

TCFC FINANCE LIMITED

POLICY ON RELATED PARTY TRANSACTIONS

INTRODUCTION:

The Board of Directors (the "Board") of TCFC Finance Limited (the "Company"), has adopted the following policy and procedures with regard to Related Party Transactions as defined below, in compliance with requirement of Section 188 of the Companies Act, 2013 read with the Rules made thereunder and Regulation 23 and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

DEFINITION:

"Company" means TCFC FINANCE LIMITED.

"Related party" means an entity shall be considered as related to the Company if:

- (i) Such entity is a related party under Section 2(76) of the Companies Act, 2013; or
- (ii) Such entity is a related party under the applicable accounting standards.

"Related Party Transactions" means a transaction between the Company and a Related Party which reported transaction is of the nature specified in sub-clause (a) to (g) of section 188 (1) of the Companies Act 2013, or is a reported related party transaction as understood under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

"Material Related Party Transaction" means the reported transaction/transactions to be entered into individually or taken together with previous reported transactions during a financial year, **exceeds ten percent of the annual consolidated turnover of the company** as per the last audited financial statements of the Company.

"Arm's length transaction" means a reported transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.

PROCEDURE:

Approval of Audit Committee for reported Related Party Transactions:

- Prior approval of Audit Committee is required to be taken for entering into reported transaction with a Related Party. The Audit Committee may grant approval or ratification in accordance with provisions of the Companies Act, 2013 read with the Rules made thereunder and Regulation 23 and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- Any member of the Committee who has a potential interest in any reported Related Party Transaction shall abstain from discussion and voting on the approval of the Related Party Transaction.

Approval of the Board for reported Related Party Transactions:

- Consent of the Board would be taken in respect of all reported related party transaction, except in the cases where the reported transactions entered into by the Company in its ordinary course of business and are on an arm's length basis.
- Any member of the Board who has a potential interest in any reported Related Party Transaction shall abstain from discussion and voting on the approval of the Related Party Transaction.

Approval of the shareholders for reported Related Party Transactions:

- All reported Material Related Party Transactions and transactions mention in sub - section 1 of Section 188 of Companies Act, 2013 shall require approval of the shareholders through special resolution and the related parties shall have to abstain from voting on such resolutions.

Omnibus Approval:

- Audit Committee may grant omnibus approval for Related Party Transactions which are repetitive in nature subject to their value not exceeding Rs.1 crore per transaction.
- Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.

DISCLOSURE:

Every reported Related Party Transactions shall be disclosed in the following manner:

- In the Directors' report along with proper justification for entering into such contract or arrangement.
- Details of all material transactions with related parties shall be disclosed quarterly along with the compliance report on corporate governance.
- The policy shall be disclosed on the company's website and a web link thereto shall be provided in the Annual Report.

This policy will be communicated to all Directors and Key Managerial Personnel of the Company.

AMENDMENT:

The Company reserves the right to amend or modify this Policy in whole or in part, at any point of time.