartite United Nations agency, whose conventions are available on their website <http://www.ilo.org/global/standards/lang--en/index.htm>
- (9) monitoring compliance of Clients with the ESG Standards
- (10) Committee shall meet at least twice a year, to provide strategic guidance to deliver maximum impact and recommend development impact related initiatives to the Board.

Composition & Meetings:

The composition of the committee as on March 31, 2025, and the details of the meetings of the Committee held during the year ended March 31, 2025, is given below:

Sl. No.	Name of the member	Member of Committee (from & till date)	Capacity (i.e., Executive/ Non-Executive/ Chairman/ nominee/ Independent)	Number of Meetings of the Committee		No. of shares held in the NBFC
				Held	Attended	
1	Mr. Gaurav Malhotra	From November 04, 2019, till date	Member	0	0	NIL
2	Mr. D. Arulmany	From January 29, 2018, till date	MD & CEO (Executive)	0	0	1,24,49,491
3	Mr. Kumareshan Sivam	From January 29, 2018, till date	Employee	0	0	55,115

During the year ended March 31, 2025, no meetings were held by the Company.

Terms of Reference of Committees of Management are as follows:

I. Assets Liability Committee:

Terms of Reference:

- (a) Understanding business requirement and devising appropriate pricing strategies

- (b) Management of profitability by maintain relevant Net interest margins (NIM)
- (c) Ensuring Liquidity through maturity matching wherever feasible
- (d) Maintain sufficient surplus to manage liquidity arising out of ALM mis-matches.
- (e) Management of balance sheet in accordance with internal policies and applicable regulatory requirements.

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| <ul style="list-style-type: none"> vi. Ensure the efficient implementation of balance sheet management policies vii. Review reports on liquidity, market risk and capital management. viii. To identify balance sheet management issues that are leading to under-performance and ensure corrective action. ix. Ensuring appropriate mix of different forms of debt i.e. Bank Loans, Commercial Paper, Non-Convertible Debentures, Securitization etc. x. Approving major decisions affecting Veritas Finance's risk profile or exposure (product pricing for advances, desired maturity profile and mix of the incremental | <ul style="list-style-type: none"> assets and liabilities, prevailing interest rates offered by peer NBFCs for the similar services/product, etc). xi. Satisfy itself that the less fundamental risks are being actively managed, with the appropriate controls in place and working effectively. xii. Articulate the current interest rate review and formulate future business strategy on this view. xiii. Reviewing regulatory requirements having a bearing on Treasury activities (including any new regulatory requirements) and ALM returns submitted with RBI from time to time. xiv. Derivative products to be used for hedging of foreign currency and interest rate risk if any. |
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Composition & Meetings:

The Asset Liability Committee was reconstituted in the Board Meetings held on April 25, 2024, and March 21, 2025.

The composition of the committee as on March 31, 2025, is given below:

Name of the Members	Designation
Mr. D. Arulmany (Chairman)	Managing Director & CEO
Mr. J Prakash Rayen	Chief People Officer
Mr. Naveen Raj R	Chief Financial Officer
Mr. M Mahesh	Senior Vice President - Treasury
Mr. Christopher Robin	Chief Audit Officer
Mr. R Vijay	Chief Risk Officer

The details of the meetings of the Committee held during the year ended March 31, 2025, is given below:

Sl. No.	Name of the member	Member of Committee (from & till date)	Capacity (i.e., Executive/ Non-Executive/ Chairman/ nominee/ Independent)	Number of Meetings of the Committee		No. of shares held in the NBFC
				Held	Attended	
1.	Mr. D. Arulmany (Chairman)	From January 31, 2018, till date	MD & CEO (Executive)	12	12	1,24,49,491
2.	Mr. J. Prakash Rayen	From January 31, 2018, till date	Chief People Officer	12	11	18,75,000
3.	Mr. V. G. Suchindran [#]	From January 31, 2018, till August 19, 2024	Chief Financial Officer	5	4	NIL
4.	Mr. M. Mahesh	From July 18, 2018, till date	Senior Vice President - Treasury	12	12	20,576
5.	Mr. R. Vijay	From June 15, 2020, till date	Executive Vice President - Chief Risk Officer	12	11	11,014
6.	Ms. S.V. Laxmi	From August 05, 2021, till March 21, 2025	Deputy Vice President - Finance	8	8	NIL
7.	Mr. Christopher Robin	From April 25, 2024, till date	Chief Audit Officer	11	10	NIL
8.	Mr. Naveen Raj R*	From March 21, 2024 till date	Chief Financial Officer	0	0	NIL

[#] Mr. V. G. Suchindran, Chief Financial Officer, resigned from the Company effective September 13, 2024.

* Mr. Naveen Raj R, was appointed as the Chief Financial Officer effective March 03, 2025.

During the year ended March 31, 2025, twelve (12) meetings of the Committee were held on April 17, 2024, May 15, 2024, June 17, 2024, July 16, 2024, August 19, 2024, September 17, 2024, October 17, 2024, November 15, 2024, December 17, 2024, January 28, 2025, February 18, 2025, and March 17, 2025.

II. IT Steering Committee:

Pursuant to para 1.1 of the Master Direction - Information Technology Framework for the NBFC Sector and directions given in the Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices issued by RBI dated November 7, 2023, IT Steering Committee comprising of the members from management, has been constituted by the IT Strategy Committee vide its circular resolution dated September 25, 2023, to assist in implementing IT strategy that has been approved by the Board.

Terms of Reference:

It includes prioritization of IT-enabled investment, reviewing the status of projects (including, resource conflict), monitoring service levels and improvements, IT service delivery and projects.

IT Project Planning & Monitoring:

- Defining project priorities and assessing strategic fit for IT proposals
- Defining project success measures and following up progress on IT projects

IT Architecture & IT Security:

- Consult and advice on the selection of technology within standards.

- Provide direction relating to technology standards and practices.
- Ensure that vulnerability assessments of new technology are performed
- Consult and advice on the application of architecture guidelines.
- Provide direction to IT architecture design and ensure that the IT architecture reflects the need for legislative and regulatory compliance, the ethical use of information and business continuity.

IT Governance:

- Performing portfolio reviews for continuing strategic relevance
- Reviewing, approving and budget initiatives, after assessing value-addition to business process.
- Ensuring that all critical projects have a component for "project risk management.
- Sponsoring or assisting in governance, risk, and control framework, and directing and monitoring key IT Governance processes.
- Verify compliance with technology standards and guidelines.
- Ensure compliance to regulatory and statutory requirements.

Composition & Meetings:

The composition of the committee as on March 31, 2025, is given below:

Name of the Members	Designation
Mr. J. Prakash Rayen	Chief People Officer
Mr. S. Parthiban	Executive Vice President - Chief Technology Officer
Mr. K. Kannan	EVP & Business Head – MSME Rural
Mr. Sekhar Vikas	EVP & Business Head – MSME Urban
Mr. Sankar Annamalai	EVP & Business Head – Home Loan
Mr. Sathish R	EVP & Business Head – Vehicle Finance
Mr. R. Vijay	Chief Risk Officer

III. Information Security Committee

Pursuant to the directions given in the Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices issued by RBI dated November 7, 2023, Information Security Committee comprising of the members from management, has been constituted by the IT Strategy Committee in its meeting held on January 30, 2024, to assist in managing the cyber and information security.

Terms of Reference:

- Development of information/cyber security policy.
- Approve and monitor InfoSec projects and security awareness initiatives.
- Review the cyber incidents, IS audit observations, monitoring, and mitigation.
- Update ITSC periodically on the activities of ISC.

Composition & Meetings:

The composition of the committee as on March 31, 2025, is given below:

Name of the Members	Designation
Mr. R. Vijay	Chief Risk Officer
Mr. J. Prakash Rayen	Chief People Officer
Mr. S. Parthiban	Chief Technology Officer
Mr. K. Kannan	Business Head – MSME Rural
Mr. Sekhar Vikas	Business Head – MSME Urban
Mr. Sankar Annamalai	Business Head – Home Loan
Mr. Sathish R	Senior Vice President - Business Head - Vehicle Finance

IV. Operational Risk Management Committee**Terms of Reference:**

- Identifying and assessing the materiality of Operational Risks inherent in their respective business units through the use of Operational Risk Management tools
- Establishing appropriate controls to mitigate inherent Operational Risks, and assessing the design and effectiveness of these controls through the use of the Operational Risk Management tools
- Reporting whether the business units lack adequate resources, tools and training to ensure identification and assessment of Operational Risks
- Identification of KRI across people, process and systems
- Review and monitor data from respective SPOCs of all function on monthly basis
- Review KRIs on quarterly basis, status update on Risk Register Action items and outcome to be updated to RMC
- Items such as Third-Party management, BCP/DR & Incident Management, Info security & Cyber risk shall be discussed as part of IT Steering committee

Composition & Meetings:

The composition of the committee as on March 31, 2025, is given below:

Name of the Members	Designation
Mr. D. Arulmany	MD & CEO
Mr. J. Prakash Rayen	Chief People Officer
Mr. R. Vijay	Chief Risk Officer
Ms. Kanchana Srikanth	Executive Vice President & Chief Compliance Officer (CCO)
Mr. Kumareshan Sivam	Senior Vice President – HR
Mr. Sathish R	Senior Vice President - Business Head - Vehicle Finance
Mr. K. Kannan	Business Head – MSME Rural
Mr. Sankar Annamalai	Business Head - Home Loans
Mr. S. Parthiban	Executive Vice President - Chief Technology Officer

V. Change Management Committee**Terms of Reference:**

- Change management shall assess the evolution of associated risks across time, from inception to termination
- Any new or change in processes, systems and new products, entering a new geography or region, implementing new or modifying the technology (applicable for all functions)
- Any challenges or disruptions in the changes implemented already
- To leverage change management capabilities in accordance with the change management processes as a way to assess potential effects on the delivery of critical operations and their interconnections and interdependencies for ensuring operational resilience

Composition & Meetings:

The composition of the committee as on March 31, 2025, is given below:

Name of the Members	Designation
Mr. J. Prakash Rayen	Chief People Officer
Mr. Naveen Raj R	Chief Financial Officer
Mr. R. Vijay	Chief Risk Officer
Ms. Kanchana Srikanth	Executive Vice President & Chief Compliance Officer (CCO)
Mr. Sathish R	Senior Vice President - Business Head - Vehicle Finance
Mr. K. Kannan	Business Head – MSME Rural
Mr. Sankar Annamalai	Business Head - Home Loans
Mr. S. Parthiban	Executive Vice President - Chief Technology Officer

VI. Ethics and Code of Conduct Committee

Terms of reference:

The purpose of Ethics/Code of Conduct committee is to

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| <ul style="list-style-type: none"> (1) To ensure adherence of Ethics and Code of Conduct policy (2) To Review the policy (3) To provide guidance on ethical dilemmas, and ensuring compliance with ethical standards and policies (4) To promote prompt internal reporting of violations and suspected violations | <ul style="list-style-type: none"> (5) To raise awareness of acceptable and unacceptable behaviour, and through this endeavour to avoid any real or perceived misconduct (6) To ensure that all are aware of the potential internal and external disciplinary actions, legal actions and sanctions that may follow unacceptable behaviours (7) Assist the Disciplinary Committee in undertaking appropriate disciplinary actions in instances of violations of the Code (8) Ethical training and status of such training (9) Ethics committees ensure that the organization adheres to ethical and legal standards, reducing the risk of legal consequences |
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Composition & Meetings:

The composition of the committee as on March 31, 2025, is given below:

Name of the Members	Designation
Mr. J. Prakash Rayen	Chief People Officer
Mr. R. Vijay	Chief Risk Officer
Ms. Kanchana Srikanth	Executive Vice President & Chief Compliance Officer (CCO)
Mr. Kumareshan Sivam	Senior Vice President – HR
Mr. Sathish R	Senior Vice President - Business Head - Vehicle Finance
Mr. K. Kannan	Business Head – MSME Rural
Mr. Sankar Annamalai	Business Head - Home Loans
Mr. S. Parthiban	Executive Vice President - Chief Technology Officer

VII. Special Committee for Monitoring and Follow-up of cases of Frauds (SCMF)

Terms of Reference:

The purpose of SCMF is:

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|---|---|
| <ul style="list-style-type: none"> i. To analyse frauds, potential losses, non-compliance, breaches etc. and recommend corrective measures to prevent recurrences ii. Reviewing fraudulent and potential fraudulent transactions iii. To oversee the effectiveness of the fraud risk management framework. | <ul style="list-style-type: none"> iv. To review and monitor cases of frauds covering the categories/trends of frauds, industry/sectoral/geographical concentration of frauds, delay in detection/classification of frauds and delay in examination/conclusion of staff accountability, etc. v. To do root cause analysis on the cases of frauds, and suggest mitigating measures for strengthening the internal controls, risk management framework and minimising the incidence of frauds. vi. To periodically review the pending fraud cases of the Company on a quarterly basis. vii. To oversee the implementation of the fraud risk management policy approved by the Board of the Company. |
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Composition & Meetings:

The composition of the committee as on March 31, 2025, is given below:

Name of the Members	Designation
Mr. D. Arulmany	MD & CEO
Mr. J. Prakash Rayen	Chief People Officer
Mr. R. Vijay	Chief Risk Officer
Ms. Kanchana Srikanth	Executive Vice President & Chief Compliance Officer (CCO)
Ms. V. Aruna	Company Secretary and Compliance Officer

VIII. Whistle Blower Enquiry Team

As per the Whistle Blower Policy implemented by the Company, the Employees, Directors or any Stakeholders associated with the Company are free to report illegal or unethical behaviour, actual or suspected fraud, or violation of the Company's Code(s) of Conduct or Corporate Governance Policies or any improper activity.

The Audit Committee has constituted a Whistle Blower Enquiry Team ("WBET") to receive and act on all reports or Protected Disclosures made under this Policy. WBET comprises of the following members who are responsible for receiving all protected disclosures, maintaining confidentiality, and ensuring appropriate action.

Name of the Members	Designation
Mr. D. Arulmany	MD & CEO
Mr. J. Prakash Rayen	Chief People Officer
Ms. V. Aruna	Company Secretary and Compliance Officer

WBET is empowered to appoint an enquiry committee as needed to conduct investigations and fact-finding processes. The members of this Committee exhibit fairness, objectivity, thoroughness, ethical behavior, and high standards of professionalism. Depending on the nature of the Protected Disclosure, WBET also appoints independent investigators at its discretion for fact-finding purposes. A quarterly report on the whistle blower complaints is placed before the Audit Committee and the Board for its review.

If wilful default is detected, the Committee or its authorized person issues a 21 days show-cause notice to borrowers or individuals responsible for management. If wilful default is observed in initial screening the IC completes the classification of the borrower as wilful defaulter within 6 months of classification of NPA.

If the borrower is identified as Wilful defaulter, a report is to be presented to Review Committee for its observations and decision. Simultaneously this proposal shall also be communicated to the guarantor/promoter/ director/ persons who are responsible for managing the affairs of the said entity and an opportunity shall be provided to submit a written representation within 15 days to the Review Committee.

IX. Committees and Mechanism for Identification and Classification of Wilful Defaulters:**(i) The Identification Committee (IC)**

As mandated by RBI, an identification committee has been constituted with an officer not more than one rank below the MD and CEO as chairperson and two senior officials, not more than two ranks below the chairperson of the committee, as members. Accordingly, the Identification Committee composition is as below:

Chairperson	Mr.J.PrakashRayen,ChiefPeopleOfficer
Member	BH's of the respective vertical
Member	Chief Risk Officer
Member	Collection Head of respective vertical

The data of NPA accounts wherein the outstanding dues are more than ₹ 25 lakhs are submitted to by Operations Team to Risk Management and Collection team who examines the borrower's financial statements, security cover, etc. to detect any indications of Wilful Default, and place the same before the Identification Committee on a monthly basis.

(ii) The Review Committee (RC)

As mandated by RBI, a Review committee is constituted for the purpose of reviewing the proposal of the Identification Committee. The MD and CEO as chairperson with two independent directors or non-executive directors or equivalent officials serving as members.

Accordingly, the following is the composition of the Review Committee:

Chairperson	Mr. D. Arulmany, MD & CEO
Member	Mr. Mathew Joseph, Non-executive Independent Director
Member	Ms. Priyamvada Ramkumar, Non-executive Nominee Director

The RC evaluates the proposal given by IC and an opportunity will be provided to borrower/ guarantor/ promoter/ director/ persons who are in charge and responsible for the management of the affairs of the entity for making a written representation to Review Committee within 15 days of such a proposal from the Identification Committee.

However, if the opportunity is not availed or if the personal hearing is not attended by the borrower/ guarantor/ promoter/ director/ persons who are in charge and responsible for the management of the affairs of the entity, the Review Committee shall, after assessing the facts or material on record, including written representation, if any, consider the proposal of the Identification Committee and take a decision.

The Review Committee shall pass a reasoned order and the same shall be communicated to the wilful defaulter.

As on March 31, 2025, no borrower of our Company has been identified as a wilful defaulter.

Disclosures

Remuneration of Non-Executive Directors

For FY 2024-25, the Company paid sitting fees of ₹ 25,000/- to Independent Directors for attending for every Board meeting and ₹ 25,000/- for every meeting of Committees constituted by the Board, as decided, in the Board Meeting held on April 25, 2024. Effective September 06, 2024, as determined by the Board, the sitting fees to Independent Directors was revised to ₹ 60,000/- for every Board and Audit Committee Meeting and ₹ 50,000/- for every meeting of the other committees constituted by the Board.

The annual commission was also paid for all the Independent Directors as per the policy and the approval of the Nomination and Remuneration Committee.

The details of the remuneration paid to Directors during the financial year 2024-25 are as follows:

Name of the Independent Director	Sitting Fees (Amount in ₹)		Commission (Amount in ₹)
	Board	Committees	
Mr. Abhijit Sen	25,000	75,000	-
Mr. M. Sivaraman	25,000	50,000	-
Mr. N. Mohanraj	25,000	1,00,000	-
Mr. Mathew Joseph	5,20,000	10,00,000	20,00,000.00
Mr. Suresh Subramanian	5,80,000	10,00,000	20,00,000.00
Mr. Sankarson Banerjee	5,20,000	6,75,000	20,00,000.00
Mr. Raj Vikash Verma	5,30,000	3,00,000	30,00,000.00
Ms. Susan Thomas	5,30,000	4,00,000	20,00,000.00
Total	27,55,000	36,00,000	1,10,00,000.00
Grand Total			

General Body Meetings

During the period from April 01, 2024, to March 31, 2025, apart from the Annual general meeting (AGM), three Extra-ordinary General Meetings (EGM) were held as per details given below:

Type of meeting	Date	Time	Venue	Special resolutions passed
AGM	10.06.2024	10:00 am	Registered office of the Company	<ul style="list-style-type: none"> To approve the reclassification of authorized share capital and consequent alteration of memorandum of association (MOA). To approve the conversion of status from private limited company to public limited company. To approve the alteration in the memorandum of association of the company To approve the alteration in the articles of association of the company

Type of meeting	Date	Time	Venue	Special resolutions passed
EGM	20.04.2024	10:00 am	Registered office of the Company	<ul style="list-style-type: none"> • Appointment of Mr. Sankarson Banerjee (DIN: 07407346) as the Independent Director of the Company • To increase the borrowing powers of the Board of Directors • Authorization for issuance and allotment of redeemable non-convertible debentures • To undertake the transaction(s) for Securitization/Selling/Transfer/Direct Assignment of its receivables/book debts
EGM	30.09.2024	10:00 am	Registered office of the Company	<ul style="list-style-type: none"> • Appointment of Mr. Raj Vikash Verma (DIN: 03546341) as the Independent Director and Non-Executive Chairman of the Company • Appointment of Ms. Susan Thomas (DIN: 09760548) as the Independent Director of the Company. • Consideration and approval of interchange in limits of the borrowing powers of the Board of ₹ 7000 Crores (Rupees Seven Thousand Crores only) for FY 2024-25 • Authorization for issuance and allotment of redeemable non-convertible debentures
EGM	13.01.2025	10:00 am	Registered office of the Company	<ul style="list-style-type: none"> • Adoption of a new set of Articles of Association of the Company. • Initial Public Offer of Equity Shares of the Company • Amendment of VERITAS Employee Stock Option Scheme, 2016 • Amendment of VERITAS Employee Stock Option Scheme, 2018 • Amendment of VERITAS Employee Stock Option Scheme, October 2018 • Amendment of VERITAS Employee Stock Option Scheme, 2021 • Amendment of VERITAS Employee Stock Option Scheme, 2024 • Extension of the Veritas Employees Stock Option Scheme, 2016 to the employees of the Company's group companies

Type of meeting	Date	Time	Venue	Special resolutions passed
				<ul style="list-style-type: none"> Extension of the Veritas Employees Stock Option Scheme, 2018 to the employees of the Company's group companies Extension of the Veritas Employees Stock Option Scheme, October 2018 to the employees of the Company's group companies Extension of the Veritas Employees Stock Option Scheme, 2021 to the employees of the Company's group companies Extension of the Veritas Employees Stock Option Scheme, 2024 to the employees of the Company's group companies Change in remuneration of Mr. D. Arulmany (holding DIN: 00009981), Managing Director and CEO due to impact of amendment in Car Scheme Policy

The Annual General Meeting for the last three years were held on May 27, 2022, and June 28, 2023, June 10, 2024, respectively.

All the proposed resolutions, including special resolutions, were passed by the shareholders as set out in their respective Notices.

Separate posts of Chairperson and Managing Director/ Chief Executive Officer

As on the date of this report, the Chairman of the Board is Mr. Raj Vikash Verma, a Non-Executive Non-Independent Director and Mr. D. Arulmany is the Managing Director & Chief Executive Officer of the Company. The position of the Chairman is separate from that of the Managing Director, and they are not related to each other.

Risk Management

The Company has in place a Board approved Risk Management Policy. The Company keeps the Board informed periodically of the significant risks associated with the business of the company and the various risk identification and mitigation processes put in place by the management.

The Board of Directors monitor and manage the risks faced by the Company through its committees – the Risk Management Committee, the Asset Liability Committee and the Audit Committee.

A detailed report on the Risk Management framework of the Company is attached separately as part of the Annual Report.

Regulatory & Statutory Compliances

The Company has complied with all the guidelines, circulars, notifications and directions issued by Reserve Bank of India and other regulators from time to time. The Company also places before the Board of Directors at regular intervals all such circulars and notifications to keep the Board informed and report on the actions initiated on the same.

The Company has also been following provisions of the Companies Act, 2013, including the applicable Secretarial Standards issued by ICSI, applicable accounting standards, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, Reserve Bank of India Act, 1934, Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, Other RBI Guidelines, Goods and Services Tax Act, 2017, The Income Tax Act, 1961, the applicable labour laws and other applicable statutory requirements.

Pursuant to the resolution passed by the Board of Directors on December 19, 2024, considering the extant regulations of Securities Exchange Board of India, the Company does not have any identifiable promoter in terms of Companies Act, 2013. Accordingly, the Company was reclassified as a Professionally Managed Company and the e-Form MGT-7 for FY 2023-24 was re-filed in December 2024 with MCA. There were also few forms filed with MCA on payment of requisite additional fees.

Details of penalties and strictures

During the financial year ended March 31, 2025, the following penalty was imposed on the Company:

Name of the regulator	Amount (in ₹)	Description
Employees State Insurance Corporation (ESIC)	₹ 1554/-	Due to technical glitch, the Company was unable to do the remittance for the period Feb'21 - Jun'21. Further, the issue was resolved, and the payments were remitted on August 19, 2024. In this regard, the Company received a notice in February 2024 to pay the interest and penalty for the delayed payment. Hence, the Company has made a payment of ₹ 1554/- against the C-18 (interest) and D-18 (damage) on June 25, 2024.
Professional tax (PT)	NA	Delay in remittance of dues relating to professional tax in 5 instances with delays ranging up to 4 months due to technical issues around payment portal.
GSTR - 6	₹ 50/-	Delay in filing by 1 day in September 24.

Quarterly Compliance Report

The Board reviews the compliance of all applicable laws every quarter, which are complied by the Company and validated by the internal auditors, and gives appropriate directions, wherever necessary.

Related Party Transactions

The particulars of transactions between the Company and its related parties, as defined in Accounting Standard 18, are set out in the financial statements. There were no material transactions with related parties i.e., transactions of the company of material nature, with its directors or the management, their associates or relatives etc. that may have potential conflict with the interest of company at large.

As per Rule 4(1) of the Companies (CSR Policy) Rules, 2014, the Company has formed a trust in the name of "Veritas Foundation" ('The Trust') to implement the CSR activities of the Company (CSR00046476). The Trust has been duly registered with the Registrar vide trust deed dated December 14, 2022. The particulars of transactions between the Company and the Trust are set out in Annexure – II: AOC-2.

Other Disclosures:

Code for Prevention of Insider Trading Practices

The Company has formulated and adopted the 'Code of conduct for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct to Regulate, Monitor and Report Trading By Insiders in compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations"). The Code lays down Guidelines,

which advise them on procedures to be followed and disclosures to be made, while dealing with securities of the Company and caution them of the consequences of violations.

Policy and procedure for Enquiry in case of leak/suspected leak of Unpublished Price Sensitive Information

The Company has formulated the 'Policy and procedure for Enquiry in case of leak / suspected leak of Unpublished Price Sensitive Information' ('UPSI'). The Policy is formulated to maintain ethical standards in dealing with sensitive information of the Company by persons who have access to UPSI. The rationale of the Policy is to strengthen the internal control systems to ensure that UPSI is not communicated to any person except in accordance with the Insider Trading Regulations. The Policy also provides an investigation procedure in case of leak/suspected leak of UPSI.

Compliance Officer for LODR requirements

In terms of Regulation 6 of SEBI Listing Regulations, the Board has appointed Ms. V. Aruna, Company Secretary & Compliance Officer as the Compliance Officer of the Company, the details of whom are given below:

Name of the Compliance Officer: Ms. V. Aruna,

Designation: Company Secretary & Compliance officer

Shareholder complaints:

During FY 2024-25, as on March 31, 2025, the Company received NIL shareholder complaints under SEBI Complaints Redressal System (SCORES) and to the Company's Compliance Officer.

Redressal of investor grievances through the SEBI Complaint Redressal (SCORES) Platform and linking it to Online Dispute Resolution platform:

SEBI vide circular dated May 30, 2022 ("SOP Circular-2022") had introduced Standard Operating Procedures (SOP) for dispute resolution under the Stock Exchange arbitration mechanism for disputes between a Listed Company and/or Registrars to an Issue and Share Transfer Agents (RTAs) and its Shareholder(s)/Investor(s). The Arbitration Mechanism was mandated to be initiated post exhausting all actions for resolution of complaints including those received through SCORES Portal. SEBI thereafter, vide Circular dated July 31, 2023, read with Master circular dated December 20, 2023, as amended, expanded the scope of investors complaints and by establishing a common Online Dispute Resolution Portal ('ODR Portal') which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities

Market. For detailed processes, the said circulars can be viewed on the Company's website at the following link <https://www.veritasfin.in/investor-grievance.php>

Website

The Company's website is in line with the requirements laid down under Regulation 62 of the SEBI Listing Regulations. It is a comprehensive reference of Company's management, vision, mission, policies, corporate governance (Annual Reports, Intimation to stock exchanges), updates and news.

Listing on stock exchanges: The Non-convertible debt securities of the Company are listed on the debt market segment of BSE Limited and National Stock Exchange Limited. Annual listing fees, as prescribed, have been paid to the stock exchanges up to March 31, 2025.

The Company has filed Draft Red Herring Prospectus dated January 18, 2025, in order to get the shares listed in stock exchange.

Shareholding pattern as on March 31, 2025

Equity Shares:

Category	Number of Shares	% of total
Founder & Relatives	1,29,49,491	9.86%
Resident Individual Investors	87,87,961	6.69%
Non-Resident Individual Investors holding shares on non-repatriation basis	NIL	NIL
Employees & their Relatives	30,16,125	2.30%
Institutional Investors	10,65,30,632	81.15%
Total	13,12,84,209	100%

Address for Correspondence:

Veritas Finance Limited

(Formerly known as Veritas Finance Private Limited)

SKCL Central Square 1, 7th Floor, South & North Wing, Unit # C28-C35,

CIPET Road, Thiru Vi Ka Industrial Estate, Guindy, Chennai – 600032

Tel.: +91 44 4615 0011

E-mail: corporate@veritasfin.in

Website: <http://www.veritasfin.in>

On behalf of the Board of Directors

For Veritas Finance Limited

(Formerly known as Veritas Finance Private Limited)

Raj Vikash Verma

Chairman and Independent Director

DIN: 03546341

Place: Gurgaon

Date: April 30, 2025

D. Arulmany

Managing Director & CEO

DIN: 00009981

Place: Chennai

Date: April 30, 2025