

# **BFL ASSET FINVEST LIMITED**

**POLICY ON MATERIALITY OF RELATED PARTY TRANSACTIONS**  
**AND ON DEALING WITH RELATED PARTY TRANSACTIONS**

**Version control**

<b>Document Version</b>	<b>Type of change</b>	<b>Description</b>	<b>Date</b>	<b>Prepared / Changed by</b>
1.0	Original Document	Section 188 of the Companies Act, 2013 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	August 04, 2017	Compliance Department
1.1	Amendment	Pursuant to amendments made in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	August 04, 2022	Compliance Department
1.2	Amendment	Pursuant to amendments made in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	July 01, 2025	Compliance Department
1.3	Amendment	Revision to incorporate Reserve Bank of India (Non-Banking Financial Companies – Credit Risk Management) – Amendment Directions, 2026, including framework for lending to related parties	January 23, 2026	Compliance Department

# **BFL ASSET FINVEST LIMITED**

Regd. Office: 1, Taranagar, Ajmer Road, Jaipur-302006, Ph.:9214018877  
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## **PREAMBLE**

Related party transactions can present a potential or actual conflict of interest which may be against the best interest of the company and its shareholders.

Considering the same the Board of Directors (the “Board”) of BFL Asset Finvest Limited (the “Company”) has adopted this Policy based on the recommendation of Audit Committee and the said Policy includes the materiality threshold and the manner of dealing with Related Party Transactions (“Policy”) in compliance with the requirements of Section 188 of the Companies Act, 2013, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) and the Reserve Bank of India (Non-Banking Financial Companies – Credit Risk Management) Directions, 2025 as amended by the Reserve Bank of India (Non-Banking Financial Companies – Credit Risk Management) – Amendment Directions, 2026, which introduced a specific framework governing lending to related parties by NBFCs effective from April 1, 2026.

## **OBJECTIVE**

This Policy is intended to ensure due and timely identification, approval, disclosure and reporting of transactions between the Company and any of its Related Parties in compliance with the applicable laws and regulations as may be amended from time to time.

The provisions of this Policy are designed to govern the approval process and disclosure requirements to ensure transparency in the conduct of Related Party Transactions in the best interest of the Company and its shareholders and to comply with the statutory provisions in this regard.

This Policy therefore covers two connected but distinct areas:

- materiality of related party transactions and manner of dealing with related party transactions under the Companies Act, 2013 and SEBI LODR; and
- lending to related parties as part of the Company’s credit risk governance framework under the RBI directions applicable to NBFCs

## **DEFINITIONS**

**“Arm’s Length Transaction (‘ALT’)”** means, a transaction between two related parties that is conducted as if they are unrelated, so that there is no conflict of interest.

A transaction with a related party will be considered to be on arm’s length basis if the key terms, including pricing of the transaction, taken as a whole, are comparable with those of similar transactions if they would have been undertaken with unrelated parties.

It may be noted that this policy framework, including the definitions above, is meant solely for the purposes of compliance with related party transaction requirements under Companies Act, 2013 and Regulation 23. The above terms may have different connotations for other purposes like disclosures in

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the financial statements, which are governed by applicable regulations, accounting standards, regulatory guidelines etc.

**“Audit Committee or Committee”** means the Committee of the Board constituted from time to time under the provisions of SEBI LODR and Section 177 of the Companies Act, 2013.

**“Industry Standards”** means the Industry Standards on “Minimum information to be provided for Review of the Audit Committee and Shareholders for Approval of Related Party Transaction (RPT)” as notified by SEBI vide its circular dated February 14, 2025, effective from July 01, 2025 or such other date as may be notified by SEBI) or as amended from time to time.

**“Board”** means the Board of Directors as defined under the Companies Act, 2013.

**“Key Managerial Personnel”** means Key Managerial Personnel as defined in sub section (51) of section 2 of the Companies Act, 2013.

**“Material Related Party Transaction”** as per Regulation 23 means a transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during the financial year, exceeds rupees one thousand crore or 10 % of the annual consolidated turnover of the listed Company as per the last audited financial statements of the listed Company whichever is lower.

Transaction(s) involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed 5 % of the annual consolidated turnover of the company as per the last audited financial statements of the company.

**“Ordinary course of business”** includes but not limited to a term for activities that are necessary, normal, and incidental to the business. These are common practices and customs of commercial transactions. The ordinary course of business covers the usual transactions, customs and practices related to the business.

The following factors are indicative of a transaction being in the ordinary course of business:

- i. The transaction is normal or otherwise unremarkable for the business.
- ii. The transaction is frequent/regular
- iii. The transaction is a source of income for the business
- iv. Transactions that are part of the standard industry practice, even though the Company may not have done it in the past.

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These are not exhaustive criteria and the company will have to assess each transaction considering its specific nature and circumstances.

**“Related Party”** a means related party as defined under the sub-section (76) of Section 2 of Companies Act, 2013 read with Regulation 2(1) (zb) of SEBI LODR and as amended from time to time.

“Provided that:

- a) any person or entity forming a part of the promoter or promoter group of the listed entity; or
- b) any person or any entity, holding equity shares:
  - I. of twenty per cent or more; or
  - II. of ten per cent or more, with effect from April 1, 2023; in the listed entity either directly or on a beneficial interest basis as provided under section 89 of the Companies Act, 2013, at any time, during the immediate preceding financial year;

shall be deemed to be a related party.”

**“Related Party Transactions”** means a transaction involving a transfer of resources, services or obligations between:

- a) listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or
- b) a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, with effect from April 1, 2023; regardless of whether a price is charged and a “transaction” with a related party shall be construed to include a single transaction or a group of transactions in a contract:

Provided that the following shall not be a related party transaction:

- a) the issue of specified securities on a preferential basis, subject to compliance of the requirements under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- b) the following corporate actions by the company which are uniformly applicable/offered to all shareholders in proportion to their shareholding:
  - i. payment of dividend;
  - ii. sub division or consolidation of securities;
  - iii. issuance of securities by way of a rights issue or a bonus issue; and
  - iv. buy-back of securities.
- c) acceptance of fixed deposits by banks/Non-Banking Finance Companies at the terms uniformly applicable/offered to all shareholders/public, subject to disclosure of the same along with the disclosure of related party transactions every six months to the stock exchange(s), in the format as

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specified by the Board:

**“Relative”** means a relative as defined under sub-section (77) of Section 2 of the Companies Act, 2013 and the rules prescribed there under.

**“Transaction”** with a related party shall be construed to include a single transaction or a group of transactions.

**“Materiality Threshold”** means limits for related party transactions beyond which the shareholders' approval will be required as specified in Companies Act, 2013 and rules thereof and amendments thereto.

## **RBI-specific Definitions for Lending to Related Parties**

**“Committee on Lending to Related Parties”** means a committee of the Board entrusted with sanctioning loans to related parties. The Company may designate an existing Committee of the Board, other than the Audit Committee, for this purpose.

**“Control”** shall have the same meaning as assigned to it under Section 2(27) of the Companies Act, 2013.

**“Contract or Arrangement”** shall have the same meaning as specified in Section 188(1)(a) to (g) of the Companies Act, 2013.

**“Director of an NBFC or any other entity”** means a director appointed or elected to the Board of the entity.

**“Entity”** in the context of a related party means a person other than an individual and a Hindu Undivided Family.

**“Lending”** in the context of a related party means extending funded and/or non-fund-based credit facilities to related parties. Investments in debt instruments of related parties shall be covered for this purpose, whereas equity investments shall be excluded.

**“Person”** shall have the meaning assigned to it under Section 3(23) of Part I of the Insolvency and Bankruptcy Code, 2016.

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**“Personal Loans”** shall have the same meaning as under Banking Statistics (Harmonised Definitions); however, for the purpose of this Policy, personal loans shall exclude loans for investments in financial assets.

**“Promoter”** shall have the meaning assigned under Section 2(69) of the Companies Act, 2013.

**“Related Party”** for the purpose of lending under RBI directions means a related person, or any entity:

- where a related person is a partner, manager, KMP, director or promoter;
- where a related person is a shareholder holding more than ten percent of paid-up equity share capital;
- where a related person has control, whether singly or jointly with another person;
- where a related person controls more than twenty percent of voting rights by ownership, voting agreement or any other arrangement;
- where a related person has the power to nominate a director to its Board;
- which is accustomed to act on the advice, direction or instruction of a related person, other than advice, directions or instructions given in a professional capacity;
- where a related person is a guarantor or surety;
- where a related person is a trustee, author or beneficiary and the entity is in the form of a private trust; or
- which is related to the related person as a subsidiary, parent company, holding company, associate or joint venture.

Provided that the authority to nominate a director arising exclusively from a lending or financing arrangement shall not by itself make an entity a related party for this purpose. Further, Government-owned or Government-controlled entities shall not be treated as related parties to a Government-owned NBFC merely because of common Government ownership or control.

**“Specified Employees”** mean all employees positioned up to two levels below the Board and any employee designated as such under this Policy or any related internal policy of the Company.

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Any word or expression used but not defined herein shall have the same meaning as assigned to it in the Companies Act, 2013, RBI or rules made there under, or SEBI LODR.

## **MANNER OF DEALING WITH RELATED PARTY TRANSACTIONS**

### **a) Identification of related parties**

The Company has formulated guidelines for identification and updating the list of related parties as prescribed under Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of the SEBI LODR and RBI directions.

### **b) Identification of related party transactions**

The Company has formulated guidelines for identification of related party transactions in accordance with Section 188 of the Companies Act, 2013, Regulation 2(1) (zc) of the SEBI LODR and RBI Directions. The Company has also formulated guidelines for determining whether the transaction is in the ordinary course of business and at arm's length basis and for this purpose, the Company may seek external professional opinion, if necessary.

## **REVIEW AND APPROVAL OF RELATED PARTY TRANSACTION**

### **A. Audit Committee**

1. All related party transactions and subsequent material modifications shall require prior approval of the audit committee of the listed entity:

Provided that only those members of the audit committee, who are independent directors, shall approve related party transactions.

Provided further that:

- a) the audit committee of a listed entity shall define "material modifications" and disclose it as part of the policy on materiality of related party transactions and on dealing with related party transactions;
- b) a related party transaction to which the subsidiary of a listed entity is a party but the listed entity is not a party, shall require prior approval of the audit committee of the listed entity if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds ten per cent of the annual consolidated turnover, as per the last audited financial statements of the listed entity;
- c) with effect from April 1, 2023, a related party transaction to which the subsidiary of a listed

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entity is a party but the listed entity is not a party, shall require prior approval of the audit committee of the listed entity if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year, exceeds ten per cent of the annual standalone turnover, as per the last audited financial statements of the subsidiary;

- d) prior approval of the audit committee of the listed entity shall not be required for a related party transaction to which the listed subsidiary is a party but the listed entity is not a party, if regulation 23 and sub-regulation (2) of regulation 15 of these regulations are applicable to such listed subsidiary.

**Explanation:** For related party transactions of unlisted subsidiaries of a listed subsidiary as referred to in (d) above, the prior approval of the audit committee of the listed subsidiary shall suffice.

(e) remuneration and sitting fees paid by the listed entity or its subsidiary to its director, key managerial personnel or senior management, except who is part of promoter or promoter group, shall not require approval of the audit committee provided that the same is not material in terms of the provisions of sub-regulation (1) of this regulation.

(f) The members of the audit committee, who are independent directors, may ratify related party transactions within three months from the date of the transaction or in the immediate next meeting of the audit committee, whichever is earlier, subject to the following conditions:

(i) the value of the ratified transaction(s) with a related party, whether entered into individually or taken together, during a financial year shall not exceed rupees one crore;

(ii) the transaction is not material in terms of the provisions of sub-regulation (1) of this regulation;

iii) rationale for inability to seek prior approval for the transaction shall be placed before the audit committee at the time of seeking ratification;

(iv) the details of ratification shall be disclosed along with the disclosures of related party transactions in terms of the provisions of sub-regulation (9) of this regulation;

(v) any other condition as specified by the audit committee:

Provided that failure to seek ratification of the audit committee shall render the transaction voidable at the option of the audit committee and if the transaction is with a related party to any director, or is authorised by any other director, the director(s) concerned shall indemnify the listed entity against any loss incurred by it.

Audit committee may grant omnibus approval for related party transactions proposed to be entered into by the Company subject to the following conditions, namely-

- i. The audit committee shall lay down the criteria for granting the omnibus approval in

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consonance with the policy on related party transactions and such approval shall be applicable in respect of transactions which are repetitive in nature;

- ii. The audit committee shall satisfy it regarding the need for such omnibus approval and that such approval is in the interest of the Company.
- iii. The omnibus approval shall specify:
  - the name(s) of the related party, nature of transaction, period of transaction, maximum amount of transactions that shall be entered into,
  - the indicative base price / current contracted price and the formula for variation in the price if any; and
  - such other conditions as the audit committee may deem fit:

Provided that where the need for related party transaction cannot be foreseen and aforesaid details are not available, audit committee may grant omnibus approval for such transactions subject to their value not exceeding rupees one crore per transaction.

- such other conditions as may be specified by the law from time to time
- iv. The audit committee shall review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given.
  - v. Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.

## **B. Board of Directors**

As per the provisions of Section 188 of the Companies Act, 2013, all kinds of transactions specified under the said Section and which are not in the ordinary course of business or not at arm's length basis, are placed before the Board for its approval.

In addition to the above, the following kinds of transactions with related parties are also placed before the Board for its approval:

- i. Transactions which may be in the ordinary course of business and at arm's length basis, but which are as per the policy determined by the Board from time to time (i.e. value threshold and/or other parameters) require Board approval in addition to Audit Committee approval;
- ii. Transactions in respect of which the Audit Committee is unable to determine whether or not they are in the ordinary course of business and/or at arm's length basis and decides to refer the same to the Board for approval;
- iii. Transactions which are in the ordinary course of business and at arm's length basis, but which in Audit Committee's view requires Board approval;
- iv. Transactions meeting the materiality thresholds, which are required to be placed before the

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shareholders for approval.

Any member of the Board who has any interest in any related party transaction will rescue himself and abstain from discussion and voting on the approval of the related party transaction.

## **Overall Threshold Limit**

For the purpose of internal governance of related party transactions Over all threshold limit for related party transactions other than lending under RBI-specific thresholds, the overall threshold limit shall continue to be is Rs. 5 Crores for a financial year and transactions value over and above such threshold limit shall require prior approval of Board, unless a stricter requirement applies under law or this Policy.

## **C. Shareholders**

- If a related party transaction is a material and subsequent material modifications as defined by the audit committee under sub-regulation (2) shall require prior shareholder's approval through resolution and no related parties shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.
- Provided that prior approval of the shareholders of a listed entity shall not be required for a related party transaction to which the listed subsidiary is a party but the listed entity is not a party, if regulation 23 and sub-regulation (2) of regulation 15 of these regulations are applicable to such listed subsidiary.
- If a related party transactions is not in the ordinary course of business, or not at arm's length price and exceeds certain thresholds prescribed under the Companies Act, 2013, it shall require shareholders' approval by a resolution. In such a case, any member who is a related party having interest in the transaction for which resolution being proposed, shall not vote on such resolution passed for approving related party transaction.

Regulation 23(5)(b) and 23(5)(c) of the SEBI LODR and Section 188(1) of the Companies Act, 2013 provides that the requirement for seeking shareholders' approval shall not be applicable to transactions between the Company and its wholly owned subsidiary/ies or transactions entered into between two wholly-owned subsidiaries of the listed holding company, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.

All Related Party Transactions, which are not in ordinary course of business and/or not entered on arm's length basis, whose value exceeds the threshold limits as prescribed in Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of the Board & its Powers) Rules, 2014, as given below:

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Sl. No.	Nature of transaction as per Section 188 of the Companies Act, 2013	Threshold limit* for seeking approval of shareholders
A	sale, purchase or supply of any goods or materials, directly or through appointment of agent	10% or more of the turnover of the Company.
B	selling or otherwise disposing of, or buying, property of any kind, directly or through appointment of	10% or more of net worth of the Company.
C	leasing of property of any kind	10% or more of the turnover of the company.
D	availing or rendering of any services, directly or through appointment of agent	10% or more of the turnover of the company.
E	Such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company;	At a monthly remuneration exceeding Rs. 2.50 Lakh
F	Underwriting for the subscription of any securities or derivatives thereof, of the company.	At a remuneration exceeding 1% of the Net Worth of the Company.

*\*For the transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year. Turnover or net worth shall be computed as defined in the Companies Act, 2013*

3. All the information specified in the Act, LODR, and Industry Standards defined in Clause 3.7 shall be provided to the shareholders for approving the RPT.

## **Summary of the approval mechanism under SEBI (LODR) Regulations, 2015 and the Companies Act, 2013:**

Details of Transaction(s)	Approving Authority
All related party transactions (other than those which are exempted) and any subsequent material modifications	1. Audit Committee
RPTs u/s 188 of the Companies Act, 2013 which are not in Ordinary Course of Business or not on arm's length basis or both and <b>less than threshold limits of materiality.</b>	1. Audit Committee 2. Board of Directors of the Company

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RPTs u/s 188 of the Companies Act, 2013 which are in not in ordinary course of business or not on arm's length basis or both <b>and beyond threshold limits.</b>	1. Audit Committee 2. Board of Directors of the Company 3. Shareholders of the Company.
Material RPT and subsequent material modifications	1. Audit Committee 2. Board of Directors of the Company 3. Shareholders of the Company.

## **Lending to Related Parties**

### **General Principles**

The Company recognises that lending to related parties involves heightened risk of conflict of interest, governance failure, connected exposure, reputational damage and supervisory scrutiny. Accordingly, all lending to related parties shall be undertaken only in accordance with this Policy, the Company's credit policy, applicable RBI directions and prudential exposure norms.

The Board shall have the overall responsibility for ensuring that suitable mechanisms are in place for implementation of the policy on lending to related parties.

The Company's credit policy shall contain specific provisions on lending to related parties and lending to specified employees and their relatives, together with additional safeguards to address the risks arising from such lending.

### **Credit Policy Requirements**

The credit policy and related operating procedures shall provide, at a minimum, for the following:

- criteria for identifying loans, facilities, investments in debt instruments, guarantees, non-fund-based facilities and other exposures that qualify as lending to related parties;
- standards for appraisal, due diligence, pricing, documentation, security creation, monitoring and recovery of such exposures;
- aggregate limits for loans to related parties;

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- sub-limits for a single related party and a group of related parties, within overall prudential exposure norms prescribed by RBI;
- specific provisions for lending to specified employees and their relatives;
- reporting lines, escalation protocols and exception handling;
- a whistle blower framework enabling employees to confidentially report irregular, unethical or questionable loans to related parties without fear of reprisal; and
- controls to identify and eliminate reciprocal lending, quid pro quo arrangements and other circumvention structures.

## **Materiality Threshold for Lending to Related Parties**

Loans to related parties, including personal loans to directors or KMP, shall be subject to the materiality threshold prescribed in the credit policy. Such threshold shall not exceed the ceilings prescribed by RBI based on the layer of the NBFC as per the last audited balance sheet.

For ease of implementation, the applicable maximum ceilings under the RBI amendment are as follows:

Category of NBFC	Maximum materiality threshold per individual transaction
Upper Layer / Top Layer	Rs. 10 crore
Middle Layer	Rs. 5 crore
Base Layer	Rs. 1 crore

Materiality thresholds may vary across categories of loans and borrowers, provided they do not exceed the RBI ceilings.

## **Approval Authority for Related Party Lending**

Loans above the applicable materiality threshold shall be sanctioned by the Board. The Board may delegate such sanctioning power to a Committee on Lending to Related Parties or any other Committee of the Board, other than the Audit Committee, as permitted by RBI directions.

Loans below the applicable materiality threshold may be sanctioned by the appropriate authority under

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# **BFL ASSET FINVEST LIMITED**

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the Company's delegation of powers, subject to full compliance with this Policy and the credit policy.

For abundant clarity, approval under the RBI-related lending framework shall be in addition to, and not in substitution of, any approval required under the Act, SEBI LODR or any other applicable law.

## **Recusal and Conflict Management**

Directors, KMP and Specified Employees shall recuse themselves from deliberation and decision on loan proposals, contracts or arrangements involving themselves or their related parties. Such recusal shall also extend to subsequent material changes to the terms of such loans, including one-time settlements, write-offs, waivers, enforcement of security and implementation of resolution plans.

No employee or office bearer shall influence, directly or indirectly, any credit decision involving their own related party interest. Any failure to disclose conflict or to recuse shall be treated as a breach of this Policy and may attract disciplinary action, in addition to regulatory consequences.

## **Monitoring and Audit**

The Company shall put in place a suitable mechanism for maintaining and periodically updating the list of all related persons, related parties and loans sanctioned to such related persons and related parties.

Credit facilities sanctioned to specified employees and their relatives shall be reported to the Board on an annual basis.

Internal auditors shall conduct periodic reviews, at quarterly or shorter intervals, to verify adherence to guidelines and procedures in relation to lending to related parties.

Any deviation from the policy relating to lending to related parties, along with reasons, shall be reported to the Audit Committee or, where applicable, to the Board if an Audit Committee is not constituted.

Any product, entity or structure formed with the objective of circumventing these directions through reciprocal lending, quid pro quo arrangements or similar means, and identified as such by auditors, supervisory authority or investigating agencies, shall be treated as lending to a related party.

## **Listed Company Compliance**

Being a listed NBFC, the Company shall continue to comply with the applicable provisions of SEBI LODR in addition to the RBI directions relating to lending to related parties.

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## **RATIFICATION OF RELATED PARTY TRANSACTIONS**

A. Subject to the provisions of Section 177 of the Act, SEBI LODR and other applicable laws, in the event the Company becomes aware of a transaction with a related party that has not been approved in accordance with this Policy prior to its consummation, the matter shall be reviewed by the Audit Committee. The members of the audit committee, who are independent directors, may ratify related party transactions within three months from the date of the transaction or in the immediate next meeting of the audit committee, whichever is earlier, subject to the following conditions:

1. the value of the ratified transaction(s) with a related party, whether entered into individually or taken together, during a financial year shall not exceed rupees one crore;
2. the transaction is not material in terms of the provisions of sub-regulation (1) of this regulation 23;
3. rationale for inability to seek prior approval for the transaction shall be placed before the audit committee at the time of seeking ratification;
4. the details of ratification shall be disclosed along with the disclosures of related party transactions in terms of the provisions of sub-regulation (9) of this regulation 23;
5. any other condition as specified by the audit committee:

Provided that failure to seek ratification of the audit committee shall render the transaction voidable at the option of the audit committee and if the transaction is with a related party to any director, or is authorized by any other director, the director(s) concerned shall indemnify the listed entity against any loss incurred by it.

B. The minimum information specified in the Industry Standards defined in Clause 3.7, be provided to the Audit Committee for review and approval of RPT.

C. Where a Related Party Transaction requiring ratification by the concerned approving authority determines not to ratify such authority may direct additional actions including, but not limited to, immediate discontinuation of the transactions, or modification of the transaction to make it acceptable for ratification.

### **D. Reporting of related party transactions**

Every contract or arrangement, which is required to be approved by the Board/shareholders under this Policy, SEBI LODR and Companies Act, 2013, shall be referred to in the Board's report to the shareholders along with the justification for entering into such contract or arrangement.

Further, every material related party transaction, which is required to be disclosed to stock exchange, shall be disclosed by the Company as promptly as practicable.

The details of material transactions with related parties will be included in the corporate governance

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reports which are required to be submitted to the stock exchanges on a quarterly basis.

The details of related party transactions on a consolidated basis would be submitted, to the stock exchanges and published on the Company's website on a half-yearly basis, within 30 days from the publication of the Company's financial results.

Provided further that the listed entity would make disclosures in every six months within fifteen days from the date of publication of its standalone and consolidated financial results.

Provided further that the listed entity would make such disclosures every six months on the date of publication of its standalone and consolidated financial results with effect from **April 1, 2023.**"

The transactions with any person or entity belonging to the promoter/promoter group of the company and having shareholding of 10% or more in the company would be disclosed in the annual results.

## **Related Party Transactions not previously approved under this policy**

In the event the Company becomes aware of a Related Party Transaction that has not been approved or ratified under this Policy, the transaction shall be placed as promptly as practicable before the Committee or Board or the Shareholders as may be required in accordance with this Policy for review and ratification.

The Committee or the Board or the Shareholders shall consider all relevant facts and circumstances respecting such transaction and shall evaluate all options available to the Company, including but not limited to ratification, revision, or termination of such transaction, and the Company shall take such action as the Committee deems appropriate under the circumstances.

## **Existing Non-Compliant Related Party Lending Exposures**

Existing related party lending transactions that were not in conformity with the RBI amendment directions as on the date of issuance of the amendment directions may be allowed to run off till maturity in terms of the RBI transition provision. However, such loans or limits shall not be renewed, reviewed on same or different terms, or enhanced after expiry unless brought into compliance with the amended RBI directions.

## **Limitation and Amendment**

In the event of any conflict between the provisions of this Policy and of the Act or SEBI LODR or any other statutory enactments, rules, the provisions of such Act or SEBI LODR or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment / modification in the Listing Agreement, Companies Act, 2013 and/or applicable laws in this regard shall automatically apply to this Policy.

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## **Policy Review**

The Audit Committee may review this policy from time to time and recommend any changes to the board for approval.

Proposed by	Signature
Company Secretary and Compliance Officer	
Reviewed by	
Mr. Mahendra Kumar Baid Managing Director	
Approving Authority	Board of Directors
Date of approval/review	January 23, 2026

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