
	<b>Subject:</b> <b>Fit and Proper Criteria  for Directors Policy</b>	<b>Original Issue Date:</b> <b>27<sup>th</sup> February 2015</b>	<b>Effective Date:</b> <b>31<sup>st</sup> March 2016</b>
		<b>Current Review Date:</b> <b>3<sup>rd</sup> October, 2016</b> <b>19<sup>th</sup> May, 2016</b>	<b>Policy No.</b> <b>v1 of 2016</b>

**Clix Capital Services Private Limited**  
**(Formerly known as GE Money Financial Services Private Limited)**

**Fit and Proper Criteria for Directors Policy**

Issued by: Legal  
 Issue Date: 27<sup>th</sup> February, 2015  
 Effective Date: 31<sup>st</sup> March, 2016

Current Review Date: 3<sup>rd</sup> October, 2016

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#### **BACKGROUND:**

The Reserve Bank of India ('RBI') vide its Circular RBI/2014-15/299 DNBR (PD) CC.No. 002/03.10.001/2014-15 dated 10<sup>th</sup> November 2014 and Master Circular –Non-Banking Financial Companies –Corporate Governance Directions, 2015 dated 1<sup>st</sup> July, 2015 requires NBFCs to adopt Policy on Fit & Proper Criteria for Directors in view of having increasing integration of NBFCs in the financial sector and their growing systemic significance. Thus, it becomes important that the Directors who are responsible for steering the affairs of the companies are fit and proper, besides having the necessary qualifications.

#### **APPLICABILITY:**

This Policy on Fit and Proper Criteria for Directors (the "Policy") applies to the individuals to be considered for the position of director on the Board of Clix Capital Services Private Limited (the "Company") and the continuing directors of the Company.

#### **PURPOSE/ OBJECTIVE:**

The Objective and purpose of this policy is:


- To lay down fit & proper criteria and lay down the process of due diligence to determine the suitability of the person for the appointment / continuing to hold the position as a Director on the Board of the Company;
- To frame fit and proper standards and measures for Directors and lay down the internal procedures for the implementation of the said standards and measures in order to comply with above said RBI Circular.
- To ensure that each director to be appointed or already appointed understands, the fit and proper criteria policy and their obligation to continue to meet the fit and proper requirements on an on-going basis.

#### **REQUIREMENTS OF THE POLICY:**

##### **1. NOMINATION COMMITTEE:**

The Nomination Committee of the Company was formed vide board meeting dated 29<sup>th</sup> June, 2007 whereby the following charter was adopted:

- I. Recommend to the Board for approval, oversee the implementation and effectiveness of, recommend modifications as appropriate to, and to review Company disclosures concerning the Company's policies and procedures for identifying and reviewing candidates or nominees for directors, including (i) the qualifications or criteria for Board nomination to shareholder for election as a director; and (ii) the consideration of candidates recommended by shareholders;

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- II. Identify, screen and review individuals qualified to serve as directors, consistent with qualifications or criteria approved by the Board and recommend to the Board candidates for; (i) nomination for election or re-election by the shareholders; and (ii) any Board vacancies that are to be filed by the Board;
- III. Review annually with the Board the Composition of the Board as a whole, including, whether the Board reflects the appropriate balance of independence, sound judgement, business specialization, technical skills, diversity and other desired qualities;
- IV. Review periodically the size of the Board and recommend to the Board any appropriate changes;
- V. Consider corporate governance issues that arise from time to time, and develop appropriate changes;
- VI. Review and reassess the adequacy of this charter annually, and recommend to the Board amendments as the Committee deems appropriate; and
- VII. Report regularly to the Board on Committee findings, recommendation and any other matters the Committee deems appropriate or the Board requests.

Pursuant to the provisions of the said RBI Circular, the Charter of the Nomination and Remuneration Committee be amended to include the following roles & activities:

- a) The Committee shall formulate the Policy and recommend the same to the Board for their approval.
- b) The Committee shall be accountable for conducting assessment/ due diligence on the fitness and propriety of Directors and for confirming that directors fulfil fit and proper criteria requirements.
- c) The Fit and Proper assessments / due diligence on each director to be conducted both prior to initial appointment/ renewal of appointment.
- d) Undertake the process of due diligence to determine the suitability of the candidate for the appointment/ continuing to hold appointment as a director on the Board.
- e) To scrutinize annually and/ ad-hoc declarations submitted by the candidates/ Directors.
- f) To scrutinize the signed deed of Covenants submitted by the Candidates.
- g) To scrutinize the quarterly statement filed with RBI on the change of Directors certified by the auditors and a certificate from the Whole-time Director that fit & proper criteria in selection of Director's have been followed.

The detailed Charter of the committee as amended is attached herewith and marked as **Annexure-1**.

## **2. FIT & PROPER CRITERIA AND ITS DUE DILIGENCE MECHANISM**

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- a) The Committee shall consider the following factors to nominate a potential candidate for appointment/ re-appointment as a director on the Board:
- Educational Qualification
  - Experience and field of Technical Expertise
  - Age Limit (Independent/Non-executive nominated to Board should be between 35 to 70 years of age).
  - Relevant Back ground and Integrity
  - Potential conflicts of Interest and Independence
  - Relevant records of professional Achievements
  - Legal Proceedings. If any, against the Candidate/ Director
  - Terms and Qualifications prescribed under other RBI Directives, Companies Act 2013 or any other Statue as may be applicable.
  - Signed Deeds and/ Declarations submitted by the Candidate/ Director.

The Company shall, at the time of appointment/re-appointment, obtain from the director the duly filled declaration to enable Committee to determine the 'Fit and Proper Criteria'. The Format of declaration is enclosed herewith and marked as **Annexure-2**.

The Committee shall ensure that the directors shall execute a deed of Covenant. The format of deed of Covenant is enclosed herewith and marked as **Annexure-3**.


- b) The Committee shall determine the suitability of appointment of a person to the Board of Directors of the Company by ascertaining the 'Fit and Proper Criteria' of the candidate/ director.

The Company shall also obtain annually a declaration from the directors that information already provided has not undergone change and where there is any change, requisite details are furnished by them henceforth.

- c) Removal: The Committee may recommend to the Board with reasons recorded in writing, removal of a director, subject to the provisions and compliance of the Act, rules and regulations due to any reasons of non-compliance of any Fit & Proper Criteria or any other disqualification prescribed in Companies Act 2013 read with rules made thereof.

**REVIEW:**


The Committee shall, as and when required, assess the adequacy of this Policy and make any necessary amendments to ensure it remains consistent with the Board's objectives, current law and best practices.

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**ANNEXURE - I**

**CHARTER OF THE NOMINATION COMMITTEE:**

1. Recommend to the Board for approval, oversee the implementation and effectiveness of, recommend modifications as appropriate to, and to review Company disclosures concerning the Company's policies and procedures for identifying and reviewing candidates or nominees for directors, including (i) the qualifications or criteria for Board nomination to shareholder for election as a director; and (ii) the consideration of candidates recommended by shareholders;
2. Identify, screen and review individuals qualified to serve as directors, consistent with qualifications or criteria approved by the Board and recommend to the Board candidates for; (i) nomination for election or re-election by the shareholders; and (ii) any Board vacancies that are to be filled by the Board;
3. Review annually with the Board the Composition of the Board as a whole, including, whether the Board reflects the appropriate balance of independence, sound judgement, business specialization, technical skills, diversity and other desired qualities;
4. Review periodically the size of the Board and recommend to the Board any appropriate changes;
5. Consider corporate governance issues that arise from time to time, and develop appropriate changes;
6. Review and reassess the adequacy of this charter annually, and recommend to the Board amendments as the Committee deems appropriate; and
7. Report regularly to the Board on Committee findings, recommendation and any other matters the Committee deems appropriate or the Board requests.
8. The Committee shall formulate the Policy and recommend the same to the Board for their approval.
9. The Committee shall be accountable for conducting assessment/ due diligence on the fitness and propriety of Directors and for confirming that directors fulfil fit and proper criteria requirements.
10. The Fit and Proper assessments / due diligence on each director to be conducted both prior to initial appointment/ renewal of appointment.
11. Undertake the process of due diligence to determine the suitability of the candidate for the appointment/ continuing to hold appointment as a director on the Board.
12. To scrutinize annually and/ ad-hoc declarations submitted by the candidates/ Directors.
13. To scrutinize the signed deed of Covenants submitted by the Candidates.
14. To scrutinize the quarterly statement filed with RBI on the change of Directors certified by the auditors and a certificate from the Whole-time Director that fit & proper criteria in selection of Director's have been followed.

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**ANNEXURE - II**


**FORMAT OF DECLARATION:**

Annex-2

Name of NBFC: \_\_\_\_\_

**Declaration and Undertaking by Director (with enclosures as appropriate) as on .....**

<b>I</b>	<b>Personal details of Director:</b>	
	a) Full Name	.....
	b) Date of Birth	.....
	c) Educational Qualifications	.....
	d) Relevant Background and Experience	.....
	f) Permanent Address	.....
	h) Present Address	.....
	j) E-mail Address / Telephone Number	.....
	k) Permanent Account Number under the Income Tax Act and name and address of Income Tax Circle	..... ..... .....
	m) Relevant knowledge and experience	..... .....
	o) Any other information relevant to Directorship of the NBFC	.....
<b>II</b>	<b>Relevant Relationships of director:</b>	
	a) List of Relatives if any who are connected with the NBFC (Refer Section 6 and Schedule 1A of the Companies Act, 1956 and corresponding provisions of New Companies Act, 2013)	<b>Enclosed as Annexure-A List of Relative</b>
	b) List of entities if any in which he/she is considered as being interested (Refer Section 299(3)(a) and Section 300 of the Companies Act, 1956 and corresponding provisions of New Companies Act, 2013)	<b>Enclosed as Annexure-B List of entities if any in which he/she is considered as being interested and/ holding substantial Interest</b>
	c) List of entities in which he/she is considered as holding substantial interest within the meaning of NBFC Prudential Norms Directions, 2007	

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	d) Name of NBFC in which he/she is or has been a member of the board (giving details of period during which such office was held)	<b>Enclosed as Annexure-C: List of NBFC's Name in which he/she is or has been a member of the board</b>
	e) Fund and non-fund facilities, if any, presently availed of by him/her and/or by entities listed in II (b) and	<b>Enclosed as Annexure-D: List of Fund and non-fund facilities availed of by him/her and/or by entities in which he/she is considered as being interested</b>
	f) Cases, if any, where the director or entities listed in II (b) and (c) above are in default or have been in default in the past in respect of credit facilities obtained from the NBFC or any other NBFC / bank.	..... ..... .....
<b>III</b>	<b>Records of professional achievements:</b>	
	a) Relevant professional achievements	..... .....
<b>IV</b>	<b>Proceedings, if any, against the director</b> <i>(Though it shall not be necessary for a candidate to mention in the column about orders and findings made by the regulators which have been later on reversed/set aside in toto, it would be necessary to make a mention of the same, in case the reversal/setting aside is on technical reasons like limitation or lack of jurisdiction, etc and not on merit, If the order of the regulator is temporarily stayed and the appellate/ court proceedings are pending, the same also should be mentioned.)</i>	
	a) If the director is a member of a professional association/body, details of disciplinary action, if any, pending or commenced or resulting in conviction in the past against him/her or whether he/she has been banned from entry into any profession/ occupation at any time.	..... .....
	b) Details of prosecution, if any, pending or commenced or resulting in conviction in the past against the director and/or against any of the entities listed in II (b) and (c) above for violation of economic laws and regulations	..... .....

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	c) Details of criminal prosecution, if any, pending or commenced or resulting in conviction in the last five years against the director	..... .....
	d) Whether the director attracts any of the disqualifications envisaged under Section 274 of the Companies Act 1956 and corresponding provisions of New Companies Act, 2013?	..... .....
	e) Has the director or any of the entities at II (b) and (c) above been subject to any investigation at the instance of Government department or agency?	..... .....
	f) Has the director at any time been found guilty of violation of rules/regulations/ legislative requirements by customs/ excise /income tax/foreign exchange /other revenue authorities, if so give particulars	..... .....
	g) Whether the director has at any time come to the adverse notice of a regulator such as SEBI, IRDA, MCA.	..... .....
<b>V</b>	<b><i>Any other explanation / information in regard to items I to III and other information considered relevant for judging fit and proper</i></b>	..... .....

**Undertaking:**

I confirm that the above information is to the best of my knowledge and belief true and complete. I undertake to keep the NBFC fully informed, as soon as possible, of all events which take place subsequent to my appointment which are relevant to the information provided above.

I also undertake to execute the deed of covenant required to be executed by all directors of the NBFC.

**Place:**  
**Date:**


**Signature**

**VI Remarks of Chairman of Nomination Committee/Board of Directors of NBFC:**

**Place:**  
**Date:**

**Signature**




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**ANNEXURE - A**

**LIST OF RELATIVES:**

For the purposes of sub-section (77) of section 2 of the Companies Act 2013, the following are my relatives:


1. Member of HUF :
2. Husband / Wife :
3. Father (including step-father) :
4. Mother (including step-mother) :
5. Son (including step-son) :
6. Son's wife :
7. Daughter (including step-son) :
8. Daughter's husband :
9. Brother (including step-brother) :
10. Sister (including step-sister) :

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**ANNEXURE - B**

**LIST OF ENTITIES IF ANY IN WHICH HE/SHE IS CONSIDERED AS BEING INTERESTED  
AND/ HOLDING SUBSTANTIAL INTEREST WITHIN THE MEANING OF NBFC PRUDENTIAL  
NORMS DIRECTIONS, 2007**


S.No.	Names of the Entities	Nature of concern or substantial Interest / change in concern or substantial Interest	Shareholding if applicable	Date on which concern or substantial Interest / change in concern or substantial Interest arose / changed

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**ANNEXURE-C**

**LIST OF NBFC'S IN WHICH HE/SHE IS OR HAS BEEN A MEMBER OF THE BOARD:**


S.No.	Names of the NBFC's	Designation	Date of Appointment	Date of Resignation

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**ANNEXURE-D**

**LIST OF FUND AND NON-FUND FACILITIES AVAILED OF BY HIM/HER AND/OR BY ENTITIES IN WHICH HE/SHE IS CONSIDERED AS BEING INTERESTED**

S.No.	Particulars of Facility	Type of Facility	Terms of Facility

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**ANNEXURE - III**

**FORMAT OF DEED OF COVENANT WITH A DIRECTOR:**


**THIS DEED OF COVENANTS** is made this \_\_\_\_ day of \_\_\_\_ Two thousand \_\_\_\_ **BETWEEN** \_\_\_\_\_, having its registered office at \_\_\_\_\_ (hereinafter called the 'NBFC') of the one part and Mr / Ms \_\_\_\_\_ of \_\_\_\_\_ (hereinafter called the "Director") of the other part.

**WHEREAS**


- A. The director has been appointed as a director on the Board of Directors of the NBFC (hereinafter called "the Board") and is required as a term of his / her appointment to enter into a Deed of Covenants with the NBFC.
- B. The director has agreed to enter into this Deed of Covenants, which has been approved by the Board, pursuant to his said terms of appointment.

**NOW IT IS HEREBY AGREED AND THIS DEED OF COVENANTS WITNESSETH AS FOLLOWS:**

1. The director acknowledges that his / her appointment as director on the Board of the NBFC is subject to applicable laws and regulations including the Memorandum and Articles of Association of the NBFC and the provisions of this Deed of Covenants.
2. The director covenants with the NBFC that:
  - i. The director shall disclose to the Board the nature of his / her interest, direct or indirect, if he / she has any interest in or is concerned with a contract or arrangement or any proposed contract or arrangement entered into or to be entered into between the NBFC and any other person, immediately upon becoming aware of the same or at meeting of the Board at which the question of entering into such contract or arrangement is taken into consideration or if the director was not at the date of that meeting concerned or interested in such proposed contract or arrangement, then at the first meeting of the Board held after he / she becomes so concerned or interested and in case of any other contract or arrangement, the required disclosure shall be made at the first meeting of the Board held after the director becomes concerned or interested in the contract or arrangement.
  - ii. The director shall disclose by general notice to the Board his / her other directorships, his / her memberships of bodies corporate, his / her interest in other entities and his / her interest as a partner or proprietor of firms and shall keep the Board apprised of all changes therein.

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- iii. The director shall provide to the NBFC a list of his / her relatives as defined in the Companies Act, 1956 or 2013 and to the extent the director is aware of directorships and interests of such relatives in other bodies' corporate, firms and other entities.
- iv. The director shall in carrying on his / her duties as director of the NBFC:
- a. use such degree of skill as may be reasonable to expect from a person with his / her knowledge or experience;
  - b. in the performance of his / her duties take such care as he / she might be reasonably expected to take on his / her own behalf and exercise any power vested in him / her in good faith and in the interests of the NBFC;
  - c. shall keep himself / herself informed about the business, activities and financial status of the NBFC to the extent disclosed to him / her;
  - d. attend meetings of the Board and Committees thereof (collectively for the sake of brevity hereinafter referred to as "Board") with fair regularity and conscientiously fulfil his / her obligations as director of the NBFC;
  - e. shall not seek to influence any decision of the Board for any consideration other than in the interests of the NBFC;
  - f. shall bring independent judgment to bear on all matters affecting the NBFC brought before the Board including but not limited to statutory compliances, performance reviews, compliances with internal control systems and procedures, key executive appointments and standards of conduct;
  - g. shall in exercise of his / her judgement in matters brought before the Board or entrusted to him / her by the Board be free from any business or other relationship which could materially interfere with the exercise of his / her independent judgement; and
  - h. shall express his / her views and opinions at Board meetings without any fear or favour and without any influence on exercise of his / her independent judgement;
- v. The director shall have:
- a. fiduciary duty to act in good faith and in the interests of the NBFC and not for any collateral purpose;
  - b. duty to act only within the powers as laid down by the NBFC's Memorandum and Articles of Association and by applicable laws and regulations; and
  - c. duty to acquire proper understanding of the business of the NBFC.
- vi. The director shall:
- a. not evade responsibility in regard to matters entrusted to him / her by the Board;
  - b. not interfere in the performance of their duties by the whole-time directors and other officers of the NBFC and wherever the director has reasons to believe otherwise, he / she shall forthwith disclose his / her concerns to the Board; and
  - c. not make improper use of information disclosed to him / her as a member of the Board for his / her or someone else's advantage or benefit and shall use the

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information disclosed to him / her by the NBFC in his / her capacity as director of the NBFC only for the purposes of performance of his / her duties as a director and not for any other purpose.

3. The NBFC covenants with the director that:

- i. the NBFC shall apprise the director about:
  - a. Board procedures including identification of legal and other duties of Director and required compliances with statutory obligations;
  - b. control systems and procedures;
  - c. voting rights at Board meetings including matters in which Director should not participate because of his / her interest, direct or indirect therein;
  - d. qualification requirements and provide copies of Memorandum and Articles of Association;
  - e. corporate policies and procedures;
  - f. insider dealing restrictions;
  - g. constitution of, delegation of authority to and terms of reference of various committees constituted by the Board;
  - h. appointments of Senior Executives and their authority;
  - i. remuneration policy,
  - j. deliberations of committees of the Board, and
  - k. communicate any changes in policies, procedures, control systems, applicable regulations including Memorandum and Articles of Association of the NBFC, delegation of authority, Senior Executives, etc. and appoint the compliance officer who shall be responsible for all statutory and legal compliance.
- ii. the NBFC shall disclose and provide to the Board including the director all information which is reasonably required for them to carry out their functions and duties as a director of the NBFC and to take informed decisions in respect of matters brought before the Board for its consideration or entrusted to the director by the Board or any committee thereof;
- iii. the disclosures to be made by the NBFC to the directors shall include but not be limited to the following:
  - a. all relevant information for taking informed decisions in respect of matters brought before the Board;
  - b. NBFC's strategic and business plans and forecasts;
  - c. organisational structure of the NBFC and delegation of authority;
  - d. corporate and management controls and systems including procedures;
  - e. economic features and marketing environment;
  - f. information and updates as appropriate on NBFC's products;
  - g. information and updates on major expenditure;
  - h. periodic reviews of performance of the NBFC; and
  - i. report periodically about implementation of strategic initiatives and plans;

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- iv. the NBFC shall communicate outcome of Board deliberations to directors and concerned personnel and prepare and circulate minutes of the meeting of Board to directors in a timely manner and to the extent possible within two business days of the date of conclusion of the Board meeting; and
  - v. advise the director about the levels of authority delegated in matters placed before the Board.
4. The NBFC shall provide to the director periodic reports on the functioning of internal control system including effectiveness thereof.
  5. The NBFC shall appoint a compliance officer who shall be a Senior executive reporting to the Board and be responsible for setting forth policies and procedures and shall monitor adherence to the applicable laws and regulations and policies and procedures including but not limited to directions of Reserve Bank of India and other concerned statutory and governmental authorities.
  6. The director shall not assign, transfer, sublet or encumber his / her office and his / her rights and obligations as director of the NBFC to any third party provided that nothing herein contained shall be construed to prohibit delegation of any authority, power, function or delegation by the Board or any committee thereof subject to applicable laws and regulations including Memorandum and Articles of Association of the NBFC.
  7. The failure on the part of either party hereto to perform, discharge, observe or comply with any obligation or duty shall not be deemed to be a waiver thereof nor shall it operate as a bar to the performance, observance, discharge or compliance thereof at any time or times thereafter.
  8. Any and all amendments and / or supplements and / or alterations to this Deed of Covenants shall be valid and effectual only if in writing and signed by the director and the duly authorised representative of the NBFC.
  9. This Deed of Covenants has been executed in duplicate and both the copies shall be deemed to be originals.

**IN WITNESS WHEREOF THE PARTIES HAVE DULY EXECUTED THIS AGREEMENT ON THE DAY, MONTH AND YEAR FIRST ABOVE WRITTEN.**

For the NBFC ..... Director:  
.....  
.....



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By: ..... Name: .....

Name: .....

Title: .....

In Presence of:

- |  |  |
|--|--|
| 1. ....<br>.....<br>.....<br>.....<br>.....<br>..... | 2. ....<br>.....<br>.....<br>.....<br>.....<br>..... |
|--|--|