

## RELATED PARTY TRANSACTION POLICY

### 1. INTRODUCTION

The Related Party Transaction Policy of **Finkurve Financial Services Limited** (“the Company”) is prepared to provide a framework to deal with Related Party Transactions for reviewing and approving the Related Party Transactions and providing disclosure in quarterly/half yearly/annual financials or as required by regulations.

This policy is prepared to define a mechanism to handle the Related Party Transactions to ensure transparency and substantive and procedural fairness of such transactions. This policy seeks to provide the guidance on identification of Related Parties and the proper conduct and documentation of all Related Party Transactions.

### 2. SCOPE AND PURPOSE OF THE POLICY:

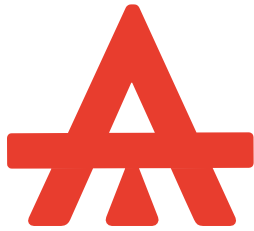
Finkurve Financial Services Limited (“the Company”) is governed, amongst others, by the rules and regulations framed by Securities and Exchange Board of India (“SEBI”). SEBI has mandated every listed company to formulate a policy on materiality of Related Party Transactions (“RPT”) and also on dealing with Related Party Transactions.

- a. Accordingly, the Company has formulated this policy (Policy) on materiality of Related Party Transactions and on dealing with Related Party Transactions. This Policy regulates all transactions between the Company and its Related Parties.
- b. The Board of Directors of the Company (“Board”) on recommendation of the Audit Committee of the Company (“Audit Committee”) shall review the Policy once in three years and may amend the same from time to time.

### 3. PREAMBLE

The Board of Directors the Company has adopted the following policy and procedures with regard to Related Party Transactions as defined below. The Audit Committee will review and may amend this policy from time to time subject to the approval of the Board.

This policy will be applicable to the Company. This policy is to regulate transactions between the Company and its Related Parties based on the applicable laws and regulations applicable on the Company.



#### 4. DEFINITIONS

“**Act**” shall mean Companies Act, 2013 and the Rules framed thereunder including amendments, re-enactments, modifications, notifications, circulars and orders from time to time.

“**Arm’s Length Basis**” shall mean the transaction entered into between two Related Parties as if they were unrelated to avoid any conflict of interest, and the term ‘arm’s length’ shall be construed accordingly.

“**Audit Committee or Committee**” means Committee of Board of Directors of the Company constituted under Regulations of Securities Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

“**Board of Directors**” or “**Board**” means Board of Directors of the Company constituted under the provisos of the Companies Act, 2013 and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

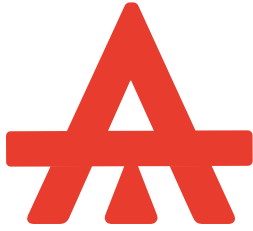
“**Company**” shall mean **Finkurve Financial Services Limited**.

“**Key Managerial Personnel**” means key managerial personnel as defined under the Companies Act, 2013 and includes:

- a. Managing Director, or Chief Executive Officer or manager and in their absence, a Whole-time director;
- b. Company Secretary;
- c. Chief Financial Officer;
- d. Such other officer, not more than one level below the Directors who is in whole-time employment, designated as key managerial personnel by the Board; and
- e. Such other officer as may be prescribed, from time to time.

“**Relative**” shall mean the term as defined under relevant applicable section 2(77) of the Companies Act, 2013 read with Rule 4 the Companies (Specification of definitions details) Rules, 2014.

“**Related Party**” shall mean a Related Party shall have the same meaning as defined under Section 2(76) of the Act and the Rules made thereunder and the applicable Accounting Standards and Regulation 2(1)(zb) of the SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015.



**“Related Party Transaction”** shall mean any transaction or contract or arrangement with Related Party as defined under Section 188 of the Act and the Rules made thereunder and the Accounting Standards and as per Regulation 2(1) (zc) of SEBI (LODR) Regulations, 2015 including any amendment or modification thereof, as may be applicable.

**“Material Related Party Transactions”** means any contract/ arrangement with a related party as defined under Section 188(1) of the Act, which is equal to or exceeds the limits mentioned under Rule 15(3) of the Companies (Meetings of the Board and its powers) Rules, 2014 as per the last audited financial statements of the Company or a transaction with a related party to be entered into individually or taken together with previous transactions during a financial year, exceeds the limits mentioned under Regulation 23 of the SEBI (LODR), Regulations, 2015 as per the last audited financial statements of the Company or such other limits as may be notified by the SEBI from time to time.

## 5. APPLICABILITY

This Policy applies to transactions between the Company and one or more of its Related Parties. It provides a framework for governance and reporting of Related Party Transactions including material transactions. Transactions covered by this policy include any contract or arrangement with a Related Party with respect to transactions defined hereunder as “Related Party Transaction”.

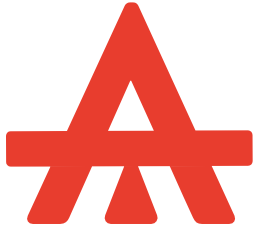
## 6. REVIEW AND APPROVAL OF RELATED PARTY TRANSACTION

Approval of Related Party Transactions

### A. Audit Committee

All the transactions which are identified as Related Party Transactions and subsequent modifications thereof, shall be approved by the Audit Committee in the manner specified under the Listing Regulations. The Audit Committee shall consider all relevant factors while deliberating the Related Party Transactions for its approval.

Any member of the Audit Committee who has a potential interest in any Related Party Transaction shall recuse himself and abstain from discussion and voting on the approval of the Related Party transaction. A Related Party Transaction which is (i) not in the ordinary course of



business, or (ii) not at arm's length price, would require approval of the Board or of shareholders, as detailed in subsequent paragraphs.

The Audit Committee may grant omnibus approval for Related Party Transactions which are repetitive in nature and subject to such criteria/conditions as mentioned under Regulation 23(3) of the Listing Regulations and such other conditions as it may consider necessary in line with this Policy and in the interest of the Company. Such omnibus approval shall be valid for a period not exceeding one year and shall require fresh approval after the expiry of one year.

The Audit Committee shall review, on a quarterly basis, the details of Related Party Transactions and material modifications thereof, entered into by the Company pursuant to the omnibus approval. In connection with any review of a Related Party Transaction, the Committee has authority to modify or waive any procedural requirements of this Policy.

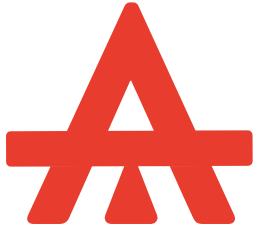
A Related Party Transaction entered into by the Company, which is not under the omnibus approval or otherwise pre-approved by the Audit Committee, will be placed before the Audit Committee for ratification.

The Audit Committee shall also pre-approve related party transactions, where the Company is not a party, but the Company's subsidiary is a party, if the value crosses the thresholds as prescribed under the Listing Regulations.

## **B. Board of Directors**

In case any Related Party Transactions are referred by the Company to the Board for its approval due to the transaction being (i) not in the ordinary course of business, or (ii) not at an arm's length price, the Board will consider such factors as, nature of the transaction, material terms, the manner of determining the pricing and the business rationale for entering into such transaction. On such consideration, the Board may approve the transaction or may require such modifications to transaction terms as it deems appropriate under the circumstances. Any member of the Board who has any interest in any Related Party Transaction will recuse himself and abstain from discussion and voting on the approval of the Related Party Transaction.

## **C. Shareholders**



If a Related Party Transaction is (i) a material transaction as per Regulation 23 of the Listing Regulations, or (ii) not in the ordinary course of business, or not at arm's length price and exceeds certain thresholds prescribed under the Companies Act, 2013, then such RPT and any subsequent material modification thereto, shall require shareholders' approval by a resolution. In such a case, any member of the Company who is a Related Party, irrespective of being related to the said transaction or not, shall not vote on resolution passed for approving such Related Party Transaction.

D. The provisions of regulation 23(2), (3) and (4) shall not be applicable in case of transactions entered into between a holding company and its wholly owned subsidiary and between two wholly-owned subsidiaries, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.

E. In the event the Company becomes aware of a Related Party Transaction with a Related Party that has not been approved under this Policy prior to its consummation, the Company would obtain post facto approval from the Audit Committee, the Board and/or shareholders as required under applicable laws/ regulations. In case the Company is not able to take such prior approval from the Audit Committee, the Board and/or shareholders, such a transaction shall not be deemed to violate this Policy, or be invalid or unenforceable, so long as post facto approval is obtained as promptly as reasonably practical after it is entered into or after it becomes reasonably apparent that the transaction is covered by this policy.

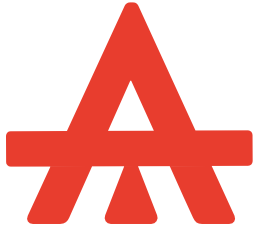
## **F. Reporting of Related Party Transactions**

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

The details of all transactions with related parties shall be submitted, in the format specified, half yearly to the stock exchanges, as per the manner and timelines set-out in the Listing Regulations and the same shall be published on the Company's website.

## **7. RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY**

In the event the Company becomes aware of a Related Party Transactions that has not been approved under this Policy, the matter shall be reviewed by the Committee. The Committee shall consider all the relevant facts and circumstances regarding the Related Party Transactions and shall evaluate all options available to the Company, including ratification, revision or termination of the Related Party Transaction. The Committee shall also examine the facts and circumstances



pertaining to the non-reporting of such Related Party Transactions to the Committee under this Policy and shall take appropriate steps to ratify.

In case the Committee determines not to ratify a Related Party Transactions that has not been commenced without approval, the Committee, as appropriate, may direct additional actions including, but not limited to, immediate discontinuation or recession of the transaction.

In connection with any review of a Related Party Transaction, the Audit Committee shall have the final authority to modify or waive any procedure requirements of this policy, in accordance with the SEBI (LODR) Regulations, 2015 and any other applicable Law.

## **8. DISCLOSURE**

Appropriate disclosures as required by the Act and SEBI(LODR), Regulation, 2015 will be made in the Financial Statements and the Board's Report of the Company. This Policy shall be disclosed on the website of the Company.

## **9. REVIEW OF POLICY**

This Policy shall be reviewed by the Audit Committee ("Committee") as and when any changes are to be made in the Policy. Any changes or modification in the Policy as recommended by the Committee shall be presented to the Board for their approval. Any exceptions to the Policy on Related Party Transactions must be consistent with the Companies Act 2013, including the Rules promulgated there under and must be approved in the manner as may be decided by the Board of Directors.