

Rainbow Investments Limited

Corporate Governance Policy

This Policy establishes the basic views, framework and operational policy regarding corporate governance of the Rainbow Investments Limited (hereinafter “the Company”).

1. Basic Views on Corporate Governance

The Company management philosophy sets out that the Company will at all times carefully consider the interests of its stakeholders when making decisions that shape our business. We will strive to contribute to the security and risk free environment of our customers and society as a whole by providing Investment and financial services of the highest quality possible. At the core of management strategy lies Growth in a healthy way which is to address various Credit and Investment risk challenges from a medium- to long-term perspective based on the management philosophy and realize a society where everyone can enjoy a prosperous life in one's own way. Company, as the holding company of many Group companies, considers continuous improvement of transparency and fairness across all segments. The Board of Directors has accordingly established this policy to clarify basic principles regarding the overall vision for the governance structure and the development of governance framework. We continue to make efforts to enhance corporate governance in pursuit of the best corporate governance.

2. Experience of the Board

At least one of the directors of the Company shall have relevant experience of having worked in a bank or an NBFC.

3. Overall Governance Structure

The Board of Directors of your Company has an optimum combination of Non- Executive Directors and Independent Directors in compliance with the requirements of the Companies Act, 2013.

Company's Board consist of 6 Directors of which 4 Directors are Non-Executive and 2 Independent Directors. Your Company believes that the Independent Directors bring with them the rich experience, knowledge and practices followed in other companies resulting in imbibing the best practices followed in the industry.

The Company has also established 12 (twelve) Core committees:

1. Nomination and Remuneration Committee
2. Audit Committee
3. Investment Committee
4. Asset and Liability Management Committee
5. Risk Management Committee
6. IT Strategy Committee
7. Corporate Social Responsibility Committee
8. IT Steering Committee
9. Special Committee
10. Identification Committee
11. Review Committee
12. Information Security Committee

Pursuant to the guidelines on Fair Practices Code issued by Reserve Bank of India, the Company has adopted a policy on Fair Practices Code. A regular review on the implementation of the same is conducted by Board of Directors.

Pursuant to the guidelines on Compliance function and role of Chief Compliance Officer, the Company has appointed Chief Compliance Officer and have formulated a Board approved Compliance Policy.

Company has established a governance structure that works to improve transparency and fairness. The Board of Directors sets the basic policies for day today management and for internal control which forms the foundation of integrated management, appoints Executive Officers and Senior persons, , .The Board of Directors also delegates executive decisions to Key Managerial Personnel in principle, as far as the laws permit, to further strengthen the supervisory function of the Board of Directors and accelerate business execution.

The Board shall periodically review the terms of reference, composition roles and responsibilities of its Committee to bring in line with any change in regulatory requirements. The Company ensures transparency in the appointment of Directors, Key Managerial Personnel, and Senior persons, annual review of their performance, and remuneration to Executive Directors, Key Managerial Personnel in accordance with Remuneration Policy of the Company.

On the structure for business execution, Key Managerial Personnel and other Executive Officers as authorised by the Board shall make executive decisions and perform duties on the matters delegated from the Board of Directors under the overall supervision of the Board of Directors.

4. Change in Directors and/or Management:

The Company shall obtain prior written permission of RBI for any change in the management of the Company, which would result in change in more than 30 percent of the directors, excluding independent directors. *Provided that*, prior approval would not be required in case of directors who get re-elected on retirement by rotation.

The Company shall submit an application for change in management as indicated in paragraph 10 of these Directions, on the company's letter head, for obtaining prior approval of RBI. Applications in this regard shall be submitted to RBI through PRAVAAH portal (<https://pravaah.rbi.org.in>) along with the documents.

5. Key Managerial Personnel:

Except for directorship in a subsidiary, Key Managerial Personnel (KMP) of the Company shall not hold any office (including directorships) in any other NBFC-ML or NBFC-UL.

6. Independent Director:

Within the permissible limits in terms of Companies Act, 2013, an independent director shall not be on the Board of more than three NBFCs (NBFCs-ML or NBFCs-UL) at the same time. This restriction shall not apply in respect of directorships held in NBFCs-BL, subject to compliance with the applicable provisions of the Companies Act, 2013.

The Board of an NBFC shall ensure that there is no conflict arising out of its independent director/s being on the Board of another NBFC at the same time.

7. Review:

The Company shall review this Policy in every financial year based on its own experience, business need and RBI guidelines in this regard.