



POLICY ON MATERIALITY OF AND DEALING WITH RELATED PARTY TRANSACTIONS

RAMCHANDRA LEASING AND FINANCE LIMITED

PREAMBLE

The Board of Directors ("the Board") of Ramchandra Leasing and Finance Limited ("the Company") understands the importance of stakeholders' confidence and trust in the Company. Considering the requirements of the Companies Act, 2013 read with the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, there is a need for proper identification, conduct and documentation of Related Party Transactions (RPTs).

In order to ensure transparency in Related Party Transactions and avoidance of conflict of interest with stakeholders, the Board of Directors, acting upon the recommendation of the Audit Committee of the Company ("the Committee"), has adopted the following Policy and procedure with respect to Related Party Transactions of the Company.

APPLICABILITY

This Policy applies to all Related Party Transactions entered into by Ramchandra Leasing and Finance Limited.

OBJECTIVES OF THE POLICY

The Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 impose various requirements on the Company, including the formulation of a policy on the materiality of Related Party Transactions and on dealing with Related Party Transactions.

The objectives of this Policy are to set out:

- (a) Identification of Related Parties;
- (b) The materiality thresholds for Related Party Transactions; and
- (c) The manner of dealing with transactions between the Company and its Related Parties in accordance with the Act, SEBI (LODR) Regulations, 2015 and other applicable laws.

All Related Party Transactions shall be referred to the Audit Committee of the Company for prior approval. The Audit Committee shall also approve any subsequent material modifications of RPTs. The Audit Committee may grant omnibus approvals for certain categories of transactions, which shall be valid for a period not exceeding one year and shall require fresh approval thereafter. The onus shall be on the concerned department to place RPTs or potential RPTs before the Audit Committee.

Related Party Transactions as specified under Section 188 of the Companies Act, 2013 shall further require approval of the Board of Directors and/or shareholders, as applicable.

DEFINITIONS

"Act" means the Companies Act, 2013 and the rules framed thereunder, including any statutory modification or re-enactment thereof.

"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.

"Audit Committee" means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Act and the SEBI (LODR) Regulations, 2015.



"Company" means Ramchandra Leasing and Finance Limited.

"Compliance Officer" means the Company Secretary of the Company or any other person so designated by the Board.

"Key Managerial Personnel" or "KMP" shall have the meaning assigned to it under Section 2(51) of the Act.

"Material Related Party Transaction" means a Related Party Transaction, which individually or taken together with previous transactions during a financial year, exceeds the materiality thresholds specified under this Policy.

"Materiality Threshold" means transactions which, individually or together with previous transactions during a financial year, exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements or such other threshold as may be prescribed under the SEBI (LODR) Regulations, 2015, as amended from time to time.

"Material Modification" means any modification to an approved Related Party Transaction which results in a 10% or more increase in the value or consideration of the transaction.

"Policy" means this Policy on Materiality of and Dealing with Related Party Transactions, as amended from time to time.

"Related Party" and "Related Party Transaction" shall have the meanings respectively assigned to them under Section 2(76) of the Act and the SEBI (LODR) Regulations, 2015, as amended.

INTERPRETATION

Words and expressions used in this Policy but not defined herein shall have the same meanings as assigned to them under the Companies Act, 2013, the SEBI (LODR) Regulations, 2015 or any other applicable law.

In case of any ambiguity or difference in interpretation, the same shall be referred to the Audit Committee, whose decision shall be final.

GUIDELINES AND APPROVAL MECHANISM

Audit Committee Approval

All Related Party Transactions and subsequent material modifications thereto shall require prior approval of the Audit Committee in accordance with the Act and the SEBI (LODR) Regulations, 2015. Only Independent Directors who are members of the Audit Committee shall approve such transactions.

The Audit Committee may grant omnibus approval for repetitive transactions, subject to compliance with applicable laws and conditions prescribed under the SEBI (LODR) Regulations, 2015.

Board Approval

Related Party Transactions which are not in the ordinary course of business or not at arm's length basis, or such other transactions as prescribed under Section 188 of the Act, shall require approval of the Board of Directors.

Shareholders' Approval



RAMCHANDRA LEASING & FINANCE LIMITED

All material Related Party Transactions and material modifications thereto shall require prior approval of the shareholders of the Company by way of a resolution, in accordance with the Act and the SEBI (LODR) Regulations, 2015.

DISCLOSURES

The Company shall make disclosures of Related Party Transactions in the Board's Report, financial statements and to stock exchanges, as applicable, in accordance with the Act and the SEBI (LODR) Regulations, 2015.

This Policy shall be disclosed on the website of the Company.

This Policy was ratified by the Board of directors of Ramchandra Leasing and Finance Limited at its meeting held on May 14, 2025 at Vadodara, Gujarat.