

**WEST END INVESTMENT & FINANCE CONSULTANCY PRIVATE LIMITED
(WEIFCPL)**

RELATED PARTY TRANSACTION POLICY

Approval Date: 27th March, 2024

PREAMBLE

This Policy is being framed with the objective of ensuring compliance with the provisions pertaining to Related Party Transactions in the **Companies Act, 2013 (“Act”), the Rules made thereunder** and the applicable provisions of the **“Master Direction – Reserve Bank of India (Non-Banking Financial Company-Scale Based Regulation) Direction, 2023.**

Related Party Transactions referred to throughout this Policy shall mean contracts / arrangements / transactions with a Related Party (as defined under the Act). Accordingly, Related Party Transactions may be entered into by the Company only in accordance with this Policy as amended from time to time.

PURPOSE

The Policy intends to define a governance framework for proper approval and reporting of transactions between West End Investment and Finance Consultancy Private Limited (“the Company”) and its Related Parties. The Company is required to disclose each year in the Financial Statements and the Board Report all material transactions between the Company and Related Parties. The Company is also required to disclose the Policy on dealing with Related Party Transactions on its website and a web link thereto to be provided in the Annual Report.

REVIEW OF POLICY

The Audit Committee shall review and accordingly may amend this policy, as and when required by the applicable laws, rules and regulations.

DEFINITIONS

“Audit Committee” means a committee of the Board of Directors of the Company constituted under provisions of the RBI Directions and the Companies Act, 2013.

“Board of Directors or Board” means Board of Directors of the Company.

“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
- ii. Company Secretary
- iii. Whole -Time Director
- iv. Chief Financial Officer
- 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;

“Arm 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.

“Related Party” means:

- a. Director or his relative
- b. A Key Managerial Personnel or his relative
- c. A firm, in which a director, manager or his relative is a partner
- d. A private company in which a director or manager or his relative is a member or director
- e. A public company in which a director or manager is a director or holds along with his relatives, more than two percent of its paid-up capital
- f. Any body corporate whose board of director, managing director or manager is accustomed to act in accordance with the advice, directions, or instructions of a director or manager
- g. Any person on whose advice, directions, or instructions a director or manager is accustomed to act.

Provided that nothing in sub-clauses (f) & (g) shall apply to the advice, directions, or instructions given in a professional capacity.

- h. Any Company which is:
 - A holding, subsidiary or an associate company of such company; or
 - A subsidiary of a holding company to which it is also a subsidiary;
 - An investing company or the venture of the company

Related Party Transaction means all the transactions between Company on one hand and one or more related party on the other hand including contracts, arrangements and transactions as envisaged in Section 188 (1) of the Companies Act, 2013.

“Ordinary Course of Business” means the usual transactions, customs and practices undertaken by the Company to conduct its business operations and activities and includes all such activities which the Company can undertake as per Memorandum of Association & Article of Association.

Word and expression used in this policy but not defined herein shall have the meaning prescribed in the Companies Act, 2013 and the rules framed thereunder as amended from time to time.

IDENTIFICATION OF RELATED PARTY TRANSACTIONS

All Related Party Transactions shall be placed before the Audit Committee of the Company for its approval.

Each Director and Key Management Personnel is responsible for providing notice to the Board/Audit Committee of any potential Related Party Transaction involving him/her or his/her relative, including any additional information about the transaction that the Board/Audit Committee may reasonably request. Such notice shall be provided to the Company at the time of appointment and also at the time of first Board Meeting in every financial year and whenever there is any change in the disclosures already made.

APPROVAL FOR RELATED PARTY TRANSACTION:**1. Transactions requiring approval of Audit Committee:**

All related party transactions shall require approval of the Audit Committee. However, approval of audit committee shall not be required if the transaction is 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 and is other than a transaction referred to in Section 188 of the Companies Act, 2013.

The Audit Committee may make omnibus approval for related party transactions which are:

- Repetitive in Nature
- Ordinary Course of Business
- Arm Length Basis
- In the interest of the Company

The Omnibus approval shall be valid for one financial year and shall require fresh approval after expiry of such financial year.

Approval shall specify the following:

- ❖ Name of the related parties
- ❖ Nature and duration of the transaction
- ❖ Maximum amount of transaction that can be entered into

- ❖ The indicative base price or current contract price and the formula for variation in price, if any.
- ❖ Any 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 make omnibus approval for such transactions subject to their value not exceeding Rs. 1 Crore Per Transaction.

Omnibus Approval shall not be made for transactions in respect of selling or disposing of the undertaking of the Company.

2. Transactions requiring approval of Board:

Following transaction shall require a prior approval of the Board:

- ❖ Related Party Transaction which are not in the ordinary course of business or not at arm length basis.
- ❖ All transaction, other than transaction refereed in section 188, and where the audit committee does not approve the transaction, it shall make its recommendations to the Board.
- ❖ Related party transactions requiring the approval of shareholders, shall be submitted for consideration of the Board.

The Agenda of Board 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.

Where any director is interested in any contract or arrangement with a related party, such director shall not be present at the meeting during discussions on the subject matter of the resolution relating to such contract or arrangement.

3. Transactions requiring approval of Shareholders:

- a) All material Related Party Transactions and subsequent Material modifications shall require prior approval of the Shareholders of the Company by way of a resolution and no related party vote to approve such resolutions whether the entity is a party to the particular transaction or not.
- b) All Related Party Transactions which are not in the ordinary course of business or not at arm's length and which are in excess of the limits prescribed under the Act requiring the approval of shareholders, shall require an approval of the Shareholders by way of a resolution; and in such cases, the Related Party/(ies) to the transaction shall abstain from voting on such resolution.

4. Deemed Approval

The Transactions or arrangements which are specifically dealt under the separate provisions of the law and executed under separate approval/procedure from relevant committee shall be deemed to be approved for the purpose of this policy. Such transaction is enumerated below:

- a) Appointment and payment of remuneration, including any variations thereto, to Key Managerial Personnel pursuant to the Nomination and Remuneration Committee approval;
- b) Payment of remuneration, fees, commission, etc. to Directors of the Company pursuant to approval of the Nomination and Remuneration Committee;
- c) Grant/issuance of stock options or stock appreciation rights or other share based benefits to and payments made to/received from Directors or Key Managerial Personnel of the Company or directors/key managerial personnel/officers of its

subsidiaries/associates pursuant to such share based incentive plans as approved by shareholders;

- d) Any benefits, interest arising to Related Party solely from the ownership of Company shares at par with other holders, for example, dividends, right issues, stock split or bonus shares approved by the Nomination and Remuneration Committee or any other Board composed committee.
- e) Contribution with respect to Corporate Social Responsibility to eligible entity pursuant to approval of Board or the Corporate Social Responsibility Committee.

RATIFICATION OF TRANSACTION WITH RELATED PARTY

Where a Company enter into any related party transaction without prior approval of Audit Committee, the Company may ratify such transaction as per the provision of the Companies Act, within three months to avoid any penal consequences.

DISCLOSURE:

Appropriate disclosure as required under the law shall be made in Board Report and at such other place as may be prescribed under the law.

REVIEW:

This Policy would be subject to revision/amendment in accordance with laws. Policy may be reviewed by the board/Audit at least once in year.

In the event of any conflict between the provisions of this Policy and Companies Act, 2013 or any other statutory enactments, rules, then, the provisions of the Companies Act, 2013 and Rules made thereunder or other statutory enactments, rules, as the case may be, shall prevail over this Policy and shall be adhered to accordingly by all concerned.