

**GMR AIRPORTS LIMITED
POLICY ON FIT AND PROPER CRITERIA FOR
DIRECTORS OF NBFC**

1. PREAMBLE:

The Board of Directors (the "Board") of GMR Airports Limited (the "Company"), has adopted the following policy with regard to ascertaining the Fit and Proper criteria of Directors at the time of their appointment and on continuing basis as defined below.

This Policy is to ensure that the Directors of the Company who are responsible for steering the affairs of the Company meet the fit and proper criteria, besides having the necessary qualifications.

2. PURPOSE:

This Policy has been framed as required under 'Revised Regulatory Framework for NBFC' issued by the Reserve Bank of India ("RBI") vide its Master Directions DNBR. PD. 008/03.10.119/2016-17 as amended ("RBI Master Directions"). This Policy intends to establish a system/process in place for undertaking due diligence of persons before appointing them on the Board and on continuing basis by ascertaining their suitability for the post on basis their qualifications, technical expertise, track record, integrity etc.

3. DEFINITIONS:

"Nomination and Remuneration Committee or NRC" means the Nomination and Remuneration Committee of the Board of Directors of the Company constituted under provisions of Companies Act, 2013.

"Director" mean individual Director on the Board of the Company.

"Board" means Board of Directors of the Company.

"Policy" means Director's Fit and Proper Policy.

"Company" means the GMR Airports Limited.

4. POLICY:

4.1 The Company, while appointing directors, shall ensure that the procedure mentioned below is followed:

(a) The Company shall undertake a process of due diligence to determine the suitability of the person for appointment / continuing to hold appointment as a director on the Board, based upon qualification, expertise, track record, integrity and other 'fit and proper' criteria.

(b) To comply with the above, the necessary declaration and undertaking from the proposed/ existing Directors shall be obtain in the format given at **Annexure- A**.

(c) The process of due diligence along with scrutiny of the declarations shall be undertaken by the NRC at the time of appointment / renewal of appointment.

Accordingly, the NRC shall decide on suitably recommending the candidature of Directors to the Board.

(d) Every year as on 31st March, a declaration from the directors shall be obtained that the information already provided has not undergone change and wherever there is any change, requisite details are furnished by them forthwith.

(e) It shall be ensured that a 'Deed of Covenant' is executed with the nominated/ elected directors as per the format given in **Annexure -B**.

4.2 The NRC shall be authorized to undertake any action/ step required to be taken to comply with the requirements prescribed under the RBI Master Directions or any amendments thereof.

4.3 The NRC shall determine the criteria of appointment to the Board and shall be vested with the authority to identify candidates for appointment to the Board of Directors. In evaluating the suitability of a person for appointment / continuing to hold appointment as a Director, the NRC will take into account apart from others his eligibility, qualification, expertise, track record, integrity and other 'fit and proper' criteria as may be determined from time to time.

4.4 The various 'Fit and Proper' criterias which need to be reviewed by the NRC before an appointment of a person as Director or after a person is appointed as Director on continuing basis shall include the following:

(a) Whether the Person is qualified to be appointed as Director and not attracting any disqualifications as prescribed under various provisions of Companies Act, 2013;

(b) Whether any Proceedings have been initiated against the person in the past and / or pending as on date involving any civil, criminal, economic offence, taxation authorities or relating to any other regulatory body such as SEBI, MCA etc.;

(c) Whether the person or the entities in which he is interested have been subject to any investigation at the instance of any Government Department or Agency;

(d) Whether the person or the entities in which the person is interested have been prosecuted / convicted for the violation of any economic laws and regulations.

4.5 The NRC will assess and evaluate the eligibility of the person based on the above mentioned Fit and Proper criteria before the appointment or any renewal of appointment of director and subsequently the aforesaid criteria's will be reviewed /evaluated by the NRC on continuing basis.

Annexure- A.

Declaration and Undertaking by Director

Name of NBFC: _____
Declaration and Undertaking by Director (with enclosures as appropriate as on)
I. Personal details of director
a. Full name
b. Date of Birth
c. Educational Qualifications
d. Relevant Background and Experience
e. Permanent Address
f. Present Address
g. E-mail Address / Telephone Number
h. Permanent Account Number under the Income Tax Act and name and address of Income Tax Circle
i. Relevant knowledge and experience
j. Any other information relevant to Directorship of the NBFC
II Relevant Relationships of director
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. 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)
c. List of entities in which he/she is considered as holding substantial interest within the meaning of prudential norms as prescribed in these Directions.
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)
e. Fund and non-fund facilities, if any, presently availed of by him/her and/or by entities listed in II (b) and (c) above from the NBFC
f. Cases, if any, where the director or entities listed in II (b) 151 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.
III Records of professional achievements
a. Relevant professional achievements
IV. Proceedings, if any, against the director

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

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. (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 to, it would be necessary to make a mention of the same, in case the 152 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.)

V. Any other explanation / information in regard to items I to III and other information considered relevant for judging fit and proper 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: Signature

Date:

VI. Remarks of Chairman of Nomination Committee/Board of Directors of NBFC

Place:

Signature

Date:

Approved by Board of Directors in their meeting held on August 19, 2019.