

VM VINIMAY PRIVATE LIMITED
ASSET-LIABILITY MANAGEMENT POLICY

1. **Preamble**

The Board of Directors ("**Board**") of VM Vinimay Private Limited ("**Company**"), has adopted the following policy to establish guidelines to ensure prudent management of assets and liabilities. These guidelines address management and reporting of capital, liquidity, and interest rate risk.

2. **Purpose**

This Policy has been framed in accordance with the ALM framework as issued by Reserve Bank of India ("**RBI**") vide Reserve Bank of India (Non-Banking Financial company – Asset Liability Management) Directions, 2025 dated November 28, 2025 ("**RBI Circular**") and amendments thereon.

This policy intends to establish the importance of ALM systems that need to be put in place since intense competition for business involving both the assets and liabilities requires the Company to maintain a good balance among spreads, profitability, and long-term viability. Imprudent liquidity management can put Company's earnings and reputation at great risk. The Company's management needs to base their business decisions on a dynamic and integrated risk management system and process, driven by corporate strategy. The Company is exposed to several major risks during its business i.e.

- Credit risk,
- Interest rate risk,
- Equity /commodity price risk,
- Liquidity risk and
- Operational risk.

It is, therefore, important that the company introduces effective risk management systems that address the issue relating to interest rate and liquidity risks. This policy also defines the process that Asset- Liability Committee ("**ALCO**") will use to evaluate the effectiveness of the company's internal control procedures.

3. **Definitions**

- "**ALCO**" means Asset Liability Committee
- "**ALM**" means Asset Liability Management
- "**Board**" means Board of Directors of the Company.
- "**Company**" means VM Vinimay Private Limited (VVPL).
- "**CP**" means Commercial Paper



- "Directors" mean individual Director or Directors on the Board of the Company.
- "NCD" means Non-Convertible Debentures
- "Policy" means Asset Liability Management Policy
- "RBI" means Reserve Bank of India

4. Policy

4.1 Role and Responsibilities of ALCO

The ALCO constituted by the Board of Directors shall be responsible for ensuring adherence to various operational limits set by the Board of Directors as well as deciding the business strategy of Company (assets and liabilities) in line with overall business objectives. The adherence would also ensure that the statutory compliances set out by the Reserve Bank of India ('RBI') are complied with.

The ALCO shall perform the following roles and responsibilities:

- a) Understanding business requirement and devising appropriate pricing strategies
- b) Management of profitability by maintaining relevant Net interest margins (NIM)
- c) Ensuring Liquidity through maturity matching.
- d) Management of balance sheet in accordance with internal policies and applicable regulatory requirements.
- e) Ensure the efficient implementation of balance sheet management policies as directed by ALCO.
- f) Review reports on liquidity, market risk and capital management.
- g) To identify balance sheet management issues that are leading to under-performance and ensure corrective action.
- h) Ensuring appropriate mix of different forms of debt i.e. Bank Loans, Commercial Paper, Non-Convertible Debentures, etc.
- i) Giving directions to the ALM team on the interest rate risk.
- j) ALCO delegates the daily management of liquidity risk and interest rate risk to ALM.
- k) Satisfy itself that the less fundamental risks are being actively managed, with the appropriate controls in place and working effectively.
- l) Articulate the current interest rate review and formulate future business strategy on this view.

4.2 Key Pillars of ALM

I. ALM Information systems

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ALM needs be supported by a management philosophy which clearly specifies the risk policies and tolerance limits. This framework needs to be built on sound methodology with necessary information system as back up. Thus, information is the key to the ALM process. There are various methods prevalent world-wide for measuring risks. These range from the simple Gap Statement to extremely sophisticated and data intensive Risk Adjusted Profitability Measurement methods.



Information availability, accuracy, adequacy and expediency

However, though the central element for the entire ALM exercise is the availability of adequate and accurate information with expedience; and the systems existing. Adequate measures are to be taken to collect accurate data in a timely manner through computerization.

II. ALM Organization

Structure and responsibilities

Successful implementation of the risk management process shall require strong commitment on the part of the senior management in the NBFC, to integrate basic operations and strategic decision making with risk management. The Board shall have overall responsibility for management of risks and shall decide the risk management policy of the NBFC and set limits for liquidity, interest rate and equity price risks. Level of top management involvement Asset - Liability Committee (ALCO)

The Asset - Liability Committee (ALCO) consisting of the Company's senior management including Managing Directors shall be responsible for ensuring adherence to the limits set by the Board as well as for deciding the business strategy of the company.

The ALM Support Groups consisting of operating staff shall be responsible for analyzing, monitoring, and reporting the risk profiles to the ALCO. The staff shall also prepare forecasts (simulations) showing the effects of various possible changes in market conditions related to the balance sheet and recommend the action needed to adhere to Company's internal limits.

The ALCO is a decision-making unit responsible for balance sheet planning from risk-return perspective including the strategic management of interest rate and liquidity risks. The business and risk management strategy of the Company shall ensure that the it operates within the limits / parameters set by the Board. The business issues that an ALCO shall consider, inter alia, shall include product pricing for both deposits and advances, desired maturity profile and mix of the incremental assets and liabilities, prevailing interest rates offered by other peer NBFCs for the similar services/product, etc. In addition to monitoring the risk levels of the NBFC, the ALCO shall review the results of and progress in implementation of the decisions made in the previous meetings. The ALCO shall also articulate the current interest rate view of the NBFC and base its decisions for future business strategy on this view. In respect of the funding policy, for instance, its responsibility shall be to decide on source and mix of liabilities or sale of assets. Towards this end, it will have to develop a view on future direction of interest rate movements and decide on funding mixes between fixed vs floating rate funds, wholesale vs retail deposits, money market vs capital market funding, domestic vs foreign currency funding, etc. Individual NBFCs shall have to decide the frequency of holding their ALCO meetings.

Board of Directors Meeting and Reviews

The Board of directors in their Board meetings will oversee the implementation of the system and review its functioning periodically.

III. ALM Process:

The scope of ALM function can be described as follows:

- (i) Liquidity risk management



- (ii) Management of market risks
- (iii) Funding and capital planning
- (iv) Profit planning and growth projection
- (v) Forecasting and analyzing 'What if scenario' and preparation of contingency plans

(i) Liquidity Risk Management

Measuring and managing liquidity needs are vital for effective operation. Liquidity management can reduce the probability of an adverse situation developing. VVPL management shall measure not only the liquidity positions on an ongoing basis but also examine how liquidity requirements are likely to evolve under different assumptions. Experience shows that assets commonly considered as liquid, like Government securities and other money market instruments, could also become illiquid when the market and players are unidirectional. Therefore, liquidity has to be tracked through maturity or cash flow mismatches.

In addition to the above the Board had approved the avenues for deployment of temporary liquidity.

ALCO is responsible for determining the appropriate mix of available funding sources utilized to ensure Company liquidity is managed prudently and appropriately. With regard to the process of liquidity management, ALCO shall consider the current economic and market environment, near-term loan growth projections and long-term strategic business decisions.

For measuring and managing net funding requirements, the use of a maturity ladder and calculation of cumulative surplus or deficit of funds at selected maturity dates is to be adopted as a standard tool. The format of the Statement of Structural Liquidity should be as given on <https://cims.rbi.org.in/#/login>.

The Maturity Profile as given in **Appendix A** would be used for measuring the future cash flows of NCPL in different time buckets as under:

- a. 1 day to 7 days
- b. 8 days to 14 days
- c. 15 days to 30/31 days (one month)
- d. Over one month and upto 2 months
- e. Over two months and upto 3 months
- f. Over 3 months and upto 6 months
- g. Over 6 months and upto 1 year
- h. Over 1 year and upto 3 years
- i. Over 3 years and upto 5 years; and
- j. Over 5 years

(ii) Interest Rate Risk ('IRR')

IRR management and reporting help identify potential risks to earnings and capital resulting from adverse fluctuations in market interest rates. It also identifies asset/funding balance and repricing mismatches. Proper identification of potential risks and mismatches assists management in devising asset/liability strategies to minimize these potential risks.

The Gap or Mismatch risk can be measured by calculating Gaps over different time intervals as at a given date. Gap analysis measures mismatches between rate sensitive liabilities and rate sensitive assets (including off-balance sheet positions). An asset or liability is normally classified as rate



sensitive if:

- (i) Within the time interval under consideration, there is a cash flow;
- (ii) The interest rate resets/re-prices contractually during the interval;
- (iii) Dependent on RBI changes in the interest rates/Bank Rate;
- (iv) It is contractually pre-payable or withdrawal before the stated maturities.

The various items of rate sensitive assets and liabilities and off-balance sheet items may be classified as explained in **Appendix B** and the Reporting Format for interest rate sensitive assets and liabilities is given on <https://cims.rbi.org.in/#/login>.

4.3 Meeting of ALCO

The meetings of the ALCO shall be meet frequently but no later than half yearly and at least 2 meetings will be held in each year. Apart from the members, all other persons involved in fund raising activities can also be a part of the meeting but would not form part of quorum.

4.4 ALM Reporting

Comprehensive reporting is designed to monitor key risks and their controls as per the NBFC regulations as enacted from time to time by RBI. Decisions relating to any corrective action are made as and when they seem necessary.

The following reports will be provided to ALCO showing compliance with established guidelines outlined in this policy and in accordance with guidelines established by RBI.

- Quarterly, DNBS 4A Return
- Monthly, DNBS 4B Return

4.5 Policy Review and Approval

The policy governing financial risk management activities and guidelines described herein shall be submitted to the ALCO of the company at least **Annually** for review

ALM & Maturity Profiling

For measuring and managing net funding requirements, the use of a maturity ladder and calculation of cumulative surplus or deficit of funds at selected maturity dates is adopted as a standard tool. The time buckets shall be distributed as mentioned in table given under ALM.

It would be holding in their investment portfolio, where securities could be broadly classifiable as 'mandatory securities' (under obligation of law) and other 'non-mandatory securities'. In case of NBFCs not holding public deposits, all investments in securities, and in case of NBFCs holding public deposits, the surplus securities (held over and above the requirement), shall fall in the category of 'non-mandatory securities'. Alternatively, it may also follow the concept of Trading Book as per the extant prescriptions for NBFCs.



Within each time bucket, there could be mismatches depending on cash inflows and outflows. While the mismatches up to one year would be relevant since these provide early warning signals of impending liquidity problems, the main focus shall be on the short-term mismatches, viz., 1-30/31 days. The net cumulative negative mismatches in the Statement of Structural Liquidity in the maturity buckets shall not exceed 10% in the 1-7 days bucket, 10% in the 8-14 days bucket, and 20% in the 15-30 days bucket, measures as percentage of cumulative cash outflows in the respective time buckets.

However, the company is expected to monitor its cumulative mismatches (running total) across all other time buckets up to 1 year by establishing internal prudential limits with the approval of the Board.

Time Bucket	Maximum Permissible Negative Mismatch (as % of cumulative outflows)
1 month to 2 months	15
2 months to 3 months	15
3 months to 6 months	15
6 months to 1 year	15

It has also adopted the above cumulative negative mismatch limits of 15% for their structural liquidity statement for buckets above 1 yr and upto "Above 5 years" bucket for monitoring purpose.

Internal Controls

Effective internal controls are an integral part of managing financial risk. Pursuant to the guidelines set forth in this policy, adequate controls must be established to ensure proper management of financial risks and to provide safeguards against mismanagement of company's funds and capital resources.



Appendix A

Maturity Profile - Liquidity

Heads of Accounts	Time-bucket category
A. Outflows	
1. Capital funds	
a) Equity capital, Non-redeemable or perpetual preference capital, Reserves, Funds and Surplus	In the 'over 5 years' time-bucket.
b) Preference capital - redeemable/nonperpetual	As per the residual maturity of the shares.
2. Grants, donations and benefactions	The 'over 5 years' time-bucket. However, if such gifts, grants, etc. are tied to specific end-use, then these may be slotted in the time-bucket as per purpose/end-use specified.
3. Notes and Bonds	
a) Plain vanilla bonds	As per the residual maturity of the instruments
b) Bonds/debentures with embedded call/put options (including zero-coupon/deep discount bonds)	As per the residual period for the earliest exercise date for the embedded option.
c) Fixed rate notes	As per the residual maturity
4. Deposits	
a) Public Deposits	As per the residual maturity.
b) Inter Corporate Deposits	These, being institutional / wholesale deposits, shall be slotted as per their residual maturity.
c) Commercial Papers	As per the residual maturity.
5. Borrowings	
a) Tenn money borrowings	As per the residual maturity
b) From RBI, Govt. & others	-do-
c) Bank borrowings in the nature of WCDL, CC etc	Over six months and up to one year
6. Current liabilities and provisions	
a) Sundry creditors	As per the due date or likely timing of cash outflows. A behavioral analysis could also be made to assess the trend of out flows and the amounts slotted accordingly.
b) Expenses payable (other than interest)	As per the likely time of cash outflow
c) Advance income received, receipts from borrowers pending adjustment	In the 'over 5 years' time-bucket as these do not involve any cash outflow
d) Interest payable on deposits and borrowings	In respective time buckets as per the due date of payment.
e) Provisions for NPAs	The amount of provision may be netted out from the gross amount of the NPA portfolio and the net amount of NPAs be shown as an item under inflows in stipulated time buckets.



f) Provision for Investments portfolio	The amount may be netted from the gross value of investments portfolio and the net investments be shown as inflow in the prescribed time-slots. In case provisions are not held security-wise, the provision may be shown on "over 5 years" time bucket.
g) Other provisions	To be bucketed as per the purpose/nature of the underlying transaction.
7. Statutory Dues	As per residual maturity.
8. Unclaimed Deposits	As per residual maturity.
9. Any Other Unclaimed Amount	As per residual maturity.
10. Debt Service Realisation Account	As per residual maturity.
11. Outflows On Account of Off Balance Sheet Exposure	
B. Inflows	
1. Cash	In 0-7-day time-bucket
2. Remittance in transit	---do---
3. Balances with banks (in India only)	
a) Current account	The stipulated minimum balance be shown in 6 months to 1-year bucket. The balance in excess of the minimum balance be shown in 0 to 7 and 8-14 day time bucket.
b) Deposit accounts/short term deposits	As per residual maturity.
4. Investments (net of provisions)	
a) Mandatory investments	As suitable to the NBFC
b) Non- Mandatory Listed	"1 day to 30/31 days (One month)" Over one month and upto 2 months" and "Over two months and upto 3 months" buckets depending upon the defeasance period proposed by the NBFCs
c) Non- Mandatory unlisted securities (e.g. shares, etc)	"Over 5 years"
d) Venture capital units	In the 'over 5 year' time bucket.
5. Advances (performing)	
a) Bill of Exchange and promissory notes discounted and rediscounted	As per the residual usance of the underlying bills.
b) Term loans (rupee loans only)	The cash inflows on account of the interest and principal of the loan may be slotted in respective time buckets as per the timing of the cash flows as stipulated in the original/revised repayment schedule.
c) Interest to be serviced through regular schedule	As per the residual maturity



d) Interest to be serviced to be in bullet payment	As per the residual maturity
6. Non-performing loans (May be shown net of the provisions, interest suspense held)	
a) Sub-standard	
i) All overdues and instalments of principal falling due during the next three years	In the 3 to 5-year time-bucket.
ii) Entire principal amount due beyond the next three years	In the over 5 years' time-bucket
b) Doubtful and loss	
i) All instalments of principal falling due during the next five years as also all overdues	In the over 5-year time-bucket
ii) Entire principal amount due beyond the next five years	In the over 5-year time-bucket
8. Assets on lease	Cash flows from the lease transaction may be slotted in respective time buckets as per the timing of the cash flow.
9. Fixed assets (excluding leased assets)	In the 'over 5 year' time-bucket
10. Other assets	
(a) Intangible assets and items not representing cash inflows.	In the 'over 5 year' time-bucket.
(b) Other items (such as accrued income, other receivables, staff loans, etc.)	In respective maturity buckets as per the timing of the cashflows
c) Others	
10. Security Finance Transactions	
a) Repo	As per the residual maturity
b) Reverse Repo	As per the residual maturity
c) CBLO	As per the residual maturity
d) Others	
C. Contingent liabilities	
(a) Bills discounted/rediscouted	As per the residual maturity
(b) Loan commitments pending disbursal (inflow)	In the respective time buckets as per the sanctioned disbursement schedule.
(c) Lines of credit committed to/by other Institutions (outflow/inflow)	As per usance of the bills to be received under the lines of credit.

Note:

- a) Any event-specific cash flows (e.g. outflow due to wage settlement arrears, capital expenses, income tax refunds, etc.) should be shown in a time bucket corresponding to timing of such cash flows.



- b) All overdue liabilities be shown in the I to 30/31 days time bucket.
- c) Overdue receivables on account of interest and installments of standard loans / hire purchase assets/ leased rentals should be slotted as below:

(i) Overdue for less than one month.	In the 3 to 6 months bucket
5. Interest overdue for more than one month but less than seven months (i.e. before the relative amount becomes past due for six months)	In the 6 to 12 months bucket without reckoning the grace period of one month.
6. Principal instalments overdue for 7 months but less than one year	In I to 3 years bucket.



Appendix B

Interest Rate Sensitivity

Heads of Accounts	Rate Sensitivity of time bucket
LIABILITIES:	
1. Capital, Reserves & Surplus	Non-sensitive
2. Gifts, grants & benefactions	Non-sensitive
3. Notes, bonds & debentures	
a) Floating rate	Sensitive; reprice on the roll- over/repricing date, shall be slotted in respective time buckets as per the repricing dates
b) Fixed rate (plain vanilla) including zero coupons	Sensitive; reprice on maturity. To be placed in respective time buckets as per the residual maturity of such instruments.
c) Instruments with embedded options	Sensitive; could reprice on the exercise date of the option particularly in rising interest rate scenario. To be placed in respective time buckets as per the next exercise date.
4. Deposits	
a) Deposits/Borrowings	
i) Fixed rate	Sensitive; could reprice on maturity or in case of premature withdrawal being permitted, after the lock-in period, if any, stipulated for such withdrawal. To be slotted in respective time buckets as per residual maturity or as per residual lock-in period, as the case may be. The prematurely withdrawable deposits with no lock-in period or past such lock-in period, shall be slotted in the earliest /shortest time bucket.
ii) Floating rate	Sensitive; reprice on the contractual roll-over date. To be slotted in the respective time buckets as per the next repricing date.
b) ICDs	Sensitive; reprice on maturity. To be slotted as per the residual maturity in the respective time buckets.
5. Borrowings	
a) Term-money borrowing	Sensitive; reprices on maturity. To be placed as per residual maturity in the relative time bucket.
b) Borrowings from others	
i) Fixed rate	Sensitive; reprice on maturity. To be placed as per residual maturity in the relative time



	bucket.
ii) Floating rate	Sensitive; reprice on the roll-over/ repricing date. To be placed as per residual period to the repricing date in the relative time bucket.
6. Current liabilities & provisions	
a. Sundry creditors b. Expenses payable c. Advance income received/receipts from borrowers pending adjustment d. Interest payable on deposits and borrowings e. Provisions f. Swap adjustment a/c	Non-Sensitive
7. Repos/ bills rediscounted/forex swaps (Sell /Buy)	Sensitive; reprices on maturity. To be placed as per the residual maturity in respective buckets.
8. Statutory Dues	
ASSETS:	
1. Cash	Non-sensitive
2. Remittance in transit	Non-sensitive
3. Balances with banks in India	
a) In current a/c.	Non-sensitive
b) In deposit accounts, Money at call and short notice and other placements	Sensitive; reprices on maturity. To be placed as per residual maturity in respective time-buckets.
4. Investments	
a) Fixed income securities (e.g. govt. securities, zero coupon bonds, bonds, debentures, cumulative, non-cumulative, redeemable preference shares, etc.)	Sensitive on maturity. To be slotted as per residual maturity. However, the bonds/debentures valued by applying NPA norms due to non-servicing of interest, shall be shown, net of provisions made, in: i. 3-5 years bucket - if sub-std. norms applied. ii. Over 5 years bucket - if doubtful norms applied.
b) Floating rate securities	Sensitive; reprice on the next repricing date. To be slotted as per residual time to the repricing date.
c) Equity shares, convertible preference shares, shares of subsidiaries/joint ventures, venture capital units	Non-sensitive.
5. Advances (performing)	
a) Bills of exchange, promissory notes discounted & rediscounted	Sensitive on maturity. To be slotted as per the residual usance of the underlying bills
b) Term loans/corporate loans/ Short Term Loans (rupee loans only)	



i) Fixed Rate	Sensitive on cash flow/ maturity.
ii) Floating Rate	Sensitive only when PLR or risk premium is changed by the NBFCs. The amount of term loans shall be slotted in time buckets which correspond to the time taken by NBFCs to effect changes in their PLR in response to market interest rates.
6. Non-performing loans: (net of provisions, interest suspense and claims received from ECGC)	
a. Sub-standard b. Doubtful and loss	To be slotted as indicated at item B.7 of Appendix -A
7. Assets on lease	The cash flows on lease assets are sensitive to changes in interest rates. The leased asset cash flows be slotted in the time-buckets as per timing of the cash flows.
8. Fixed assets (excluding assets on lease)	Non-sensitive
9. Other assets	
a) Intangible assets and items not representing cash flows.	Non-sensitive
b) Other items (e.g. accrued income, other receivables, staff loans, etc.)	Non-sensitive
10. Statutory Dues	
11. Unclaimed Deposits	
12. Any Other Unclaimed Amount	
13. Debt Service Realisation Amount	

