



**CORPORATE GOVERNANCE POLICY**

**OF**

**MPOKKET FINANCIAL SERVICES PRIVATE LIMITED**

**Summary of Policy**

Version	Issue and Effective Date	Review periodicity	Approving Authority	Policy Owner
V1	16-09-2023	Annual	Board of Directors	Compliance Department
V2	15-12-2023	Annual	Board of Directors	Compliance Department
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Review Date	Next Review Date	Comments/ Remarks/ Changes
15-12-2023	-	Modified pursuant to introduction of RBI Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023
28-06-2024	Jun'25	Annual Review
26-06-2025	Jun'26	Annual Review

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## A. INTRODUCTION

mPokket Financial Services Private Limited (“Company”) is a RBI registered Non-Banking Finance Company categorised as NBFC-ML under RBI Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023. The Company believes that sound corporate governance practices are critical for the functioning of the Company and to create a trustworthy, transparent, moral & ethical (both internally and externally) environment. The Company ensures good governance through the implementation of effective policies and procedures, which is mandated and regularly reviewed by the Board of Directors of the Company (“Board”) or by the Committees duly constituted by the Board, as the case may be.

This Corporate Governance Policy has been formulated to frame internal guidelines on corporate governance of the Company. The Company’s Corporate Governance philosophy envisage adherence to the highest standards of transparency, accountability and equity in all areas of its operations and in interactions with all its stakeholders, including its customers, shareholders, employees, Government and others. The objective is to enhance shareholder value continuously.

The Reserve Bank of India (“RBI”) vide RBI Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (as amended from time to time) (“RBI Master Directions”) provides that that NBFC-ML should frame internal guidelines on corporate governance with the approval of the Board and publish the same on the Company’s website for the information of various stakeholders. The Company, being an NBFC-ND-ML, is covered by the RBI Master Directions and has framed the policy on Corporate Governance (‘the Policy’).

## B. DEFINITION

- a. **“Applicable Laws”** means the RBI Directions, the Companies Act, 2013 and the rules/regulations issued thereunder
- b. **“Board”** means Board of Directors of the Company.
- c. **“Committee”** means the committee duly constituted by the Board, either as per Applicable Laws or otherwise, to:
  - I. performs the functions and responsibilities as per Applicable Laws,
  - II. perform the functions and responsibilities delegated by the Board for effective management and control of business operations of the Company from time to time,
  - III. To advise and/ or make recommendations to the Board or key stakeholders.
- d. **“Senior Management”** means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

## C. INTERNAL GUIDELINES ON CORPORATE GOVERNANCE

### I. BOARD OF DIRECTORS

The Board will provide leadership and strategic guidance to the Company's management and will play a crucial role in matters relating to the formulation of various policies and its implementation and strategic issues. The Board will act honestly, in good faith, and in the best interests of the Company. The Board is responsible for establishing vision, mission and values for determining the goals of the Company from time to time, setting strategy and structure and deciding the means to support and implement them, determining monitoring criteria to be used, ensuring effect of internal controls and exercising accountability to shareholders.

**Constitution:** The composition of the Board will be governed by the Articles of Association of the Company read with the applicable provisions of the Companies Act, 2013 in conjunction with the RBI Master Directions, Scale Based Regulations and sub circulars issued there under and other applicable regulations. It shall have an optimum combination of executive, non-executive and independent directors in line with the Applicable Laws and Articles of Association of the Company, as amended from time to time. All the directors shall make the necessary annual disclosures regarding their change in concern or interest in any company or bodies corporate, firms, or other association of individuals including shareholding, directorships and Committee positions and shall intimate changes as and when they take place.

#### **Roles & Responsibilities:**

The Board is responsible for overseeing compliance with all relevant policies and procedures by which the Company operates and ensuring that the Company operates at all times in compliance with all applicable laws and regulations, adhering to the highest ethical and moral standards. The Board monitors the "Financial Performance" of the Company and shall ensure that the financial results are prepared in accordance with the Indian Accounting Standards (IndAs) Each member of the Board shall adhere to the following to support the existence of a good Corporate Governance environment:

- i. Shall attend the meetings of Board and/or Committees (as required) regularly and participate in the deliberations and discussions effectively.
- ii. Shall review the agenda papers, notes and minutes of the Board and/or Committee meetings and enquire about the status update on any matter raised in previous meetings.
- iii. Review the minutes of the proceedings of the Committees to evaluate the functioning of the respective Committees and adherence to their respective policy.
- iv. Shall review and approve key policies of the Company.
- v. Shall ensure confidentiality of the Company's agenda papers, notes and minutes.
- vi. Shall ensure that employees are given adequate autonomy within a well-defined and controlled operational framework to discharge their responsibilities and perform their duties in a disciplined manner with utmost integrity and through good conduct.

- vii. Shall review the Compliance Certificate at every quarterly Board Meeting, which provides confirmation that all the Applicable Laws have been complied with as received from the Management.
- viii. Shall monitor the effectiveness of the Company's governance practices and making changes as needed.
- ix. Monitoring and reviewing board of director's evaluation framework.

The Board after due discussion shall delegate the power to various committees which are constituted by the Board according to the respective terms of reference of each committee of the Company.

#### **Meetings of the Board:**

At least four meetings of Board shall be held in a year. The maximum time gap between any two meetings shall not be more than one hundred and twenty days or as extended by regulator under Applicable Laws from time to time. The meetings of the Board can be convened either in person or through audio-video means as permitted under Applicable Laws.

#### **Quorum:**

The quorum for the meeting of the Board shall be one-third of total strength of the Board or two directors, whichever is higher, and the participation of the directors by video conferencing or by other audio-visual means shall also be reckoned for the purpose of quorum.

The Quorum shall be present not only at the time of commencement of the Meeting but also while transacting business.

The Interested Director may participate in the meeting after disclosing his / her interest pursuant to Section 184 of Companies Act, 2013 and may also be counted towards quorum for such meeting.

#### **D. CONSTITUTION OF VARIOUS COMMITTEES:**

To have close supervision on areas/ activities that are critical from compliance or business perspective, expedite decision making, operational convenience and to ensure accountability, transparency and fairness, the Board has implemented an appropriate structure in the form of various Committees with defined terms of reference /scope and delegated requisite powers to respective Committees.

The various Committee Constituted by Board along with its roles and responsibilities and frequency of meetings are enclosed below as **Annexure A**.

#### **E. FIT AND PROPER CRITERIA:**

Pursuant to RBI Master Directions, a Board approved policy on 'Fit and Proper Criteria for Directors' ("the Policy") is approved and adopted by the Board. The Company will, on the appointment of directors and on a continuing basis, ensure that the directors adhere to the standards of fit and proper criteria as outlined in the RBI Master Directions, obtain a

declaration and undertaking from the directors seeking additional information and obtain a deed of covenant signed by the directors in the relevant format annexed to the said policy.

Further, as required under the above RBI Master Directions, the Company shall ensure to furnish to RBI a quarterly statement on change of directors, and a certificate from the Managing Director that fit and proper criteria in selection of the directors has been followed within 15 days of the close of the respective quarter. The statement submitted by the Company for the quarter ending March 31, shall be certified by the auditors.

#### **F. DISCLOSURE & TRANSPARENCY:**

The Company will make disclosures as required under the Companies Act, 2013 and the Rules framed thereunder, the RBI Master Directions, Scale based regulations read with Disclosures in Financial Statements- Notes to Accounts of NBFCs and other such laws that may be applicable to the Company from time to time.

The Board will ensure that all disclosures statutorily required to be made on behalf of the Company are duly made to the relevant authorities or such other persons as may be required under applicable laws or regulations.

The Company shall put up to the Board or sub-committees of the Board on a half yearly basis the following:

- I. The progress made in putting in place a progressive risk management system and adherence to risk management policy and strategy followed by the Company.
- 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.

In addition to the disclosures required to be made as per the Applicable Laws, the following disclosures shall be made in the Annual Financial Statements of the Company:

- i. Registration/license/authorisation 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.
- v. Asset liability profile, extent of financing of parent company products, non-performing assets and movement of non-performing assets, details of all off-balance sheet exposures, structured products issued by them as also securitisation/assignment transactions, basis of accounting, transactions involving foreign exchange, investments – classification, valuation, advances and provisions, fixed assets and depreciation, revenue recognition, employee benefits, provision for taxation, net profit, capital, derivatives, risk exposure in derivatives, details of assignment transactions, related party transactions, remuneration of directors, management, net profit/loss, customer complaints and other disclosures, if any, as specified in the RBI Master Directions.



#### G. ROTATION OF PARTNERS OF STATUTORY AUDITORS AUDIT FIRM

The Company shall appoint Statutory Auditors to conduct the statutory audit of the financial statements as per the Applicable Laws. The Company shall adopt policy on appointment of Statutory Auditors to provide sufficient framework for the appointment of Statutory Auditors of the Company by prescribing the parameters and brief procedure to be followed by the Company for the appointment of Statutory Auditor confirming to all relevant applicable statutory/regulatory requirements.

The Company shall appoint Statutory Auditor for maximum period of three (3) continuous years upon Statutory Auditor satisfying the eligibility norms every year. The Audit Firm would not be eligible for reappointment in the same entity for six years after completion of full or part of one term of the audit tenure. The Company will incorporate appropriate terms in the letter of appointment of the firm of auditors and ensure its compliance.

The appointment of the Statutory Auditors shall be approved by the members in the Annual General Meeting of the Company on the basis of the recommendations of the Board and Audit Committee.

The Company may remove Statutory Auditor before completion of three (3) years. The concerned office of RBI shall be informed about such termination along with reasons for the same, within a month of such a decision being taken.

RBI Master Directions provides that the Company shall rotate the partner/s of the Audit Firm conducting the audit, every three years so that same partner shall not conduct audit of the Company continuously for more than a period of three years. However, pursuant to Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) issued by RBI, the rotation of partner may not be required if the tenure of Statutory Auditor is fixed for 3 years only.

#### H. REVIEW OF THE POLICY

The Policy shall be amended or modified with approval of the Board. The Policy shall be reviewed by the Board on an annual basis. Consequent upon any amendments in Applicable Laws or any change in the position of the Company, necessary changes in this Policy shall be incorporated and approved by the Board.

Notwithstanding anything contained in this Policy, in case of any contradiction of the provision of this Policy with any existing legislations, rules, regulations, laws or modification thereof or enactment of a new applicable law, the provisions under such law, legislation, rules, regulation or enactment shall prevail over this Policy.



## Annexure A

### A. STATUTORY/REGULATORY COMMITTEES

Name of the Committees	Responsibilities	Members and Quorum of the Committees	Periodicity of the Meetings
<b>Audit Committee</b>	The functions of the Committee shall be in accordance to terms of reference approved by Board	In accordance to Terms of Reference approved by Board	In accordance to Terms of Reference approved by Board
<b>Nomination and Remuneration Committee</b>	The functions of the Committee shall be in accordance to terms of reference approved by Board	In accordance to Terms of Reference approved by Board	In accordance to Terms of Reference approved by Board
<b>Asset Liability Committee (ALCO)</b>	The functions of the Committee shall be in accordance to terms of reference approved by Board	In accordance to Terms of Reference approved by Board	In accordance to Terms of Reference approved by Board
<b>Risk Management Committee (RMC)</b>	<ul style="list-style-type: none"> <li>The functions of the Committee shall be in accordance to terms of reference approved by Board</li> </ul>	In accordance to Terms of Reference approved by Board	In accordance to Terms of Reference approved by Board
<b>IT Strategy Committee</b>	The functions of the Committee shall be in accordance to terms of reference approved by Board	In accordance to Terms of Reference approved by Board	In accordance to Terms of Reference approved by Board
<b>IT Steering Committee</b>	The functions of the Committee shall be in accordance to terms of reference approved by Board	In accordance to Terms of Reference approved by Board	In accordance to Terms of Reference approved by Board

<b>Customer Experience and Grievance Redressal Committee</b>	The functions of the Committee shall be in accordance to terms of reference approved by Board	In accordance to Terms of Reference approved by Board	In accordance to Terms of Reference approved by Board
<b>Corporate Social Responsibility (CSR) Committee</b>	The functions of the Committee shall be in accordance to terms of reference approved by Board	In accordance to Terms of Reference approved by Board	In accordance to Terms of Reference approved by Board
<b>Internal Compliant Committee (ICC)</b>	The functions of the Committee shall be in accordance to terms of reference approved by Board	In accordance to Terms of Reference approved by Board	In accordance to Terms of Reference approved by Board
<b>Special Committee for Monitoring and Follow up of cases of fraud</b>	The functions of the Committee shall be in accordance to terms of reference approved by Board	In accordance to Terms of Reference approved by Board	In accordance to Terms of Reference approved by Board
<b>Information Security Committee</b>	The functions of the Committee shall be in accordance to terms of reference approved by Board	In accordance to Terms of Reference approved by Board	In accordance to Terms of Reference approved by Board

**B. Non-Statutory Committees:**

<b>Name of the Committees</b>	<b>Responsibilities</b>	<b>Members and Quorum of the Committees</b>	<b>Periodicity of the Meetings</b>
<b>Loan, Investment and Borrowing Committee (LIBC)</b>	The functions of the Committee shall be in accordance to terms of reference approved by Board	In accordance to Terms of Reference approved by Board	In accordance to Terms of Reference approved by Board
<b>Finance Committee</b>	The functions of the Committee shall be in accordance to terms of reference approved by Board	In accordance to Terms of Reference approved by Board	In accordance to Terms of Reference approved by Board
<b>Product Committee</b>	The functions of the Committee shall be in accordance to terms of reference approved by Board	In accordance to Terms of Reference approved by Board	In accordance to Terms of Reference approved by Board