



**MUTHOOT CAPITAL SERVICES LIMITED
(MCSL)**

CIN: L67120KL1994PLC007726

RELATED PARTY TRANSACTION POLICY

Version Control:

Sl. No.	Name of Policy	Version	Board approval date	Remarks
1.	Related Party Transaction Policy	v1.0	05/11/2014	Policy document approved.
2.	Related Party Transaction Policy	v1.1	18/01/2019	Transfer pricing norms / mechanism for intra-group transactions were incorporated.
3.	Related Party Transaction Policy	v1.2	28/05/2020	Included clear threshold limits of related party transactions duly approved by the shareholders.
4.	Related Party Transaction Policy	v1.3	19/06/2021	Deleted three points from exemptions clause.
5.	Related Party Transaction Policy	v2.0	17/05/2022	Amendments in line with SEBI (LODR) (Sixth Amendment) Regulations, 2021.
6.	Related Party Transaction Policy	V2.1	14/05/2025	Modifications to better align with the applicable Regulations
7.	Related Party Transaction Policy	V2.2	21/01/2026	Introduction of thresholds for materiality in line with SEBI Regulations and certain other modifications into the Policy

RELATED PARTY TRANSACTION POLICY

1. BACKGROUND

Muthoot Capital Services Limited (hereinafter referred to as 'MCSL' or 'the Company') is a Deposit-Taking Non-Banking Finance Company, with its Equity Shares listed on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'). The Company has also issued Non-Convertible Debentures which are listed on BSE.

The Company is committed to uphold the highest ethical and legal conduct in fulfilling its responsibilities and it recognizes that Related Party Transactions can present a risk of actual or apparent conflict of interest of the Directors, Senior Management etc. with the interest of the Company.

In light of the above, the Board of Directors (the "Board") of Muthoot Capital Services Limited ("MCSL" or "the Company") adopts the following policy and procedures with regard to Related Party Transactions (RPT), in compliance with the requirements of Section 188 of the Companies Act 2013 (the "Act") read with the Rules made there under and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, in order to ensure the transparency and procedural fairness of such transactions.

2. OBJECTIVE

This policy is intended to ensure systematic identification, approval and/ or reporting of transactions as applicable, between the Company and any of its related party in the best interest of the Company and its Stakeholders. Provisions of this policy are designed to govern the transparency in identification and approval process as well as disclosure requirements to ensure fairness in the conduct of related party transactions, in terms of the applicable laws. This Policy shall supplement other policies of the Company that may be in force for identification, approval and / or reporting of transactions with related persons.

The Audit Committee shall review, approve and ratify Related Party Transactions based on this Policy in terms of the requirements under the above provisions. The Board of Directors reserve the power to review and amend this policy from time to time. Any exceptions to the Policy on Related Party Transactions shall be consistent with the Companies Act 2013, including the Rules promulgated there under and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall be approved in the manner as may be decided by the Board of Directors.

3. DEFINITIONS

- (a) **"Audit Committee"** means Committee of Board of Directors of Muthoot Capital Services Limited constituted under Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulations, 2015.
- (b) **"Arm's Length Price"** means a price which is applied or proposed to be applied in a transaction between persons other than associated enterprises, in uncontrolled conditions.

- (c) **"Board"** means Board of Directors of Muthoot Capital Services Limited.
- (d) **"Company"** shall mean Muthoot Capital Services Limited, a Company incorporated under the provisions of Companies Act, 1956 and having its Registered Office at 3rd Floor, Muthoot Towers, M.G. Road, Kochi.
- (e) **"Key Managerial Personnel"** means Key Managerial Personnel as defined under Section 2 (51) of 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;
 - iii) Chief Financial Officer and
 - iv) such other officer as may be prescribed.
- (f) **"Material Modifications"** means any modification or amendment to the related party agreement / transaction which is likely to result in a 20% upward or downward revision in the original contractual value of the related party agreement / transaction approved by the Audit Committee.
- (g) **"Material Related Party Transaction"** shall have the same meaning as defined in Regulation 23 of the SEBI (LODR) Regulations, 2015.
- (h) **"Relative"** in relation to a related party shall have the same meaning assigned to in Section 2 (77) of the Companies Act, 2013.
- (i) **"Related party"** with reference to the Company shall have the same meaning as defined under Section 2 (76) of the Companies Act, 2013 read with Regulation 2 (1) (zb) of the SEBI (LODR) Regulations, 2015.
- (j) **"Related Party Transactions"** means a transaction involving a transfer of resources, services or obligations between:
- (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or
 - (ii) a listed entity 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 listed entity or any of its subsidiaries; 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.

Provided that the following shall not be treated as related party transaction:

- i) the issue of specified securities on a preferential basis, subject to compliance of the requirements under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;

- ii) the following corporate actions by the listed entity which are uniformly applicable / offered to all shareholders in proportion to their shareholding:
 - a) payment of dividend;
 - b) subdivision or consolidation of securities;
 - c) issuance of securities by way of a rights issue or a bonus issue; and
 - d) buy-back of securities.
 - iii) 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 SEBI:
 - iv) retail purchases from any listed entity or its subsidiary by its directors or its employees, without establishing a business relationship and at the terms which are uniformly applicable/offered to all employees and directors
 - v) any other transactions that may be specifically exempted by the SEBI or any other applicable regulator from time to time.
- (k) **“Transaction”** with a related party shall be construed to include a single transaction or a group of transactions in a contract.
- (l) Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, SEBI (LODR) Regulations, 2015, Securities Contract Regulation Act, 1956 or any other applicable law or regulation.

Reference and reliance may be placed on any clarification issued by the Ministry of the Corporate Affairs, Government of India and SEBI and any other Authorities from time to time on the interpretation of any of the terms defined hereinabove.

4. APPROVALS REQUIRED FOR RELATED PARTY TRANSACTIONS

A. Approval of the Audit Committee

- i) All related party transactions and subsequent material modifications shall require prior approval of Audit Committee of the Company.
- ii) Only those members of the Audit Committee, who are Independent Directors, shall approve related party transactions.
- iii) A related party transaction to which the subsidiary of the Company is a party but the Company is not a party, shall require prior approval of the Audit Committee of the Company, if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds ten per cent of the

annual consolidated turnover, as per the last audited financial statements of the Company.

- iv) With effect from April 01, 2023, a related party transaction to which the subsidiary of the Company is a party but the Company is not a party, shall require prior approval of the Audit Committee of the listed entity if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year, exceeds ten per cent of the annual standalone turnover, as per the last audited financial statements of the Company.
- v) Prior approval of the Audit Committee of the Company shall not be required for a related party transaction to which the listed subsidiary is a party but the Company is not a party, if Regulation 23 and Regulation 15 (2) of the SEBI (LODR) Regulations, 2015 are applicable to such listed subsidiary.

For related party transactions of unlisted subsidiaries of a listed subsidiary as referred to (v) above, the prior approval of the audit committee of the listed subsidiary shall suffice .

B. Omnibus Approval from the Audit Committee

Audit Committee may grant omnibus approval for related party transactions proposed to be entered into by the Company subject to the following conditions:

- a) 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;
- b) the Audit Committee shall satisfy itself regarding the need for such omnibus approval and that such approval is in the interest of the Company;
- c) the omnibus approval shall specify:
 - (i) the name(s) of the related party, nature of transaction, period of transaction, maximum amount of transaction that shall 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.

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 rupees one crore per transaction.

- d) the Audit Committee shall review, at least on a quarterly basis, the details of related party transactions entered into by the listed entity pursuant to each of the omnibus approvals given;

- e) Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of such period.

C. Approval of the Board of Directors of the Company

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

D. Approval of the Shareholders of the Company

- All material related party transactions and subsequent material modifications thereof shall require prior approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.
- All material related party transactions and subsequent material modifications as defined by the audit committee 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.
- All transactions specified under Section 188 of the Companies Act, 2013 which:
 - a) are not in the ordinary course of business or not at arm's length basis; and
 - b) exceed the thresholds laid down in Companies (Meetings of Board and its Powers) Rules, 2014;

5. PROCEDURE FOR AUDIT COMMITTEE'S APPROVAL

The Audit Committee shall be provided with the details of each existing or proposed related party transaction that it has not previously approved or rejected, including the following details:

- (a) the terms of the transaction;
- (b) the business purpose of the transaction;
- (c) the details of the related parties; and
- (d) the benefits to the Company and the related parties.

The Standardised format as prescribed in the Circular issued by Securities and Exchange Board of India (SEBI) bearing Reference No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025, regarding Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction shall be adhered to while placing the relevant information before the Audit Committee while

seeking approval for a Related Party Transaction. shall be incorporated into the agenda of the Audit Committee meeting. The comments of the Audit Committee, where applicable, shall be recorded in the minutes of the meeting. The Standards prescribed are in conformity with the provisions of the LODR Regulations and/or applicable SEBI Circulars. However, if a particular Standard or any part thereof becomes inconsistent with subsequent changes in the LODR Regulations and/or SEBI Circular, the provisions of the LODR Regulations and/or the SEBI Circular shall prevail.

Any member of the Audit Committee who is interested in the related party transaction shall not vote to approve the resolutions. In connection with the review of a related party transaction, the Committee shall consider, among other factors it deems appropriate, whether the related party transaction is on terms not less favourable than terms generally available to an unaffiliated third-party under the same or similar circumstances and the extent of the Related Party's interest in the Related Party Transaction.

The Approval matrix for the Related Party Transactions shall be as follows:



6. REVIEW PROCEDURE

The statement of related party transactions shall be submitted to the Audit Committee and the Board, on a quarterly basis, for review. Such statement shall include the following:

- (a) The details of all related party transactions entered into by the Company during the specific quarter;
- (b) The status of related party transactions undertaken as per the approval of the Shareholders of the Company;
- (c) The status of related party transactions undertaken as per the Omnibus Approval of the Audit Committee.

7. DISCLOSURE

- a) The compliance with this policy shall be disclosed to stock exchanges on a quarterly basis through the Compliance Report on Corporate Governance.
- b) The Company shall disclose this policy on dealing with Related Party Transactions on its website.

- c) The Company shall, along with the Board's Report placed before the shareholders in the Annual General Meeting, include a statement in Form AOC-2 containing the particulars of contracts or arrangements with related parties as referred to in Section 188 (1) of the Companies Act, 2013.
- d) The Company shall submit to the stock exchanges disclosures of related party transactions on a half yearly basis in the format as specified by SEBI from time to time and publish the same on the website of the Company.

8. TRANSFER PRICING NORMS / MECHANISM FOR INTRA - GROUP TRANSACTIONS

Transfer pricing refers to the pricing strategy in play when there is transfer of goods/services between associated enterprises. Transfer pricing law aims to ensure that transactions between associated enterprises does not happen at an unreasonably favourable or controlled price.

In case of any intra-group transactions taking place with any group companies, the Company will follow the "Transfer Pricing Laws" enumerated under the Income Tax Act and rules made thereunder. Any income/expense in relation to a transaction with any related parties should be computed using the arm's-length pricing principle.

9. REGISTERS

The Company shall maintain a register, maintained physically or electronically, as may be decided by the Board of Directors, giving separately, the particulars of all contracts or arrangements to which this policy applies and such register is placed/taken note of before the meeting of the Board of directors.

Every director or key managerial personnel shall, within a period of thirty days of his appointment, or relinquishment of his office in other Companies, as the case may be, disclose to the Company the particulars relating to his/her concern or interest in the other associations which are required to be included in the register maintained.

The Company shall maintain such register in the Head Office of the Company and provide extracts from such register to a member of the Company on his request, within seven days from the date on which such request is made upon the payment of such fee as may be specified in the articles of the Company but not exceeding ten rupees per page.

This register shall also be produced at the commencement of every Annual General Meeting of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.

10. MATERIALITY THRESHOLD LIMITS

The threshold limits for identifying the material related party transactions shall be as per Schedule XII of SEBI (LODR) Regulations.

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 Listed Entity Threshold	Threshold
Up to ₹20,000 Crore	10% of the annual consolidated turnover of The listed entity
More than ₹20,000 Crore to upto ₹40,000 Crore ₹	₹2,000 Crore + 5% of the annual Consolidated turnover of the listed entity above ₹20,000 Crore
More than ₹40,000 Crore	3,000 Crore + 2.5% of the annual consolidated turnover of the listed entity above ₹40,000 Crore or ₹5000 Crores, whichever is lower

11. RATIFICATION OF RELATED PARTY TRANSACTIONS

In the event any Director, KMP, any other officer or the Company becomes aware of any Related Party Transaction that is in deviation of this Policy and/or has not been approved under this Policy prior to its consummation, such person shall promptly notify the matter to the Company Secretary of the Company who shall ensure that the same is placed before the Audit Committee/ Board of Directors (as applicable) at the earliest but not later than first meeting of the Audit Committee or Board of Directors held after the date of such intimation.

The Audit Committee/ Board of Directors (as applicable) shall consider all the relevant facts & circumstances regarding the said transaction and shall evaluate all the options available to the Company such as ratification, revision, termination etc. of the said Related Party Transaction. While reviewing and evaluating the aforesaid transaction, Audit Committee/ Board of Directors (as applicable) shall have the power to modify or waive any procedural requirement of this Policy.

12. LIMITATION, AMENDMENT AND POLICY REVIEW

In the event of regulatory changes which make any of the provisions in this Policy inconsistent, such amended regulatory changes would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with applicable

This Policy shall be reviewed by Audit Committee and Board at least once in every three years. Any changes or modification to the Policy as recommended by the Audit Committee shall be placed before the Board for approval. The Board can from time to time authorise Directors to make changes in the Policy due to regulatory or legal requirement and such changes made to be brought to the attention of the Board at the first meeting following the amendment(s).

=====