

**A. K. CAPITAL FINANCE LIMITED**

**POLICY ON MATERIALITY & DEALING WITH RELATED PARTY TRANSACTIONS AND DETERMINING  
MATERIAL SUBSIDIARIES**



<b>Adopted/Amendment of the Policy</b>	<b>Board Meeting Date(s)</b>
Adoption of the Policy	May 05, 2015
Amendment of the Policy	October 25, 2021
Amendment of the Policy	March 22, 2022
Amendment of the Policy	February 03, 2025

*Last reviewed on February 03, 2025*



## **CONTENTS**

<b>1. PREAMBLE .....</b>	<b>4</b>
<b>2. PURPOSE AND OBJECTIVE OF THIS POLICY .....</b>	<b>4</b>
<b>3. DEFINITIONS .....</b>	<b>4</b>
<b>4. PROCEDURE FOR IDENTIFICATION, APPROVAL AND REVIEW OF RELATED PARTY TRANSACTIONS .....</b>	<b>6</b>
<b>5. DISCLOSURE OF RELATED PARTY TRANSACTIONS .....</b>	<b>12</b>
<b>6. DISCLOSURE OF THE POLICY .....</b>	<b>13</b>
<b>7. REPORTING .....</b>	<b>13</b>
<b>8. GOVERNANCE WITH RESPECT TO SUBSIDIARY COMPANIES .....</b>	<b>13</b>
<b>9. SCOPE LIMITATION.....</b>	<b>14</b>
<b>10. REVIEW/ AMENDMENT OF THE POLICY .....</b>	<b>14</b>



## 1. PREAMBLE

A. K. Capital Finance Limited (the “Company” or “AKCFL”) has adopted the following Policy and procedures with regards to Related Party Transactions and Material Subsidiaries as defined below. This Policy is to regulate transactions between the Company and its Related Parties and determine Material Subsidiaries based on the laws and regulations applicable on the Company.

## 2. PURPOSE AND OBJECTIVE OF THIS POLICY

This Policy is framed as per the requirement of Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and pursuant to the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (“Master Directions”). The Policy intends to ensure the proper approval and reporting of the transactions between the Company and its Related Parties. The Company is in compliance with various applicable laws and regulations in this regard and ensured that such transactions are in the best interest of the Company and its shareholders. The Company is required to disclose each year in the Financial Statements certain transactions between the Company and Related Parties as well as policies concerning transactions with Related Parties. The Policy shall apply to all Related Party Transaction(s), unless the transaction is exempt.

Pursuant to Regulation 23 of the Listing Regulations, including its amendments, the listed entity shall formulate a Policy on materiality of Related Party transactions and on dealing with Related Party Transactions including clear threshold limits duly approved by the Board of Directors and such Policy shall be reviewed by the Board of Directors at least once every three years and updated accordingly.

Pursuant to explanation given under Regulation 16(1)(c) of the Listing Regulations including its amendments, the listed entity shall formulate a policy for determining ‘material’ subsidiary.

This Policy may be amended from time to time and is subject to (i) Amendments to the Companies Act, 2013; (ii) Further guidance from SEBI; (iii) Consequential actions taken by the Board of Directors or the Audit Committee of the Company; (iv) Amendments to Listing Regulations.

## 3. DEFINITIONS

- i. **“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.
- ii. **“Audit Committee or Committee”** means Committee of Board of Directors of the Company constituted under provisions of Listing Regulations and Companies Act, 2013.
- iii. **“Board”** means Board of Directors of the Company.
- iv. **“Control”** shall include the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholder agreements or voting agreements or in any other manner.



- v. **“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
  - b) Whole-time Director;
  - c) Company Secretary;
  - d) Chief Financial Officer;
  - e) 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
  - f) such other officer as may be prescribed from time to time.
- vi. **“Material Related Party Transaction”** means a transaction with a Related Party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees one thousand crore or ten percent of the annual turnover of the Company as per the last audited financial statements of the company, whichever is **lower**.
- Further, a transaction 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 five percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.
- vii. **“Material Subsidiary”** implies a subsidiary whose turnover or net worth exceeds 10% of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.
- viii. **“Ordinary course of business”** a transaction entered into by the company which is not in an extra-ordinary course or in an unusual or abnormal nature, but in the regular routine of the business and includes all such activities which the company can undertake as per Memorandum & Articles of Association.
- ix. **“Policy”** means Policy on Materiality & Dealing with Related Party Transactions and Determining Material Subsidiaries
- x. **“Related Party”** means related party as defined in the Listing Regulations which is as follows:
- a) Such entity(ies) is a related party under Section 2(76) of the Companies Act, 2013;
  - b) Such entity(ies) is a related party under the applicable accounting standards; and
  - c) any person(s) or entity(ies) is a related party under Regulation 2 (zb) of the SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015.
- xi. **“Related Party Transaction”** means any transaction involving any Related Party which is a transfer of resources, services or obligations between:
- a. the Company or any of its subsidiaries on one hand and a related party of the Company or any of its subsidiaries on the other hand; or
  - b. the Company 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 Company or any of its subsidiaries.



Explanation – A “*transaction*” with a related party shall be construed to include 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:
  - payment of dividend;
  - subdivision or consolidation of securities;
  - issuance of securities by way of a rights issue or a bonus issue; and
  - 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 specified by the Board.

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

xiii. “**Significant Transaction or Arrangement**” implies any individual transaction or arrangement that exceeds or is likely to exceed 10% of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the unlisted subsidiary for the immediately preceding accounting year.

Any term(s) and or expression(s) not defined in this Policy shall have the same meaning as defined under the Companies Act, 2013 (“**Act**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“**LODR Regulations**”) and other applicable laws and/ or regulation.

Wherever appropriate in this Policy, a singular term shall be construed to mean the plural where necessary and a plural term the singular. Similarly, any masculine term shall also be construed to mean the feminine or any other gender and vice versa.

#### 4. PROCEDURE FOR IDENTIFICATION, APPROVAL AND REVIEW OF RELATED PARTY TRANSACTIONS

All Related Party Transactions must be reported to the Audit Committee and referred for approval by the Committee in accordance with this Policy. All Related Party Transactions and subsequent material modifications shall require prior approval of Audit Committee. Further, all Related Party Transactions whether entered into individually or taken together with the previous transactions during a financial year, wherein the subsidiary of the Company is a party but the Company is not a party, if it exceeds 10% of the annual standalone turnover, as per the last audited financial statements of the subsidiary of the Company.



Provided that only those members of the audit committee, who are independent directors, shall approve related party transactions. Further, all Material Related Party Transactions shall require approval of the shareholders through special resolution.

**Materiality Thresholds:**

Regulation 23 of the SEBI Listing Regulations requires a Company to provide materiality thresholds for transactions beyond which approval of the shareholders through resolution will be required. None of the Related Parties of a Company shall vote to approve on such resolution irrespective of whether the entity is a Related Party to the particular transaction or not viz. Related Party can cast only negative vote to reject the shareholders resolution on material Related Party Transactions.

However, the requirements specified above shall not apply in respect of a resolution plan approved under section 31 of the Insolvency Code, subject to the event being disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

The Company has fixed the following materiality threshold for the purpose of Regulation 23(1), 23(1A) and 23(4) of the SEBI Listing Regulations:

- i. Payment to a Related Party with respect to brand usage or royalty – any transaction(s) which exceeds 5% of the annual consolidated turnover of the Company as per its last audited financial statements.
- ii. Other transactions with a Related Party – any transaction(s) which exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover of the Company as per its last audited financial statements of the Company, whichever is lower.

The provisions of regulation 23(2), (3) and (4) of the Listing Regulations shall not be applicable in case of 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.

**A. Identification and Notification of Related Party Transactions:**

- i. Every Director or Key Managerial Personnel shall, within a period of thirty days of his/her appointment, or relinquishment of his/her office, as the case may be, disclose to the Company the particulars relating to his concern or interest in the other associations/entities.
- ii. In accordance with the provisions of Section 184 of the Companies Act, 2013, every Director shall at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then at the first Board Meeting held after such change, disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals which shall include the shareholding.



- iii. Each Director and Key Managerial Personnel and other related party shall promptly notify the compliance officer of any material interest that such person or relative of such person had, has or may have in a proposed Related Party Transaction. The notice shall include a description of the transaction and the aggregate amount.
- iv. Senior management shall make disclosures to the Board relating to all material financial and commercial transactions, where they have personal interest, that may have a potential conflict with the interest of the Company at large (for e.g. dealing in Company's shares, commercial dealings with bodies, which have shareholding of management and their relatives, etc.)
- v. The Compliance Officer shall promptly notify the Chairman of the Audit Committee of the Board of any such proposed Related Party Transactions notified by the Director or Key Managerial Personnel or any other transactions which are to be entered into with any Related Party.
- vi. Audit Committee will determine whether the transaction does, in fact, constitute a Related Party Transaction requiring compliance with this policy.
- vii. The Company strongly prefers to receive such notice of any potential Related Party Transaction well in advance so that the Audit Committee/Board has adequate time to obtain and review information about the proposed transaction.

**B. Approval of Related Party Transactions:****i) Approval of the Audit Committee**

All Related Party Transactions must be reported to the Audit Committee and referred for approval by the Committee in accordance with this Policy. All Related Party Transactions and subsequent material modifications shall require prior approval of Audit Committee.

Further, all Related Party Transactions whether entered into individually or taken together with the previous transactions during a financial year, wherein the subsidiary of the Company is a party but the Company is not a party, if it exceeds 10% of the annual standalone turnover, as per the last audited financial statements of the subsidiary of the Company.

Provided further that the remuneration and sitting fees paid by the Company or its subsidiaries 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 Regulation 23(1) of SEBI Listing Regulations.

Provided that only those members of the audit committee, who are independent directors, shall approve related party transactions. Further, all Material Related Party Transactions shall require approval of the shareholders through special resolution.

The Company may obtain omnibus approval from the Audit Committee for such transactions proposed to be



entered into by the Company or its subsidiary(ies), subject to compliances with the following conditions:

- a) The Audit Committee shall consider the following factors while specifying the criteria for making omnibus approval, namely:-
  - (i) Repetitiveness of the transactions (in past or in future);
  - (ii) Justification for the need of omnibus approval; and
  - (iii) Whether the transaction(s) are proposed at arm's length basis.
- b) The Audit Committee shall satisfy itself the need for such omnibus approval and that such approval is in the interest of the Company;
- c) Such omnibus approval shall specify –
  - (i) The name/s of the related part(ies), nature of transaction(s), period of transaction(s), maximum amount of transaction that can be entered into;
  - (ii) The indicative base price / current contracted price and the formula for variation in the price if any;
  - (iii) Such other conditions as the Audit Committee may deem fit; and
  - (iv) Such other disclosures under applicable laws from time to time.

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 INR 1 Crore per transaction.

- d) Audit Committee shall review, atleast on a quarterly basis, the details of Related Party Transactions entered into by the Company or its subsidiary(ies) pursuant to each of the omnibus approval given.

Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year. While assessing a proposal put up before the Audit Committee / Board for approval, the Audit Committee / Board may review the following documents / seek the following information from the management in order to determine if the transaction is in the ordinary course of business and at arm's length or not:

- i. Nature of the transaction i.e. details of goods or property to be acquired / transferred or services to be rendered / availed – including description of functions to be performed, risks to be assumed and assets to be employed under the proposed transaction;
- ii. Key terms (such as price and other commercial compensation contemplated under the arrangement) of the proposed transaction, including value and quantum;
- iii. Key covenants (non-commercial) as per the draft of the proposed agreement/ contract to be entered into for such transaction;
- iv. Special terms covered / to be covered in separate letters or undertakings or any other special or sub arrangement forming part of a composite transaction;
- v. Benchmarking information that may have a bearing on the arm's length basis analysis, such as:



- a) market analysis, research report, industry trends, business strategies, financial forecasts, etc.;
- b) third party comparables, valuation reports, price publications including stock exchange and commodity market quotations;
- c) management assessment of pricing terms and business justification for the proposed transaction;
- d) comparative analysis, if any, of other such transaction entered into by the company.

ii) **Approval of the Board of Directors of the Company**

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

Any member of the Board who has a potential interest in any Related Party Transaction will recuse himself and abstain from discussion and voting on the approval of the Related Party transaction.

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;

At the time of determining the arms' length nature of price charged for the Related Party Transaction, permissible method of arms' length pricing as per applicable law would be considered.

In case the Company is not doing similar transactions with any other non-related party, terms for similar transactions between other non-related parties of similar standing can be considered to establish 'arm's length basis'.

- 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 laid down in the Policy, which are intended to be placed before the shareholders for approval.



**iii) Approval of the Shareholders of the Company**

All the transactions with related parties meeting the materiality thresholds and subsequent material modifications as defined by the audit committee, laid down in the Policy, are placed before the shareholders for approval. Further, for all material related party transactions of unlisted subsidiaries of the Company, the prior approval of the shareholders of the Company shall suffice.

Listing Regulations provides that the requirement for seeking shareholders' approval shall not be applicable to transactions between the Company and its wholly owned subsidiary/ies whose accounts are consolidated with the Company.

In addition to the above, all kinds of transactions specified under Section 188 of the Act which (a) are not in the ordinary course of business and at arm's length basis; and (b) exceed the thresholds laid down in Companies (Meetings of Board and its Powers) Rules, 2014 shall be placed before the shareholders for its approval.

Further, Explanatory Statement to be annexed to the notice of a general meeting seeking approval of shareholders shall contain the following particulars viz:- (a) Name of the Related Party; (b) Name of the Director or Key Managerial Personnel who is related, if any; (c) Nature of relationship; (d) Nature, material terms, monetary value and particulars of the contract or arrangement; (e) Any other information relevant or important for the members to take a decision on the proposed resolution.

**C. RATIFICATION OF RELATED PARTY TRANSACTIONS**

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:

- a. 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;
- b. The transaction is not material in terms of the provisions of Regulation 23(1) of SEBI Listing Regulations;
- c. Rationale for inability to seek prior approval for the transaction shall be placed before the Audit Committee at the time of seeking ratification;
- d. The details of ratification shall be disclosed along with the disclosures of Related Party Transactions in terms of the provisions of Regulation 23(9) of SEBI Listing Regulations;
- e. Any other condition as specified by the Audit Committee; and
- f. Any other condition as envisaged under the applicable laws.

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. REVIEW OF RELATED PARTY TRANSACTIONS**

- i. To review a Related Party Transaction, the Committee will be provided with all relevant material information of the Related Party Transaction:
  - a) The name of the Related Party and nature of relationship;
  - b) The nature, duration of the contract and particulars of the contract or arrangement;
  - c) The material terms of the contract or arrangement including the value, if any;
  - d) Any advance paid or received for the contract or arrangement, if any;
  - e) The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;
  - f) Whether all factors relevant to the contract have been considered; and
  - g) Any other information relevant or important for the Audit Committee/Board to take a decision on the proposed transaction.
- ii. Factors to be considered for considering the approval of a Related Party Transaction are as follows:
  - a) Whether the terms of the Related Party Transaction are fair and on arm's length basis to the Company and would apply on the same basis if the transaction did not involve a Related Party; and are in the ordinary course of business;
  - b) 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;
  - c) Whether the Related Party Transaction would affect the independence of an independent director.
  - d) Whether the proposed transaction includes any potential reputational risk issues that may arise as a result of or in connection with the proposed transaction;
  - e) Whether the Related Party Transaction would present an improper conflict of interest for any Director or Key Managerial Personnel of the Company; and
  - f) Any other factors the Committee deems relevant.

**5. DISCLOSURE OF RELATED PARTY TRANSACTIONS**

- a. Every Related Party Transaction which attracts the provisions of section 188(1) of the Companies Act, 2013 shall provide proper justification which shall be disclosed in the Directors Report.



- b. The Company shall submit disclosure of information related to Related Party Transactions to be provided to the stock exchanges every six months in the format specified by the SEBI within the prescribed timelines.

Provided that the remuneration and sitting fees paid by the Company or its subsidiary to its director, key managerial personnel or senior management, except who is part of promoter or promoter group, shall not require disclosure under Regulation 23(9) provided that the same is not material in terms of the provisions of Regulation 23(1).

## **6. DISCLOSURE OF THE POLICY**

The Company shall disclose the Policy on dealing with Related Party Transactions on its website and a web link thereto shall be provided in the Annual Report.

## **7. REPORTING**

- i. All Related Party Transactions shall be disclosed in the Board's Report along with details and justification for entering into such transaction.
- ii. All Related Party Transactions in which Directors are interested as defined in Section 184 shall be entered in with all the relevant particulars in register maintained as per Form MBP-4 prescribed in Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014.
- iii. Details of material transactions with related parties shall be disclosed quarterly along with the compliance report on corporate governance to the stock exchanges.
- iv. Any other reporting shall be done as prescribed in applicable regulation.

## **8. GOVERNANCE WITH RESPECT TO SUBSIDIARY COMPANIES**

The Company shall comply with the following corporate governance requirements with respect to its subsidiary companies:

- i. At least one Independent Director on the Board of the Company shall be a director on the board of the unlisted Material Subsidiary, whether incorporated in India or not.

For this purpose the term "material subsidiary" shall mean a subsidiary, whose turnover or net worth exceeds 20% of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

- ii. A statement of all significant transactions and arrangements entered into by the unlisted subsidiary shall be periodically reviewed by the Company.



- iii. The Company shall not dispose-off shares in its Material Subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than or equal to fifty percent [50%] or cease the exercise of Control over the subsidiary without passing a special resolution in its General Meeting except in such cases where divestment is made under a scheme of arrangement or under a resolution plan duly approved under Section 31 of the Insolvency Code.
- iv. Selling, disposing and leasing of assets amounting to more than twenty percent [20%] of the assets of the Material Subsidiary on an aggregate basis during a financial year shall require prior approval of shareholders by way of special resolution, unless the sale/disposal/lease is made under a scheme of arrangement arrangement or under a resolution plan duly approved under section 31 of the Insolvency Code.

## **9. SCOPE LIMITATION**

In the event of any conflict between the provisions of this Policy and Listing Regulations/ Companies Act, 2013/ Master Directions or any other statutory enactments, rules, the provisions of such Listing Regulations/ Companies Act, 2013/ Master Directions or any other statutory enactments, rules shall prevail over this Policy.

## **10. REVIEW/ AMENDMENT OF THE POLICY**

The Board may amend this Policy as and when deemed fit. This Policy shall subject to review by the Board, at least on an annual basis.

The Company shall reserve the right to review and make amendment to this Policy from time to time as it deems fit in accordance with the applicable laws, rules and regulations for the time being in force. In the event of any conflict between the provisions of this Policy and the Act or LODR Regulations or any other statutory enactments, the provisions of such Act or LODR Regulations or statutory enactments shall prevail over this Policy.