

Truhome Finance Limited

(formerly Shriram Housing Finance Limited)

Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions

Owner: Secretarial Team
Version no.: 2.24

INDEX

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Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions

1. PREAMBLE:

The Related Party (“RP”) relationships are a common aspect of business and accordingly the transactions with RPs may occur as a part of the regular course of business.

Truhome Finance Limited (*formerly Shriram Housing Finance Limited*) (the “**Company**”) recognizes that Related Party Transactions (as defined below) may present potential or actual conflict of interest and may pose questions whether such transactions are in the best interests of the Company and its members or not.

The Policy is meant to lay down principles that will guide the transactions amongst the related parties. This Policy further sets forth the procedures for dealing with the Related Party Transactions including the process for their review, recommendation and approval as the case may be.

2. PURPOSE:

This Related Party Transactions Policy (the “**Policy**”) has been formulated to regulate transactions between the Company and its RPs based on the laws and regulations applicable to the Company. This Policy shall become effective from the date of its adoption by the Board of the Company. It is intended to have required approval and reporting of transactions between the Company and its RPs. Such transactions are appropriate, only if, they are in the best interest of the Company and its shareholders.

This policy will guide the Company to effectively comply with the provisions of Companies Act, 2013 and its amendments thereto (“**Act**”), the rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), Reserve Bank of India (Housing Finance Companies) Directions, 2025 (“**RBI Master Directions**”), Accounting Standards as issued by Institute of Chartered Accountants of India, Income Tax Act, 1961, and the rules made thereunder, and such other statutes as may be put in place, in relation to corporate governance and related party transactions (“**Applicable Laws**”).

Further, SEBI vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, issued the Industry Standards on ‘Minimum information to be provided for Review of the Audit Committee and Shareholders for approval of RPTs’. The Company’s management will adhere to the guidelines laid down by the Industry Standards Forum with respect to the disclosures to be provided to the Audit Committee and the shareholders (wherever and to the extent applicable).

3. SCOPE:

This Policy shall be applied in:

- Identifying related parties, updating and maintaining the database of such persons/entities;
- Ascertaining that the transactions entered with the related parties are in 'ordinary course of business' and at 'arm's length basis';
- Identifying related party transactions;
- Determining materiality of related party transactions;
- Obtaining approvals before entering into any related party transactions;
- Determining the disclosures / compliances to be adhered in relation to the related party transactions.

4. **DEFINITIONS:**

“Act” means Companies Act, 2013 read with rules thereto, including any amendments, re-enactments, modifications, notifications, circulars and orders issued from time to time.

“Annual Consolidated Turnover” is defined as Total Income (i.e. Interest earned plus Other Income) of the last audited Annual Financial Statements of the Company;

“Arm’s Length Transaction / Basis” means a transaction between two Related Parties that is conducted as if they were unrelated, so that there is no conflict of interest;

“Audit Committee” or **“Committee”** means Audit Committee of the Company as constituted or re constituted by the Board, in accordance with the provisions of the Act and SEBI Listing Regulations;

“Board of Directors” or **“Board”** means Board of Directors of the Company;

“Company” or **“Listed entity”** means Truhome Finance Limited (*formerly Shriram Housing Finance Limited*);

“Director” means the director on the Board of the Company;

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

- (i) Managing Director, or Chief Executive Officer or Manager;
- (ii) Whole Time Director;
- (iii) Company Secretary;
- (iv) Chief Financial Officer;
- (v) 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; or
- (vi) Such other officer as may be prescribed.

“Industry Standards” shall mean the Industry Standards on “Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” as notified by SEBI vide its circular dated June 26, 2025, and subsequently as amended from time to time.

The industry standards shall not be applicable to:

- Transactions exempted under Regulation 23(5) of the SEBI Listing Regulations;
- Quarterly review of the related party transactions by the Audit Committee in terms of Regulation 23(3)(d) of the SEBI Listing Regulations;
- Transactions with a related party to be entered into individually or taken together with previous transactions during a financial year (including which are approved by the way of ratification) **do not exceed Rs. One Crore**

“SEBI Listing Regulations” means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

“Material Modification” means:

25 % or more increase in the original value/ consideration of any Related Party Transaction which was approved by the Audit Committee/ Shareholders, as the case may be or INR 10 Crore, whichever is higher;

- significant terms and conditions of the contract with a Related Party such as modifications margin, significant alteration to the credit period and material changes in scope of deliverables;
- any other modification which as per the directions of the Audit Committee may be deemed material on case-to-case basis.

“Material Related Party Transaction” shall have the same meaning as given to ‘a transaction with a related party shall be considered material’ under the SEBI Listing Regulations, as may be amended from time to time. i.e. a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds the thresholds specified in Schedule XII of the SEBI Listing Regulations or Schedule I of this policy.

However, 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 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.

“Ordinary Course of Business” shall mean the usual transactions, customs and practices carried on generally by the Non-Banking Financial Companies and shall include:

- transactions covered in the ‘main objects’ or the ‘objects incidental’ to attainment of the main objects as envisaged in the Memorandum and Articles of Association of the Company;
- transactions which are usually carried on by any Non-Banking Financial Company/Housing Finance Company;
- transactions done with a related party on a similar basis as of a third party,
- transaction or activity that is necessary, normal, regular and incidental to the business and involves significant amount of money or managerial resources that generates income for the Company.

“Relative” with reference to a Director or KMP means persons as defined in Section 2(77) of the Act and rules prescribed thereunder;

“**Related Party**” means a related party as defined under the Applicable Laws;

“**Related Party Transaction**” shall have the same meaning as defined under Section 188 of the Act read with Regulation 2(1)(zc) of the SEBI Listing Regulations, as amended, and shall mean a transaction involving a transfer of resources, services or obligations between :

- i. the Company and a related party of the Company; or
- ii. the Company and any other person or entity, where the purpose and effect of which is to benefit a related party of the Company;

regardless of whether a price is charged and a “transaction” with a related party shall be construed to include a single transaction or a group of transactions in a contract, and includes transactions as defined as a “related party transaction” under Applicable Laws.

The following transactions shall not be construed as Related Party Transactions:

- 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 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 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;
- d. acceptance of current account deposits and saving account deposits by banks in compliance with the directions issued by the Reserve Bank of India or any other central bank in the relevant jurisdiction from time to time:

Explanation: For the purpose of clauses (c) and (d) above, acceptance of deposits includes payment of interest thereon.

- e. retail purchases from any listed entity or its subsidiary by its directors or key managerial personnel of the listed entity or its subsidiary and relatives of such directors or key managerial personnel, without establishing a business relationship and at the terms which are uniformly applicable/offered to all employees,-directors, key managerial personnel and relatives of directors or key managerial personnel.

Any words/terms used in this Policy but not defined herein shall have the same meaning assigned to such words/terms in the Act and the Rules made thereunder and the SEBI Listing Regulations as amended from time to time.

5. IDENTIFICATION OF POTENTIAL RELATED PARTIES AND RELATED PARTY TRANSACTIONS:

Identification of Related Parties:

- The Company, in accordance with the definition of the Related Parties as laid down under the Act, the Listing Regulations and the Indian Accounting Standard (IND AS) shall identify the Related Parties and maintain a database of such parties tracking the transactions, if any, with such parties. Such database of Related Parties shall be updated periodically, whenever necessary;
- The above list of Related Parties shall be updated based on the disclosures received from the Directors/KMP disclosing the details of his/her relatives and all firms, entities, body corporates, in which such director or KMP and their relatives, if any, are interested, whether directly or indirectly, as the case may be. Every Director and KMP shall also promptly intimate any change in the disclosures mentioned above.
- Every Director, Key Managerial Personnel and Promoter(s) shall at the beginning of the financial year provide information by way of written notice to the Company regarding his/her concern or interest in the Company with specific concern to parties which may be considered as Related Parties with respect to the Company and shall also provide the list of Relatives which are regarded as Related Parties as per this Policy.
- Directors, Key Managerial Personnel and Promoter(s) are also required to provide the information regarding their engagement with other entities during the financial year which may be regarded as a Related Party according to the Act and SEBI Listing Regulations.
- Each Director, Key Managerial Personnel and Promoter(s) is responsible for providing notice to the Company or Audit Committee of any potential Related Party Transaction involving him or her or, his or her Relative, including any additional information about the transaction that the Board/Audit Committee may reasonably request. The Audit Committee will determine whether a transaction does constitute a Related Party Transaction requiring compliance with this Policy.
- Any change in the list of Relatives shall be intimated by the Directors, Key Managerial Personnel and Promoters by way of a fresh declaration to the Company.

Identification of Related Party Transactions:

- a. If a Director, Key Managerial Personnel wishes to enter into a Related Party Transaction with the Company involving either him/her or his/her relative shall give a notice to the Company along with all relevant details and documents;
- b. Notice of any Related Party Transactions, shall be given well in advance so that the Company has adequate time to obtain additional information or documents about the proposed Related Party Transactions, if necessary, which is required to be placed before the appropriate authority to enable it to approve the said transactions;
- c. The Company shall identify the transactions for seeking prior approval of the appropriate authority;

Identification of Material Related Party Transactions:

- a. A Related Party Transaction shall be considered material if the transaction or transactions to be entered into individually or taken together with previous transactions during a financial year, exceed the thresholds specified in **Schedule I** of this Policy.
- b. Notwithstanding the above, 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 transaction(s) during a financial year, exceed 5 (five) per cent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company

6. REVIEW AND APPROVAL OF RELATED PARTY TRANSACTIONS

A. Approval of the Audit Committee:

Every Related Party Transaction and subsequent material modification(s) thereto (if any) shall be subject to the prior approval of the Audit Committee.

The management of the Company, while providing the information to the Audit Committee shall adhere to the guidelines specified in the Industry Standards

Any member of the Audit Committee who has a potential interest in any Related Party Transaction shall abstain from discussion and voting on the approval of such transaction. Only those members of the audit committee, who are Independent Directors, shall approve related party transactions. A Related Party Transaction above rupees 1 (one) crore, whether entered into individually or taken together with previous transactions during a financial year, to which a subsidiary of the Company is a party but the Company is not a party, shall require prior approval of the Audit Committee if the value of such transaction exceeds the lower of

- (i) 10 (ten) per cent of the annual standalone turnover of the subsidiary, or
- (ii) the threshold for Material Related Party Transactions as specified in Schedule I of this Policy.

A Related Party Transaction above rupees 1 (one) crore, whether entered into individually or taken together with previous transactions during a financial year, to which a subsidiary of the Company is a party but the Company is not a party and such subsidiary does not have audited financial statements for a period of at least 1 (one) year, prior approval of the Audit Committee shall be obtained if the value of such transaction exceeds the lower of

- (i) 10 (ten) percent of the aggregate value of paid-up share capital and securities premium account of the subsidiary (taken as on a date, not older than three months prior to the date of seeking approval of the Audit Committee), or,
- (ii) the threshold for Material Related Party Transactions as specified in Schedule I of this Policy.

Prior approval of the Audit Committee shall not be required for a Related Party Transaction to which a listed subsidiary of the Company is a party but the Company is not a party, if Regulations 23 and 15(2) of the SEBI Listing Regulations are applicable to such listed subsidiary.

Explanation: For Related Party Transactions of unlisted subsidiaries of a listed subsidiary as referred to above, the prior approval of the audit committee of the listed subsidiary shall suffice.

Further, the remuneration and sitting fees paid by the Company or its subsidiary to its directors, key managerial personnel or senior management, except directors, key managerial personnel or senior management who are promoters or part of the promoter group, shall not require approval of the Audit Committee provided that the same is not a Material Related Party Transaction.

Omnibus Approval

The Audit Committee may grant omnibus approval to one or more proposed Related Party Transactions. Such omnibus approval shall be subject to the following conditions:

Audit Committee shall consider following factors/ criteria for granting omnibus approval, which shall include the following:

#	Particulars	Details
1	Repetitiveness of the transactions (in past or future);	More than One
2	Maximum value of the transactions, in aggregate, which can be allowed under the omnibus route in a year;	As determined by the Audit Committee from time to time, subject to limits specified under the applicable laws
3	The maximum value per transaction which can be allowed;	As determined by the Audit Committee from time to time, subject to limits specified under the applicable laws
4	Extent and manner of disclosures to be made to the Audit Committee at the time of seeking omnibus approval;	As mentioned in this policy and additional details as may be required by the Audit Committee from time to time
5	Review, at such intervals as the Audit Committee may deem fit, Related Party Transactions entered into by the Company pursuant to each of the omnibus approval made;	At least quarterly
6	Transactions which cannot be subject to the omnibus approval by the Audit Committee.	As per applicable laws and as may be specified by the Audit Committee from time to time
7	Justification for the need of omnibus approval and in the interest of the Company.	Repetitive nature, Interest of Company and Administrative Convenience

The Company while placing the proposal before the Audit Committee for seeking Omnibus Approval, shall specify the minimum information as under:

- 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;
- any other information relevant or important for the Audit Committee to take a decision on the proposed transaction;
- such other conditions as the audit committee may deem fit:

In the event, where the need for the Related Party Transactions cannot be foreseen and details as required to be placed before the Audit Committee are not available, then the Audit Committee may grant omnibus approval for such transaction subject to their value not exceeding INR 1 Crore per transaction.

Audit Committee shall review the details of Related Party Transactions entered into by the Company pursuant to each of the omnibus approval given by it on a quarterly basis.

The omnibus approval shall be valid for a period of one year and shall require fresh approval after expiry of one year.

The Audit Committee may grant omnibus approval in accordance with the provisions of Rule 6A of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulations 23 and 62K (3) of the SEBI Listing Regulations for Related Party Transactions which are of repetitive/regular nature proposed to be entered into.

Omnibus approvals granted by shareholders for Material Related Party Transactions in an annual general meeting shall be valid till the date of the next annual general meeting held within the timelines prescribed under the Companies Act and Rules. In case of omnibus approvals for Material Related Party Transactions granted by shareholders in general meetings other than the annual general meeting, the validity of such omnibus approvals shall not exceed one year from the date of such approval.

Assessment of Proposal for approval of a Related Party Transaction:

While assessing the proposal, the Audit Committee may seek such information/ supporting documents or get clarifications, as it may consider necessary.

In determining whether to approve a Related Party Transaction, the Audit 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 on 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/rationale 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/ Audit Committee deems relevant.

Ratification of Related Party Transactions

In the event the Company becomes aware of a transaction with a Related Party that has not been approved under this Policy prior to its consummation, the matter shall be reviewed by the Audit Committee.

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 1 (one) crore, and
- (b) the transaction is not a Material Related Party Transaction.
- (c) The 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 along with the disclosures of related party transactions in terms of Regulation 23(9) of the SEBI Listing Regulations.
- (e) Any other conditions 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.

B. Approval of the Board of Directors:

- i. The following Related Party Transactions shall be placed before the Board of Directors for approval, after the approval of the Audit Committee shall also require approval of the Board as per the provisions of Section 188(1) of the Companies Act and the applicable provisions of the Rules.:
 - Related Party Transactions referred by the Audit Committee including Material Related Party Transactions and subsequent Material Modifications thereto;
 - Related Party Transactions **not** on Arm's Length Basis, and/or;
 - Related Party Transactions **not** in the Ordinary Course of Business.
- ii. The agenda of the Board meeting at which the resolution is proposed to be moved shall disclose the details as required under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure) Requirements, Regulations, 2015.
- iii. Any Director interested in any contract or arrangement with a Related Party shall not be present at the meeting during discussions on the subject matter of the resolution relating to such contract or arrangement.

C. No Objection Certificate of the Debenture Trustee(s):

- i. All material related party transactions and subsequent material modification(s) shall require **prior No-Objection Certificate** from the Debenture Trustee and the Debenture Trustee shall in turn obtain No-Objection from the debenture holders who are not related with the Issuer and hold atleast more than fifty per cent. of the debentures in value, on the basis of voting (including e-voting);
- ii. After obtaining approval of the debenture holders, approval of the shareholders through resolution shall be obtained;
- iii. If the No-Objection Certificate has been withheld, the matter shall not be taken forward for shareholders' consideration;
- iv. Such No-Objection Certificate from Debenture Trustee and debenture holders shall be obtained in respect of listed debt securities **issued on or after April 01, 2025**

In case of outstanding listed debt securities as on March 31, 2025, No-Objection Certificate from Debenture Trustee and debenture holders shall not be required for existing or prospective material related party transactions.

D. Approval of the Shareholders:

- i. **Prior approval of the shareholders** of the Company shall be obtained for all Material Related Party Transactions and subsequent Material Modifications under SEBI Listing Regulations, by way of an ordinary resolution.

No Related Party shall vote to approve on such resolutions whether the entity is a Related Party to the particular transaction or not. However, the said requirement would not be applicable in respect of a resolution plan approved under Section 31 of the Insolvency and Bankruptcy Code, 2016, subject to the event being disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

- ii. Any Related Party Transaction which is not in the Ordinary Course of Business and/or not on Arm's Length Basis, and crosses prescribed threshold limit as per Companies Act, 2013 will require prior approval of the shareholders.

Subject to the provisions of the Companies Act and Rules, the following Specified RPTs shall require approval of the shareholders of the Company by a resolution:

- Sale, purchase or supply of any goods or materials, directly or through appointment of agent, amounting to 10 (ten) per cent or more of the turnover of the Company, as mentioned in clause(a) and clause (e) respectively of sub-section (1) of Section 188 of the Companies Act;
- Selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent, amounting to 10 (ten) per cent or more of net worth of the Company, as mentioned in clause (b) and clause (e) respectively of sub-section (1) of Section 188 of the Companies Act;
- Leasing of property of any kind amounting to 10 (ten) per cent or more of the turnover of the Company, as mentioned in clause (c) of sub-section (1) of Section 188 of the Companies Act;

- Availing or rendering of any services, directly or through appointment of agent, amounting to 10 (ten) per cent or more of the turnover of the Company, as mentioned in clause (d) and clause (e) respectively of sub-section (1) of Section 188 of the Companies Act;
- Appointment to any office or place of profit in the Company, its subsidiary company or associate company at a monthly remuneration exceeding Rs. 2,50,000 (Rupees two lakh fifty thousand only) as mentioned in clause (f) of sub-section (1) of Section 188 of the Companies Act; or
- Contract or arrangement in respect of remuneration for underwriting the subscription of any securities or derivatives thereof, of the Company exceeding 1 (one) per cent of the net worth of the Company as mentioned in clause (g) of sub-section (1) of Section 188 of the Companies Act;

Provided that the requirement of passing the shareholders' resolution as mentioned above shall not be applicable for transactions entered into between the Company and its wholly-owned subsidiary whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.

Further, the provisions of Regulations 23(2), 23(3) and 23(4) of the SEBI Listing Regulations shall not apply to transaction(s) between the Company and its wholly-owned subsidiary/ies or, two wholly owned subsidiaries of the Company, whose accounts are consolidated with the Company and placed before the shareholders of the Company at the general meeting for approval.

- iii. The explanatory statement to be annexed to the notice of a general meeting convened shall contain such particulars as required under the Companies Act, 2013 and SEBI Listing Regulations, Industry Standards and other applicable laws

The approval policy framework is given below:

1. Audit Committee Approval

- ✓ Prior approval of all Related Party Transactions and subsequent material modification(s), except items exempted by applicable laws.

2. Board Approval

- ✓ Related Party referred by Audit Committee for approval of the Board;
- ✓ Material Related Party Transactions and subsequent material modification(s) thereto;
- ✓ Related Party Transactions not in the Ordinary Course of Business and not on Arm's Length Basis;

3. No-Objection Certificate from Debenture Trustee(s)

- ✓ Material Related Party Transactions and subsequent material modification(s)

4. Shareholders' Approval

- ✓ Approval by Ordinary resolution for
 - a. Material Related Party Transactions and subsequent material modification(s);

- b. Related Party Transactions not in Ordinary Course of Business and/or not at Arm's Length Basis and crosses prescribed threshold limit as per Companies Act, 2013.

7. **POLICY REVIEW:**

The Policy shall be reviewed by the Board at least annually and updated accordingly.

In case of any subsequent changes in the provisions of the SEBI Regulations or the Companies Act, 2013 and rules thereunder or other applicable laws, the relevant amended provisions would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with law.

8. **INTERPRETATION:**

Any ambiguities, interpretative issues, difficulties will be resolved by the Board of Directors of the Company in line with the broad intent of this Policy read with the applicable provisions of the Act, rules made thereunder, and the SEBI Listing Regulations and Master Direction Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021

In case any amendments, clarifications, circulars and guidelines as issued by the regulatory body(ies)/authority(ies) and such amendments, clarifications, circulars and guidelines are not consistent with the requirements specified under this Policy, then the provisions of such amendments, clarifications, circulars and the guidelines shall prevail and accordingly this Policy shall stand amended effective from the date as laid down under such amendments, clarifications, circulars and guidelines.

9. **DISCLOSURE:**

- a. The particulars of Related Party Transactions shall be disclosed in every six months to the stock exchanges in such manner as may be prescribed under the SEBI Listing Regulations on the date of publication of the financial results for the half year and shall be published on the website of the Company..
- b. Appropriate disclosures as required by the Companies Act, 2013, SEBI Listing Regulations and Reserve Bank of India, National Housing Bank will be made in the Annual Return and the Board's Report of the Company.
- c. This Policy shall be uploaded on the website of the Company and a web link thereto shall be provided in its annual report.

SCHEDULE I

A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds the following:

Consolidated Turnover of Company Threshold	Threshold
(I) Up to ₹20,000 crore	10% of the annual consolidated turnover of the Company
(II) More than ₹20,000 crore to up to ₹40,000 crore	₹2,000 crore + 5% of the annual consolidated turnover of the Company above ₹20,000 crore
(III) More than ₹40,000 crore	₹3,000 crore + 2.5% of the annual consolidated turnover of the Company above ₹40,000 crore or ₹5,000 crore, whichever is lower.

Sign-off History

Version Number	Sign-off Details	Name	Sign-off Date
1.0	Prepared By	Bhavita Ashiyani, Company Secretary	May 29, 2020
	Reviewed By	Gauri Shankar Agarwal, CFO	May 29, 2020
	Recommended By	Audit Committee	June 8, 2020
	Approved By	Board of Directors	June 8, 2020

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1.1	Prepared By	Puja Shah, Company Secretary	April 14, 2023
	Reviewed By	Gauri Shankar Agarwal, CFO	April 14, 2023
	Recommended By	Audit Committee	April 24, 2023
	Approved By	Board of Directors	April 24, 2023

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	Reviewed By	Gauri Shankar Agarwal, CFO	October 6, 2025
	Approved By	Board of Directors	October 6, 2025

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2.2	Prepared By	Puja Shah, Company Secretary	February 25, 2026
	Reviewed By	Gauri Shankar Agarwal, CFO	February 25, 2026
	Recommended By	Audit Committee	March 03, 2026
	Approved By	Board of Directors	March 04, 2026