



Clix Capital Services Private Limited

POLICY ON MATERIALITY AND DEALING WITH RELATED PARTY TRANSACTIONS (RPTs)

Approved by: Board of Directors

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I. PREAMBLE:

The Board of Directors (the "Board") of the **Clix Capital Services 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, Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 ("RBI SBR Directions") and applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (SEBI LODR).

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 28th May, 2025.

III. DEFINITIONS:

- (i) "**Act**" means the Companies Act, 2013 read with the rules made thereunder, each as amended from time to time.
- (ii) "**Arm's Length Transaction**" means a transaction between two Related Parties that is conducted as if they were unrelated, so that there is no conflict of interest, and is consistent with the meaning ascribed under Section 188 of the Act and Ind AS 24. Compliance with arm's length pricing shall be supported by appropriate benchmarking, valuation, comparable uncontrolled price analysis, transfer pricing studies or other documentation as may be appropriate to the nature of the transaction.
- (iii) "**Audit Committee**" or "**Committee**" means the Audit Committee of the Board of Directors of the Company constituted under Section 177 of the Act and Paragraph 26 of the RBI SBR Directions, as applicable.
- (iv) "**Board**" means the Board of Directors of the Company.
- (v) "**Designated Official**" means the Company Secretary of the Company who shall act as the nodal officer for administration of this Policy.
- (vi) "**Group**" or "**Group Entity**" shall have the meaning ascribed under Ind AS 24 / AS 18 and the RBI Related Party Lending Directions, and includes the holding company, subsidiary, associate, joint venture or fellow subsidiary of the Company.
- (vii) "**Key Managerial Personnel**" or "**KMP**" shall have the meaning ascribed under Section 2(51) of the Act and includes:
 - the Chief Executive Officer, Managing Director or Manager;
 - the Whole-time Director(s);the Company Secretary;
 - the Chief Financial Officer; and
 - such other officers, not more than one level below the directors who are in whole-time employment, designated as KMP by the Board.

- (viii) "**Material Modification**" of a Related Party Transaction means any modification, either individually or taken together with any previous modifications, made in the nature, value, exposure, tenor, pricing or other terms and conditions of any existing Related Party Transaction having a variance of 20% or more in value from the original transaction already approved by the Audit Committee, the Board or the Shareholders (as the case may be), or such other modification as may be determined by the Audit Committee.
- (ix) "**Material Related Party Transaction**" means a transaction with a Related Party (including subsequent material modifications) which, individually or taken together with previous transactions during a financial year, exceeds the lower of:
- rupees one thousand crore; or
 - ten per cent (10%) of the annual consolidated turnover of the Company as per its last audited financial statements;
 - provided that any transaction involving payments to a Related Party with respect to brand usage or royalty shall be considered material if such payments, individually or taken together with previous transactions during a financial year, exceed five per cent (5%) of the annual consolidated turnover of the Company as per its last audited financial statements.
- (x) "**Materiality Threshold for Lending to Related Parties**" means the threshold prescribed by the Reserve Bank of India under the RBI Related Party Lending Directions, beyond which prior approval of the Board (or a Committee specifically authorised by the Board) is mandatorily required. For NBFCs, the thresholds are scaled according to the layer in which the NBFC is placed under the SBR framework, as set out in Section VII of this Policy.
- (xi) "**Related Party**" shall have the meaning ascribed under Section 2(76) of the Act and shall additionally include any Person or entity treated as a related party under:
- Ind AS 24 / Accounting Standard 18;
 - Regulation 2(1)(zb) of SEBI LODR, to the extent applicable to the Company;
 - the RBI SBR Directions and the RBI Related Party Lending Directions, including any person accustomed to act on the advice, direction or instruction of a Related Person (the "shadow control" catch-all);
 - any other applicable law, regulation, accounting standard or directive issued by the RBI, SEBI or any other regulatory authority from time to time.
- (xii) "**Related Person**" in relation to the Company shall have the meaning ascribed under the RBI Related Party Lending Directions and shall include directors, KMPs, senior officers, their relatives, and persons or entities through which they may exercise significant influence or control, whether directly or indirectly, and any person accustomed to act on their advice, direction or instruction.
- (xiii) "**Relatives**" shall have the meaning ascribed under Section 2(77) of the Act read with Rule 4 of the Companies (Specification of Definitions Details) Rules, 2014, and includes the spouse, father, mother, son, son's wife, daughter, daughter's husband, brother and sister of the relevant individual, as well as such other persons as may be specified by the RBI in the Related Party Lending Directions.
- (xiv) "**Related Party Transaction**" or "**RPT**" means any transaction, directly or indirectly, involving a transfer of resources, services or obligations between the Company and a Related Party, regardless of whether a price is charged, and includes a single transaction or a group of transactions in a contract or arrangement. For the avoidance of doubt, RPTs shall include reciprocal lending, quid pro quo arrangements and structured transactions that have the effect (whether or not the purpose) of benefiting a Related Party indirectly.
- (xv) Without limiting the foregoing, the following categories of transactions, as prescribed under Section 188 of the Act, shall in particular be covered under this Policy:
- sale, purchase or supply of any goods or materials;

- selling or otherwise disposing of, or buying, property of any kind (except where the sale, disposal or lease is between two wholly-owned subsidiaries of the Company);
 - leasing of property of any kind;
 - availing or rendering of any services;
 - appointment of any agent for purchase or sale of goods, materials, services or property;
 - appointment of a Related Party to any office or place of profit in the Company, its subsidiary company or associate company; and
 - underwriting the subscription of any securities or derivatives thereof, of the Company.
- (xvi) "**Senior Officer**" means any officer of the Company who, by virtue of his or her position, has the authority to influence material business decisions, and shall include functional heads at the level of Vice President and above, or such other officers as may be designated as Senior Officers by the Board from time to time, in line with the RBI Related Party Lending Directions.

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.

With effect from April 1, 2023, 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 standalone turnover, as per the last audited financial statements of the subsidiary;

V. MANNER OF DEALING WITH RELATED PARTY TRANSACTIONS:

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

1. Identification of Related Party Transactions

All Related Party Transactions (including any amendments or modifications to such transactions) must be brought to the notice of the Audit Committee of the Company, in specified format including the minimum information as per SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025 and as amended from time to time. 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 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.

2. Review and Approval of Related Party Transactions

All Related Party Transactions (including any amendments or modifications to such 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.

a) 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 minimum information as per SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025 and as amended from time to time .

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.

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.

b) Omnibus Approval

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

- a) The audit committee while granting the omnibus approval will take note of the policy on related party transactions and such approval shall be applicable in respect of transactions which are repetitive in nature;
- b) The audit committee shall satisfy itself regarding the need for such omnibus approval and that such approval is in the interest of the listed entity;
- c) 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.

The Audit Committee may grant omnibus approval to Related Party Transactions that are: a. repetitive in nature; and/or 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.

c) Ratification of RPT

The members of the audit committee, who are independent directors, may ratify RPTs 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.

d) 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.

e) Approval by the Shareholders

All Material Related Party Transactions and subsequent material modifications as defined in the policy, 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. The explanatory statement being sent to shareholders for the approval of related party transaction, along with the notice seeking approval of any material Related Party Transaction shall include the minimum information as per Companies Act, SEBI LODR Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025 and as amended from time to time.

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.

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 SEBI LODR regulations are applicable to such listed subsidiary.

The above-mentioned provisions with respect to prior-approval are not applicable to below:

- Transactions entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.
- 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.

VI. TIERED APPROVAL THRESHOLDS FOR LENDING TO RELATED PARTIES:

In accordance with the RBI (Lending to Related Parties) Directions, 2025, effective from April 1, 2026, the Company shall observe tiered approval thresholds for any loan, advance, guarantee, non-fund based facility or other credit facility extended (directly or indirectly) to a Related Person or a Related Party. The Materiality Threshold applicable to the Company shall be determined with reference to the layer in which the Company is placed under the SBR framework.

As a Middle Layer (NBFC), Loans / facilities > ₹ 5 crore must take a Prior approval of the Board of Directors

Aggregation rule: For the purpose of computing whether a loan or facility exceeds the Materiality Threshold, all credit facilities (fund-based and non-fund-based) extended to a single Related Person/Related Party and to the group of connected counterparties of such Related Person/Related Party shall be aggregated, in line with the RBI Related Party Lending Directions and large exposure framework principles. Loans, advances or facilities to Related Parties up to but not exceeding the applicable Materiality Threshold may be sanctioned by such designated authority as is approved by the Board for this purpose, subject to compliance with the Company's Credit Policy, internal credit appraisal norms and the arm's length pricing requirement under this Policy. Such transactions shall nevertheless be reported to the Audit Committee at its next meeting.

Notwithstanding the above, the following categories of loans shall be governed primarily by the Clix's Credit Policy and shall not, by themselves, require Board approval under this Section, provided they are not otherwise required to be specifically approved by the Board under any other applicable law:

- Loans fully secured by Government securities, fixed deposits maintained with Clix, life insurance policies, or other forms of cash collateral, where the loan-to-value is within Board-approved norms; and
- Personal loans (such as housing, vehicle or consumer durable loans) extended to employee directors or Senior Officers strictly in accordance with the Board-approved Staff Loan / Employee Welfare Scheme of the Company on terms uniformly applicable to all employees of the same grade.

Lending to Senior Officers shall, in any case, be governed by, and shall not be inconsistent with, the Credit Policy and any specific Board-approved policy on grant of loans to Directors, Senior Officers and relatives of Directors, framed pursuant to the RBI SBR Directions.

VII. 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. 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.

VIIIS. EXEMPTIONS:

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

- a) In the ordinary course of its business at arms' length price with parties other than a Related Party.
- b) Between the Company and any other partner of the firm in which Director/Manager/Relative is a partner.
- c) Regarding service availed in a professional capacity from body corporate/person.
- d) With a private or public company in which relative of a director/manager is a director/member.
- e) the issue of specified securities on a preferential basis, subject to compliance of the requirements under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- f) the following corporate actions which are uniformly applicable/offered to all shareholders in proportion to their shareholding:
 - i. payment of dividend;
 - ii. subdivision or consolidation of securities;
 - iii. issuance of securities by way of a rights issue or a bonus issue; and
 - iv. buy-back of securities
- g) acceptance of fixed deposits at the terms uniformly applicable/offered to all shareholders/public, subject to relevant disclosures to the Stock Exchange.
- h) acceptance of current account deposits and saving account deposits by banks in compliance with the directions issued by the RBI or any other central bank in the relevant jurisdiction from time to time.
- i) retail purchases from any listed entity or its subsidiary by its directors or its employees, without establishing a business relationship and at the terms which are uniformly applicable/offered to all employees and directors.
- j) Sale, disposal or lease of assets between two wholly owned subsidiaries of the Company.

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-imbusement of expenses for attending board and other meetings;
- d) Any profit related commission as approved by members

VIII. AMENDMENTS TO THE POLICY

The Audit Committee of the Company shall be reviewed by the board of directors on annual basis and updated accordingly subject to the approval of the Board of the Company.

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.

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.