

SRAJAN CAPITAL LIMITED, CIN: U65910PB2013PLC050993, a wholly owned subsidiary of Career Point Limited (NSE:CAREERP, BSE:533260), incorporated under the Companies Act, 2013 and is also registered as an non-banking financial company under the Reserve Bank of India Act, 1934 having its registered office at Village Tangori, Mohali, Mohali, Punjab, India, 140601.

Srajan Capital Limited (“Lender” or “Srajan”) has a highly differentiated operating model. In order to maintain lean operations, several business-critical processes are required to be outsourced to external loan service providers (“the Service Provider”). Needless to say, the Company’s service delivery may get significantly hampered if these Service Providers do not deliver their services as per agreed norms.

Lender agree that the financial services being outsourced will be in due compliance to RBI’s direction titled RBI/ 2017-18/87 DNBR.PD.CC.No.090/03.10.001/2017-18 duly dated Nov 09, 2017 (“Directions”), RBI/2022-23/111, DOR.CRE.REC.66/21.07.001/2022-23 (“Digital Lending Guidelines”) and other applicable guidelines. The decision-making functions like determining compliance with KYC norms, according sanction for loans and management of investment portfolio shall remain with the Lender and shall in no scenario deemed to have been outsourced to the Service Provider nor the Service Provider is authorised by the Lender to adopt any such action in violations of the Directions of RBI and in violation of the Applicable law. As required by the RBI’s direction titled RBI/ 2017-18/87 DNBR.PD.CC.No.090/03.10.001/2017-18 duly dated Nov 09, 2017 (“Directions”), the non-banking financial companies shall formulate an outsourcing policy. In compliance with these RBI guidelines, this outsourcing policy (“Policy”) has been framed by the Company duly approved by its Board of Directors.

OBJECTIVE

The main objectives of this Policy are to provide guiding principles for: Assessment and due diligence of the Service Providers - selection, verification and renewal. Negotiating terms & conditions of the Service Level Agreement (SLA). Negotiating financial terms of the engagement. Comprehensive risk management program to address the outsourced activities. Annual rating of the Service

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Providers. Grievance Redressal Mechanism. Confidentiality and security. Responsibilities of Direct Sales Agent/ Direct Marketing Agents/ Recovery Agents/ Fintech Partners/Digital Lending Agents. Monitoring and control of the outsourced activities. Reporting of certain transactions to Financial Intelligence Unit (FIU) or other competent authorities. Maintenance of records. Offshore outsourcing of the financial services. This Policy is concerned with managing risks in outsourcing of financial services and is not applicable to technology-related issues and activities not related to financial services, such as usage of courier, catering of staff, housekeeping and janitorial services, security of the premises, movement and archiving of records, etc.

This Policy shall be assessed/reviewed by the Board of Directors of the Company on annual basis considering the inputs (if any) of the respective Head of Departments and shall be modified as per the applicable directions/guidelines of the RBI.

DEFINITIONS

In this Policy, unless expressly defined otherwise in this Policy, the capitalized terms shall have the following meanings:

“Arrangement” means an agreement with a service provider wherein such service provider agrees/ promises to provide necessary services using its own staff and equipment, and usually at its own facilities;

“Board of Directors” or **“Board”** in relation to the Company, means the collective body of the Directors of the Company;

“Business-critical Processes” means the processes essential for carrying out operations of the Company which does not include its core management functions;

“Code of Conduct” means a set of rules outlining the rules and responsibilities of the Board, Senior management, Direct Sales Agents (DSA), Direct Marketing Agents (DMA) and/or Recovery Agents, Digital Lending Agents and other Loan service providers;

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"Committee" means the Audit Committee constituted by the Board;

"Continuing basis" includes agreements for a limited period;

"Material Outsourcing" means such arrangements which, if disrupted, have the potential to significantly impact the business operations, reputation, profitability or customer service, and the materiality of outsourcing would be determined based on:

- the level of importance of the activity being outsourced, and significance of the risk posed by the same, to the Company;
- the potential impact of the outsourcing on the Company on various parameters such as earnings, solvency, liquidity, funding capital and risk profile;
- the likely impact on the Company's reputation and brand value, and ability to achieve its business objectives, strategy and plans, should the Service Provider fail to perform the service;
- the cost of the outsourcing as a proportion of total operating costs of the Company;
- the aggregate exposure to that particular Service Provider, in cases where the Company outsources various functions to the same Service Provider; and
- the significance of activities outsourced in context of customer service and protection.

"Outsourcing" means the Company's use of a third party (either an affiliated entity within a Company group or an entity that is external to the Company group) to perform activities on a continuing basis that would normally be undertaken by the Company itself, now or in the future;

"Senior Management" comprises of the Key Managerial Personnel of the Company, Business/Unit Heads and such other employees as authorized by the Company from time to time;

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“**Service Level Agreement**” or “**Outsourcing Agreement**” means a contract between a service provider (either internal or external) and the Company that defines the level, terms & conditions of service expected from the Service Provider.

“**Service Provider**” means any third party (either an affiliated entity within Srajan group or an entity that is external to Srajan group) that performs business-critical services on the continuing basis (includes arrangements for a limited period) that would normally be undertaken by the Company itself, now or in the future. The services provided must be necessary for continuity of business processes and include, inter alia, the following:

- Services that aid in credit appraisal such as tele-verification, providing credit reports, field investigation, title search etc.;
- Services that aid in customer file verification, storage and in-warding and resolution of customer queries;
- Services that aid in collection of payments from the customers, legal services, repossession services, etc.;
- IT services including both software (owned and as a service) and hardware; and
- Such other services which are essential to business continuity as per the Company from time to time, unless otherwise specified in this Policy.

ROLE OF THE COMPANY, REGULATORY AND SUPERVISORY REQUIREMENTS

The Company shall ensure that:

Outsourcing arrangement of any activity by the Company does not diminish its obligations and/or ability to fulfill its obligations to customers and RBI, and those of its Board and Senior Management who have the ultimate responsibility for the outsourced activity.

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Outsourcing arrangement does not impede effective supervision of the RBI over such activities.

Outsourcing arrangement shall not affect the rights of a customer against the Company, including ability of the customer to obtain redressal of his/her grievance as per the provisions of this Policy or the applicable laws.

Ultimate control of the outsourced activity remains with the Company as it is responsible for confidentiality of the customers' information available with its Service Providers and it may also be held responsible for the actions of its Service Providers including Direct Sales Agents, Direct Marketing Agents Recovery Agents/ Fintech Partners;

Applicable provisions of the relevant laws, regulations, guidelines and conditions of approval, licensing and registration are considered while doing due diligence of the Service Provider in relation to outsourcing;

The Service Provider including its location, whether in India or abroad, shall not impede or interfere with the ability of the Company to effectively oversee and manage its activities and shall also not impede the RBI in carrying out its supervisory functions and objectives;

Clause shall be incorporated in the product literature/ brochures, etc., stating that the Company may use the services of agents in sales and marketing, etc. of the products, and if possible, role of such agents may be indicated in broad terms;

The Service Provider (other than group company) is not owned or controlled by any director of the Company or their relatives (as defined in the Companies Act, 2013)

Allow RBI or persons authorized by it to access the Company's documents, records of transactions, and other necessary information given to, stored or processed by the Service Provider, within a reasonable time.

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Recognize the right of the RBI to cause an inspection to be made of a Service Provider of the Company and its books and account by one or more of its officers or employees or other persons.

ROLE OF THE BOARD

Role of Board:

The Board of Directors of the Company shall review/approve an outsourcing policy.

Role of the Board:

The Board shall be responsible for:

- approval of framework for evaluation of the risks and materiality of all existing and prospective outsourcing and the policies that apply to such arrangements;
- approval of authority matrix and administrative framework in respect of outsourcing depending on risks and materiality;
- regular review of outsourcing strategies and arrangements for their continued relevance, safety and soundness; and
- approving material business activities to be outsourced and such arrangements.

Platform for the purpose of identifying potential Qualifying Borrower, collection of information / documents from potential Qualifying Borrower, collection of application forms from potential Qualifying Borrower, underwriting basis the Lending policy, assistance in the recovery of loans for arrangements and Receivables;

INDICATIVE LIST OF ACTIVITIES THAT CAN BE OUTSOURCED

An indicative list of activities that may be considered for outsourcing is as under:

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- Application sourcing
- Application processing (loan origination)
- Identification of potential qualifying Borrowers
- Documents collection and processing from potential qualifying Borrowers
Underwriting and Fraud checks based on the Lending policy of the Lender
- Storage of documents
- Research and marketing
- Supervision of loans
- Assistance in collections, recovery of loans and repossession where applicable
- Customer care and sourcing call center
- Operations
- Data processing
- Back office related activities
- Lead sourcing activity
- Field Investigation
- Legal Information Technology
- Risk Control Unit
- Any other service as approved by the Board of the Company except the decision-making functions like determining compliance with KYC norms, according sanction for loans and management of investment portfolio

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ACTIVITIES NOT TO BE OUTSOURCED

The respective Board shall ensure that (i) the Company is not entering into any outsourcing arrangement which would result in compromising or weakening of internal control, business conduct or reputation of the Company; (ii) the Company is not outsourcing its core management functions including Internal Audit, Strategic and Compliance functions and decision- making functions such as determining compliance with KYC norms, according sanction of the loans and management of the investment portfolio. However, Internal Auditor can be appointed on contract basis.

ASSESSMENT AND DUE DILIGENCE OF THE SERVICE PROVIDERS – SELECTION, VERIFICATION AND RENEWAL

One of the objectives of this Policy, in keeping with the values of the Company, is to recognize and enlist suitable service providers commensurate with their capabilities and to provide all service providers equitable opportunities. This ensures consistency, fair play and transparency in selection of service providers who are quality conscious.

The Board must exercise due care, skill and diligence in selection of the Service Providers in order to ensure that the Service Provider has ability and capacity to undertake the provision of the services effectively. Due diligence shall take into consideration qualitative and quantitative, financial, operational and reputational factors which are as follows:

ENQUIRIES MAY BE MADE RELATED TO

- How long has the Service Provider been in business years in handling the outsourcing business
- Description of the Service Provider's business model.
- Scale of operations of the Service Provider.
- Service Provider's financial condition.

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- Service Provider's areas of expertise.
- Service Provider's onshore and offshore capabilities.
- Factual proofs that the Service Provider has background in projects similar to the Company.
- History of the three outsourcing contracts engaged in immediate past (if possible).
- Does the Service Provider use subcontractors for any work performed?

Therefore, due diligence will also involve an evaluation of all the available information about the Service Provider, including but not limited to:

Past experience and competence to implement and support the proposed activity over the contracted period; Financial soundness and ability to service commitments even under adverse conditions; Business reputation and culture, compliance, complaints and outstanding or potential litigation; Security and internal control, audit coverage, reporting and monitoring environment, Business continuity management; and

The Service Provider, if not an Srajan group company, should not be owned or controlled by any director of the Company or their relatives.

In considering renewal of an outsourcing arrangement, the Board shall perform appropriate due diligence to assess the capability of the Service Provider to comply with obligations in the outsourcing agreement. Apart from considering the qualitative, quantitative, financial, operational and reputational factors as mentioned above, they should consider compatibility of the Service Provider's system with the Company's system, issues relating to undue concentration of outsourcing arrangements with a single Service Provider, reviews and market feedback on the Service Provider (if available).

SERVICE LEVEL AGREEMENT / OUTSOURCING AGREEMENT (SLA)

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All Service Providers, prior to selection, must be given clarity on the level of service that the Company expects from them.

EVERY SLA SHALL INCLUDE THE FOLLOWING PROVISIONS:

- Nature of Legal relationship between the parties i.e.; whether agent, principal or otherwise;
- What activities are going to be outsourced? (Including appropriate service and its performance standards);
- Determining the ability to access all books, records and information relevant to the outsourced activity available with the Service Provider;
- Ability for continuous monitoring and assessment of the Service Provider by the Company so that any necessary corrective measure can be taken immediately;
- Controls to ensure customer data confidentiality and the Service Provider' liability in case of breach of security and leakage of confidential customer related information;
- there must be contingency plans to ensure business continuity;
- Termination clause and minimum period to execute a termination provision (Notice Period);
- Must have a confidentiality clause to ensure protection and confidentiality of customer data even after the SLA expires or gets terminated;
- Provides for the Company with the right to conduct audits on the Service Provider whether by its internal or external auditors, or by agents appointed to act on its behalf and to obtain copies of any audit or review reports and findings made on the Service Provider in conjunction with the services performed for the Company;

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- Provides for the RBI or persons authorized by it to access the Company's documents, records of transactions, and other necessary information given to, stored or processed by the Service Provider within a reasonable time;
- Provides for right of the RBI to cause an inspection to be made of a Service Provider of the Company and its books and account by one or more of its officers or employees or other persons;
- Requirement of the Service Provider to preserve documents as required by law and take suitable steps to ensure that the Company's interests are protected in this regard even post termination of the services

COMPREHENSIVE RISK MANAGEMENT PROGRAM TO ADDRESS THE OUTSOURCED ACTIVITIES

This Policy shall be communicated to all vertical/functional heads and other concerned persons of the Company who shall evaluate and guard against the following risks in outsourcing by the Company:

Strategic Risk – Where the Service Provider conducts business on its own behalf, inconsistent with the overall strategic goals of the Company.

Reputation Risk – Where the service provided is poor and customer interaction is not consistent with the overall standards expected of the Company.

Compliance Risk – Where privacy, consumer and prudential laws are not adequately complied with by the Service Provider.

Operational Risk – Arising out of technology failure, fraud, error, inadequate financial capacity to fulfil obligations and / or to provide remedies.

Legal Risk – Where the Company is subjected to fines, penalties, or punitive damages resulting from supervisory actions, as well as private settlements due to omissions and commissions of the Service Provider.

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Exit Strategy Risk – Where the Company is over-reliant on one firm, the loss of relevant skills in the Company itself preventing it from bringing the activity back in-house and where the Company has entered into contracts that make speedy exits prohibitively expensive.

Counter party Risk – Where there is inappropriate underwriting or credit assessments.

Contractual Risk – Where the Company may not have the ability to enforce the contract.

Concentration and Systemic Risk – Where the overall industry has considerable exposure to one Service Provider and hence the Company may lack control over the Service Provider.

Country Risk – Due to the political, social or legal climate creating added risk.

The risks and materiality of all the existing and prospective outsourcing shall be reviewed by the Board/Committee from time to time as may be necessary.

GRIEVANCE REDRESSAL MECHANISM

The Company has adopted the following grievance redressal mechanism for speedy redressal of grievances of its customers in time bound manner:

Srajan Capital policy is to treat and service all the clients consistently and fairly. Srajan Capital has laid down the appropriate grievance redressal mechanism within the organization to resolve disputes arising in this regard. This mechanism shall ensure that all disputes arising in connection with any matter pertaining to business practices, lending decisions, credit management and recovery decisions shall be heard and the response would be sent for such complaint / grievance.

Customer can forward the complaint through below modes of communication

E-mail us at: customercare@srajan.cap.com

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All the customer queries and complaints registered through the above channels shall be reviewed, monitored and resolved to the satisfaction of our customers. The focus shall be to ensure all grievances are resolved in a timely basis and to the full satisfaction of our customers.

Srajan Capital has appointed a Grievance Redressal Officer who can be approached by the public for resolution of complaints against the Company.

All Srajan Capital branches / places where business is transacted a notice will display the following information prominently, for the benefit of their customers:

Grievance Redressal Officer:

Name: Nitin Chittora
Mobile Number - +91 99102 72387
Email ID: info@srajanacap.com
Srajan Capital Limited
CP-Tower-1, Road No. 1,
IPIA, Kota, Rajasthan-324005

CONFIDENTIALITY AND SECURITY

Public confidence and customer trust in the Company are a pre-requisite for the stability and reputation, and therefore, the respective Board of Directors shall ensure that:

Outsourcing Arrangement shall ensure preservation and protection of the security and confidentiality of customer information in the custody or possession of the Service Provider;

Access of customer information to the staff of the Service Provider shall be on 'need to know' basis i.e. limited to those areas where information is required in order to perform the outsourced function;

The Service Provider shall isolate and clearly identify the Company's customer information, documents, records and assets to protect the confidentiality of the information. In Instances, where the Service Provider acts as an outsourcing agent

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for multiple companies, care shall be taken to build strong safeguards so that there is no comingling of information/documents, records and assets;

Security practices and control processes of the Service Provider shall be reviewed and monitored on a regular basis and the Service Providers shall be required to disclose security breaches;

Any breach of security and leakage of confidential customer related information shall be notified to RBI.

RESPONSIBILITIES OF DIRECT SALES AGENT/ DIRECT MARKETING AGENT/ RECOVERY AGENT/ FINTECH PARTNERS (FP) /DIGITAL LENDING AGENTS

The Direct Sales Agent (DSA)/ Direct Marketing Agent (DMA)/ Recovery Agents (RA)/ Fintech Partners (FP) engaged by the Company shall not resort to:

- intimidation or harassment of any kind, either verbal or physical, against any person in their debt collection efforts;
- acts intended to humiliate publicly or intrude the privacy of the debtors' family members, referees and friends;
- making threatening and anonymous calls; or
- making false and misleading representations.

The Company shall ensure that:

- Direct Sales Agent (DSA)/ Direct Marketing Agent (DMA)/ Recovery Agents (RA)/ Fintech Partners (FP) are properly trained to handle their responsibilities with care and sensitivity, particularly aspects such as
- soliciting customers, (b) hours of calling, (c) privacy of customer information, and (d) conveying the correct terms and conditions of the products on offer, etc.;

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- DS/ DMA/ RA/ FP are informed about “Code of conduct” of the Company, as approved by its Board, for DSA/ DMA/ RA and an undertaking is obtained from them for abiding with this Code;
- RA/ FP shall adhere to extant instructions on the Fair Practices Code of the Company and also their own code for collection of dues and repossession of security;
- RA/FP shall refrain from taking any action that could damage the integrity and reputation of the Company and they shall observe strict customer confidentiality;

BUSINESS CONTINUITY AND MANAGEMENT OF DISASTER RECOVERY PLAN

The Company shall ensure that:

The Service Providers have developed and established a robust documented and tested framework for business continuity and recovery procedures which shall be reviewed on annual basis;

A notice period is incorporated in the Outsourcing Arrangement in order to mitigate the risk of unexpected termination thereof or liquidation of the Service Provider. To deal with such situation, an appropriate level of **SRAJAN CAPITAL LIMITED, CIN: U65910PB2013PLC050993**, Registered Office: Village Tangori, Mohali, Mohali, Punjab, India, 140601, Ph: 9057531989, | E-mail: info@srjancap.com | Website: <https://srjancap.com/> and right to intervene shall be retained in the Outsourcing Arrangement with appropriate measures to continue the business operations of the Company without incurring prohibitive expenses and without any break in services to the customers of the Company;

The Service Providers are able to isolate the Company’s information, documents and records, and other assets, and to ensure this, a clause may be incorporated in the Outsourcing Arrangement that after termination of the contract, the Company can take back all the documents, records of transactions and information given to the Service Provider in order to continue its business operations, or otherwise delete, destroy or render unusable the same.

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MONITORING AND CONTROL OF OUTSOURCED ACTIVITIES

The company shall monitor and control the outsourcing activities of the Company and shall ensure that outsourcing agreements with the Service Provider contain provision to monitor and control the outsourced activities.

The Board of directors shall meet on annual basis for the following purposes:

- To review the central record of all Material Outsourcing maintained by the Company.
- To review, on an annual basis, the financial and operational condition of the Service Provider so as to assess its ability to continue to meet its outsourcing obligations.

OUTSOURCING WITHIN A GROUP/ CONGLOMERATE

In case of outsourcing of any activity within the group companies, the company shall ensure that:

Arm's length distance is maintained in such outsourcing in terms of premises, manpower, decision-making, record keeping, etc. for avoidance of potential conflict of interests between the Company and such Service Provider and accordingly necessary disclosures in this regard shall be made as part of the outsourcing agreement;

The customers are informed specifically about the company which is actually offering the product/ service in case of involvement of multiple group entities involved or cross selling of products;

The outsourcing agreement shall address the provisions including scope of services, charges for the services and maintaining confidentiality of the customer's data;

The arrangement shall not lead to any confusion to the customers on whose products/ services they are availing by clear physical demarcation of the space

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where the activities of the Company and those of its other group entities are undertaken;

- The arrangement do not compromise the ability to identify and manage risk of the Company on a stand-alone basis;
- The arrangement do not prevent the RBI from being able to obtain information required for the supervision of the Company or pertaining to the group as a whole;
- The outsourcing agreement must have a clause that there is a clear obligation for any service provider to comply with directions given by the RBI in relation to the activities of the Company;
- Their ability to carry out their operations in a sound fashion would not be affected if premises or other services (such as IT systems, support staff) provided by the group entities become unavailable;
- If the premises of the Company are shared with the group entities for the purpose of cross- selling, the Company shall take measures to ensure that the entity's identification is distinctly visible and clear to the customers;
- The marketing brochure used by the group entity and verbal communication by its staff / agent in the Company premises shall mention nature of arrangement of the entity with the Company so that the customers are clear about the seller of the product;
- The Company shall not publish any advertisement or enter into any agreement stating or suggesting or giving tacit impression that they are in any way responsible for the obligations of its group entities.
- The risk management practices expected to be adopted by the Company while outsourcing to a related party (i.e. party within the Group / Conglomerate) would be identical to those specified above.

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MAINTENANCE OF RECORDS

The records relating to all the activities outsourced shall be preserved centrally either at the registered office of the Company or such other location as may be approved by the Board, so that these records are readily accessible for review by the Board and Senior Management of the Company, as and when required. Such records shall be updated promptly by any person authorized by the Board and/or its committee.

REVIEW OF POLICY

This Policy shall be reviewed

- Annually unless required to be reviewed because of the new/revised guidelines received from RBI.

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