

# Policy on Related Party Transactions

Version 2.0

“It is intended to regulate transactions between the Company and its Related Parties, based on the applicable laws, rules and regulations applicable to the Company”.

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## Version Control

Document Version	Description of Changes	Date	Prepared / Changed by
1.0	First Version	October, 2023	Compliance and Secretarial Department
2.0	Second Version	January, 2024	Compliance and Secretarial Department

## A. Background

Ecofy Finance Private Limited (formerly known as Accretive Cleantech Finance Private Limited) (hereafter referred to **‘the Company/Ecofy’**) is a company incorporated under the provisions of the Companies Act, 2013 and is a Non-Banking Finance Company registered with Reserve Bank of India (RBI).

Ecofy 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 & its shareholders’ best interest and in compliance to the provisions of the Companies Act, 2013 (“Act”), Master Direction - Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 (“Directions”) as amended from time to time and other applicable provisions, rules and regulations made there under.

Amendments, from time to time, to the Policy, if any, shall be considered by the Board of Directors of the Company based on the recommendations of the Audit Committee.

This Policy applies to transactions between the Company and one or more of its Related Parties. It provides a framework for governance and reporting of Related Party Transactions including material transactions.

### 1. Objectives

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This Policy is intended to ensure due and timely identification, approval, disclosure and reporting of transactions between the Company and any of its Related Parties in compliance with the applicable laws and regulations as may be amended from time to time.

The provisions of this Policy are designed to govern the approval process and disclosure requirements to ensure transparency in the conduct of Related Party Transactions in the best interest of the Company and its shareholders and to comply with the statutory provisions in this regard.

### 2. Definitions

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All words and expressions used herein, unless defined herein, shall have the same meaning as respectively assigned to them under the Act and Rules framed thereunder or any other applicable law.

- 2.1. **“Arm’s Length Transaction”** means a transaction between two Related Parties that is conducted as if they were unrelated, so that there is no conflict of interest.
- 2.2. **“Associate Company”** in relation to another company, means a company in which that other company has a significant influence, but which is not a subsidiary company of the company having such influence and includes a joint venture company.

It is hereby clarified as follows:

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- a the expression “significant influence” means control of at least twenty per cent. of total voting power, or control of or participation in business decisions under an agreement;
  - b the expression “joint venture” means a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement.
- 2.3. **“Board of Directors” or “Board”** in relation to a Company, means the collective body of Directors of the Company (Section 2(10) of the Companies Act, 2013).
- 2.4. **“Holding Company”** shall mean in relation to one or more other companies, means a company of which such companies are subsidiary companies;
- 2.5. **“Key Managerial Personnel”** in relation to the Company, means—
- (i) the Chief Executive Officer or the Managing Director or the Manager;
  - (ii) the Whole-Time Director;
  - (iii) the Chief Financial Officer;
  - (iv) the Company Secretary;
  - (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; and
  - (vi) such other officer as may be prescribed
- 2.6. **“Material Related Party Transaction”** means transactions, with Related Parties, of following nature that are either not in the ordinary course of business or not on an arm’s length basis:
- (i) sale, purchase or supply of any goods or materials, directly or through appointment of agent, amounting to 10% or more of the turnover of the Company;
  - (ii) selling or otherwise disposing of, or buying, property of any kind directly or through appointment of agent, amounting to 10% or more of the net worth of the Company;
  - (iii) leasing of property of any kind amounting to 10% or more of the net worth of the Company or 10% or more of the turnover of the Company;
  - (iv) availing or rendering of any services directly or through appointment of agent, amounting to 10% or more of the turnover of the company;
- It is hereby clarified that the limits specified in sub-clause (i) to (iv) shall apply for transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year.
- (v) such related party's 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/-; and
  - (vi) remuneration for underwriting the subscription of any securities or derivatives thereof, of the company exceeding 1% of the net worth.

It is hereby clarified as follows:

- a) the expression “turnover” means the gross amount of revenue recognized in the profit and loss account from the sale, supply, or distribution of goods or on account of services rendered, or both, by a company during a financial year.
- b) The expression “net worth” means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
- c) The turnover or net worth referred in the above sub-rules shall be computed on the basis of the audited financial statement of the preceding financial year.

2.7. **“Ordinary Course of Business”** means transaction will be considered in ordinary course if they are relevant to attainment of the main objects as set out in its Memorandum of Association, or is an activity generally undertaken by a non-banking financial company or is such other activity as may be permitted, from time to time by Reserve Bank of India; and includes the following transactions:

- (i) Availing loan for the purpose of onward lending or general corporate purposes and payment of interest and other expenses thereof;
- (ii) Granting working capital loan, whether by way of term loan or otherwise, and receipt of principle, interest and other charges thereon;
- (iii) Payment of license fee towards the use of software(s) and/or platform for the purpose of its operations; and royalty towards the usage of trademarks;
- (iv) Payment of commission and/or referral bonus to channel partners of the Company for referring customers to the Company;
- (v) Payment of salary, fee, commission, and incurrence of other expense required for availing the services required for day to day operations of the Company; and
- (vi) Reimbursement of expenses received from or given to the holding company of the Company pursuant to common sharing expenses arrangement between the Company and the holding company.

2.8. **“Policy”** means this Policy, as amended from time to time.

2.9. **“Related Party”** under Section 2(76) of the Companies Act, 2013 include:

- (i) a director or his relative;
- (ii) a key managerial personnel or his relative;
- (iii) a firm, in which a director, manager or his relative is a partner;

- (iv) a private company in which a director or manager or his relative is a member or director
- (v) a public company in which a director or manager is a director and holds along with his relatives, more than two per cent of its paid-up share capital;
- (vi) any Body corporate whose Board of directors, managing director, or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager;
- (vii) any person under whose advice, directions or instructions a director or manager is accustomed to act:

Provided that nothing in (vi) and (vii) above shall apply to the advice, directions or instructions given in a professional capacity;

- (viii) anybody corporate which is –
  - (A) a holding, subsidiary or an associate company of such company; or
  - (B) a subsidiary of a holding company to which it is also a subsidiary; or
  - (C) an investing company or the venturer of the Company;

It is hereby clarified that, “the investing company or the venturer of a company” means a body corporate whose investment in the company would result in the company becoming an associate company of the body corporate; or

- (ix) Director (other than an independent director) or key managerial personnel of the holding company or his relative with reference to a company.

2.10. **“Related Party Transaction(s)” or “RPT”** means a contract or arrangement with a Related Party as provided under the Act and the Rules made thereunder, as amended from time to time.

2.11. **“Relative”** means relative as defined under Section 2(77) the Companies Act, 2013 and includes anyone who is related to another, if

- (i) They are members of a Hindu undivided family;
- (ii) They are husband and wife; or
- (iii) Father (including step-father)
- (iv) Mother (including step-mother)
- (v) Son (including step-son)
- (vi) Son’s wife
- (vii) Daughter
- (viii) Daughter’s husband
- (ix) Brother (including step-brother)
- (x) Sister (including step-sister)

- 2.12. **“Senior Officer”** shall have the same meaning as assigned to “Senior Management” under Section 178 of the Companies Act, 2013.
- 2.13 **“Subsidiary Company”** in relation to any other company (that is to say the holding company), means a company in which the holding company—
- (i) controls the composition of the Board of Directors; or
  - (ii) exercises or controls more than one-half of the total voting power either at its own or together with one or more of its subsidiary companies:

Explanation.—For the purposes of this clause,—

- (a) a company shall be deemed to be a subsidiary company of the holding company even if the control referred to in sub-clause (i) or sub-clause (ii) is of another subsidiary company of the holding company;
- (b) the composition of a company's Board of Directors shall be deemed to be controlled by another company if that other company by exercise of some power exercisable by it at its discretion can appoint or remove all or a majority of the directors;
- (c) the expression "company" includes anybody corporate;

### **3. Rationale of the policy:**

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- 3.1. The Audit Committee (Committee) shall review and approve all RPTs based on this Policy.
- 3.2. Proposed RPTs must be reported to the Committee for prior approval by the Committee in accordance with this Policy. In the case of frequent/regular/ repetitive transactions which are in the normal course of business of the Company, the Committee may grant standing pre-approval/omnibus approval, details whereof are given in a separate section of this Policy.
- 3.3. In exceptional cases, where a prior approval is not taken due to an inadvertent omission or due to unforeseen circumstances, the Committee may ratify the transactions in accordance with this Policy.



#### **4. Identification of Related Parties & Transactions:**

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- 4.1. Every Director will be responsible for providing a declaration in the format prescribed on an annual basis.
- 4.2. Every Director will also be responsible to update the Company Secretary of any changes in the above relationships, directorships, holdings, interests and/or controls immediately on him/her becoming aware of such changes.
- 4.3. Every Director authorized to enter into contracts/ arrangements will be responsible for providing prior Notice to the Company Secretary of any potential Related Party Transaction. They will also be responsible for providing additional information about the transaction that the Board/Committee may request, for being placed before the Committee and the Board.
- 4.4. Besides the above, the Company will also identify other Related Parties as required under the Companies Act, 2013.
- 4.5. Any transaction by the Company with a Related Party will be regulated as per this Policy.

#### **5. Review and approval of Related Party Transactions:**

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##### 5.1. Audit Committee

- 5.1.1.** All the transactions which are identified as RPTs should be pre-approved by the Audit Committee before entering into such transaction whether at a meeting or by resolution by circulation or through electronic mode. The Audit Committee shall consider all relevant factors while deliberating on the RPTs for its approval.
- 5.1.2.** Any member of the Committee who has a potential interest in any related party transaction will recuse himself and abstain from discussion and shall not vote to approve the related party transaction. A related party transaction which is
  - (i) not in the ordinary course of business, or
  - (ii) not at arm's length price, would require approval of the Board of Directors or of shareholders as discussed subsequently.

- 5.1.3.** The Audit Committee may grant omnibus approval for related party transactions which are repetitive in nature and subject to such criteria/conditions as mentioned under the provisions of the Companies Act, 2013 and such other conditions as it may consider necessary in line with this Policy and in the interest of the Company. Such omnibus approval shall be valid for a period not exceeding one year and shall require fresh approval after the expiry of one year. The omnibus approval shall specify the name(s) of the related party, nature of transaction, period of transaction, maximum amount of transactions that shall be entered into; and
- 5.1.4.** Audit Committee shall review the details of related party transactions entered into by the Company pursuant to the omnibus approval.
- 5.1.5.** RPTs entered into by the Company, which is not under the omnibus approval or otherwise pre-approved by the Committee, will be placed before the Committee for ratification in accordance with the provisions of Section 177 of the Act.
- 5.1.6.** Subject to the applicable laws, the Audit Committee shall have the power to ratify, revise or terminate the RPTs, which are not in accordance with this Policy.

## 5.2. Board of Directors

- 5.2.1.** In case any RPTs are referred by the Company to the Board for its approval due to the transaction being
  - (i) not in the ordinary course of business, or
  - (ii) not at an arm's length price,

such transactions shall be affected only with prior approval of the Board of Directors of the Company, on recommendation of Audit Committee.

- 5.2.2.** The Board will consider such factors as, nature of the transaction, material terms, the manner of determining the pricing and the business rationale for entering into such transaction. On such consideration, the Board may approve the transaction or may require such modifications to transaction terms as it deems appropriate under the circumstances.
- 5.2.3.** Any member of the Board who has any interest in any related party transaction will recuse himself and abstain from discussion and shall not vote to approve the related party transaction.

## 5.3. Shareholders

If a related party transaction is not in the ordinary course of business, or not at arm's length price and is a Material Related Party Transaction, it shall require shareholders' approval by a resolution.

**7. Reporting of RPTs:**

Every contract or arrangement, which is required to be approved by the Board/shareholders under this Policy, shall be referred to in the Board's report to the shareholders along with the justification for entering into such contract or arrangement.

**8. Effective Date:**

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This policy as approved by the Board of Directors shall come into force with immediate effect.

**9. Disclosure:**

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Adequate disclosures pertaining to this Policy shall be made in the Annual Report as a part of Director's Report and on the website of the Company as required.

**10. Limitation and amendments:**

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- 10.1.** The Policy is subject to review from time to time and at least annually.
- 10.2.** The Board of Directors may in their discretion and on recommendation of the Audit Committee, make any changes/modifications and/or amendments to this Policy from time to time.
- 10.3.** In the event of any conflict between the provisions of this Policy and of the Act or any other statutory enactments, rules, the provisions of such Act or statutory enactments, rules shall prevail over and automatically be applicable to this Policy and the relevant provisions of the Policy would be amended/modified in due course to make it consistent with the law.