

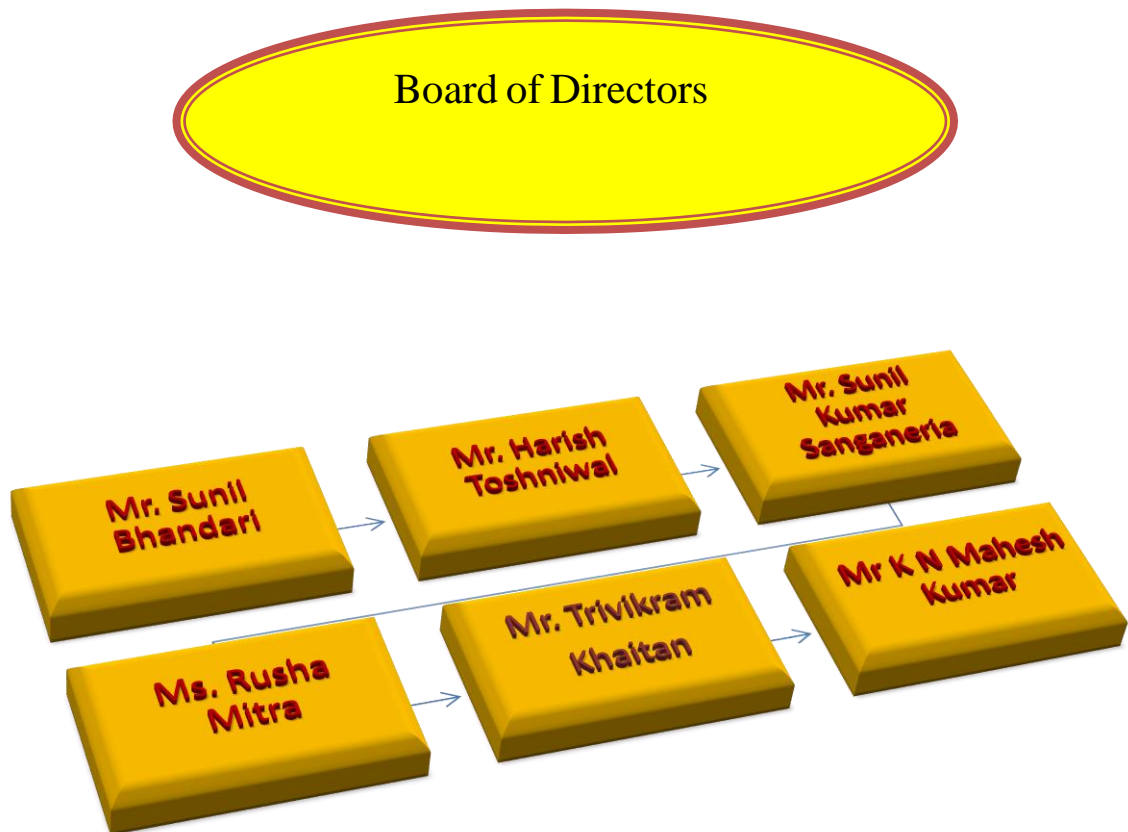
BNK Capital Markets Limited

Familiarisation Program for Independent Director

1. Brief introduction of the Company

BNK Capital Markets Limited (ISO 9001:2015 Certified) was setup in the year 1986 and started as leasing and finance company, later became Category 1 Merchant Banker in late 80s and was into Merchant Banking, Financial and Investment Advisory Services. Today BNK Capital Markets Limited is a Listed NBFC and engaged in investment banking distribution services, corporate finance and advisory services.

2. Profile of Board of Directors



Profile of Directors:

Mr Harish Toshniwal a Non-Executive Non-Independent Director is a chartered Accountant and Cost Accountant having experience of around 30years in the field of finance and accounts.

Mr Sunil Bhandari, a Non-Executive Non-Independent Director and Chairman of the Board is a Chartered Accountant having more than 3 decades of experience in management, administrative, leadership and directorial capacities including in the financial service sector.

Mr Sunil Kumar Sanganeria, a Chartered Accountant, Company Secretary and Cost Accountant having experience of more than 30 years in the field of finance, accountancy, taxation and secretarial compliances.

Ms Rusha Mitra, a Non-Executive Independent Director is a law graduate from West Bengal National University of Juridical Sciences, Kolkata and have specialization in corporate restructuring, mergers, acquisitions, demergers, reconstruction, reorganisation and advises companies on wide range of corporate law matters and insolvency and Bankruptcy related matters.

Mr Trivikram Khaitan, a Non-Executive Independent Director is a Law graduate and member of Bar Council of West Bengal having experience in advising clients on corporate law matters such as merger, demergers and acquisitions, due diligence of companies, attending to matter of National Company Law Tribunal, drafting agreements and advising clients on acquisition of companies, acquisition of business, joint ventures, shareholders' agreements, foreign collaborations, technology transfer agreements, finance documentation, etc.

Mr Kedarisetty Naga Mahesh Kumar, a Non-Executive Independent Director is a fellow member of ICMA Kolkata and an MBA in Finance with professional experience of 42 years spread across several public sector and private sector companies. His experience covers entire gamut of finance, accounts, audit, direct and indirect taxation, corporate governance, Grievance redressal and legal aspects.

Details of various Committee of the Board



Composition of these Committees

Audit Committee	Nomination & Remuneration Committee	Stake Holder Relationship committee	CSR Committee	Risk Management Committee
Rusha Mitra	Trivikram Khaitan	K N Mahesh Kumar	Sunil Kumar Sanganeria	Harish Toshniwal
Sunil Kumar Sanganeria	Rusha Mitra	Harish Toshniwal	Trivikram Khaitan	Sunil Bhandari
Trivikram Khaitan	Sunil Bhandari	Rusha Mitra	Rusha Mitra	Trivikram Khaitan

Brief Synopsis of the Roles and Responsibilities of the Committee

A. Audit Committee

The Audit Committee of the Board comprises of 2 Independent. All Members of the Committee possess financial/ accounting expertise. The composition of the Audit Committee meets the requirements of Section 177 of the Companies Act, 2013. The Company Secretary acts as the Secretary to the Committee. The Committee acts as a link between the management, the statutory and internal auditors and the Board of Directors and oversee the financial reporting process.

The Audit Committee also reviews from time to time, the audit and internal control procedures, and oversight of Company's financial reporting process so as to ensure that the financial statements are correct, sufficient and credible.

B. Nomination & Remuneration Committee

The Nomination & Remuneration Committee (NRC) was constituted by the Board adhering to the requirements of the Companies Act, 2013. The Committee's prime responsibility is to formulate the criteria for determining qualifications, positive attributes and independence of directors, prepare a charter/policy relating to the remuneration for the directors, key managerial personnel ('KMP') and senior management as defined under the Act (one level below the KMP).

C. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee of the Board was constituted in terms of provisions of Section 135 of the Companies Act, 2013. The Committee recommend to the Board the CSR budget and various activities to be undertaken as a part of CSR initiative in line with the CSR policy of the Company.

D. Stakeholder Relationship Committee

The Stakeholder Relationship Committee was constituted by the Board to look into the various aspects of interest of shareholders, debenture holders and other security holders of the Company and resolve their grievances. The Committee's prime responsibility is to review the measures taken and services adopted by the Company in respect of various services rendered by the Registrar and Share Transfer Agent.

E. Risk Management Committee

The Committee was formed by the Board of Directors to oversee the risk management policy and its implementation. The Committee periodically review risk assessment, set up risk priorities and to reduce the risk suggest suitable risk mitigation plan.

Board Meeting Process

The Company's Board of Directors plays a primary role in ensuring good governance and functioning of the Company. The Board's role, functions, responsibilities and accountabilities are well defined.

Your Company's Board plays a pivotal role in ensuring good governance and functioning of your Company. The Directors are professionals have expertise in their respective functional areas and bring a wide range of skills and experience to the Board.

All the Board and Committee meetings are conducted in compliance of Secretarial Standards on Board Meetings. All the relevant information, agenda and details notes of agenda are placed before the Board well in advance to enable the Board Members to take an informed decision. Draft minutes are circulated to Board and Committee members within 15 days of completion of the meeting to seek their comments and once the minutes are confirmed / signed by the Chairman of the Meeting, a copy of the same is also provided for records.

The Board reviews Internal Audit Report and compliances of other laws as applicable to the Company, as well as steps taken by the Company to rectify instances of non- compliances, if any. The members of the Board have complete freedom to express their opinion and decisions are taken after in-depth deliberations.

The Board meets at least once every quarter to review the quarterly results and other items on the agenda and additional meetings are held as and when necessary.

Governance Structure/ Process		
Policy Agenda	Structure	Process
Strategy Formulation & Management	Vision-Mission Setting, Strategic Planning and Annual Planning	Approval of Plans Approval of Budgets Ratifications of Management Action
Fiduciary Agenda	Board Meetings, Board Committees, Corporate Governance Norms for ensuring compliance of the various provisions of applicable laws, rules and regulations.	Election of Directors, Independent Directors, Disclosure System
Ethics	Code of Business Conduct & Ethics,	Follow the code of conduct with true letter or spirit, Compliances with all applicable laws