CORPORATE GOVERNANCE POLICY
Supergrowth Investments Private Limited

1. Introduction and Objective

This Corporate Governance Policy ("**Policy**") sets out the framework, principles and practices of corporate governance adopted by Supergrowth Investments Private Limited ("**Company**"). The Company is a private limited company and is not presently subject to the corporate governance requirements applicable to listed entities. The Board of Directors of the Company ("**Board**") has nonetheless voluntarily adopted this Policy to institutionalise sound governance practices proportionate to the Company's size, nature of operations and stage of growth, and to position the Company for future fund-raising, scale-up and any enhanced regulatory obligations that may become applicable.

The objectives of this Policy are to:

(a) define the role, composition and functioning of the Board and its committees;
(b) promote accountability, transparency, integrity and fairness in the Company's dealings with all stakeholders;
(c) ensure compliance with Applicable Law and with the Company's internal codes and policies;
(d) establish sound risk management, internal control and compliance frameworks; and
(e) safeguard the interests of the Company, its shareholders, employees, patients and customers, and other stakeholders.

2. Definitions

In this Policy, unless the context otherwise requires, the following expressions shall have the meanings set out below:

(a) **"Act"** means the Companies Act, 2013 and the rules made thereunder, in each case as amended from time to time;
(b) **"Applicable Law"** means any statute, law, regulation, ordinance, rule, judgement, order, decree, bye-law, notification, direction, guideline or policy of any Governmental Authority having jurisdiction over the matter in question, whether in effect as of the date of this Policy or thereafter;
(c) **"Board"** or **"Board of Directors"** means the board of directors of the Company;
(d) **"Committee"** means any committee constituted by the Board under this Policy or under Applicable Law;
(e) **"Director"** means a director on the Board;
(f) **"Governmental Authority"** means any government, statutory, regulatory, judicial or quasi-judicial authority, tribunal, board or agency having jurisdiction over the Company;
(g) **"Key Managerial Personnel"** or **"KMP"** has the meaning given to it under Section 2(51) of the Act;
(h) **"Policy"** means this Corporate Governance Policy, as amended from time to time;

(i) **"Senior Management"** means officers and personnel of the Company who are members of its core management team, being one level below the KMP, and includes the functional heads of the Company; and

(j) **"Shareholders"** means the holders of the equity shares of the Company from time to time.

3. Governance Philosophy

The Company's approach to corporate governance is founded on the following principles:

(a) **Integrity and ethics:** conducting business honestly and in compliance with the law, and maintaining the highest standards of ethical conduct.

(b) **Accountability:** clear allocation of roles and responsibilities among the Board, its Committees, the KMP and Senior Management, with appropriate oversight.

(c) **Transparency:** timely, accurate and adequate disclosure of material information to those entitled to receive it.

(d) **Fairness:** equitable treatment of all Shareholders and balanced regard for the interests of all stakeholders.

(e) **Responsibility and sustainability:** responsible stewardship of the Company's resources, sound risk management, and regard for the safety and privacy of patients and customers given the Company's healthcare operations.

4. Applicability

This Policy applies to the Directors, KMP and Senior Management of the Company, and, to the extent relevant, to all employees of the Company. This Policy is to be read together with the Company's Memorandum and Articles of Association, its Code of Conduct and its other internal policies. In the event of any conflict between this Policy and Applicable Law or the Company's Articles of Association, Applicable Law and the Articles of Association shall prevail.

5. Board of Directors

(a) **Composition:** The Board shall consist of such number of Directors as may be determined in accordance with Section 149 of the Act and the Company's Articles of Association, subject to a minimum of two (2) Directors and the maximum permitted under the Act. The Board shall comprise an appropriate mix of executive and non-executive Directors. At least one Director shall have relevant experience of having worked in a bank or a non-banking financial company, in accordance with the Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025.

(b) **Chairperson:** The Board shall appoint a Chairperson from among its members to preside over Board meetings and general meetings, and to provide leadership to the Board.

(c) **Role and responsibilities:** The Board is responsible for the overall direction, supervision and control of the Company. Its principal responsibilities include reviewing and approving the Company's strategy, business plans and annual budgets; overseeing financial performance, reporting and internal controls; overseeing risk management and compliance; approving



material transactions and capital raising; appointing, evaluating and, where necessary, removing the KMP; and overseeing succession planning.

(d) **Duties of Directors:** Every Director shall discharge the duties of a director in accordance with Section 166 of the Act, including acting in good faith to promote the objects of the Company for the benefit of its members as a whole, exercising independent judgement and due care, skill and diligence, and avoiding situations of conflict of interest and any undue gain or advantage.

(e) **Appointment and tenure:** The appointment, re-appointment, retirement and removal of Directors shall be in accordance with the Act and the Company's Articles of Association.

(f) **Board meetings and quorum:** The Board shall meet at least four (4) times in each financial year, with not more than one hundred and twenty (120) days elapsing between two consecutive Board meetings, in accordance with Section 173 of the Act. The quorum for a Board meeting shall be as prescribed under Section 174 of the Act, being one-third of the total strength or two Directors, whichever is higher. Directors may participate in Board meetings in person or through video-conferencing or other audio-visual means as permitted under the Act. Proper notice, agenda and minutes of meetings shall be maintained.

(g) **Board evaluation:** The Board may, as a matter of good practice, periodically review its own performance and that of its Committees and individual Directors.

6. **Committees of the Board**

As a private limited company, the Company is not presently required under Sections 177 and 178 of the Act to constitute an audit committee or a nomination and remuneration committee, unless it crosses the thresholds prescribed thereunder. As a matter of good governance, the Board may voluntarily constitute the following Committees and delegate specified functions to them, with the composition, terms of reference and reporting obligations to be set out in the respective charters approved by the Board:

(a) **Audit Committee:** to oversee the financial reporting process, internal financial controls, statutory and internal audit, and related-party transactions.

(b) **Nomination and Remuneration Committee:** to recommend the appointment and remuneration of Directors, KMP and Senior Management, and to oversee performance evaluation.

(c) **Risk Management Committee:** to oversee the Company's risk management framework, including operational, financial, technology, data-security and compliance risks, and to discharge such functions as may be prescribed under Applicable Law and applicable RBI requirements.

The Board shall determine the composition of each Committee.

7. **Key Managerial Personnel and Senior Management**

(a) The Board shall appoint such KMP as are required under the Act (including under Section 203, where applicable) and as it considers necessary for the effective management of the



Company. The Company shall appoint a whole-time company secretary if and when required under the Act (currently, where its paid-up share capital is ₹10 crore or more).

(b) The Managing Director / Chief Executive Officer is responsible for the day-to-day management of the Company within the framework and delegated authority set by the Board.

(c) The Chief Financial Officer is responsible for the Company's financial management, reporting and controls.

(d) The Company Secretary, where appointed, is responsible for advising the Board on governance matters and ensuring compliance with applicable procedural requirements.

(e) The Board shall establish a clear framework for delegation of authority to the KMP and Senior Management.

8. **Code of Conduct and Ethics**

The Directors, KMP, Senior Management and employees of the Company shall abide by the Company's Code of Conduct. The Company is committed to conducting its business with honesty and integrity, and prohibits bribery, corruption and any improper inducement in dealings with public officials, healthcare professionals, business partners and other third parties.

9. **Conflict of Interest and Related-Party Transactions**

(a) Every Director shall disclose his or her concern or interest in any company, body corporate, firm or other association of individuals in accordance with Section 184 of the Act, and shall not participate in any discussion or decision in which he or she is interested.

(b) All related-party transactions shall be entered into in accordance with Section 188 of the Act and the Company's Articles of Association, and shall be approved and recorded as required thereunder. The Company shall maintain the registers and records required under the Act, including the register of contracts or arrangements in which Directors are interested maintained under Section 189 of the Act.

10. **Risk Management and Internal Controls**

The Board is responsible for overseeing the Company's risk management framework and for ensuring that adequate internal financial controls are in place and operating effectively, consistent with Section 134(5) of the Act. Given the nature of the Company's healthcare and health-technology operations, the framework shall address, in particular, patient and consumer safety, information-technology and cyber-security risk, the security and confidentiality of health and other sensitive personal data, business-continuity, and regulatory-compliance risk. The Board shall periodically review the adequacy and effectiveness of these controls.

11. **Compliance Framework**

The Company shall maintain a framework to ensure compliance with all Applicable Law, including the Act, applicable tax and labour laws, the Digital Personal Data Protection Act, 2023 and the Digital Personal Data Protection Rules, 2025 (in respect of personal data, including health data), to the



extent applicable to the Company's activities. The Board shall periodically review the status of compliance.

12. **Data Protection and Confidentiality**

Recognising that the Company handles sensitive personal data, including health-related data, the Board shall oversee the Company's data-governance practices. The Company shall collect, process, store and transfer personal data in accordance with Applicable Law and its Privacy Policy, and shall implement reasonable security safeguards to protect such data. Directors, KMP, Senior Management and employees shall maintain the confidentiality of the Company's confidential information and of the personal data of patients, customers and employees.

13. **Vigil Mechanism / Whistle-Blower**

While a vigil mechanism under Section 177(9) of the Act is mandatory only for certain classes of companies, the Board may voluntarily adopt a whistle-blower / vigil mechanism to enable Directors and employees to report genuine concerns regarding unethical behaviour, fraud, or violation of the Company's codes and policies, with adequate safeguards against victimisation of the person making the disclosure.

14. **Disclosure and Transparency**

The Company shall prepare and maintain its financial statements and board's report in accordance with the Act, make all statutory filings within the prescribed timelines, and maintain the statutory registers and records required under the Act. The Company shall provide Shareholders with the information and access to which they are entitled under the Act and the Articles of Association, and shall conduct general meetings in accordance with Applicable Law.

15. **Stakeholder Engagement**

The Company shall endeavour to engage constructively with its stakeholders, including its Shareholders and investors, employees, patients and customers, business partners, and Governmental Authorities, and to have due regard to their legitimate interests in its decision-making.

16. **Review and Amendment**

The Board shall review this Policy periodically, and at least once annually, and may amend, modify or replace it at any time, subject to Applicable Law. Any provision of this Policy that becomes inconsistent with Applicable Law shall, to the extent of such inconsistency, be deemed modified to conform to Applicable Law, and the remaining provisions shall continue in effect.

17. **Adoption and Effective Date**

This Policy was approved and adopted by the Board of Directors of the Company, and is effective since 2000. The latest review of this Policy was carried out on 30 April 2026.

