INTER GLOBE FINANCE LIMITED

POLICY ON DEALING WITH RELATED PARTY TRANSACTIONS

PREAMBLE

The Board of Directors ("Board") of Inter Globe Finance Ltd ("Company" or "IGFL" or "Listed Entity") has approved and adopted the following policy and procedures with regard to Related Party Transactions ("RPT") as defined below. This Policy has been amended in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 and has been approved by the Audit Committee and Board of Directors of Inter Globe Finance Ltd on 11th February, 2022.

This policy is formulated to regulate transactions between the Company and its Related Parties based on the applicable laws and regulations and also includes policy for determining material subsidiary and policy on materiality of related party transactions.

The Audit Committee will review and may amend this policy from time to time as and when required. This policy shall be reviewed by the Board of Directors at least once every three years and updated accordingly.

This policy on dealing with related party transactions (including clear threshold limits duly approved by the board of directors) has been framed as per requirement of Regulation 23(1) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (hereinafter referred to as the "SEBI LODR") entered by the Company with the Stock Exchanges read with Section 188 of Companies Act, 2013 (the Act), intended to ensure proper approval and reporting of transactions between the Company and its Related Parties. Such Related Party Transactions ("RPT") should be entered in the ordinary course of business and on an arm's length basis. The Company's Policy for determining Material Subsidiary and Policy on materiality of RPT is also a part of this policy to ensure compliance with the Listing Regulations.

Policy on Dealing with Related Party Transactions is adopted by the Board of Directors of **Inter Globe Finance Limited** (hereinafter referred to as "Company or "**IGFL**" pursuant to the compliances under the provisions of the Companies Act, 2013 and Clause 49(VII) of the Equity Listing Agreement;

Clause 49(VII) of equity listing agreement prescribes that:

A. Related party "transaction" is a transfer of resources, services or obligations between a company and a related party, regardless of

whether a price is charged.

Explanation: A "transaction" shall be construed to include single transaction or a group of transactions in a contract

B. For the purpose of Clause 49 (VII), an entity shall be considered as related to the Company if

(i) Such entity is a related party under Section 2(76) of the Companies Act, 2013; or

(ii) Such entity is a related party under the applicable accounting standards.

C. The company shall formulate a policy on materiality of related party transactions and also on dealing with Related Party Transactions.

Company Act, 2013 also specifies that (pursuant to section 188 read with Rule 15 of The Companies (Meetings of Board and its Powers), Rules, 2014) subject to a resolution passed by Board at a meeting of the Board of Directors and subject to such conditions as may be prescribed, no Company shall enter into any contract or arrangement with related party.

Based on the recommendation of the Audit Committee, the Board of Directors of the Company has adopted this policy on Related Party Transaction and Materiality of Related Party Transaction.

The Audit Committee will review and may amend this policy from time to time.

INTER GLOBE FINANCE LIMITED

DEFINITIONS

Audit Committee or Committee means Committee of Board of Directors of the Company constituted under provisions of equity listing agreement and Companies Act, 2013.

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. (Section 188 of Companies Act, 2013)

Associate company in relation to another company, means a company in which that other company has a significant influence but which is not a subsidiary company of the company having such influence and includes a joint venture company. (Section 2(6) of Companies Act, 2013)

Explanation: For the purposes of this definition, 'Significant Influence' means control of at least 20% of the total share capital, or of business decisions under an agreement.

Board means Board of Directors of the Company.

Chief Executive Officer means an officer of a company, who has been designated, if any, as such by it.

Chief Financial Officer means a person appointed as Chief Financial Officer of the company.

Interested Director means a director who is in any way, whether by himself or through any of his relatives or firm, body corporate or other association of individuals, in which he or any of his relatives is a partner, director or a member, interested in a contract or arrangement, or proposed contract or arrangement, entered into or to be entered into by or on behalf of a company.

Key Managerial Personnel means key managerial personnel as defined under the Companies Act, 2013 and includes;

(i) Managing Director, or Chief Executive Officer or manager and in their absence, a whole-time director;

(ii) Company Secretary; and

(iii) Chief Financial Officer

INTER GLOBE FINANCE LIMITED

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 ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the Company.

Policy means Policy on Dealing with Related Party Transaction for Inter Globe Finance Limited.

Related Party means related party as defined in Clause 49 of the Listing Agreement which is as follows: An entity shall be considered as related to the Company if:

(i) Such entity is a related party under Section 2(76) of the Companies Act, 2013;

(ii) Such entity is a related party under the applicable accounting standards. **Relative,** with reference to any person, means anyone who is related to another, if -

- They are members of a Hindu Undivided Family;
- They are husband and wife; or
- One person is related to the other in such manner as may be prescribed

Rule 4 of the Definition Rules have prescribed the following persons who shall be deemed to be the relative of another, if he or she is related to another in the following manner;

Father including step-father; Mother including step-mother; Son including step-son; Son's wife;

Daughter; Daughter's husband;

Brother including step brother; Sister including step-sister

Related Party Transaction means any transaction directly or indirectly involving any Related Party which is a transfer of resources, services or obligations between a company and a related party, regardless of whether a price is charged.

Explanation: A "transaction" with a Related Party shall be construed to include single transaction or a group of transactions in a contract.

IDENTIFICATION OF POTENTIAL RELATED PARTY TRANSACTIONS

All related party shall inform one month or such other shorter period as may be allowed and considered by Audit Committee on case to case basis before entering into any related party transaction(s) to the Company. It is the duty of every Director and Key Managerial Personnel of IGFL to provide with notice in advance of every Related Party Transaction when entered involving him or her or his/her relative to Audit Committee through the Company Secretary, including any additional information about the transaction that the Audit Committee may reasonably request. Audit Committee will determine whether the transaction constitute a related party transaction or not.

PROHIBITIONS & APPROVAL RELATED TO RELATED PARTY TRANSACTIONS

All Related Party Transactions shall require prior approval of the Audit Committee. However, the Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into by the Company subject to the following conditions:

- ✓ The Audit Committee shall lay down the criteria for granting the omnibus approval in line with the policy on Related Party Transactions of the Company and such approval shall be applicable in respect of transactions which are repetitive in nature.
- ✓ The Audit Committee shall satisfy itself the need for such omnibus approval and that such approval is in the interest of the Company;
- ✓ Such omnibus approval shall specify (i) the name/s of the related party, nature of transaction, period of transaction, 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 and (iii) such other conditions as the Audit Committee may deem fit.

To review the transactions, the audit committee shall be provided with the necessary information to the extent relevant.

It is further 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 the limit as prescribed under equity listing agreement or any other applicable from time to time.

Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year or shall be valid for such other period as may be prescribed under any other applicable laws from time to time.

The committee shall review the details of related party transactions entered vide omnibus approval on quarterly basis.

Further, all Material Related Party Transactions shall require approval of the shareholders through special resolution and 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.

REVIEW AND APPROVAL OF RELATED PARTY TRANSACTIONS

All Related Party Transactions shall be referred to the next scheduled meeting of Audit Committee for review and approval. Any member of the Audit Committee who has a potential interest in any Related Party Transaction will abstain from discussion and voting on the approval of the Related Party Transaction.

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.

Further the committee shall take into consideration the following factors for approving Related Party Transactions:

- Whether the terms of the Related Party Transaction are fair and on arm's length basis to the Company.
- Whether the Related Party Transaction would affect the independence of an independent director.
- Whether the proposed transaction includes any potential reputational risk

- Whether there are any compelling business reasons for the Company to enter into the Related Party Transaction.
- Whether the Company was notified about the Related Party Transaction before its commencement and if not, why pre-approval was not sought.

BOARD'S APPROVAL

If audit committee is of the view that a related party transaction should be placed mandatorily under any law, before the Board of Directors of the Company for its approval, and/or the Board suo moto decided to review or to approve any related party transaction, such transaction has to be placed before the Board accordingly for its reviewing and approval and the considerations set forth above, with such modification as may be necessary or appropriate under the circumstances.

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 consummate, the matter shall be reviewed by the Audit Committee. The Audit 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.

In any case, where Audit Committee determines not to ratify a Related Party Transaction that has been commenced without approval, the Audit 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, Audit Committee has authority to modify or waive any procedural requirements of this Policy.

DISCLOSURE

Details of all material Related Party Transactions with related parties shall be disclosed to Stock Exchange on regular basis as prescribed under applicable laws, along with the compliance report on corporate governance.

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.

AMENDMENT

The Audit Committee shall review and amend this policy as and when required, subject to the approval of Board of Directors.

Any subsequent amendment/modification of the listing agreement and/or other applicable laws in this regard shall automatically apply to this Policy.

Revised on – May 30, 2025