

Ambit Finvest Private Limited

Related Party Transactions Policy

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INTRODUCTION AND PURPOSE

The Board of Directors of Ambit Finvest Private Limited has adopted a policy to regulate the transactions between the Company and its Related Parties and to ensure compliance with various applicable laws, including under the Companies Act, 2013 (the “Act”) and the applicable Accounting Standards prescribed for related party transactions. The Policy aims to ensure proper approval and reporting of related party transactions between the Company and its related parties. The Company recognizes that related party transactions may have potential or actual conflicts of interest and may raise questions whether such transactions are consistent with the Company’s and its shareholders interest and in compliance with the laws applicable to the Company. Such transactions shall be considered appropriate only if they are in the best interest of the Company and its shareholders.

DEFINITIONS

Act: Means Companies Act, 2013 and the Rules framed thereunder including amendments, re-enactments, modifications, notifications, circulars and orders from time to time.

Arm’s Length Basis: Means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest, and the term ‘arm’s length’ shall be construed accordingly.

Board: Means Board of Directors of the Company.

Company: Means Ambit Finvest Private Limited

Related Party: A Related Party shall have the same meaning as defined under Section 2(76) of the Act and the Rules made thereunder and the applicable Accounting Standards.

Related Party Transaction (“RPT”): A Related Party Transaction shall mean the transactions defined under Section 188 of the Act and the Rules made thereunder and the Accounting Standards.

APPROVAL OF RELATED PARTY TRANSACTION

Omnibus Approval

Related Party Transactions shall be approved by the Audit Committee, as may be required in terms of the provisions of the Companies Act, 2013. To review a related party transaction which requires approval of the Audit Committee, the Audit Committee will be provided with all relevant material information to assist it in deciding whether or not to approve the transaction.

The Audit Committee may grant omnibus approval for related party transactions which are repetitive in nature subject to the following conditions:

- a. The Audit Committee shall satisfy itself on the need for omnibus approval and whether such approval is in the interest of the Company;
- b. Omnibus approval shall be valid for a period not exceeding 1 (One) financial year and shall require fresh approval after the expiry of such financial year;
- c. The omnibus approval shall contain the name of the related party(ies), nature and duration of the transaction, maximum amount of transaction that can be entered into, the indicative base price or

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, the Audit Committee may make omnibus approval for such transactions subject to their value not exceeding INR 1 crore per transaction.

- d. Omnibus approval shall not be made for transactions in respect of selling or disposing of the undertaking of the Company;
- e. The Audit Committee shall, at least on quarterly basis, review the details of the related party transactions entered into by the Company pursuant to each of the omnibus approval.

Approval

Except in respect of transactions entered into by the Company in its ordinary course of business (other than transactions which are not on an arm's length basis), the Company shall not enter into any contract or arrangement with its Related Parties with respect to the matters specified in Section 188(1) of the Act, without the following prior approvals:

(i) Approval of the Board of Directors given by way of a resolution at a meeting of the Board and subject to such conditions as may be prescribed by the Board; and

(ii) Approval of the shareholders of the Company by resolution in case the contract or arrangement falls within the criteria specified as per Section 188(1) read with the Companies (Meetings of Board and its Powers) Rules, 2014.

DISCLOSURE OF RELATED PARTY TRANSACTIONS IN BOARD'S REPORT

Every contract or arrangement entered into under Section 188(1) of the Act shall be referred to in the Board's report to the shareholders of the Company along with justification for entering into such contract or arrangement.

RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY

In case of any transaction involving any amount not exceeding one crore rupees is entered into by a director or officer of the Company without obtaining the approval of the Audit Committee and it is not ratified by the Audit Committee within three months from the date of the transaction, such transaction shall be voidable at the option of the Audit Committee and if the transaction is with the related party to any director or is authorised by any other director, the director concerned shall indemnify the Company against any loss incurred by it.

In case of any contract or arrangement entered into by a director or any other employee, without obtaining the consent of the Board or approval by the Shareholder in the General Meeting under Section 188(1) of the Act and if it is not ratified by the Board or, as the case may be, by the shareholders at a meeting within three months from the date on which such contract or arrangement was entered into, such contract or arrangement shall be voidable at the option of the 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 authorised by any other director, the directors concerned shall indemnify the company against any loss incurred by it.

REVIEW OF POLICY

This Policy shall be reviewed as and when considered necessary by the Board.

DISCLOSURE

Appropriate disclosures as required by the Act and Reserve Bank of India will be made in the Financial Statements and the Board's Report of the Company. This Policy shall be disclosed on the website of the Company.