

ARYADHAN FINANCIAL SOLUTIONS PRIVATE LIMITED

RELATED PARTY TRANSACTION POLICY

Version No.	Approved Date	Policy Owner	Approved By
1.0	July 23, 2025	Secretarial & Compliance Department	Board of Directors
1.1	December 16, 2025	Secretarial & Compliance Department	Board of Directors

Related Party Transactions Policy

Aryadhan Financial Solutions Limited

1. Objective

- 1.1 The objective of this Policy is to ensure that all Related Party Transactions undertaken by Aryadhan Financial Solutions Private Limited ("Company" or "Aryadhan") are conducted in a fair, transparent, and Arm's Length Basis, and in compliance with applicable laws and corporate governance principles including and pursuant to the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023. This policy defines the approval process, limits, and disclosure norms to manage the risks of conflict of interest.
- 1.2 This Policy also aims to manage conflicts arising in relation to RPTs and prevent the potential abuses derived from conflicts of interest that may occur when approving a transaction with a related party

2. Definitions

- **Arm's Length Transaction or Arm's Length Basis:** A transaction between two related parties that is conducted as if they were unrelated, ensuring fair market value.
- **Board:** means the board of Directors of Aryadhan.
- **Directors:** As defined under Section 2(34) of the Companies Act 2013, including independent directors, and nominee directors appointed by the Investors under the articles of Arya Collateral Warehousing Services Private Limited.
- **Key Managerial Personnel (KMP):** as defined under the Companies Act, 2013 means:
 - (a) Chief Executive Officer (CEO) or Managing Director or Manager
 - (b) Company Secretary (CS)
 - (c) Whole-time Director (WTD)
 - (d) Chief Financial Officer (CFO)
 - (e) Such other officer as may be prescribed by the articles Arya Collateral Warehousing Services Private Limited or designated by the Board through a resolution.
- **Materiality:** Any contract/ arrangement with a Related Party as defined under Section 188(1) of the Act, which is equal to or exceeds the limits mentioned under Rule 15(3) of the Companies (Meetings of the Board and its powers) Rules, 2014 or INR 150 crore, whichever is lower.
- **Related Party(ies):** As defined under the Companies Act, 2013, articles of Arya

Collateral Warehousing Services Private Limited, and relevant accounting standards.

- **Related Party Transaction (or RPT):** means any agreement, contract, engagement or other arrangement, of any nature whatsoever entered into between the Company and any Related Party.

3. MANNER OF DEALING WITH RELATED PARTY TRANSACTIONS:

3.1 Identification of Related Parties

1. Related Parties shall be identified under Section 188 of Companies Act 2013, as amended time to time.
2. Each Director and Key Managerial Personnel is responsible for providing notice to the Board of any potential Related Party Transaction involving him / her or his / her relative, including any additional information about the transaction that the Board may reasonably request.
3. The Company shall regularly verify, maintain and update the Related Party list and review and confirm in accordance with the Act.

3.2 Transactions with Related Parties

1. The Company shall ensure that all transactions with Related Parties, have been and shall always be, on an Arm's Length Basis and in ordinary course of business.
2. Before undertaking any transaction, it must be examined by the Company whether such transaction qualifies as a Related Party Transaction, requiring compliance with this Policy.

3.3 Approval Mechanism for Related Party Transactions

1. In case of transactions entered with a Related Party:
 - Approval of the audit committee for all such transaction(s) in relation to such related party transactions shall be obtained.
 - Such transactions shall be approved by the audit committee, through a committee resolution.
 - The agenda of the committee / Board / shareholders meeting at which the resolution is proposed to be moved shall disclose: (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, if not, the details of factors not considered with the rationale for not considering those factors; and (g) any other information relevant or important for the Board to take a decision on the proposed transaction.

2. In case of transactions entered with a Related Party as set-out in articles of Arya Collateral Warehousing Services Private Limited:
 - Approval is required through a resolution passed by the company's shareholders, approving the transaction.
 - (a) Provided further that no member of the Company shall vote on such resolution, to approve any contract or arrangement which may be entered into by the Company, if such member is a Related Party:
 - (i) Provided also that the requirement of passing the shareholders resolution shall not be applicable for 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 except where such transaction(s) are exceeding the Materiality thresholds.
 - (ii) day to day transactions between the Company and its Subsidiaries except where such transactions are exceeding the Materiality thresholds.

3.4 Related Party Transaction without approval

1. Where any contract or arrangement, is entered into by a director or any other employee, without obtaining the consent of audit committee or approval by a resolution in the general meeting as applicable, and if it is not ratified by the audit committee or, as the case may be, by the shareholders at a meeting within one month from the date on which such contract or arrangement was entered into, such contract or arrangement shall be voidable at the option of the audit committee / Board or, as the case may be, of the shareholders, and if the contract or arrangement is with a related party to any director, or is authorized by other director, the Directors concerned shall indemnify the company against any loss incurred by it.
2. It shall be open to the Company to proceed against a Director or any other employee who had entered into such contract or arrangement in contravention of the provisions of this Policy for recovery of any loss sustained by it as a result of this contract or arrangement.

4. **Review and Reporting**

- This Policy shall be reviewed annually by the Board of Directors.
- A report on all RPTs entered during the quarter shall be presented to the Board at each quarterly meeting.
- All RPTs shall be recorded and disclosed in the financial statements as per applicable laws and accounting standards.
- Aryadhan shall disclose this policy on Related Party Transactions on its website.

Board Approval Sought

The Board of Directors of the Company approved the policy on December 16, 2025.

