

Audit Committee: Terms of Reference

Background

The Board of Directors of the Company at its meeting held on 6th August 2025, constituted the Audit Committee, effective from 1st October 2025, to assist the Board in fulfilling oversight responsibilities and to ensure that the framework of internal control, practices, and systems are robust. The Audit Committee aims to enhance the integrity of the company's financial reports, the internal control processes and procedures, and the risk management systems.

Purpose of the Committee-

The Committee is established by the Board of Directors to primarily assist in:

- ❖ Overseeing the integrity of the Company's financial statements
- ❖ Overseeing the Company's compliances with legal and regulatory requirements.
- ❖ Monitor the effectiveness and objectivity of internal and external auditors.
- ❖ Encouraging continuous improvement of policies, procedures, and practices.
- ❖ Overseeing the systems of disclosure controls and procedures, internal controls over financial reporting, and compliance with ethical standards adopted by the Company.

Composition	Chairperson and Members of the Committee
	The Committee shall comprise of a minimum of three Directors with independent Directors forming a majority and majority of the members of the Audit Committee including its Chairperson shall be persons with ability to read and understand financial statements. One Independent Director having financial knowledge will be appointed as the Chairperson of the Committee by the Chairman of the Board. In the absence of the Chairperson of the Committee, the remaining members present shall elect one of themselves to chair the meeting. Reconstitution: The Chairperson of the Board shall reconstitute the Committee as and when required.

	If a Director, for any reason, ceases to be a member of the Board of the Company, such Director shall, ipso facto, cease to be a member of the Committee.
Secretary	The Company Secretary shall act as a Secretary to the Committee and attend all the meetings.
Invitees	The following people may be invitees to the Committee meetings: 1. Managing Director and CEO 2. Board members 3. Chief Financial Officer 4. Chief Technology Officer 5. Head of Internal Audit (Parent Company) 6. Chief Risk Officer (Parent Company) 7. Chief of Finance (Parent Company) 8. Representatives of the Audit Firm 9. Financial consultant or another expert Other members from the senior management of the Company/Parent Company/ group subsidiary(ies) shall be invited based on the agenda of the meeting.
Quorum	The quorum would be one third of the strength of the Committee or two Members, whichever is higher. Questions arising in any meeting shall be decided by a simple majority of votes. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee
Frequency of Meetings	The Committee shall meet at such times as the Chairperson of the Committee shall require but at least one meeting be held in a financial year or shall meet at such frequency as may be prescribed under the Companies Act, 2013. The Chairperson of the Committee may each convene meetings of the Committee at any time to consider any matters falling within this Terms of Reference.

	The business of the Committee may be conducted through physical meetings or meetings in any electronic mode (audio visual means), as may be deemed appropriate by the Chairperson.
Duties and Responsibilities	Financial Reporting- • To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible. • Reviewing the selection and application of critical accounting policies and processes, warranting consistent application. • Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the board focusing primarily on- a. Matters required to be included in Directors' responsibility statement to be included u/s sec 134(3) of the Companies Act, 2013 b. Any changes if any, in accounting policies and practices. c. Major accounting entries based on exercise of judgement by management. d. Qualifications in draft audit report. e. Significant adjustments arising out of audit. f. Disclosure of any related party transactions; g. The going concern assumption. • Reviewing and recommending the Company's financial and other related policies to the Board for approval. • Examining and recommending quarterly, half yearly, and annual financial statements and the auditors' report including limited review report thereon to the Board. • Recommending annual budget and seeking approval from the board. • Reviewing the scrutiny of inter-corporate loans and investments. • Seeking valuation of undertakings or assets of the company, wherever it is necessary. • Monitoring the end use of funds raised through public offers and related matters. Also review performance of the investments of the company from the risk and reward optimization perspective when needed.

	Statutory Audit • Recommend to the Board the fee for Statutory Audit • Approve the Limited Review fee or any other audit related services as may be required to be availed by the Company from time to time. • To discuss with Statutory Auditors before the audit commences about nature and scope of audit as well as post-audit discussion to ascertain any area of concern; Internal Audit • Reviewing and approving the internal audit plan, including the scope, risk assessment, and resources. • Reviewing performance of internal auditors and the adequacy of internal control systems. (if required) • Reviewing the adequacy of internal audit function, staffing and seniority of the official heading the department, reporting structure coverage and the frequency of internal audit. (if required) • Engaging in an exclusive/separate discussion with the Head of Internal Audit in the absence of the management, on issues of interest. (on need basis) • Evaluating financial controls and related financial risk management systems. • Discussing any significant findings with the internal auditors and follow up there on. • Reviewing the findings of any internal investigations into matters concerning suspected fraud, irregularity, misconduct, or a failure of internal control systems of a material nature and reporting the matter to the Board. • Reviewing Management audits. Other matters • Recommend/ Approve the transaction of the Company with the Related Parties including granting omnibus approval or any subsequent modification thereto in line with the provisions of the Companies Act 2013. • Recommending appointment, remuneration, and terms of appointment of auditors (Statutory Auditor, Internal Auditor, Tax Auditor, Secretarial
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	Auditor and any other auditor) of the Company to the Board. • Reviewing all issues / concerns raised in the supervisory / Inspection reports of Regulators, Reports of Statutory Auditors/ CAG and follow up action on the issues raised. • Taking on record the RBI Inspection Report. • Taking on record the CAG Audit Report. • Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process. • Approving or ratifying the transactions of the Company with related parties (as defined under the applicable laws), and reviewing significant transactions and matters related thereto. • Exercising its powers and carrying out its responsibilities as may be required from time to time under Whistle Blower Policy/Vigil Mechanism of the Company. • Approving the appointment of the CFO after assessing the qualifications, experience, background etc. of the candidate. • Reviewing the complaints made under the under Whistle Blower Policy. • Addressing and dealing with such other matters as may be delegated by the Board to the Audit Committee and matters referred to under the applicable laws.
Authority	Further, the Committee is empowered to: i. Recommend financial sanctions, if any, to matters pertaining to this Committee, ii. Seek information from any employee as considered necessary, iii. Obtain outside legal and professional advice and to secure their attendance at the meeting as considered necessary, iv. Secure attendance of outsiders with relevant expertise; and v. Investigate any activity within its terms of reference.
Review	These Terms of Reference shall be reviewed atleast once in a Financial Year and as and when necessary.

Committee of Independent Directors

Terms of Reference

Background:

The Board of Directors of the Company at its meeting held on 6th August 2025, constituted the Committee of Independent Directors ("the Committee"), effective from 1st October 2025, to oversee the pricing of Company's products and services, including considerations for waiving charges. Additionally, the Committee is tasked with reviewing the performance of the Non-Independent Directors, the Chairperson of the Board, and the Board as a whole, as stipulated under Section 149 read with Schedule IV of the Companies Act, 2013 ("the Act").

Purpose

The Committee has been constituted to put in place necessary governance arrangements that address any possible or perceived conflict of interest situations. The Committee reviews all the pricing decisions related to the products and services of the Company and ensures that the pricing decisions are conducted in fair, unbiased and transparent manner. The Committee also deals with the matters which are required to be dealt by a meeting of Independent Directors as prescribed under the Act.

Composition	Chairperson and Members of the Committee All the Independent Directors of the Company shall be the Members. Chairman of the Board shall be the Chairperson of the meeting. In the absence of the Chairperson of the Committee, the remaining members present shall elect one of themselves to chair the meeting. If a Director, for any reason, ceases to be a member of the Board of the Company, such Director shall, ipso facto, cease to be a member of the Committee.
Secretary	The Company Secretary shall act as a Secretary to the Committee and attend all the meetings.
Quorum	The quorum would be one third of the strength of the Committee or two Members, whichever is higher. Questions arising in any meeting shall be decided by a simple majority of votes. A duly convened meeting of the Committee at which a quorum

	is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
Frequency of Meetings	The Committee shall meet at such times as the Chairperson of the Committee deems appropriate, but at least one meeting be held in a financial year or at such frequency as may be prescribed under the Companies Act, 2013 without the attendance of non-independent directors and members of management; The Committee can meet for an exclusive discussion without the presence of the management if it deems necessary. The business of the committee may be conducted through physical meetings or meetings in any electronic mode (audio visual means), as may be deemed appropriate by the chairperson.
Duties and Responsibilities	As per Schedule IV of the Companies Act, 2013 • Reviewing the performance of non-independent directors and the Board as a whole; • Reviewing the performance of the Chairperson of the company, taking into account the views of executive and non-executive directors • Assessing the quality, quantity and timeliness of flow of information between the company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties. Pricing of NBSL's products and services- • Reviewing and deciding pricing proposals submitted by the management for all products and services of the Company. • Recommending waiver of charges/fees for any products or services whether existing or for future, considering the urgency of the requests. • Making pricing decisions including special deals with some customers/consumers • Ensuring fair and unbiased decision making related to pricing and that no bank preferential treatment is given to any interested party by the Company;

	• Approving terms of access to NBSL's system/data/sandbox for product testing. Other Responsibilities • Carry out any other function as is referred by the Board of Directors of the Company and as provided under Act from time to time.
Authority	Further, the Committee is empowered to: - Seek information from any employee as considered necessary - Obtain legal and professional advice externally as considered necessary - Secure attendance of outsiders with relevant expertise; and - Investigate any activity within its terms of reference.
Review	This Terms of Reference shall be reviewed as and when necessary