

Julius Bär

1. Guidelines on Corporate Governance

The Reserve Bank of India (RBI) vide its Circular No. RBI/2015-16/12 DNBR (PD) CC.No.053/03.10.119/2015-16 dated July 01, 2015 has advised all the Non-Banking Financial Companies with asset size of Rs. 500 crores and above (NBFC-ND-SI) to frame internal guidelines on Corporate Governance. In compliance with the above requirement of RBI, this corporate Governance guidelines is being framed.

2. Constitution of various Committees

JBC shall have the following committees:

- I. Audit Committee
- II. Nomination & Remuneration Committee
- III. Risk Management Committee
- IV. Corporate Social Responsibility Committee
- V. Customer Grievance Committee
- VI. Asset & Liability Committee

The Charters of the committees are given in **Annexure 1**.

3. Fit and Proper Criteria

RBI, vide their circular RBI / 2014-15 /299 DNBR (PD) CC No. 002 / 03.10.001 / 2014-15 dated November 10, 2014 has prescribed certain minimum standards to be followed while appointing any new Directors on the Board of JBC and on a continual basis. Accordingly JBC has framed the "Ascertaining Fit and Proper Criteria of Directors (IN-9114) policy. The same is available as **Annexure 2**.

At the time of new director appointment or existing Directors renewal, the requirements mentioned in policy IN-9114 must be followed.

4. Disclosure and transparency

JBC shall put up to the Board of Directors, the following reports/information, during each Board meeting:

- i. the progress made in putting in place a progressive risk management system and risk management policy and strategy followed by JBC. This report will be placed by the JBC Risk Head.
- ii. conformity with corporate governance standards viz., in composition of various committees, their role and functions, periodicity of the meetings and compliance with coverage and review functions, etc. This report will be placed by the Corporate Secretary.

Also, JBC shall disclose the following, and such other guidelines and RBI directions as applicable from time to time, in its Annual Financial Statements:

- i. registration/ licence/ authorisation, by whatever name called, obtained from other financial sector regulators;
- ii. ratings assigned by credit rating agencies and migration of ratings during the year;
- iii. penalties, if any, levied by any regulator;
- iv. information namely, area, country of operation and joint venture partners with regard to Joint ventures and overseas subsidiaries and
- v. Asset-Liability profile, extent of financing of parent company products, NPAs and movement of NPAs, details of all off-balance sheet exposures, structured products issued by them as also securitization/ assignment transactions and other disclosures, as given in Annexure 4 of RBI circular RBI/2015-16/12 DNBR (PD) CC.No.053/03.10.119/2015-16 dated July 01, 2015 and such other guidelines and RBI directions as applicable from time to time.

5. Rotation of partners of the Statutory Auditors Audit Firm

The Partner of the Statutory Auditors of JBC, who is conducting the statutory audit, shall be rotated once in every three years so that same partner does not conduct audit of the company continuously for more than a period of three years. However, the partner so rotated will be eligible for conducting the audit of JBC after an interval of three years. Finance Department of JBC to ensure that appropriate clause is incorporated in the letter of appointment of the Statutory Auditor.

CHARTER OF AUDIT COMMITTEE

BACKGROUND

Section 177 of the Companies Act, 2013 requires every listed company and unlisted public company having (i) paid-up capital of not less than Rupees ten crores, or (ii) turnover of not less than Rupees one hundred crores, or (iii) in aggregate, outstanding borrowings or loans or debentures or deposits exceeding Rupees fifty crores, to have an audit committee. The Board of Directors of Julius Baer Capital (India) Private Limited (“**Company**”) had established the audit committee (“**Audit Committee**”).

The Reserve Bank of India stipulates that a Non-Banking Finance Companies having an asset size of Rs 500 million or above should mandatorily constitute an audit committee consisting of not less than three directors and that the Audit Committee constituted by an NBFC as required under Section 177 of the Companies Act 2013 shall be the Audit Committee for the purposes of the RBI regulations.

PURPOSE

To assist the Board of Directors and Senior Management of the Company in fulfilling their responsibilities for accounting policies, financial reporting, and systems of internal control, specifically:

- To monitor the Company’s system of internal controls and financial reporting and oversee compliance with its policies and applicable regulations;
- To oversee and evaluate the performance and effectiveness of the internal and statutory audit function to ascertain that professional internal auditing is performed throughout the Company;
- To establish independence and objectivity of internal auditor and statutory auditors and maintain a communication link between them and the Company’s Board of Directors;
- To review the Company’s annual audit plan, findings of the internal and annual statutory audit, and the Company’s quarterly and annual financial statements, before submission to the Company’s Board of Directors;
- To review findings/reports of regulatory audits/visits, management’s response to the regulators and remedial actions taken.
- To assist the Company’s Board of Directors in fulfilling its responsibilities with respect to risk management policies and procedures, by making recommendations as to appropriate remedial or corrective measures to the Board of Directors concerning such matters.

The Audit Committee shall have full, free, and unrestricted authority to access any and all of Company’s books, records, documents and facilities, and to interview any of the Company’s officers, employees, attorneys, statutory auditors or any other person or persons deemed necessary to perform its responsibilities.

MEMBERSHIP

The Audit Committee shall be composed of not fewer than three (3) members, the majority of whom (including its Chairperson) shall be persons with ability to read and understand, the Company's financial statements. The members and Chairperson will be appointed by the Board.

AUTHORITY STATEMENT/SCOPE

Overall

The Audit Committee shall have authority to investigate any matter in relation to the items referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources for these purposes.

The Audit Committee may call for the comments of the auditors about internal control systems, the scope of the audit, including the observations of the auditors and review of financial statement before submission to the Board and may also discuss any related issues with the internal and statutory auditors and management of the company.

Internal Controls

1. To monitor the Company's compliance with applicable legislation/ regulations/ rules/ policies dealing with accounting or internal controls, the control requirements of regulatory bodies, and generally accepted accounting principles. This includes monitoring compliance with the Foreign Corrupt Practices Act (FCPA).
2. To review reports of internal auditors, statutory auditors and other internal and external sources for significant internal control issues and recommendations, and related management responses and subsequent follow-up.
3. Evaluation of internal financial controls and risk management systems.

System Controls

1. To monitor the adequacy and credibility of the Company's information systems and back office systems.

Internal Auditing

1. To ascertain, through observation and discussion that the internal auditing function is staffed by competent professionals with adequate training and experience.
2. To review and recommend the appointment, remuneration and terms of appointment of internal auditor for the Company.
3. To ascertain, through observation, discussion, and review of internal audit plans, that internal auditing gives appropriate recognition to audit areas based on relative risk.
4. To monitor the activities of internal auditing against its audit plans, including major modifications to such plans.
5. To review significant audit issues and recommendations and related Management responses and subsequent follow-up.
6. To review and monitor internal audit and to ensure that the internal auditor is at all times independent of those for whom, and about whom, its services are being performed.

Financial Statements

1. To review, prior to publication, the annual report, the annual return, and any other financial statements and auditors' report thereon deemed appropriate by the Audit Committee.
2. To request any additional information to clarify the Audit Committee's understanding of any matters in the reports or financial statements referred to in the immediate preceding paragraph, including whether:
 - The financial statements are prepared in accordance with the accounting standards approved by The Institute of Chartered Accountants of India or any other applicable local regulations.
 - The financial statements include all appropriate adjustments and accruals and present a true and fair position of the company's operations.
 - All significant fluctuations in the financial statements are adequately explained and disclosed where necessary.
 - All changes in accounting policies and principles are fully explained in the financial statements.
 - All new and/or changed disclosures in the financial statements are appropriate under the circumstances.
3. To be advised when a "second opinion" is being or has been sought from an independent accountant other than the statutory auditor with respect to a matter, which has or may have a material effect on the consolidated financial statements of the Company or related disclosures in the footnotes thereto.

Independent Statutory Auditors

1. To evaluate the professional qualifications, reputation, independence, , past performance and effectiveness of audit process of firm(s) considered for appointment as the Company's statutory auditor.
2. To approve proposal to appoint the Statutory Auditor to provide to the company such other services as approved by the Board of Directors or the audit committee, as the case may be, but which shall not include any of the services (whether such services are rendered directly or indirectly to the company or its holding company or subsidiary company) specifically not allowed under Section 144 of the Companies Act, 2013.
3. To recommend to the Company's Board of Directors the appointment, remuneration and terms of appointment of the statutory auditor.
4. To ascertain both the apparent and actual independence of the statutory auditors.
5. To meet with the statutory auditors prior to the commencement of any interim (preliminary) work to review and evaluate the scope of the independent audit services to be rendered and to discuss:
 - Reporting requirements;
 - Potential problems;
 - Regulatory changes introduced by the Reserve Bank of India (RBI), the Department of Company Affairs, the Securities and Exchange Board of India (SEBI), the depository, clearing house and other exchange and regulatory bodies;
 - Internal audit assistance;
 - Significant audit procedures;
 - Other appropriate matters.
6. To meet with the statutory auditors, prior to issuance of the annual audited financial statements, to discuss:

- The nature and meaning of the statutory auditor's opinion on the current year's financial statements;
- The nature and extent of any changes in accounting policies or principles;
- Unusual transactions;
- New or changed disclosure requirements;
- Significant adjustments recorded during the examination;
- The nature and aggregate amount of any material proposed but unrecorded adjustments;
- Any unresolved disagreements between Management and the statutory auditors;
- The cooperation of Management with the statutory auditors;
- Changes in scope from that previously approved; and
- Other appropriate matters.

Regulatory Audit/Visits

1. To review findings/reports resulting from regulatory audit/visit, Management's response to the regulators and subsequent follow-up.

Vigil Mechanism

To oversee the vigil mechanism for directors and employees and to report their concerns and grievances. In case any of the members of the committee have a conflict of interest in a given case, they should recuse themselves and the others on the committee would deal with the matter on hand.

- The vigil mechanism shall provide for adequate safeguards against victimisation of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases
- The Vigil Mechanism shall be displayed on JBC website, if available
- In case of repeated frivolous complaints being filed by a director or an employee, the audit committee or the director delegated with the authority of audit committee may take suitable action against the concerned director or employee including reprimand.

Related Parties

- To approve or make any subsequent modification to transactions of the company with related parties, scrutiny of inter-corporate loans and investments;

Valuation

1. Where a valuation is required to be made in respect of any property, stocks, shares, debentures, securities or goodwill or any other assets or net worth of a company or its liabilities, it shall be valued by a person having such qualifications and experience and registered as a valuer in such manner, on such terms and conditions as may be prescribed and appointed by the Committee.
2. The Committee shall review and assess valuation of undertakings or assets of the Company, wherever it is necessary.

Additional Matters

- Monitoring the end use of funds raised through public offers and related matters.
- Scrutiny of inter-corporate loans and investments.

MEETINGS, QUORUM, VOTING, AGENDAS, REPORTING AND MINUTES

The Audit Committee shall meet at least once in a quarter and hold discussions on the internal control systems, the scope of audit including the observations of the auditors and review the financial statements before submission to the Board, and also ensure compliance of internal control systems. The quorum shall be either two members or one third of the members of the Audit Committee, whichever is higher. A member can participate in the meeting through Video Conferencing or such other mode as may be recommended/ permitted by the Government of India from time to time and the member attending by Video Conferencing shall be counted for the purposes of quorum for any transaction of the business of the Committee.

A Committee member shall continue to be a Committee member as long as he/she continues to be a member of the Board of Directors until his or her earlier re designation, resignation or removal from the Committee.

All members are voting members.

Attendance at meetings is for members, guest speakers and other invited guests subject to the discretion of the chairperson of the Committee.

Determinations of the Committee shall be made by a simple majority of its members present at a duly convened meeting. In lieu of a meeting, the Committee may also act by written consent of its voting members via email. In the case of an email vote, a quorum must be evidenced by a simple majority response to the request for a vote.

The Audit Committee members shall prepare a meeting agenda prior to each meeting and may consult the views of Management, internal auditors, statutory auditors and others on specific topics to be considered in preparing the agenda.

Internal audit will table all its audit reports to the Audit Committee irrespective of significance of issues raised.

Minutes of the Audit Committee meetings shall be kept and be tabled at the next Board Meeting, once these are approved by the Audit Committee.

The auditors of a company and the key managerial personnel shall have a right to be heard in the meetings of the Audit Committee when it considers the auditor's report but shall not have the right to vote.

The Audit Committee Meetings for consideration of accounts must be conducted in person and cannot to be dealt in a meeting through video conferencing or other audio visual means.

AMENDMENTS

The Board shall review and reassess this Charter annually and propose any recommended changes, as appropriate.

Outside of the annual approval process, any proposed Charter changes related to functional title descriptions or membership replacements for roles of similar scope or seniority (not additions or deletions) or typographical errors may be approved by the chairperson with notification.

CHARTER OF NOMINATION & REMUNERATION COMMITTEE

BACKGROUND

JBC is qualified as Non-Banking Financial Company which is Non Deposit Accepting but Systematically Important Company. As per the RBI norms such companies may form a Nomination Committee to ensure 'fit and proper' status of proposed/existing Directors.

PURPOSE

The Nomination Committee (NC) is formed to assess and review qualifications of new and existing directors.

The key responsibilities assigned to NC are as follows:

Nomination:

- Discussing proposal for new incumbent(s) who are nominated to be Director to the Board of Directors of the Company.
- Review the qualification and credentials of every person nominated to the Board.
- Identification of persons who are qualified to become directors and who may be appointed in the senior management in accordance with the criteria laid down
- Formulating the criteria for determining the qualifications, positive attributes and independence of the directors
- Discuss the proposals for new incumbent(s) who are nominated to be director to the Board of Directors of the Company
- Review the qualification and credentials of every person nominated to the Board
- Assess the suitability and determine the "fit and proper" status of the person so nominated to be on the Board of Directors
- Discuss and recommend to the Board that the nominated person is fit and proper person to act as director to the Company
- Recommend to the Board of Directors of the Company removal of directors and carry out evaluation of every director's performance

Remuneration:

- Recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees
- As required by the Act, while formulating the policy the Committee shall ensure that:
 - The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Companies successfully
 - The relationship of remuneration to performance is clear and meets appropriate performance benchmarks
 - The 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

The nomination committee should undertake a process of due diligence to determine the 'fit and proper' status of existing elected directors/the person to be elected as a director.

For this purpose, the Company should obtain or review the necessary information and declaration, in the format as per Annexure 1 from the existing elected directors/persons.

The nomination committee should meet before the Board Meeting in case of candidate to be elected and decide whether or not the person's candidature should be accepted based on the criteria mentioned below. The committee's discussions should be properly recorded.

Based on the information provided in the signed declaration, Nomination Committee should decide on the acceptance or otherwise of the candidate and may make references, where considered necessary to the appropriate authority/persons, to ensure their compliance with the requirements indicated.

Criteria:

The nomination committee should determine the 'fit and proper' status of the existing elected directors/proposed candidates based on the broad criteria as mentioned hereunder:

- (a) Educational qualification
- (b) Experience and field of expertise
- (c) Track record and integrity

(The above list is only illustrative and not exhaustive).

The Nomination Committee should see whether the non-adherence to any of the above criteria would hamper the existing elected director/proposed candidate from discharging the duties as a director on the Board of JBC. Further, the candidate coming to the adverse notice of any authority/regulatory agency or insolvency or default of any loan from any bank or financial institution would make the candidate unfit and improper to be a director on the Board of the Company.

All the elected directors may furnish a simple declaration every year as on 31st March that the information already provided by them has not undergone any change and where there is any change, requisite details are furnished by the directors forthwith. If there are any significant changes, the nomination committee should undertake the due diligence exercise afresh and examine the 'fit and proper' status of the director.

INFORMATION CIRCULATED/ AVAILABLE TO THE COMMITTEE

- Agenda items and related information, in respect of the nominee, will be circulated by the Company Secretary to all members prior to the meeting.
- The minutes shall be prepared by the Company Secretary and circulated to all the concerned persons.

MEMBERSHIP

It is a committee of the Board of Directors of JBC and consists of minimum 2 members.

The members of the committee need to be appointed by the Board of Directors of JBC.

The chairperson of the Company may be appointed as a member of the Committee but shall not chair the Committee.

AUTHORITY STATEMENT/SCOPE

The Committee derives its authority from the Board of Directors of JBC.

MEETINGS, QUORUM, VOTING, AGENDAS, REPORTING AND MINUTES

The meeting shall be held as and when required. (at least once a year)

All the members have voting rights and the questions arising at any meeting of the Committee shall be decided by a majority of votes and in case of any equality of vote, the Chairman shall have a second or casting vote.

All members are voting members.

Attendance at meetings is for members, guest speakers and other invited guests subject to the discretion of the chairperson of the Committee.

Quorum for the meeting shall be two or one third of the total numbers of members whichever is higher.

Determinations of the Committee shall be made by a simple majority of its members present at a duly convened meeting. In the case of any equality of vote, the Chairperson has the right to exercise a casting vote. In lieu of a meeting, the Committee may also act by written consent of its voting members via email. In the case of an email vote, a quorum must be evidenced by a simple majority response to the request for a vote.

The Chair and/or the Secretary will call the Committee meetings.

The minutes shall be prepared by the company secretary and circulated to all concerned persons.

Minutes of the NC meetings shall be kept with the Corporate Secretary and be tabled at the next Board Meeting, once these are approved by the NC.

ESCALATION

The Board of Directors of JBC shall take on records the minutes of the Committee meetings. The members will inform the Board if it does not deem the nominee to be fit and proper

AMENDMENTS

The Board of Directors of JBC shall review and reassess this Charter from time to time, and may make any amendments that they deem necessary.

The Board has delegated authority to the Committee to review and approve purely administrative changes to the Charter, which shall be performed at least once per calendar year.

Declaration and Undertaking by Director***(with enclosures as appropriate as on _____)**

I	Personal Details of Directors		
	<p>Full name</p> <p>Date of Birth</p> <p>Educational Qualifications</p> <p>Relevant Background and Experience</p> <p>Permanent Address</p> <p>Present Address</p> <p>E-mail Address / Telephone Number</p> <p>Permanent Account Number under the Income Tax Act and name and address of Income Tax Circle</p> <p>Any other information relevant to Directorship of the Company</p>		
II	Relevant Relationships of Director		
	<p>List of Relatives if any who are connected with the Company (Refer Section 6 and Schedule 1A of the Companies Act, 1956)</p> <p>List of entities if any in which he/she is considered as being interested (Refer Section 299(3)(a) and Section 300 of the Companies Act, 1956)</p> <p>List of entities in which he/she is considered as holding substantial interest</p> <p>Cases, if any, where the director or entities listed above are in default or have been in default in the past in respect of credit facilities obtained from banks.</p>		
III	Records of Professional Achievement		
	Professional achievements relevant		
IV	Proceedings, if any, against the director		

	<p>If the director is a member of a professional association/body, details of disciplinary action, if any, pending or commenced or resulting in conviction in the past against him/her or whether he/she has been banned from entry of at any profession/ occupation at any time</p> <p>Details of prosecution, if any, pending or commenced or resulting in conviction in the past against the director and/or against any of the entities listed in II (b) and (c) above for violation of economic laws and regulations.</p> <p>Details of criminal prosecution, if any, pending or commenced or resulting in conviction in the past against the director</p> <p>Whether the director attracts any of the disqualifications envisaged under Section 274 of the Company's Act 1956?</p> <p>Has the director or any of the entities above been subject to any investigation at the instance of Government department or agency?</p> <p>Has the director at any time been found guilty of violation of rules/regulations/ legislative requirements by customs/ excise /income tax/foreign exchange /other revenue authorities, if so give particulars</p> <p>Whether the director at any time come to the adverse notice of a regulator such as SEBI, RBI, IRDA, and DCA.</p>		
<p><u>V</u></p>	<p>Any other explanation / information in regard to items I to III and other information considered relevant for judging fit and proper</p>		
<p><u>VI</u></p>	<p>Undertaking</p>		
	<p>I confirm that the above information is to the best of my knowledge and belief true and complete. I undertake to keep the Company fully informed, as soon as possible, of all events which take place subsequent to my appointment which are</p>		<p>Signature of director</p>

	relevant to the information provided above.		
<u>VII</u>	Remarks of Nomination Committee of the Bank		
	Place :		
	Date :		Signature

CHARTER OF RISK COMMITTEE

BACKGROUND

It is a requirement of RBI that for Non-Banking Financial Companies with an asset size of Rs.100 crore or above as on the date of the last audited balance sheet, a risk management committee is formed to manage the integrated risk.

PURPOSE

The Risk Committee (RC) is formed for strategizing action to put in place a progressive risk management system, policy and strategy to be followed so as to mitigate the integrated risk associated with the business including market risk, credit risk etc.

The key role assigned to RC will be as follows:

- Reviewing the following
 - The Market Risk along-with the Limits assigned and the utilization of the Limits
 - Credit Portfolio along-with the Limits assigned and the utilizations of the Limits
 - Analyzing the overall portfolio trends
 - Change in Risk Ratings
 - Concentrations in Sectors & Groups
- Discuss and Analyze
 - Broad Issues including Operational Risks, Risk arising out of Operations and Technology
- The RC will serve primarily as an Oversight Body and does not aim to replicate or act as a substitute for the individual Business Functions who will continue to manage Risks pertaining to their respective Businesses.
- The RC will be in addition to the ALCO. ALCO will be responsible and continue to monitor the market risk viz. asset liability gap and strategize actions to mitigate the associated risk.

INFORMATION CIRCULATED/ AVAILABLE TO THE COMMITTEE

- Agenda items and related information will be circulated by the Company Secretary to all the members prior to the meeting.
- All reports/information required by the Committee will be collated by the CRO
- The minutes shall be prepared by the company secretary and circulated to all concerned persons.

MEMBERSHIP

The RC shall be composed of not fewer than two (2) members. The members are appointed by the Board of Directors of JBC.

AUTHORITY STATEMENT/SCOPE

The Committee derives its authority from the Board of Directors of JBC.

MEETINGS, QUORUM, VOTING, AGENDAS, REPORTING AND MINUTES

The meeting shall be held at least once in the quarter. The meeting can also be called earlier if required. Quorum for the meeting shall be two or one third of the total numbers of members whichever is higher.

All the members have voting rights and the questions arising at any meeting of the Committee shall be decided by a majority of votes and in case of any equality of vote, the Chairman shall have a second or casting vote.

All members are voting members.

Attendance at meetings is for members, guest speakers and other invited guests subject to the discretion of the chairperson of the Committee.

Determinations of the Committee shall be made by a simple majority of its members present at a duly convened meeting. In lieu of a meeting, the Committee may also act by written consent of its voting members via email. In the case of an email vote, a quorum must be evidenced by a simple majority response to the request for a vote.

The Chair and/or the Secretary will call the Committee meetings.

The RC members shall prepare a meeting agenda prior to each meeting and may consult the views of Management and others on specific topics to be considered in preparing the agenda.

The CRO India shall collate the reports and circulate it to the members.

The minutes shall be prepared by the company secretary and circulated to all above concerned persons.

Minutes of the RC meetings shall be kept and be tabled at the next Board Meeting, once these are approved by the RC.

ESCALATION

- The Board of Directors of JBC shall take on records the minutes of the Committee meetings.
- The members shall escalate matters that require attention of the Board.

AMENDMENTS

The Board of Directors of JBC shall review and reassess this Charter from time to time, and may make any amendments that they deem necessary.

The Board has delegated authority to the Committee to review and approve purely administrative changes to the Charter, which shall be performed at least once per calendar year.

CHARTER OF CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

BACKGROUND

Section 135 of the Companies Act, 2013 requires Corporate Social Responsibility Committee to be constituted by the board of directors.

PURPOSE

The committee will promote, function, operate and perform all matters related to and/or ancillary with regard to the Corporate Social Responsibility activities under instructions from the board of directors as the case may be as set out in the Corporate Social Responsibility Charter.

The responsibilities of the Corporate Social Responsibility Committee are:

- Implementing the Corporate Social Responsibility policy and initiatives for community development, social and governance issues, environmental, including corporate philanthropy, volunteerism, and other CSR projects, with the goal to:
 - I. ensure responsible business practices;
 - II. identify and address environmental, social, and other emerging risks;
 - III. identify and where appropriate adopt environmental, community development, social, and governance best practices.
- Conducting the selection of the Corporate Social Responsibility projects, dispensation of funds and evaluating the impact of the projects in a responsible manner and within the mandate of this charter and the focus areas as defined.
- Implementing key metrics and programs defined by this Charter for the success of Corporate Social Responsibility in India and determine specific metrics to make necessary improvements (if needed).
- Act as champion and drive Corporate Social Responsibility initiatives among business and support functions.
- Document and sign off on any/all decisions related to selection of the projects and its impact.
- Recommend the amount of expenditure to be incurred on activities to be undertaken as per the Corporate Social Responsibility Charter
- To ensure that the activities undertaken by the Corporate Social Responsibility Committee are within the scope of the Corporate Social Responsibility Policy read with Schedule VII of the Companies Act, 2013.
- To ensure that the Corporate Social Responsibility activities undertaken by the Company should not include the activities undertaken in pursuance of normal course of business
- To ensure that the surplus arising out of the Corporate Social Responsibility projects /programs /activities shall not form part of the business profit of the Company

MEMBERSHIP

It is a non Board committee. It shall consist of minimum 2 members.

The members of the committee need to be appointed by the Board of Directors of JBC.

APPROVAL PROCESS/AUTHORITY STATEMENT/SCOPE

The Committee derives its authority from the Board of Directors of JBC. CSR Initiatives and activities should be vetted with HR, Marketing and the JB Foundation to ensure that they are

aligned with Julius Baer requirements and to mitigate potential reputational risks if the Julius Baer name is used. Coordination is done with the Global CSR Lead.

MEETINGS, QUORUM, VOTING, AGENDAS, REPORTING AND MINUTES

The meeting shall be held as and when required.

All the members have voting rights and the questions arising at any meeting of the Committee shall be decided by a majority of votes and in case of any equality of vote, the Chairman shall have a second or casting vote.

All members are voting members.

Attendance at meetings is for members, guest speakers and other invited guests subject to the discretion of the chairperson of the Committee.

Quorum for the meeting shall be two or one third of the total numbers of total number of members, whichever is higher.

Determinations of the Committee shall be made by a simple majority of its members present at a duly convened meeting. In lieu of a meeting, the Committee may also act by written consent of its voting members via email. In the case of an email vote, a quorum must be evidenced by a simple majority response to the request for a vote.

The Chair and/or the Secretary will call the Committee meetings.

The Corporate Social Responsibility policy, meeting materials, meeting minutes and membership roster will be centrally stored and maintained by the Secretarial team.

The minutes shall be prepared by the company secretary and circulated to all concerned persons.

Minutes of the meetings shall be kept with the Corporate Secretary and be tabled at the next Board Meeting, once these are approved by the committee.

The Corporate Social Responsibility Committee will seek to report to the Board of Directors, the global CSR Lead and the JB Foundation on a half-yearly basis on the impact of the projects and these reports shall also be in the format as prescribed under the provisions/rules of the Companies Act, 2013. This will also form the basis of any external reporting that is required under the Act.

ESCALATION

The Board of Directors of JBC shall take on records the minutes of the Committee.

AMENDMENTS

The Corporate Social Responsibility Committee shall review and reassess this policy at least annually. The Corporate Social Responsibility Committee may amend this policy from time to time by committee action subject to approval of the board of directors of the Company.

CHARTER OF CUSTOMER GRIEVANCE COMMITTEE

BACKGROUND

The Fair Practice Code sets minimum fair practice standards for Julius Baer India to follow during the processing, granting and disbursement of a loan, and the procedure to be followed thereafter. This committee is set up to ensure that Julius Baer India is aligned with the requirements of the Fair Practice Code with regards to the customer grievance management process.

PURPOSE

Committee is responsible for:

- Compliance with the investor grievance redressal process mentioned in the Fair Practice Code of JBC.
- Review the complaints and the resolution for appropriateness of redressal.
- Review the status of all complaints received, disposed off and pending.

INFORMATION CIRCULATED/ AVAILABLE TO THE COMMITTEE

The Company Secretary will circulate/make available the following to the Committee:

- a) Agenda items and related information prior to the meeting.
- b) Minutes of the previous meeting
- c) All reports/information required by the Committee.

MEMBERSHIP

It is a non Board committee. It shall consist of minimum 2 members.

The members of the committee need to be appointed by the Board of Directors of JBC.

AUTHORITY STATEMENT/SCOPE

The Committee derives its authority from the Board of Directors of JBC.

MEETINGS, QUORUM, VOTING, AGENDAS, REPORTING AND MINUTES

The meeting shall be held as and when required.

All the members have voting rights and the questions arising at any meeting of the Committee shall be decided by a majority of votes and in case of any equality of vote, the Chairman shall have a second or casting vote.

All members are voting members.

Attendance at meetings is for members, guest speakers and other invited guests subject to the discretion of the chairperson of the Committee.

Quorum for the meeting shall be two or one third of the total numbers of total number of members, whichever is higher.

Determinations of the Committee shall be made by a simple majority of its members present at a duly convened meeting. In lieu of a meeting, the Committee may also act by written consent of its voting members via email. In the case of an email vote, a quorum must be evidenced by a simple majority response to the request for a vote.

The Chair and/or the Secretary will call the Committee meetings.

The minutes shall be prepared by the company secretary and circulated to all concerned persons. Minutes of the meetings shall be kept with the Corporate Secretary and be tabled at the next Board Meeting, once these are approved by the committee.

ESCALATION

The Board of Directors of JBC shall take on records the minutes of the Committee. The members shall escalate to the Board any significant complaint/grievances as deemed necessary.

AMENDMENTS

The Board of Directors of JBC shall review and reassess this Charter from time to time, and may make any amendments that they deem necessary.

The Board has delegated authority to the Committee to review and approve purely administrative changes to the Charter, which shall be performed at least once per calendar year.

CHARTER OF ASSET & LIABILITY COMMITTEE

Rational and Purpose

The Group Treasury Risk Policy (D-1029) and the Group Liquidity Risk and Funding Policy (D-1281), which have been issued by the Executive Board and approved by the Audit Committee of the Board of Directors of Julius Baer Group Ltd., regulate the management of Julius Baer Group entities' financial assets and liabilities held in their banking books. In accordance with, and within the framework set by these rules the management of Bank Julius Baer & Co. Ltd., Julius Baer Capital (India) Private Limited ("JBC") has established the Asset and Liability Management Committee ("ALCO") whose responsibilities, organisation, composition and reporting are determined in this Charter.

Scope

This charter applies to JBC and the Asset & Liability Management business conducted by the entity which is regulated under the License from the Reserve Bank of India.

Responsibilities

The ALCO is responsible for steering and monitoring the management of assets and liabilities on the JBC balance sheet. The tasks of the ALCO include in particular but not exclusively:

- Monitoring of the balance sheet developments and positions, including the balance sheet size, forecasts and deviations from plans
- Monitoring of actual or potential balance sheet and funding implications arising from business activities or regulatory developments
- Monitoring of the liquidity risk, interest rate risk, and counterparty risk on the balance sheet.
- Monitoring contingency funding plans and related impacts on business activities, as appropriate
- Monitoring liquidity stress testing outcomes
- Development of the Asset and Liability Management ("ALM") strategy.
- Monitoring of regulatory environment.
- Monitoring of the Treasury profitability.
- Yearly review of the *Liquidity Manual* which defines quantitative and qualitative measures for managing liquidity and funding risk
- Ensuring adherence to the *Group Liquidity Risk and Funding Policy* (D-1281-00).
- Ensuring support to the *Group ALMCO* for fulfilling its responsibilities as defined in the *Charter of the Group Asset & Liability Management Committee (the "Group ALMCO")* (D-1243-00).

Organisation

The ALCO shall normally meet monthly. The Chairperson of the ALCO is the CFO India. Meetings can be called on ad-hoc basis to discuss ALM related issues if needed.

Composition

The following function owners are members of the ALCO:

CFO India (Chairperson)
CFO Asia
CEO India
Credit Origination India
CRO India
CRO Asia
Head Credit Risk India
Head ISG India
Head/Deputy Treasury Asia

Quorum and voting

In order to be able to pass resolutions a quorum of at least 5 members of the ALCO have to attend the meeting of which one of these participants must be the Chairperson. Each member has one vote and in case of equality of votes, the casting vote is with the Chairperson.

Between its meetings, the ALCO may take decisions on urgent matters by circular resolution provided that its members have given their express consent to the resolution, that the above-mentioned quorum is met, and that no member has requested a formal discussion of the matter concerned. Any action taken by the Committee in between meetings shall be reported to the Committee at the next regularly scheduled meeting.

Reporting

The Committee charter, annual schedule of meetings, meeting materials, meeting minutes and membership roster will be centrally stored and maintained on a secure electronic portal. However, hard copy of original meeting minutes will be maintained at the registered office of the Company. The ALCO meetings must be documented and the minutes must be distributed among all members of the ALCO. Escalation to the Board should be done if required.

Amendments

The Committee shall review and reassess this charter at least annually and propose any recommended changes to the Board for its approval.

POLICY ON ASCERTAINING FIT AND PROPER CRITERIA OF DIRECTORS

1. POLICY STATEMENT

This Policy on Fit and Proper Criteria prescribes minimum standards for Julius Baer Capital (India) Private Ltd. (JBC). (the "Company") to follow during the process of appointment of Directors and on a continuing basis.

The objectives of this Policy are as follows:

- Follow the minimum standards prescribed by RBI in the above circular at the time of appointment of Directors and evaluate the same on a continuing basis.
- Ensure that the Directors are fit & proper in handling the affairs of the Company within the framework prescribed by RBI
- Comply with Reserve Bank of India ("RBI") directives in this regard.

2. BACKGROUND

RBI, vide its notification RBI Notification No.RBI / 2014-15 /299 DNBR (PD) CC No. 002 / 03.10.001 / 2014-15 dated November 10, 2014 has mandated framing of a policy for determining the Fit and Proper Criteria while appointing a Director of the Company and to also evaluate the same on a continuing basis. This policy is being framed in compliance with the RBI directive.

3. POLICY SCOPE / APPLICABILITY

The Policy is applicable to the Company Board while appointing any Director. The same will also be reviewed on a continual basis.

4. POLICY REQUIREMENTS

a. Key Commitment

- To ensure that the Directors of the Company are appointed in compliance with the fit and proper criteria prescribed by RBI
- Ensuring that the Directors fulfill the fit and proper criteria on a continual basis.

b. Fit & Proper Criteria to be complied with at time of initial appointment/renewal of appointment of the director of the company

- Corporate Secretary will be responsible for coordinating with the relevant functions in collating all the information pertaining to the Director and putting it to the Nomination Committee.
- Independent/Non-Executive Director should be between 35 to 70 years of age.
- HR should conduct a due diligence to determine the suitability of the person for appointment/ continuing as a Director of the Company. In this connection, HR should provide the following information to the Corporate Secretary:
 - a. Bio data of the Director covering qualification (including relevant technical expertise) and overall experience
 - b. Background check on the Directors to ascertain whether there any integrity and track record issues.
 - c. Results of Name Search done in the relevant database.
- Corporate Secretary should obtain the Form (*Appendix 1*) duly filled in by the Directors.
- Corporate Secretary will obtain from Legal and Compliance details of any litigation or regulatory actions, which they are aware of.

- Corporate Secretary should present such information/declaration/due diligence report to the Nomination Committee of the Company.
- Nomination Committee will evaluate/review all the information about the person and decide/reject appointment/continuation of the Director.
- Once approved by the Nomination Committee, Corporate Secretary shall obtain the Deed of Covenants (*Appendix 2*) from the concerned Director.

c. On-going Compliance

Corporate Secretary should obtain a declaration from the Directors, as on 31st of March every year as per format given in (*Appendix 3*). Such declaration should be obtained by 30th April of the respective year.

5. ROLES AND ACCOUNTABILITIES

The Board of Directors will annually review this policy to ensure that all relevant regulatory updates are incorporated and also to modify the Fit and Proper Criteria if required.

6. REPORTING AND ESCALATION / EXCEPTIONS

There cannot be any exception to this Policy.

7. OWNER OF THE POLICY

Corporate Secretary owns this Policy and is responsible for reviewing the Policy on an annual basis and for updating it as necessary.

8. RELATED DOCUMENTS

Revised Regulatory Framework for NBFC RBI Notification No.RBI / 2014-15 /299 DNBR (PD) CC No. 002 / 03.10.001 / 2014-15 dated November 10, 2014

9. QUESTIONS / CONTACT INFORMATION

In case of any questions with regarding to this Policy, please contact the Corporate Secretary, HR Head or the Compliance Officer of the Company.

Appendix 1

Declaration and Undertaking by Director (with Enclosures as Appropriate as on____)

1. PERSONAL DETAILS OF DIRECTOR

Sr No.	Particulars	Details
1.	Full name	
2.	Date of Birth	
3.	Educational Qualification	
4.	Relevant Background and Experience	
5.	Permanent Address	
6.	Present Address	
7.	E-mail Address / Telephone Number	
8.	Permanent Account Number under the Income Tax Act and name and address of Income Tax Circle	
9.	Relevant knowledge and experience	
10.	Any other information relevant to Directorship of the NBFC	

2. RELEVANT RELATIONSHIPS OF DIRECTOR

Sr No.	Particulars	Details
1.	List of Relatives if any who are connected with the NBFC (Refer Section 6 and Schedule 1A of the Companies Act, 1956 and corresponding provisions of New Companies Act, 2013)	
2.	List of entities if any in which he/she is considered as being interested (Refer Section 299(3)(a) and Section 300 of the Companies Act, 1956 and corresponding provisions of New Companies Act, 2013)	
3.	List of entities in which he/she is considered as	

	holding substantial interest within the meaning of NBFC Prudential Norms Directions, 2007	
4.	Name of NBFC in which he/she is or has been a member of the board (giving details of period during which such office was held)	
5.	Fund and non-fund facilities, if any, presently availed of by him/her and/or by entities listed in II (b) and (c) above from the NBFC	
6.	Cases, if any, where the director or entities listed in II (b) and (c) above are in default or have been in default in the past in respect of credit facilities obtained from the NBFC or any other NBFC / bank	

3. RECORDS OF PROFESSIONAL ACHIEVEMENTS

Sr No.	Particulars	Details
7.	Relevant professional achievements	

4. PROCEEDINGS, IF ANY, AGAINST THE DIRECTOR

Sr No.	Particulars	Details
1.	If the director is a member of a professional association/body, details of disciplinary action, if any, pending or commenced or resulting in conviction in the past against him/her or whether he/she has been banned from entry into any profession/ occupation at any time.	
2.	Details of prosecution, if any, pending or commenced or resulting in conviction in the past against the director and/or against any of the entities listed in II (b) and (c) above for violation of economic laws and regulations.	
3.	Details of criminal prosecution, if any, pending or commenced or resulting in conviction in the last five years against the director.	
4.	Whether the director attracts any of the disqualifications envisaged under Section 274 of the Companies Act 1956 and corresponding provisions of New Companies Act, 2013?	
5.	Has the director or any of the entities at II (b) and (c) above been subject to any investigation at the instance of Government department or agency?	
6.	Has the director at any time been found guilty of violation of rules/regulations/ legislative requirements by customs/ excise /income tax/foreign exchange /other revenue authorities, if so give particulars.	
7.	Whether the director has at any time come to= the adverse notice of a regulator such as SEBI, IRDA, MCA.	

Though it shall not be necessary for a candidate to mention in the column about orders and findings made by the regulators which have been later on reversed/set aside in to, it would be necessary to make a mention of the same, in case the reversal/setting aside is on technical reasons like limitation or lack of jurisdiction, etc and not on merit, If the order of the regulator is temporarily stayed and the appellate/ court proceedings are pending, the same also should be mentioned.

5. Any other explanation / information in regard to items I to III and other information considered relevant for judging fit and proper

UNDERTAKING

I confirm that the above information is to the best of my knowledge and belief true and complete. I undertake to keep the NBFC fully informed, as soon as possible, of all events which take place subsequent to my appointment which are relevant to the information provided above. I also undertake to execute the deed of covenant required to be executed by all directors of the NBFC.

Place:

Signature

Date:

Name:

6. REMARKS OF CHAIRMAN OF NOMINATION COMMITTEE/BOARD OF DIRECTORS OF NBFC

Approved to be appointed as Directors (or) Not approved to be appointed as Director.
If not approved, reasons to be mentioned.

Place:

Signature

Date:

Name:

Appendix 2

Form of Deed of Covenants with a Director

THIS DEED OF COVENANTS is made this _____ day of _____ Two thousand _____ BETWEEN Julius Baer Capital (India) Private Ltd. having its registered office at 8th Floor, Mafatlal Center, Nariman Point, Mumbai 400021 (hereinafter called the "NBFC") of the one part and Mr/Ms _____ of _____ (hereinafter called the "Director") of the other part.

WHEREAS

A. The director has been appointed as a director on the Board of Directors of the NBFC (hereinafter called "the Board") and is required as a term of his / her appointment to enter into a Deed of Covenants with the NBFC.

B. The director has agreed to enter into this Deed of Covenants, which has been approved by the Board, pursuant to his said terms of appointment.

NOW IT IS HEREBY AGREED AND THIS DEED OF COVENANTS WITNESSETH AS FOLLOWS:

1. The director acknowledges that his / her appointment as director on the Board of the NBFC is subject to applicable laws and regulations including the Memorandum and Articles of Association of the NBFC and the provisions of this Deed of Covenants.
2. The director covenants with the NBFC that :
 - i. The director shall disclose to the Board the nature of his / her interest, direct or indirect, if he / she has any interest in or is concerned with a contract or arrangement or any proposed contract or arrangement entered into or to be entered into between the NBFC and any other person, immediately upon becoming aware of the same or at meeting of the Board at which the question of entering into such contract or arrangement is taken into consideration or if the director was not at the date of that meeting concerned or interested in such proposed contract or arrangement, then at the first meeting of the Board held after he / she becomes so concerned or interested and in case of any other contract or arrangement, the required disclosure shall be made at the first meeting of the Board held after the director becomes concerned or interested in the contract or arrangement.
 - ii. The director shall disclose by general notice to the Board his / her other directorships, his / her memberships of bodies corporate, his / her interest in other entities and his / her interest as a partner or proprietor of firms and shall keep the Board apprised of all changes therein.
 - iii. The director shall provide to the NBFC a list of his / her relatives as defined in the Companies Act, 1956 or 2013 and to the extent the director is aware of directorships and interests of such relatives in other bodies' corporate, firms and other entities.
 - iv. The director shall in carrying on his / her duties as director of the NBFC:
 - a. use such degree of skill as may be reasonable to expect from a person with his / her knowledge or experience;
 - b. in the performance of his / her duties take such care as he / she might be reasonably expected to take on his/ her own behalf and exercise any power vested in him / her in good faith and in the interests of the NBFC;
 - c. shall keep himself / herself informed about the business, activities and financial status of the NBFC to the extent disclosed to him / her;

- d. attend meetings of the Board and Committees thereof (collectively for the sake of brevity hereinafter referred to as "Board") with fair regularity and conscientiously fulfill his / her obligations as director of the NBFC;
- e. shall not seek to influence any decision of the Board for any consideration other than in the interests of the NBFC;
- f. shall bring independent judgment to bear on all matters affecting the NBFC brought before the Board including but not limited to statutory compliances, performance reviews, compliances with internal control systems and procedures, key executive appointments and standards of conduct;
- g. shall in exercise of his / her judgment in matters brought before the Board or entrusted to him / her by the Board be free from any business or other relationship which could materially interfere with the exercise of his/her independent judgment; and
- h. shall express his / her views and opinions at Board meetings without any fear or favor and without any influence on exercise of his / her independent judgment;
- v. The director shall have :
 - a. fiduciary duty to act in good faith and in the interests of the NBFC and not for any collateral purpose;
 - b. duty to act only within the powers as laid down by the NBFC's Memorandum and Articles of Association and by applicable laws and regulations; and
 - c. duty to acquire proper understanding of the business of the NBFC.
- vi. The director shall :
 - a. not evade responsibility in regard to matters entrusted to him / her by the Board;
 - b. not interfere in the performance of their duties by the whole-time directors and other officers of the NBFC and wherever the director has reasons to believe otherwise, he / she shall forthwith disclose his / her concerns to the Board; and
 - c. not make improper use of information disclosed to him / her as a member of the Board for his / her or someone else's advantage or benefit and shall use the information disclosed to him / her by the NBFC in his / her capacity as director of the NBFC only for the purposes of performance of his / her duties as a director and not for any other purpose.

3. The NBFC covenants with the director that:

- i. the NBFC shall apprise the director about:
 - a. Board procedures including identification of legal and other duties of Director and required compliances with statutory obligations;
 - b. control systems and procedures;
 - c. voting rights at Board meetings including matters in which Director should not participate because of his / her interest, direct or indirect therein;
 - d. qualification requirements and provide copies of Memorandum and Articles of Association;
 - e. corporate policies and procedures;
 - f. insider dealing restrictions;
 - g. constitution of, delegation of authority to and terms of reference of various committees constituted by the Board;
 - h. appointments of Senior Executives and their authority;
 - i. remuneration policy,
 - j. deliberations of committees of the Board, and
 - k. communicate any changes in policies, procedures, control systems, applicable regulations including Memorandum and Articles of Association of the NBFC, delegation of authority, Senior Executives, etc. and appoint the compliance officer who shall be responsible for all statutory and legal compliance.

- ii. the NBFC shall disclose and provide to the Board including the director all information which is reasonably required for them to carry out their functions and duties as a director of the NBFC and to take informed decisions in respect of matters brought before the Board for its consideration or entrusted to the director by the Board or any committee thereof;
 - iii. the disclosures to be made by the NBFC to the directors shall include but not be limited to the following :
 - a. all relevant information for taking informed decisions in respect of matters
 - b. brought before the Board;
 - c. NBFC's strategic and business plans and forecasts;
 - d. organisational structure of the NBFC and delegation of authority;
 - e. corporate and management controls and systems including procedures;
 - f. economic features and marketing environment;
 - g. information and updates as appropriate on NBFC's products;
 - h. information and updates on major expenditure;
 - i. periodic reviews of performance of the NBFC; and
 - j. report periodically about implementation of strategic initiatives and plans;
 - iv. the NBFC shall communicate outcome of Board deliberations to directors and concerned personnel and prepare and circulate minutes of the meeting of Board to directors in a timely manner and to the extent possible within two business days of the date of conclusion of the Board meeting; and
 - v. advise the director about the levels of authority delegated in matters placed before the Board.
4. The NBFC shall provide to the director periodic reports on the functioning of internal control system including effectiveness thereof.
5. The NBFC shall appoint a compliance officer who shall be a senior executive reporting to the Board and be responsible for setting forth policies and procedures and shall monitor adherence to the applicable laws and regulations and policies and procedures including but not limited to directions of Reserve Bank of India and other concerned statutory and governmental authorities.
6. The director shall not assign, transfer, sublet or encumber his / her office and his / her rights and obligations as director of the NBFC to any third party provided that nothing herein contained shall be construed to prohibit delegation of any authority, power, function or delegation by the Board or any committee thereof subject to applicable laws and regulations including Memorandum and Articles of Association of the NBFC.
7. The failure on the part of either party hereto to perform, discharge, observe or comply with any obligation or duty shall not be deemed to be a waiver thereof nor shall it operate as a bar to the performance, observance, discharge or compliance thereof at any time or times thereafter.
8. Any and all amendments and / or supplements and / or alterations to this Deed of Covenants shall be valid and effectual only if in writing and signed by the director and the duly authorized representative of the NBFC.
9. This Deed of Covenants has been executed in duplicate and both the copies shall be deemed to be originals.

IN WITNESS WHEREOF THE PARTIES HAVE DULY EXECUTED THIS AGREEMENT ON THE DAY,
MONTH AND YEAR FIRST ABOVE WRITTEN

For the NBFC

Director

By

Name:
Title:

Name:

In the presence of:

1.

2.

Appendix 3

Date

To
Board of Directors
Julius Baer Capital (India) Private Ltd.
8th Floor, Mafatlal Center,
Nariman Point
Mumbai 400021

Dear Sir,

Please refer to the details/document/information submitted by me at the time of my appointment as Director of Julius Baer Capital (India) Private Ltd.

I confirm that the details/document/ information already provided by me at the time of my appointment as Director of Julius Baer Capital (India) Private Ltd. has not undergone any change

(Or)

I confirm that that there is/are change/s in the details/documents/information already provided by me at the time of my appointment as Director of Julius Baer Capital (India) Private Ltd. as per details enclosed.

I request you to kindly take the same on record

Yours faithfully

Signature
Name of the Director