



**POLICY FOR ASCERTAINING THE
'FIT AND PROPER'
STATUS OF THE DIRECTORS**
V.03

**DOCUMENT CONTROL:**

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V.02	Mr. Vishu Garg	Mr. Mayank Pratap Singh	Board of Directors (on the recommendation of NRC)	28 th May, 2024	28 th May, 2024	Amended pursuant RBI (NBFC – Scale Based Regulation) Directions, 2023
V.03	Ms. Muskan Singh	Mr. Mayank Pratap Singh	Board of Directors (on the recommendation of NRC)	11 th August, 2026	11 th August, 2026	Amended pursuant RBI (NBFC - Governance) Directions, 2025



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1. REGULATORY FRAMEWORK AND BACKGROUND

The Reserve Bank of India (“RBI”) had, vide its notification nos RBI/DOR/2025-26/344 DOR.GOV.REC.No.263/18-10-013/2025-26 dated November 28, 2025 Master Direction on Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025 and any amendments thereof, mandated every Non-Banking Financial Company falling under the Middle Layer or Upper Layer shall have Board approved policies in place for ascertaining the ‘fit and proper’ status of the directors at the time of appointment, and on a continuing basis as prescribed under the directions issued by RBI.

Mufin Green Finance Limited (the “Company”), being a Non-Banking Financial Company-Middle Layer (NBFC-ML), is accordingly required to put such a Policy in place.

This Policy was recommended by the Nomination and Remuneration Committee (“NRC”) of the Company and has been approved by the Board at its meeting held on 11th August, 2026.

2. 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 Mufin Green Finance Limited (the “Company”) and the continuing directors of the Company.

3. OBJECTIVE

- a) To lay down fit & proper criteria & process of due diligence for determining the suitability of the Directors on the Board of the Company based on their qualifications, technical expertise, track record, integrity, etc. at the time of their appointment and on continuing basis.
- b) 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 requirements of the policy.

4. EVALUATION OF ‘FIT AND PROPER’ CRITERIA

- a) Before appointing any person as a director on the Board or continuing the appointment of any such director, the NRC shall undertake adequate due diligence in respect of such individuals to ascertain suitability on the basis of the qualification, technical expertise, track record, integrity of such individual and also such other factors in respect of which information is obtained by the Company in the Declaration and Undertaking.
- b) The Company shall prior to the appointment/renewal of appointment of any person as a director on the Board, obtain necessary information’s /declarations/undertakings from the proposed / existing directors for the purpose in the format given **Annex II** of the Governance Directions or such other format (where applicable) which may be prescribed by the RBI, from time to time.
- c) The Board shall ensure that any person who is appointed as director on the Board shall, execute a Deed of Covenant in the format given in Annex III of the Governance Directions or such other format (where applicable) which may prescribed for the purpose by the RBI from time to time (“Deed of Covenant”).
- d) The process of due diligence along with the scrutiny of declarations shall be undertaken by the Nomination and Remuneration Committee at the time of appointment / renewal of appointment of Directors.
- e) Based on the information provided in the signed declarations, Nomination and Remuneration Committee shall decide on the acceptance or otherwise of the directors, where considered necessary.
- f) The Company shall obtain annually as on 31st March, a simple declaration from the directors that the information already provided has not undergone change and wherever there is any change, requisite details are furnished by them forthwith. Any declarations which indicate a change in the



information provided in the original Declaration and Undertaking shall also be scrutinized by the NRC and the NRC shall keep the Board apprised of any such changes.

- g) The Board shall must ensure in public interest that any person who is appointed as director on the Board shall, execute a Deed of Covenant in the format given in Annex III of the Governance Directions or such other format (where applicable) which may prescribed for the purpose by the RBI from time to time (“Deed of Covenant”).
- h) In order to conclude that a person is ‘fit and proper’ to be appointed as a director on the Board or to continue in that capacity (as the case may be), the Board must be able to form a view that it would be prudent to conclude, on the basis of recommendations of the NRC, that:
 - i. the person meets the ‘fit and proper’ criteria expressly set out by the RBI in the Governance Directions or such other or additional criteria (where applicable) which may be prescribed for the purpose by RBI, from time to time.
 - ii. the person possesses the qualifications, competence, technical expertise, track record, integrity and judgement to perform properly the duties of a director on the Board;
 - iii. the person possesses the educational or technical qualifications, knowledge and skills relevant to the duties and responsibilities as a director on the Board;
 - iv. the appointment of person within the permissible limits in terms of Companies Act, 2013, an independent director shall not be on the Board of more than three NBFCs (NBFC-Middle Layer or NBFC-Upper Layer) at the same time.
 - v. the person is qualified to be appointed as Director or not attracting any disqualifications as prescribed under various provisions of Companies Act, 2013 and other applicable rules and regulations
 - vi. the person either:
 - has no conflict of interest in performing such person’s duties as a director on the Board; or
 - if the person has a conflict of interest, it would be prudent to conclude that the conflict will not create a material risk that the person will fail to perform such person’s duties properly and adequate disclosures are made by the person in this regard.

5. REPORTING

The Company shall provide a statement to Regional Office of the Department of Supervision of RBI on a quarterly basis (not later than 15 days from the end of every financial quarter) setting out the change of directors of the Company and for the quarter ended March 31, the statement shall be certified by the Statutory Auditors of the Company; the quarterly statement shall also be accompanied by a certificate of the Managing Director/Chief Executive Officer of the Company confirming that the fit and proper criteria in selection of such new directors has been followed.

6. REGULATORY COMPLIANCE AND PRECEDENCE

In the event of any conflict or inconsistency between the provisions of this Policy and the applicable laws, rules, regulations, notifications, circulars or directions issued by the Reserve Bank of India (RBI) or any other competent authority, the provisions of the applicable law or regulatory requirements shall prevail.

7. POLICY REVIEW

This Policy shall be reviewed periodically, and at least once every year, or earlier, if required due to any change in applicable laws, regulations, RBI Directions or the business requirements of the Company. Any amendments to the Policy shall be placed before the appropriate authority for review and approval.
