



**NIXA FINCAP PRIVATE LIMITED (Formerly known as XANDER FINANCE PRIVATE LIMITED)
(‘NFPL)**

POLICY ON RELATED PARTY TRANSACTION

**DATE OF REVIEW: REVIEWED BY THE BOARD OF DIRECTORS IN THE BOARD MEETING
HELD ON FEBRUARY 25, 2025**

1. INTRODUCTION:

Nixa Fincap Private Limited (“NFPL”) is a non-deposit accepting Non-Banking Financial Company (‘NBFC’) registered with Reserve Bank of India (‘RBI’) vide NBFC registration no. B-13.02083. Further, as per the Master Direction-Reserve Bank of India (Non-Banking Financial Company-Scale Based Regulation), Directions, 2023 dated October 19, 2023, as amended from time to time, NFPL is being classified as base layer NBFC having customer interface and not availing public funds. NFPL in ordinary course of business transacts with various parties for availing or rendering of services. Such parties might be related to NFPL directly or indirectly. NFPL recognizes that a transaction with related party may have potential conflict of interest and concerns may arise whether such transactions are consistent with NFPL’s and its shareholders interest. Such transactions with related parties shall be considered appropriate only if they are in the best interest of NFPL and its shareholders and are in compliance with the laws applicable to NFPL .

In order to comply with the applicable provisions of the Companies Act, 2013 and other laws, the Board of Directors of NFPL have adopted this “Policy on Related Party Transaction” (hereinafter referred to as “Policy”). The Policy aims to define materiality of related party transactions and manner of dealing with related party transactions and ensure proper approval and reporting of related party transactions between NFPL and its related parties.

2. PURPOSE:

The purpose of the Policy is to ensure compliance with the following applicable regulations:

- a) Section 188 and other applicable sections of the Companies Act, 2013 (“Act”) read with rules made thereunder;
- b) Indian Accounting Standard 24 (‘Ind AS-24’) – Related Party Disclosures and other relevant Indian Accounting Standards notified under the Companies Act, 2013; and
- c) Any other applicable laws.

3. DEFINITIONS:

- a) “**Annual Turnover**” means turnover of NFPL as reflected in the audited financial statements of the immediately preceding financial year on standalone and consolidated basis respectively;
- b) “**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, and the term ‘arm’s length’ shall be construed accordingly.
- c) “**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

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CIN: U65921MH1997PTC258670 | +91 22 6119 6000 T | +91 22 6119 6080 F | info@nixafincap.com

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and includes a joint venture company;

Explanation:

- i) Significant influence here means control of at least twenty percent of the total voting power, or control of or participation in business decisions under an agreement.
 - ii) Joint Venture here means a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement.
- d) **“Audit Committee”** means a Committee constituted by the Board of Directors in accordance with Section 177 and other applicable provisions of the Act;
- e) **“Board”** means Board of Directors of NFPL ;
- f) **“Company Secretary”** means a company secretary as defined in clause c of sub-section (1) of section 2 of the Company Secretaries Act, 1980 who is appointed by NFPL to perform the functions of the Company Secretary under the Act;
- g) **“Director”** means a director appointed to the Board of NFPL ;
- h) **“High Value debt listed entity”** refers to a listed entity which has listed its non-convertible debt securities and has an outstanding value of listed non-convertible debt securities of Rupees Five Hundred and above.”
- i) **“Key Managerial Personnel”** means-
- i. the Chief Executive Officer or the Managing Director or the Manager;
 - ii. the Company Secretary;
 - iii. the Whole -Time Director;
 - iv. the 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 under the Act.
- j) **“Majority shareholder”** refers to Nixa Capital Management Pte Ltd , Holding Company of Nixa Fincap Private Limited.
- k) **“Manager”** means an individual who, subject to the superintendence, control and direction of the Board of Directors, has the management of the whole, or substantially the whole, of the affairs of NFPL, and includes a director or any other person occupying the position of a manager, by whatever name called, whether under a contract of service or not;
- l) **“Material Related Party Transaction”** means any Related Party transaction being contracts or arrangements with value (taken individually or together with previous transactions during the year) exceeding limits as prescribed in Rule 15(3) of The Companies (Meeting of Board and its Powers) Rules, 2014 read with Section 188 of the Act as provided in Annexure-I;
- m) **“Net worth”** means the aggregate value of the paid-up share capital and all reserves credited out of the profits [securities premium account and debit and 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;

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n) “**Ordinary Course of Business**” is not defined under the Act or Rules made there under. The Audit committee and Board of Directors of NFPL should adopt reasonable approach / methodology to demonstrate ‘Ordinary Course of Business’ which shall, *inter alia*, include the nature of the transaction, frequency / regularity / length of time, NFPL is engaged in such transaction, such arrangement / action is consistent with the past practices and was taken in the ordinary course of the normal operations of NFPL, common commercial practice followed by NFPL, undertaken by other entities as well that are in the same /similar line of business.

o) “**Related Party**” in relation to NFPL means-

- i. a Director or his / her relative;
- ii. a Key Managerial Personnel or his / her relative;
- iii. a firm, in which a Director, Manager or his / her Relative is a partner;
- iv. a Private Company in which a Director or Manager or his / her relatives 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 unless the advice, directions or instructions are given in a professional capacity;
- vii. any person under whose advice, directions or instructions a Director or Manager is accustomed to act unless the advice, directions or instructions are given in a professional capacity;
- viii. any body corporate which is –
 - a) a holding, subsidiary or an associate company of such company;
 - b) a subsidiary of a holding company to which it is also a subsidiary; or
 - c) an investing company or the venturer of NFPL

Explanation: For the purpose of this clause, “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.

ix. such other person as may be prescribed under Section 188 of the Act.

p) “**Related Party Transaction (“RPT”)**” means any transaction with related parties and it also includes transactions as specified under clause (a) to (g) of sub-section (1) of Section 188 of the Act namely:

- a) sale, purchase or supply of any goods or materials;
- b) selling or otherwise disposing of, or buying, property of any kind;
- c) leasing of property of any kind;
- d) availing or rendering of any services;
- e) appointment of any agent for purchase or sale of goods, materials, services or property;
- f) such related party’s appointment to any office or place of profit in the company, its subsidiary company or associate company;
- g) underwriting the subscription of any securities or derivatives thereof, of NFPL .

q) “**Relative**” means relative as defined under Section 2(77) of the Act and includes anyone who is related to another in any of the following manner:-

- i. they are members of a Hindu Undivided Family;
- ii. they are husband and wife;
- iii. father (including step-father);

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- 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)

r) “**Whole Time Director**” means a director in the whole-time employment of NFPL .

Any other term not defined herein shall have the same meaning as defined in the Act and other applicable law(s).

Definitions as per IND-AS- 24

1. **Related Party:** A related party is a person or entity that is related to the entity that is preparing its financial statements
 - (a) A person or a close member of that person's family is related to a reporting entity if that person:
 - (i) Has control or joint control of the reporting entity;
 - (ii) has significant influence over the reporting entity; or
 - (iii) is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.
 - (b) An entity is related to a reporting entity if any of the following conditions applies:
 - (i) The entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.
2. **Related party transaction** - a transfer of resources, services or obligations between a reporting entity and a related party regardless of whether a price is charged.
3. **Close members-** Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity including:
 - (a) that person's children, spouse or domestic partners, brother, sister, father and mother;

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- (b) children of that person's spouse or domestic partner; and
 - (c) dependents of that person or that person's spouse or domestic partner.
4. **Compensation-** Compensation includes:
- (a) Short-term employee benefits, such as wages, salaries and social security contributions, paid annual leave and paid sick leave, profit-sharing and bonuses (if payable within twelve months of the end of the period) and non-monetary benefits (such as medical care, housing, cars and free or subsidized goods or services) for current employees;
 - (b) Post-employment benefits such as pensions, other retirement benefits, post employment life insurance and post-employment medical care;
 - (c) Other long term employee benefits, including long service leave or sabbatical leave, jubilee or other long service benefits, long-term disability benefits and if they are not payable wholly within twelve months after the end of the period, profit-sharing, bonuses and deferred compensation;
 - (d) Termination benefits; and
 - (e) Share-based payment
5. **Control:** – An investor controls an investee if and only if the investor has all the following:
- (a) power over the investee;
 - (b) exposure or rights to variable returns from its involvement with the investee; and
 - (c) the ability to use its power over the investee to affect the amount of the investor's returns.
6. **Investment Entity-** An investment entity is an entity that:
- (a) Obtains funds from one or more investors for the purpose of providing those investors with investment management services;
 - (b) Commits to its investors that its business purpose is to invest funds solely for returns from capital appreciation, investment income or both; and
 - (c) Measures and evaluates the performance of substantially all of its investments on a fair value basis.
7. **Significant Influence:** is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies.
8. **Joint Control:** control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control
9. **Key management personnel (KMPs)** - those persons who have the authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity .
10. **Government-** refers to government, government agencies and similar bodies whether local, national or international.
11. **Government related entity-** is an entity that is controlled, jointly controlled or significantly influenced by a government

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4. IDENTIFICATION OF RELATED PARTY:

- 4.1 NFPL shall identify Related Parties as per the definition provided in the applicable laws and regulations, including the Companies Act, 2013 and the applicable accounting standards. Based on the disclosures made by Directors and KMPs from time to time, NFPL shall regularly verify and update the Related Party list and review and confirm that the transactions are (at least once a quarter) in accordance with the applicable laws as prevalent.
- 4.2 The Secretarial team/consultant shall maintain a database of NFPL's Related Parties identified based on definition for related party as per Companies Act 2013 and applicable Indian Accounting standards. The database should contain the names of individuals and companies along with their personal details including any revisions therein.
- 4.3 Identification and confirmation of related party status need to be followed on an annual basis.
- 4.4 In the case of KMP/ Directors/Managers, the disclosure needs to be in the form of declarations which should be taken on appointment and event based.
- 4.5 In the case of holding - subsidiary relationship, inputs to be obtained from the holding entity on a quarterly basis.
- 4.6 Prior to entering any agreement, respective functions would need to obtain confirmation from Secretarial team/consultant regarding applicability of related party.
- 4.7 The Secretarial team/consultant should share the list of the related party to the Finance Department, on an annual basis and in case of any changes in the list based on the event- based declarations.

5. Identification of Related party transaction

- i) Every Director and the Key Managerial Personnel will be responsible for providing a declaration in Form MBP- 1 and the format as per Annexure 1 respectively containing the following information to NFPL on an annual basis.
 - Name of his / her relatives
 - Partnership firms in which he / she or his / her relative is a partner
 - Private Companies in which he / she or his/her relative is a Member or Director
 - Public Companies in which he / she is a Director and holds along with his/her relatives more than 2% of paid- up share capital
 - Any Body Corporate whose Board of Directors, Managing Director or Manager is accustomed to act in accordance with his / her advice, directions or instructions; and
 - Persons on whose advice, directions or instructions, he / she is accustomed to act (other than advice, directions or instructions obtained from a person in professional capacity).

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- ii) Every Director and the Key Managerial Personnel will also be responsible to update NFPL of any changes in the above relationships, directorships, holdings, interests and / or controls immediately on him / her becoming aware of such changes. The Company Secretary / Secretarial team/consultant shall be responsible to maintain an updated database of information pertaining to Related Parties reflecting details of-
- All Directors and Key Managerial Personnel
 - All individuals, partnership firms, companies and other persons as declared and updated by Directors and Key Managerial Personnel
 - Any other entity which is a Related Party as defined under Section 2(76) of the Companies Act, 2013
- iii) The database shall be updated periodically and shall be reviewed at least once a year jointly by the Company Secretarial team/consultant and Finance Manager. The functional/ business heads/ Finance Controller shall have access to the updated database.
- iv) Every Director, Key Managerial Personnel, Functional heads/ Finance Manager will be responsible for providing prior notice to the Secretarial team/consultant of any potential RPT.
- v) They will also be responsible for providing additional information about the transaction that the Board /Committee may request, for being placed before the Risk, Audit and Compliance Committee and the Board.
- vi) The NFPL's secretarial team/consultant in consultation with the finance manager may refer any potential RPT to any external legal / transfer pricing expert and the outcome or opinion of such exercise shall be brought to the notice of the Board. Based on this notice, NFP's secretarial team/consultant will obtain necessary approvals as per this Policy.

5. APPROVAL OF RELATED PARTY TRANSACTIONS:

5.1 Related party transactions must be approved as per the below mentioned matrix:

Nature of related party transaction	Approval from respective authority
Transactions with related parties which are under ordinary course of business and at arm's length basis	i) Prior approval from the Majority shareholder as per reserved matters of articles of association of NFPL; ii) Recommendation and approval from Audit committee; iii) Approval from Board;

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<p>Transactions with related parties which are not under ordinary course of business and at arm's length basis or vice-versa but the value of the transactions are within the limits as prescribed (as amended from time to time) provided in Annexure -I</p>	<p>i) Prior approval from the Majority shareholder as per reserved matters of Articles of Association; ii) Recommendation and approval from Audit committee; iii) Recommendation and approval from Board ; iv) Approval from shareholders</p>
<p>Transactions with related parties (irrespective of the proposed transaction being under ordinary course of business and at arm's length basis) where the value of transaction exceeds the limits as prescribed (as amended from time to time) provided in Annexure -I</p>	<p>i) Prior approval from the Majority shareholder as per reserved matters of Articles of Association; ii) Recommendation and approval from Audit committee; iii) Recommendation and approval from Board of Directors; iv) Approval from shareholders</p>

5.2 The agenda of the Audit committee and Board meeting at which the resolution is proposed to be moved should disclose the following and the Audit Committee and the Board of Directors should take into account the following factors while dealing with related party transactions:

- 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 the transaction is in the ordinary course of business and on arm's length;
- g) 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
- h) any other information relevant or important for the Board to take a decision on the proposed transaction.

5.3 Directors / committee members concerned or having interest in the related party transaction, directly or indirectly, should not participate in the discussions and abstain from voting on resolution for such transactions in the Board and committee meetings.

6. **Voidable option of Board/shareholders**

6.1 Where any contract or arrangement is entered into by a director or any other employee without obtaining the consent of the Board or approval by a resolution in the general meeting and if it is not ratified by the Board or as the case may be by the shareholders at a meeting within 3 (three) months from the date on which such contract or agreement was entered into, then Board/shareholders have a voidable option to cancel or approve the transactions.

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6.2 Further if the contract or arrangement is with a related party to any director or is authorized by any other director, the directors concerned shall indemnify the NFPL against any loss incurred by it.

A. DOCUMENTATION FOR RELATED PARTY TRANSACTION

An indicative list of all the documentation required to be maintained is as below:

1. Expenses

- i) Approved Purchase Order in case of provision/sharing of supply of services/goods
- ii) Memorandum of Understanding for agreement on ratio of sharing of expenses and criteria thereof
- iii) Signed copy of Contract/Agreement, where applicable
- iv) Copy of board approval, where applicable
- v) Documents evidencing statutory approvals, where applicable
- vi) Employee Transfer approvals, in case expenses relating to the same.

2. Revenue

- i) Copies of initial quotes raised for transactions under ordinary course of business.
- ii) Copy of Invoice raised on NFPL with respect to the transaction value.
- iii) Acknowledged copy of Purchase order issued by the company on NFPL, of provision / sharing of supply of services/goods.
- iv) Memorandum of Understanding for agreement on ratio of sharing of expenses and criteria thereof.
- v) Signed copy of Contract/Agreement, where applicable.
- vi) Copy of board approval, where applicable
- vii) Documents evidencing statutory approvals, where applicable.

3. Others

Documentation evidencing arm's length pricing in an ordinary course of business

B. DISCLOSURE AND REPORTING OF RELATED PARTY TRANSACTION

- 1. Every related party transaction entered by NFPL shall be referred to in the Board's report to the shareholders and in the Financial statements along with justification for entering into such transactions. The NFPL's Secretary / Compliance Officer and the Financial controller shall be, responsible for such disclosure

Following disclosures required as per IND-AS 24

Category 1



Relationships between a parent and its subsidiaries shall be disclosed irrespective of whether there have been transactions between them. An entity shall disclose the name of its parent and, if different, the ultimate controlling party. If neither the entity's parent nor the ultimate controlling party produces consolidated financial statements available for public use, the name of the next most senior parent that does so shall also be disclosed.

Category 2

Disclosures of compensation to Key Managerial Personnel

An entity is required to disclose

- a) Total compensation to key management personnel and
- b) Compensation for each of the following categories
 - i) Short term employee benefits
 - ii) Post- Employment benefits
 - iii) Other long - term benefits
 - iv) Termination benefits
 - v) Share- Based payments

Disclosure where there have been RPTs during the year

If an entity has had RPTs during the periods covered by the financial statements, it shall disclose the nature of the related party relationship as well as information about those transactions and outstanding balances, including commitments, necessary for users to understand the potential effect of the relationship on the financial statements. These disclosure requirements are in addition to those in Disclosure 1. At a minimum, disclosures shall include:

- amount of the transactions
- amount of outstanding balances, including commitments and
 - (i) their terms and conditions, including whether they are secured, and the nature of the consideration to be provided in settlement and
 - (ii) details of any guarantees given or received
- provisions for doubtful debts related to the amount of outstanding balances and
- the expense recognized during the period in respect of bad or doubtful debts due from related parties

The disclosures required by shall be made separately for each of the following categories:

- the parent
- entities with joint control of, or significant influence over, the entity
- subsidiaries
- associates

- joint ventures in which the entity is a joint venturer
- key management personnel of the entity or its parent and

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- other related parties

Disclosures that RPTs were made on terms equivalent to those that prevail in arm's length transactions are made only if such terms can be substantiated.

Items of a similar nature may be disclosed in aggregate except when separate disclosure is necessary for an understanding of the effects of RPTs on the financial statements of the entity.

Disclosures not required when either

a) Such disclosures are in conflict with the entity's duties of confidentiality in terms of a statute, regulator or similar competent authority governing the entity or

b) The entity is prohibited by the statute, regulator or similar competent authority to disclose certain information otherwise required to be disclosed

7. OMNIBUS APPROVAL FROM AUDIT COMMITTEE FOR RELATED PARTY TRANSACTIONS ON ANNUAL BASIS:

- 7.1 Where related party transactions are repetitive in nature and are carried in ordinary course of business and at arms-length basis, the Audit Committee may grant omnibus approval for related party transactions subject to compliance with the conditions as specified in **Annexure -II**.
- 7.2 The Audit Committee should satisfy itself the need for the omnibus approval for related party transactions that are repetitive in nature and that same is in the interest of NFPL .

8. RELATED PARTY TRANSACTIONS NOT APPROVED AS PER THE TERMS OF THIS POLICY:

When any contract or arrangement is entered into by a Director or any other employee of NFPL, without obtaining the consent of the Audit committee or Board of Directors or approval by a resolution in the general meeting as the case maybe then such transaction with related party should be ratified by the Audit committee and Board of Directors within three months from the date on which such contract or arrangement was entered. Such contract or arrangement should be voidable at the option of the Board or, as the case may be, of the shareholders and if such contract or arrangement is with a related party associated any Director, or is authorised by any other Director, the Director concerned should indemnify NFPL against any loss incurred by it.

9. NON-APPLICABILITY OF SECTION 188 OF COMPANIES ACT, 2013:

The provisions of Section 188 of the Companies Act, 2013 shall not apply to any related party transaction entered between NFPL and Bolestier Ventures Private Limited, wholly owned subsidiary of NFPL . Such transactions shall be exempted from taking approval of Board /Audit committee / shareholders. However, NFPL is obligated to obtain prior approval from the Majority Shareholder.

10. DISCLOSURES WITH RESPECT TO RELATED PARTY TRANSACTIONS:

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Following disclosures should be made by Board of Directors of NFPL :

- i. Every contract or arrangement entered into under Section 188 of the Act should be disclosed in the Board's Report of NFPL along with the justification for entering into the said transaction;
- ii. As per the RBI Directions, all material related party transactions should be disclosed in the Board's report;
- iii. Every Director shall disclose his concerns or interests in any company or companies or body corporates (including shareholding interests), firms or other associations of individuals, by giving a notice in writing in Form MBP – 1, which shall be disclosed by such Director at the meeting held immediately after the date of such notice.
- iv. All notices shall be kept at the registered office of NFPL and such notices shall be preserved for a period of 8 years from the end of the financial year to which it relates and shall be kept in the custody of Company Secretary of NFPL or any other person authorized by the Board for such purpose.
- v. Policy on Related party transactions should be disclosed on the website and the link of the same shall be provided in the Annual report of NFPL ;
- vi. Relevant disclosures as prescribed under Ind AS – 24 – Related Party Disclosures to be provided in the annual financial statements of NFPL .

11. MAINTENANCE OF REGISTER

11.1 NFPL shall maintain one or more registers in Form MBP 4, and shall enter therein the particulars of

11.1.1 company or companies or bodies corporate, firms or other association of individuals, in which any director has any concern or interest, as mentioned under sub- section (1) of section 184:

Provided that the particulars of the company or companies or bodies corporate in which a director himself together with any other director holds two percent. or less of the paid- up share capital would not be required to be entered in the register;

11.1.2 contracts or arrangements with a body corporate or firm or other entity as mentioned under sub- section (2) of section 184, in which any director is, directly or indirectly, concerned or interested; and

11.1.3 contracts or arrangements with a related party with respect to transactions to which section 188 applies.

11.2 The entries in the register shall be made at once, whenever there is a cause to make entry, in chronological order and shall be authenticated by NFPL Company Secretary of NFPL or by any other person authorised by the Board for the purpose.

11.3 The register shall be kept at the registered office of the company and the register shall be preserved permanently and shall be kept in the custody of the company secretary of the company or any other person authorised by the Board for the purpose.

NIXA FINCAP PRIVATE LIMITED

(FORMERLY KNOWN AS "XANDER FINANCE PRIVATE LIMITED)

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CIN: U65921MH1997PTC258670 | +91 22 6119 6000 T | +91 22 6119 6080 F | info@nixafincap.com

WEBSITE: www.nixafincap.com



11.4 NFPL shall provide extracts from such register to a member of the company on his request, within seven days from the date on which such request is made upon the payment of such fee as may be specified in the articles of NFPL but not exceeding ten rupees per page.

12. REVIEW:

The Board of Directors should annually review the Policy on Related Party Transactions of NFPL .

Approved for and on behalf of the Board of Directors of
Nixa Fincap Private Limited
(formerly known as Xander Finance Private Limited)

Mansi Gandhi
Company Secretary
ICSI Membership No.: ACS-58471

Date : 31st March, 2025
Place: Mumbai



Annexure -I

Related party transaction limits as prescribed under Rule 15(3) of The Companies (Meeting of Board and its Powers) Rules, 2014 [as amended from time to time]

- a) Sale, purchase or supply of any goods or materials, directly or through appointment of agent exceeding 10% of the annual turnover of NFPL;
- b) Selling or otherwise disposing of, or buying, property of any kind directly or through appointment of agent, exceeding 10% or more of net worth of NFPL;
- c) Leasing of property of any kind exceeding 10% or more of the turnover of NFPL;
- d) Availing or rendering of any services, directly or through appointment of agent, exceeding 10% or more of the annual turnover of NFPL;
- e) Appointment to any office or place of profit in NFPL, its subsidiary company or associate company at a monthly remuneration exceeding Rs. 2.5 lakhs;
- f) Underwriting the subscription of any securities or derivatives thereof, of NFPL exceeding 1% of the Net Worth.

Note:

- i. The limits as specified above shall apply for transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year.*
- ii. The turnover or net worth referred shall be computed on the basis of the audited financial statement of the preceding financial year.*

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Annexure-II

Conditions for granting Omnibus Approval by Audit Committee:

- I. After obtaining the approval from the Board of Directors, the Audit committee should specify the criteria for making the omnibus approval which shall include the following, namely:
 - a. maximum value of the transactions, in aggregate, which can be allowed under the omnibus route in a year;
 - b. the maximum value per transaction which can be allowed;
 - c. extent and manner of disclosure to be made to the Audit Committee at the time of seeking omnibus approval;
 - d. review, at such intervals as the Audit Committee may deem fit, related party transactions entered into by NFPL pursuant to each of the omnibus approval made;
 - e. transactions which cannot be subject to the omnibus approval by the Audit Committee.

- II. The Audit Committee should consider the following factors while specifying the criteria for making omnibus approval, namely-
 - a. Repetitiveness of the transactions (in past or in future);
 - b. Justification for the need of omnibus approval;
 - c. The Audit Committee shall satisfy itself on the need for omnibus approval for transactions of repetitive nature and that such approval is in the interest of NFPL;
 - d. The omnibus approval should contain or indicate the following:
 - i. Name of the related parties;
 - ii. Nature and duration of the transaction;
 - iii. Maximum amount of transaction that can be entered into;
 - iv. The indicative base price or current contracted price and the formula for variation in the price, if any; and
 - v. Any other information relevant or important for the Audit Committee to take a decision on the proposed transaction
 - e. In the event where the need for related party transaction cannot be foreseen and aforesaid details are not available, the Audit Committee may make omnibus approval for such transactions subject to their value not exceeding Rs.1,00,00,000 (Rupees One crore) per transaction;
 - f. Omnibus approval will be valid for a period not exceeding one financial year and will require fresh approval after the expiry of such financial year;

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- g. Omnibus approval will not be made for transactions in respect of selling or disposing of the undertaking of NFPL;
- h. Any other conditions as the Audit Committee may deem fit.

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Particulars	Date of adoption/ review/ revision
Adoption	November 13, 2019
Review	March 11, 2020
Review	March 23, 2021
Review	February 10, 2022
Review	March 31, 2023
Review	March 27, 2024
Review	February 25, 2025

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