Corporate Governance Policy

Version 2.1

Kaleidofin Capital Private Limited	
Policy	**Corporate Governance Policy**
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Corporate Governance Policy V2.1

Company's Philosophy on Corporate Governance:

Kaleidofin Capital Private Limited ("**Company**") aims to propel under-banked customers towards meeting their real life goals by providing intuitive and tailored financial solutions. The Company will leverage the full India stack, existing networks, analytics, structuring and user-centred design to drive outcomes for customers, in the process, we will also help enrich the digital asset of each such customer. To achieve the mission, the Company endeavours to adopt best practices and the highest standards of corporate governance through transparency in business ethics, accountability to its customers, government and others. This Corporate Governance Policy ("**Policy**") will also guide the Company and its representatives in its path towards the mission.

Guidelines on Corporate Governance

The Company has formulated this internal corporate governance guidelines, based on and aligned with the applicable governance principles and Directions outlined by the Reserve Bank of India from time to time.

For the purpose of this Policy,

a. the term "**Applicable Law**" shall include any statute, law, regulation, ordinance, rule, judgment, rule of law, order, decree, clearance, approval, directive, guideline, policy, requirement, or other governmental restriction or any similar form of decision, or determination by, or any interpretation or administration of any of the foregoing by, any statutory or regulatory authority whether in effect as of the date of this Guidelines or thereafter and in each case as amended;

b. the term "**Companies Act**" shall mean the Companies Act, 2013; and

c. the term "**Independent Directors**" shall have the meaning ascribed to it under the Companies Act, 2013.

The Board of Directors:

The Company's Board of directors ("**Board**") has a primary role to protect and enhance stakeholders value through supervision and strategic inputs. The Board along with its committees provides supervision and exercises appropriate controls and in addition to basic governance issues of the Company, the Board lays strong emphasis on ensuring transparency, accountability and integrity.

The Company believes that a well-functioning, informed Board is the key to good corporate governance. The Board should have a core group of excellent, professionally acclaimed non-executive directors who understand their dual role, of appreciating the issues put forward by management, and honestly discharging their fiduciary responsibilities towards the company's shareholders as well as creditors.

Meetings of the Board:

Unless otherwise prescribed under Applicable Laws, at least 4 (four) meetings of the Board shall be held in every calendar year, and at least 1 (one) meeting of the Board will be held every calendar quarter. The minimum information to be made available to the Board under Applicable Laws, shall be furnished to the directors before the meeting.

The decisions of the Board shall be taken by simple majority of the directors and each director shall exercise one vote. The Chairperson of the Board shall not be entitled to a second or casting vote at any meeting of the Board, unless otherwise permitted under any law.

The Board shall function in accordance with provisions of Applicable Laws and the articles of association of the Company.

Board Independence

Independent Directors are expected to play a key role in the decision-making process of the Board by participating in the process of framing the overall strategy of the Company. The Independent Directors should strive to bring in an independent, impartial and objective view to discussions at the meetings of the Board and its committees and they shall act in a way that is in the best interest of the Company and its stakeholders.

Independent Directors appointed on the Board of the Company shall fulfill the criteria of independence as set out under the provisions of Companies Act, and other Applicable Laws in this regard. They shall submit a declaration at the first meeting of the Board in which they participate as a director, and then at the first meeting of the Board in every financial year, affirming compliance with the criteria of independence for every financial year and such declaration shall be submitted whenever there is any change in circumstances which may affect their status as Independent Director. Further, prior to their appointment, every proposed Independent Director shall ensure that they are duly enrolled in the Independent Director's databank and shall, at all times during their tenure, maintain such enrolment in a valid and active status.

An Independent Director shall hold office for a term of up to 5 (five) consecutive years and shall be eligible for re-appointment for another term of up to 5 (five) consecutive years on passing of a special resolution by the shareholders of the Company, and disclosure of the same in the Board's report. Provided that an Independent Director, who completes 2 (two) consecutive term(s) shall be eligible for appointment as Independent Director in the Company only after the expiration of three years of ceasing to be an Independent Director in the Company.

CONFLICT OF INTEREST

The Company expects its directors, officers and other employees to act ethically at all times and to acknowledge their adherence to the policy(ies) and code(s) adopted by the Company.

The directors, senior management and other employees of the Company shall endeavor to avoid any conflict of interest with respect to their dealings with the Company. A conflict of interest exists when benefits or interests of one person or entity conflict with the interests or benefit of the Company. If a Director has a potential conflict of interest in a matter under consideration by the Board or a committee of the Company such director shall disclose his/her interest in accordance with the provisions of Applicable Laws and abstain from deliberations and voting on such matter. A Director who is interested in any proposed transaction shall not exercise any influence over other Board/ committee members in any manner whatsoever. The officers and other employees of the Company must disclose the circumstances of any possible conflict of interest to his / her supervisor and CEO or such other persons in the Company with similar designations, for them to determine whether a potential or actual conflict exists. If an actual or potential conflict is determined, the Company may take whatever corrective action appears appropriate according to the circumstances. Failure to disclose facts by the officers or employees of the Company who become aware of a conflict of interest, shall constitute grounds for disciplinary action.

AUDITORS

Statutory Auditors

The Board and the audit committee of the Company (as applicable) shall be responsible to appoint statutory auditors who demonstrate professional ability and independence. The Company shall review the independence and performance of the statutory auditors and the effectiveness of the audit process periodically. A certificate shall be obtained from the statutory auditors affirming their eligibility for being appointed as the statutory auditors of the Company.

Internal Auditors

The Board of the Company shall appoint internal auditors in accordance with the provisions of Applicable Laws and regulations who shall *inter alia* perform independent and objective assessment of the internal controls, processes and procedures instituted by the management and accordingly monitor its adequacy and effectiveness.

Secretarial Auditors

The Board shall appoint an independent Company Secretary in practice, in accordance with the provisions of the Companies Act and rules made thereunder as may be applicable, to conduct a secretarial audit of the Company every financial year. The secretarial auditor shall provide its report in the form and manner prescribed under the applicable laws / regulations. The Secretarial Audit Report

shall be placed before the Board for its noting and records and the same be annexed to the Board's Report which shall be circulated to the members of the Company in accordance with the Applicable Laws. The Company shall give all assistance and facilities to the company secretary in practice, for auditing the secretarial and related records of the Company. The Board, in their report, shall explain in full, any qualification or observation or other remarks made by the company secretary in practice in their report.

Code of Conduct:

For the purpose of this Code, the "**Senior Management**" shall mean

a. All Executive Directors/ Chief Executive Officer ("**CEO**")/ CXOs
b. Company Secretary

In performing their functions, the directors, Senior Management and all the employees of the Company shall:

- Act honestly, diligently and in good faith and integrity in all their dealings with and for the Company.
- Not use any confidential information obtained by them in the course of their official duty, whether from the Company or otherwise, for personal gain, or use/ allow the use of such information for the financial benefit for any other person.
- Not engage in any business, relationship or activity, which might detrimentally conflict with the interest of the Company.
- Maintain the principle of "need to know" and also confidentiality of all material non-public information about the Company, its business and affairs.
- Not to use their status to seek or accept any personal gains or favours from those doing or seeking to do business with the Company or from other employees of the Company.
- Not accept, any gifts/ donations/ comparable benefits in cash or kind, if it is likely to lead to a business relationship with the Company, provided that non-cash gifts up to a value not exceeding INR 2000/- or items that can be reciprocated like business meals can be accepted. If refusing a gift beyond this value, would affect a relationship with the Company, the gift may be accepted and handed over to the Company, subject to the approval of the CEO/Executive Directors.
- Not share any information regarding the Company, its business and/ or affairs with media without the prior approval of the CEO/ Executive Directors.
- In performing their Board and Committee functions, the Directors/ Members shall not hold position of director/ advisor with a competitor company. In case a director/member is on the board of a company/ies engaged in a related business, the Board will specifically take note and approve of these interests.
- Inform the Chairperson of changes in their interests that may interfere with their ability to perform their duties, and in the case of "Independent directors", impact their independence as a

member of the Board.

This code embodies the belief that acting always with the Company's legitimate interest in mind and being aware of the Company's responsibility towards its stakeholders is an essential element of the company's progress towards long term excellence.

Structure of the Board of Directors:

The Board comprises a Managing Director, Non-Executive Directors, Independent Directors, and Nominee Directors representing the investors. The Board meets at least once every quarter, and more frequently if required, to deliberate on matters requiring its attention. The Company is professionally managed through a well-defined governance framework comprising the Board and its various committees.

Details of the committees:

The Company has constituted all mandatory committees as prescribed under applicable laws, along with certain non-mandatory committees to strengthen its governance practices. Each committee is properly constituted and functions in accordance with a formally adopted charter that clearly sets out its scope, responsibilities, and operating procedures. The Board holds the authority to constitute additional committees or modify the scope of existing ones as deemed necessary.

POLICIES TO BE ADOPTED BY THE COMPANY

The Company shall adopt and maintain all policies required under the Companies Act, 2013, the applicable RBI guidelines, and other governing laws and regulations. The Company has put in place all requisite policies to ensure sound governance and regulatory compliance. These policies shall be reviewed by the Board periodically and updated from time to time, as may be necessary to ensure continued alignment with legal requirements and best practices.

REVIEW:

This Policy may be reviewed by the Board as and when deemed necessary, to ensure alignment with the applicable laws and best practices in Corporate Governance.

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DOCUMENT REVISION HISTORY

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Ver.No	**Updated Date**	**Description**	**Prepared/ Changes Made by**	**Reviewed by**	**Approved by**
1.0	27-July-2022	Approved	Puneet Gupta	Sucharita Mukherjee	BOD
1.1	21-July-2023	Annual Review	Puneet Gupta	-	BOD
1.2	01-March-2024	Review	Puneet Gupta	-	BOD
1.3	13-September-2024	Annual Review	Puneet Gupta	-	BOD
2.0	15-Dec-2025	Updations	Samvad	Vipul & Sindhuja	BOD
2.1	29-Jun-2026	Annual review	Chandra D	Sindhuja A M	BOD

