



Midland Microfin Limited

(Formerly, Sajan Hire Purchase Limited)

The purpose of this Policy is to set out a framework that can be used by the Company in determining whether a Director is fit and proper to hold a key position within the organization.

Policy on Fit and Proper Criteria for Directors

This document is confidential in nature and supersedes all the policy/guidelines on Fit and Proper Criteria for Director existing in the Company, and should be read in conjunction with the most recent policies and procedures documented.

Base Document	:	Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 (“and Companies Act, 2013
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Governing Guideline/ Policy	:	Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 updated as on 17 February 2020 (“RBI Directions”)
Legal aspects checked by	:	M/s DSB Law Group

POLICY ON FIT AND PROPER CRITERIA FOR DIRECTORS
MIDLAND MICROFIN LIMITED

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Purpose

Midland Microfin Limited (Formerly Sajan Hire Purchase Limited) (hereinafter referred to as ‘the Company/Midland’) has evolved considerably in terms of its size, operations, technological sophistication, and entered newer areas of financial services and products.

Midland expects all its Directors to be competent, honest, to have integrity and relevant expertise. This provides Midland with the assurance that the directors are willing and able to fulfil their obligations under any written law. This also underpins our requirements that the Directors perform the activities regulated under the applicable law efficiently, honestly, fairly and act in the best interests of the Company.

The Policy on Fit and Proper Criteria for Directors (‘Policy’) provides general guidance and is not intended to be comprehensive nor replaces or overrides any guidelines on fit and proper. This should be read in conjunction with the provisions of the applicable law, as well as written directions, notices, codes, and other guidelines that Midland may issue from time to time pursuant to the applicable law.

Applicability

This Policy shall be applicable to all the directors of the Company. The term ‘Director’ in this Policy shall have the same meaning as it has been defined in Section 2(34) of the Companies Act, 2013 which states that ‘director’ means a director appointed to the Board of Directors (‘Board’) of a company. The Company shall evaluate “fit and proper” criteria for the Directors of the Company at the time of appointment and on a continuing basis.

‘Fit and Proper’

In accordance with governing guideline a Director is considered to be ‘fit and proper’ if the person essentially is qualified, competent, has integrity, is honest, reputable, reliable and discharges and/ or is likely to discharge his/ her responsibilities diligently and fulfils the criteria set under this Policy.

Responsibility for execution of the Policy

The Nomination and Remuneration Committee (NRC) of the Company will be responsible for execution of this Policy as per its charter approved by the Board. The NRC should ensure:

- 1.1.1 To establish a fit and proper criteria policy, taking into account the fit and proper criteria stated in governing law;
- 1.1.2 To have documented the process used to assess whether a person is fit and proper and reasons for any decisions made;

- 1.1.3 To identify candidates for appointment to the Board;
- 1.1.4 That the candidates who are being considered for appointment/ continuing to hold the position of Director meets the fit and proper test before appointments are being made;
- 1.1.5 To undertake proper due diligence at the time of appointment/ re-appointment of Directors including reviewing the declarations made by them. This will enable to ascertain suitability for the position of directorship by way of qualifications, technical expertise, track record, integrity, etc.

Who is a 'Fit and Proper' Person?

For the purposes of this Policy, a Director will be deemed to be a 'Fit & Proper' person if they satisfy the following criteria:

- Provide the necessary information and declaration as given in the RBI Directions.
- Sign and submit to the Company the 'Declaration and Undertaking' giving additional information set out in the RBI Directions ('Declaration') and there is no credible information which contradicts the facts asserted in the Declaration. The Director shall also provide annually as on the 1st day of the start of every financial year a simple declaration that the information already provided has not undergone any change and where there is any change, requisite details are furnished by them forthwith to the Company in accordance with the RBI Directions.
- Continue to satisfy the requirements, as well as the spirit and intent, of this Policy.
- Newly nominated/ elected Directors shall execute the deeds of covenants as per the format given in the RBI Directions.

If a person who has been proposed to be appointed as Director of the Company cannot or does not sign the Declaration, then he shall not be deemed to be a 'Fit and Proper' person.

Disqualification

- 1.2 The proposed person for the position of a Director of the Company shall not suffer any of the following disqualifications: -
 - 1.2.1 Proposed director is of unsound mind and stands so declared by a competent court;
 - 1.2.2 Proposed director is an undischarged insolvent;
 - 1.2.3 Proposed director has applied to be adjudicated as an insolvent and his application is pending;

1.2.4 Proposed director has been convicted or found guilty by a court of any offence of a disciplinary or criminal nature, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence:

Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;

1.2.5 An order disqualifying him for appointment as a director has been passed by a court or Tribunal and the order is in force;

1.2.6 Proposed director has not paid any calls in respect of any shares of the company held by him, whether alone or jointly with others, and six months have elapsed from the last day fixed for the payment of the call;

1.2.7 Proposed director has been convicted of the offence dealing with related party transactions under section 188 of the Companies Act, 2013 at any time during the last preceding five years;

1.2.8 Proposed director has not been allotted a Director Identification Number (DIN);

1.2.9 Proposed director has not complied with the provisions of sub-section (1) of Section 165 of the Companies Act, 2013;

1.2.10 Proposed director is in any manner associated with any unincorporated body that is accepting deposits;

1.2.11 Proposed director has been subject to any adverse findings or any settlement in civil proceedings, particularly in connection with banking or other financial business, misconduct, or fraud;

1.2.12 Proposed director has controlling interest or exercises significant influence, has been investigated and disciplined or suspended by a regulatory or professional body, a court or tribunal, whether publicly or privately;

1.2.13 Proposed director has been a director, partner, or otherwise involved in the management of a business that has gone into receivership, insolvency, or compulsory liquidation while the proposed director was connected with that organization or within a reasonably short period (e.g. one year) after the proposed director's departure from the institution;

- 1.2.14 Proposed director has been dismissed, asked to resign or resigned from directorship or similar position because of questions about honesty and integrity;
- 1.2.15 Proposed director has ever been disqualified from acting as a director or serving in a managerial capacity because of wrongdoing;
- 1.2.16 Proposed director has not been fair, truthful and forthcoming in dealings with customers, superiors, auditors and regulatory authorities within the past ten years and has been the subject of any justified complaint relating to regulated activities; or
- 1.2.17 No person shall be eligible to be re-appointed as a Director of the company for a period of five years from the date on which the company in which he is/was a Director, has failed to file financial statements or annual returns for any continuous period of three financial years; or failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more.

Responsibilities

This section describes the allocation of responsibility for implementation of this Policy.
Occupant of a position of responsibility as Director:

A person who occupies, or has proposed to occupy, a position of responsibility as a Director must:

- adhere to the principles and values contained in this Policy;
- discharge their responsibilities with competence and integrity. Midland has a Code of Conduct for the organisation as a whole which outlines the minimum standard of behavior it expects;
- successfully undertake assessment as a 'Fit and Proper' person before appointment to the position of Director; and
- complete and execute a 'Fit and Proper' Person declaration in accordance with this Policy.

The NRC will ensure that the Company has Board approved Remuneration Policy and the person proposed to be appointed as Director shall be guided by the said Remuneration Policy. In addition to this NRC shall also ensure:-

- 'Fit and Proper Person' assessments and the process of due diligence along with scrutiny of the information, declarations and undertakings are conducted at the time of appointment of the Directors and on continuing basis;
- From time-to-time revise and recommend to the Board "Criteria for Director's Appointment", in line with applicable law;

- Annual reviews of declaration from each Directors;
- Undertake any action/ step required to be taken to comply with the requirements prescribed under the applicable RBI regulations or any amendments thereof in this regard

Further, the NRC shall, based on the information provided by the proposed director, in the signed Declaration, decide on the acceptance or otherwise of the Directors.

In addition, the Company shall furnish to the Reserve Bank of India (RBI) within 15 days of the close of the respective quarter, 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. The statement submitted by applicable NBFC for the quarter ending March 31, shall be certified by the auditors of the Company.

Review of the Policy

The NRC and/or Board will oversee the implementation of this Policy and review its functioning periodically.