DEUTSCHE INVESTMENTS INDIA PVT. LTD. (DIIPL)

RELATED PARTY TRANSACTIONS POLICY

JANUARY 2024

RELATED PARTY TRANSACTIONS POLICY

1. OBJECTIVE

This policy will ensure that related party transactions of the Company are carried out in a transparent manner i.e. in ordinary course of business and at arm's length basis as per the legal provisions. This policy also aims at providing guidance in situations of potential conflict of interest and compliance matters relating to related party transactions.

This policy has been framed as per with the requirements of RBI Master Direction No. RBI/DoR/2023-24/106 DoR.FIN.REC.No.45/03.10.119/2023-24 dated October 19, 2023 on Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023. This policy will guide the Company to effectively comply with the provisions of Companies Act, 2013 and its amendments thereto, the rules made thereunder ("Companies Act, 2013"). ("Applicable Law").

In order to comply with these requirements, this policy on related party transactions **("Policy")** has been adopted for implementation by the Board of Directors of the Company **(the "Board").**

2. SCOPE

This Policy shall be applied in:

a) Identifying related parties, updating and maintaining the database of such persons/entities.

b) Identifying related party transactions and **Obtaining approvals before entering into any related party transactions.**

c) Determining the disclosures / compliances to be adhered in relation to the related party transactions.

3. DEFINITIONS

All terms used in this Policy will have the meanings as assigned to them under the Act, as amended from time to time.

4. IDENTIFICATION OF RELATED PARTY AND RELATED PARTY TRANSACTIONS

a) The Company shall identify and keep on record its related parties as per Applicable Law.

b) As regards KMP, the list of related parties maintained by the Company would be based on disclosures received by it from Directors and KMP. The Company shall obtain, disclosure of related parties from its Directors and KMP annually.

c) Additionally, every Director and KMP shall make an annual disclosure as required under Section 184(1) of the Companies Act, 2013 read with applicable rules made there under as may be amended from time to time.

d) Every Director and KMP shall also promptly intimate any change in the disclosures mentioned above.

5. REVIEW AND APPROVAL OF RELATED PARTY TRANSACTIONS

5.1 Approval of the Audit Committee:

a) Every Related Party Transaction and subsequent material modifications thereto shall be subject to the prior approval of the Audit Committee.
b. 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.
c. The omnibus approval shall be valid for a period of one year and shall require fresh approval after expiry of one year.
d. Omnibus approval shall not be granted for transactions in respect of selling or disposing of the undertakings of the Company.

In connection with any review of a Related Party Transaction, the Audit Committee has authority to modify or waive any procedural requirements of this Policy, subject to compliance with the Applicable Law.

5.2 Approval of the Board of Directors:

a) The following Related Party Transactions shall be placed before the Board of Directors for approval, after the approval of the Audit Committee:

i. Related Party Transactions not on Arm's Length Basis, and/or;
ii. Related Party Transactions not in the Ordinary Course of Business.

b) The agenda of the Board meeting at which the resolution is proposed to be moved shall disclose the details as required under the applicable law.

c) 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.

5.3 Approval of the Shareholders :

a) Any Related Party Transaction which is not in the Ordinary Course of Business and/or not on Arm's Length Basis, and crosses the prescribed threshold limit as per applicable law will require prior approval of the shareholders.

b) The explanatory statement to be annexed to the notice of a general meeting convened shall contain such particulars as required under the applicable law.

The approval policy framework is given below:

Audit Committee Approval	Board Approval	Shareholders' Approval
Prior approval of all Related Party Transactions	Related Party Transactions not in the Ordinary Course of Business and/or not on Arm's Length Basis	Approval by Ordinary resolution for Related Party Transactions not in Ordinary Course of Business and/or not at Arm's Length Basis and crosses prescribed threshold limit as per applicable law.

6. RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY

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 Audit Committee shall consider all of the relevant facts and circumstances regarding such Related Party Transaction, and shall evaluate all options available to the Company, including ratification, revision or termination of the Related Party Transaction or modification of the transaction to make it acceptable for ratification if permitted under Applicable Law. The Audit Committee shall also examine the facts and circumstances pertaining to the failure of reporting such Related Party Transaction to the Committee under this Policy and shall take any such action as it deems appropriate.

In case, where the 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 such transaction.

In case the Company is not able to take prior approval from the Audit Committee, such a transaction shall not be deemed to violate this Policy, or be invalid or unenforceable, so long as the transaction is brought to the Audit Committee as promptly as reasonably practical after it is entered into or after it becomes reasonably apparent that the transaction is covered by this policy.

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7. DISCLOSURE

Appropriate disclosures as required by the Companies Act, 2013 and Reserve Bank of India will be made in the Annual Return and the Board's Report of the Company. This Policy shall be disclosed on the website of the Company.

8. POLICY REVIEW

The Policy shall be reviewed by the Board from time to time and updated accordingly. In case of any subsequent changes in the provisions of the Companies Act, 2013 and rules thereunder or other applicable law, 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.