THE

FIT AND PROPER POLICY

Of

Abhiyan Capital (India) Private Limited

(Formerly Dowell Fiscal Services Private Limited)

CIN: U65999MH1995PTC289390

This Policy has been approved by the Board of Directors of Abhiyan Capital (India) Private Limited and shall remain effective until amended, revised, or superseded by the Board.

A. INTRODUCTION

Abhiyan Capital (India) Private Limited ("the Company" or "ACIPL") is a Non-Banking Financial Company registered with the Reserve Bank of India ("RBI") and classified as NBFC-Base Layer (NBFC-BL).

In terms of RBI's regulatory framework applicable to NBFCs, the Company is required to put in place a Board-approved policy for determining the 'Fit and Proper' status of its directors. This Policy sets out the framework and process for such determination.

This Policy has been approved by the Board of Directors and shall remain effective until amended, revised or superseded by the Board.

B. REGULATORY FRAMEWORK

This Policy is framed in accordance with:

- Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, including Annex XXIII ('Fit and Proper' Criteria for Directors of NBFCs)
- Relevant provisions of the Companies Act, 2013
- Any other applicable directions, circulars or guidelines issued by RBI from time to time

C. OBJECTIVE OF THE POLICY

The objectives of this Policy are to:

- Establish a Board-approved framework for assessing the 'Fit and Proper' status of Directors, based on qualification, expertise, track record and integrity, in line with RBI's Annex XXIII
- Ensure due diligence is carried out at the time of appointment and on a continuing basis
- Ensure compliance with RBI's reporting requirements in respect of Directors

D. APPLICABILITY

This Policy applies to all existing and proposed Directors of the Company (Executive, Non-Executive and Independent).

This Policy assigns certain functions to the Nomination and Remuneration Committee ("NRC"). Until such time as an NRC is constituted, the functions under this Policy shall be discharged by the Board of Directors.

E. FIT AND PROPER CRITERIA

In terms of RBI's Annex XXIII to the Master Direction – RBI (NBFC – Scale Based Regulation) Directions, 2023, the Company shall undertake due diligence to determine the suitability of a person for appointment, and continuance in office, as a Director, based on the following:

- **Qualification –** relevant academic and professional qualification(s) and/or experience for the role
- **Expertise –** relevant knowledge, skill and technical expertise in fields such as finance, banking, law, accounting or business management
- **Track Record –** professional track record, including conduct in previous roles and compliance history
- **Integrity –** honesty, integrity and reputation, based on information available to the Company

and any other 'Fit and Proper' criteria considered relevant by the Board.

F. DUE DILIGENCE PROCESS

1. At the Time of Appointment

Prior to the appointment or re-appointment of a Director, the Company shall obtain:

- Declaration and Undertaking, in the format prescribed by RBI
- Detailed profile including qualifications and experience
- DIN verification and other relevant background checks

The Nomination and Remuneration Committee (“NRC”) shall evaluate the candidate on this basis and recommend the appointment to the Board.

2. Continuing Basis

The Company shall carry out due diligence on a continuing basis, including obtaining an annual declaration from each Director confirming that there is no change in the information previously submitted, or disclosing details of any material change. Any adverse information coming to the Company's notice in relation to a Director shall be assessed by the Nomination and Remuneration Committee ("NRC"), or by the Board where the functions of the NRC are being discharged by the Board, as and when such information arises. Where necessary, the Board may review the continued suitability of the Director in accordance with this Policy and applicable RBI guidelines.

G. ROLE OF NOMINATION AND REMUNERATION COMMITTEE (NRC)

The following functions shall be discharged by the Board of Directors until such time as an NRC is constituted. The NRC shall, once constituted:

- Undertake due diligence of proposed and existing Directors in line with this Policy
- Recommend appointment, re-appointment or removal of Directors to the Board

- Review annual declarations submitted by Directors and report adverse findings, if any, to the Board

H. BOARD APPROVAL

The Board shall consider the recommendation of the NRC, satisfy itself that the Director meets the 'Fit and Proper' criteria, and approve or rejects the appointment/reappointment accordingly.

I. DISQUALIFICATIONS

A person shall not be considered 'Fit and Proper' where the person:

- Has been declared a willful defaulter
- Has been convicted of an offence involving moral turpitude, or of an economic offence
- Is disqualified under the Companies Act, 2013
- Is restrained, prohibited or debarred by any regulatory authority from acting as a director
- Has been declared insolvent, or is of unsound mind

J. DIRECTOR COVENANT

Every Director shall execute a Deed of Covenant with the Company, in the format prescribed by RBI, affirming the Director's duties, responsibilities and commitment to the Company's governance standards.

K. REPORTING TO RBI

The Company shall report changes in its Directors and submit the prescribed certificate of due diligence/Fit and Proper compliance to RBI as required under the Master Direction. Any significant adverse development in respect of a Director shall be reported to RBI promptly.

L. DOCUMENTATION AND RECORD KEEPING

The Company shall maintain Declarations and Undertakings, Deeds of Covenant, due diligence records, and related Board/NRC minutes and approvals, in accordance with the Company's record retention policy, and make these available for RBI inspection, audit or due diligence as required.

M. REVIEW OF THE POLICY

This Policy shall be reviewed periodically, and earlier if warranted by changes in RBI's regulatory framework, with any modification requiring Board approval. In the event of any inconsistency between this Policy and RBI's guidelines, the RBI guidelines shall prevail.

N. ANNEXURES

The following annexures, in the format prescribed by RBI, form an integral part of this Policy:

- Annexure I – Declaration and Undertaking by Director
- Annexure II – Annual Fit & Proper Declaration and Undertaking by Director
- Annexure III – Deed of Covenant

These shall be obtained/executed at the time of appointment or re-appointment of a Director, maintained by the Company Secretary/Compliance Officer as part of statutory records, and made available for RBI inspection/audit as required.

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