

CLIX FINANCE INDIA PRIVATE LIMITED
(FORMERLY KNOWN AS CLIX FINANCE INDIA UNLIMITED)

RELATED PARTY TRANSACTIONS (“RPTs”) POLICY

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I. PREAMBLE:

The Board of Directors (the “Board”) of the **Clix Finance India Private Limited** (the “Company”), has adopted the following policy and procedures with regard to Related Party Transactions (*as defined below*) in accordance with the requirements of Section 188 of the Companies Act 2013 and Rules made thereunder and the Reserve Bank of India (‘RBI’) Circular No. RBI/2014-15/299 DNBR (PD) CC.No. 002/03.10.001/2014-15 dated 10th November, 2014.

II. OBJECTIVE / PURPOSE:

The objective of this policy is to regulate transactions between the Company and its Related Parties and to ensure that such transactions are based on principles of fairness and transparency. Likewise, this policy aims to ensure proper approval and reporting of transactions between the Company and any of its Related Party in accordance with the applicable laws.

This Policy shall supplement the Company’s other policies in force that may be applicable to or involve transactions with related persons.

This Policy shall be effective from 15th November, 2016.

III. DEFINITIONS:

- (i) “**Act**” means Companies Act, 2013 and rules made thereunder, as amended.
- (ii) “**Audit Committee or Committee**” means Committee of Board of Directors of the Company constituted under provisions of Companies Act, 2013.
- (iii) “**Board**” means the Board of Directors of the Company.
- (iv) “**Key Managerial Personnel**” includes
 - a. the Chief Executive Officer or the Managing Director or the Manager;
 - b. the Company Secretary;
 - c. the Whole-time Director;
 - d. the Chief Financial Officer
- (v) “**Material Related Party Transactions**” means those transactions entered into with the Company by a related party, individually or taken together with previous transactions during a financial year, exceeds Ten percent of the annual turnover or twenty percent of the net worth of the Company as per the last audited financial statements of the Company, whichever is higher.
- (vi) “**Related Party**” shall have the meaning ascribed to it under the section 2(76) of the Act.
- (vii) “**Relatives**” shall have the meaning ascribed to it under section 2(77) of the Act.

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(viii) **“Related Party transactions”**: means any transaction directly or indirectly involving transfer of resources, services or obligations between the Company and the Related Party, regardless of whether a price is charged. A "transaction" with a Related Party shall be construed to include single transaction or a group of transactions in a contract.

The following categories of transactions and thresholds as prescribed under Section 188 of the Act shall be covered under this Policy:

- (i) sale, purchase or supply of any goods or materials;
- (ii) selling or otherwise disposing of, or buying, property of any kind;
- (iii) leasing of property of any kind;
- (iv) availing or rendering of any services;
- (v) appointment of any agent for purchase or sale of goods, materials, services or property etc.
- (vi) such related party's appointment to any office or place of profit in the Company, its subsidiary company or associate company; and
- (vii) underwriting the subscription of any securities or derivatives thereof, of the Company.

IV. THE POLICY:

Unless otherwise stated in this Policy, all Related Party Transactions (including any amendments or modifications to such transactions) must be reported to the Audit Committee and referred for approval by the Committee in accordance with this Policy. All Material Related Party Transactions shall require approval of the shareholders through ordinary resolution and the Related Parties shall abstain from voting on such resolutions.

Transactions with Related parties which are in ordinary course of business of the Company, shall satisfy the criteria of arm’s length pricing and shall be periodically disclosed to the Audit Committee/Board. It shall be the responsibility of the Functional Head to ensure that requisite evidence and documentation are made available to the Audit Committee/Board, as may be required, to demonstrate that the transactions are conducted on arm’s length basis.

V. MANNER OF DEALING WITH RELATED PARTY TRANSACTIONS:

In dealing with Related Party Transactions, the Company will adopt the following approach:

I. Identification of Related Party Transactions

All Related Party Transactions must be brought to the notice of the Audit Committee of the Company. Any employee of the Company who is aware of any transaction that is or may be perceived to be a Related Party Transaction is required to bring the same to the attention of the Audit Committee of the Company through Company Secretary.

All Directors and Key Managerial Personnel are responsible for informing the Company of their interest (including interest of their Relatives) in other companies, firms or concerns at the beginning of every financial year and any change in such interest during the year. In addition, all Directors and Key Managerial Personnel are responsible for providing notice to the Company Secretary of any potential Related Party

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Transaction involving him/her or his or her relative, including any additional information about the transaction that the Audit Committee may request. The Board shall record the disclosure of interest and the Audit Committee will determine whether the transaction is in the ordinary course of business and on an arm’s length basis.

Notice of any potential Related Party Transaction should be given well in advance so that the Company Secretary has adequate time to obtain and review information about the proposed transaction and to refer it to the Audit Committee.

The Company Secretary (“CS”) of the Company (to be referred as “Designated Official” for the purposes of this Policy) shall at all times maintain a database of Company’s Related Parties containing the names of individuals and Companies, along with their personal/company details including any revisions therein. The Related Party List shall be updated whenever necessary and shall be reviewed at least once a year, on 1st April every year.

II. Review and Approval of Related Party Transactions

All Related Party Transactions must be reported to the Company Secretary who shall submit the same for approval or ratification by the Audit Committee in accordance with this policy.

(i) Approval by the Audit Committee

The Audit Committee shall review, approve and ratify Related Party Transactions based on this Policy and in accordance with the provisions of applicable laws. To review a Related Party Transaction, the Committee will be provided with all relevant material information of the Related Party Transaction, including the terms of the transaction, the business purpose of the transaction, the benefits to the Company and to the Related Party, and any other relevant matters.

In determining whether to approve a Related Party Transaction, the Committee will consider the following factors, among others, to the extent relevant to the Related Party Transaction:

- Whether the terms of the Related Party Transaction are fair and at arm’s length basis to the Company and would apply on the same basis if the transaction did not involve a Related Party;
- Whether there are any compelling business reasons for the Company to enter into the Related Party Transaction and the nature of alternative transactions, if any;
- Whether the Related Party Transaction would affect the independence of an independent director;
- Whether the proposed transaction includes any potential reputational risk issues that may arise as a result of or in connection with the proposed transaction;
- Whether the Company was notified about the Related Party Transaction before its commencement and if not, why pre-approval was not sought and whether subsequent ratification is allowed and would be detrimental to the Company; and
- Whether the Related Party Transaction would present an improper conflict of interest for any director or Key Managerial Personnel of the Company, taking into account the size of the transaction, the overall financial position of the director, Executive Officer or other Related Party, the direct or indirect nature of the director’s, Key Managerial Personnel’s or other Related Party’s interest in the transaction and the ongoing nature of any proposed relationship and any other factors the Board/Committee deems relevant.

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Any member of the Audit Committee, who has a potential interest in any Related Party Transaction, will recuse him or herself and abstain from voting on the approval or ratification of such Related Party Transaction. Such member may, however, participate in discussions with respect to other Related Party Transactions placed for approval or ratification of the Audit Committee.

(ii) Omnibus Approval

The Audit Committee may grant omnibus approval to Related Party Transactions that are:

- a. repetitive in nature; and/or
- b. entered in the ordinary course of business and are at Arm's Length. The expression Arm's Length has the meaning ascribed to it under Section 188 of the Companies Act, 2013.

Such omnibus approval shall be valid for a period not exceeding one year and shall require fresh approval after the expiry of one year. During the year, The Audit Committee shall review the details of the Related Party Transactions entered into by the Company pursuant to the omnibus approval.

(iii) Approval by Circulation

In an unforeseen event where a Related Party Transaction, for which Omnibus approval has not been given by the Audit Committee, needs to be entered due to business exigencies between two Audit Committee meetings, the Audit Committee may approve such Related Party Transaction by passing a resolution by circulation, after satisfying itself that such transaction is in the interest of the Company.

(iv) Approval by the Board

All Related Party Transactions that are not in the ordinary course of business or not on arm's length basis shall be referred to the Board of Directors for their approval. Any member of the Board who has a potential interest in such Related Party Transaction will recuse him or herself and abstain from voting on the approval of such Related Party Transaction. Such member may, however, participate in discussions with respect to other Related Party Transactions placed for approval of the Board.

(v) Approval by the Shareholders

All Material Related Party Transactions shall require prior approval of shareholders by way of an ordinary resolution. All Related Party Transactions that are not in the ordinary course of business or not on arm's length basis shall require prior approval of the shareholders, if required under applicable laws.

All entities falling under the definition of Related Parties shall abstain from voting irrespective of whether the entity is a party to the particular transaction or not.

VI. TREATMENT OF RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY:

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 matter shall be reviewed by the Committee.

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The Committee shall consider all of the relevant facts and circumstances regarding the Related Party Transaction, 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 failure of reporting such Related Party Transaction to the Committee under this Policy, and shall take any such action it deems appropriate.

Where the Committee determines not to ratify a Related Party Transaction that has been commenced without approval, the Committee, as appropriate, may direct additional actions including, but not limited to, immediate discontinuation or rescission of the transaction. In connection with any review of a Related Party Transaction, the Committee has authority to modify or waive any procedural requirements of this Policy.

VII. EXEMPTIONS:

Nothing contained in this policy shall apply to any contract or arrangement or agreement:

- (i) in the ordinary course of its business at arms’ length price with parties other than a Related Party.
- (ii) between the Company and any other partner of the firm in which Director/Manager/Relative is a partner.
- (iii) regarding service availed in a professional capacity from body corporate/person.
- (iv) with a private or public company in which relative of a director/manager is a director/member.

The following transaction(s) undertaken by the Independent Director with the Company or its holding, subsidiary, or associate company or their promoters or directors during the year and during two immediately preceding financial years shall not fall in the ambit of pecuniary relationship with the Company:

- a. transaction(s) done in ordinary course of business at arm’s length;
- b. receipt of remuneration by way of sitting fees;
- c. re-imbursement of expenses for attending board and other meetings;
- d. any profit related commission as approved by members.

VIII. REGISTERS & DISCLOSURES:

The Company shall keep and maintain a register, physically or electronically, giving separately the particulars of all contracts or arrangements to which this policy applies. Such register shall also be produced at the commencement of every Annual General Meeting of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting. The Company shall provide extracts from such register to a member of the Company on his request, within seven days from the date on which such request is made per the applicable provisions.

The Company shall disclose this policy relating to Related Party Transactions on its website and the web-link for the policy shall be provided in the Annual Report.

IX. AMENDMENTS TO THE POLICY

The Audit Committee of the Company shall review and may amend this Policy from time to time, subject to the approval of the Board of the Company.

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Any or all provisions of this Policy would be subject to revision / amendment in accordance with the Act, notifications, etc. on the subject as may be issued by relevant statutory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.