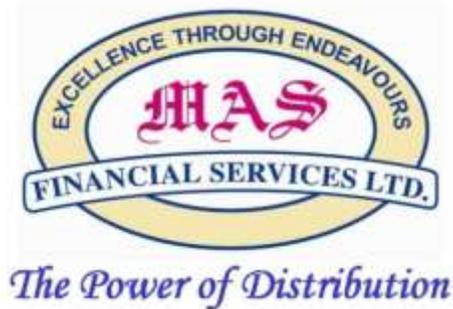


HAS FINANCIAL SERVICES LIMITED

Corporate Governance Policy



Reviewed at the Board Meeting held on 30th January, 2019

MASS Financial Services Limited

Corporate Governance Policy

I. INTRODUCTION

MASS Financial Services Limited (the “**Company**”) is a listed Non-Deposit taking Non- Banking Financial Company. In terms of the RBI Master Direction – Non Banking Financial Company– Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 (“**Directions**”), every Non-Banking Financial Company (NBFCs-ND-SI) (“**NBFCs-ND-SI**”) should frame internal guidelines on corporate governance with the approval of the Board of Directors, enhancing the scope of the guidelines without sacrificing the spirit underlying the Directions and it shall be published on the company's website, if any, for the information of various stakeholders. The Company being an NBFC-ND-SI is accordingly covered by the Directions.

The Company is committed to adopt good practices and standards of corporate governance. The principles of corporate governance standards of the Company place strong emphasis on transparency, accountability and integrity.

II. OBJECTIVE

In order to enable NBFCs to adopt best practices and greater transparency in their operations, RBI has, vide the provisions of Chapter XI of the Directions required all applicable NBFCs to frame internal guidelines/policy on Corporate Governance.

- III. The Board of Directors at its meeting held on 30th January, 2019 reviewed the Corporate Governance Policy framed under the Non-banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015.

As stipulated therein, the Company –

- a) has an Audit Committee, consisting of not less than 3 members of the board; which will, inter alia, ensure that an Information System Audit of the internal systems and processes is conducted at least once in two years to assess operational risks faced by the Company;
- b) has a Nomination Committee to ensure ‘Fit & Proper’ status of proposed / existing directors;
- c) has a Risk Management Committee to manage the integrated risks;
- d) has put in place a policy, with the approval of the Board of Directors, for ascertaining fit and proper criteria of the Directors at the time of appointment and on a continuing basis and will submit required quarterly statement on change of Directors;

e) has a system for disclosure to the Board at regular intervals on the following:

- (i) progressive risk management system and risk management policy and strategy followed; and
- (ii) conformity with the prescribed corporate governance standards.

f) will make the necessary disclosures in the Annual Report as required under the aforesaid Directions, and

g) will rotate the partner/s of the firm of statutory auditors' every three years.

Note: The above Policy is in addition to the Corporate Governance Requirements adopted under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The above policy shall be periodically reviewed and brought in conformity with statutory and regulatory requirements.