CREDITACCESS GRAMEEN LIMITED

RELATED PARTY TRANSACTION POLICY

REVISION HISTORY

Version	Author	Description of Changes	Release Date
1.	Company Secretary	Policy approved by the Board	May 30, 2020
2.	Company Secretary	Policy approved by the Board	May 06, 2021
3.	Company Secretary	Policy approved by the Board	February 04, 2022
4.	Company Secretary	As per SEBI LODR Amendment Regulations dated Nov 9, 2021 on Related Party and RPTs.	March 23, 2022
4.	Company Secretary & CCO	Re-adoption	April 1, 2024
5.	Company Secretary & CCO	To align with the SEBI LODR Third Amendment Regulations, 2024 dated December 12, 2024	January 24, 2025
6.	Company Secretary & Compliance Officer (CS&CO)	To align with recent SEBI Circular dated October 13, 2025, and extant RPT Industry Standards	October 28, 2025
7.	CS & CO	To align with recent SEBI Regulation and Companies Act 2013	October 22, 2026,

VERSION CONTROL

Version	Author	Reviewed By	Approved By
1.	Company Secretary	MD & CEO	Board of Directors
2.	Company Secretary	MD & CEO	Board of Directors
3.	Company Secretary	MD & CEO	Board of Directors
4.	Company Secretary	MD & CEO	Board of Directors
4.	Company Secretary & CCO	Managing Director	Board of Directors
5.	Company Secretary & CCO	Managing Director	Board of Directors
6.	Company Secretary & Compliance Officer	Managing Director & CEO	Board of Directors
7.	CS & CO	MD & CEO	Board of Directors

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1. PREAMBLE

The Board of Directors (the "Board") of CreditAccess Grameen Limited (the "Company" or "CA Grameen"), has adopted the following policy and procedures with regard to Related Party Transactions ("RPTs") as defined under the provisions of Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Regulations"). The Audit Committee will review and amend this policy from time to time, subject to approval of the Board of Directors.

2. PURPOSE

This policy is framed to regulate transactions between the Company and its 'Related Parties' based on the laws and regulations applicable to CA Grameen. Such transactions are appropriate only if they are in the best interest of CA Grameen. Further, CA Grameen is required to disclose each year in its Financial Statements certain transactions between the Company and its Related Parties as well as policies concerning RPTs.

3. DEFINITIONS

"Audit Committee or Committee" means Audit Committee of Board of Directors of CA Grameen.

"Board" means the Board of Directors of CA Grameen.

"Intermediary or Insurance Intermediary" includes insurance brokers, reinsurance brokers, insurance consultants, surveyors and loss assessors or as defined from time to time under the Insurance Regulatory & Development Authority of India Act, 1999.

"Industry Standards" shall mean the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" as notified by SEBI and amended from time to time.

"Key Managerial Personnel" means Key Managerial Personnel ("KMPs") as defined under the Companies Act, 2013, as amended from time to time.

"Material Related Party Transaction" means a transaction with a Related Party if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds the thresholds specified in Schedule XII of the SEBI Regulations as provided below:

Consolidated Turnover of Listed Entity Threshold	Threshold
(I) Up to ₹20,000 Crore	10% of the annual consolidated turnover of the listed entity
(II) More than ₹20,000 Crore to up to ₹40,000 Crore	₹2,000 Crore + 5% of the annual consolidated turnover of the listed entity above ₹20,000 Crore
(III) More than ₹40,000 Crore	₹3,000 Crore + 2.5% of the annual consolidated turnover of the listed entity above ₹40,000 Crore or ₹5,000 Crore, whichever is lower.

Note: Consolidated Turnover for the purpose of the abovementioned table shall be taken as audited consolidated turnover as on immediately preceding financial year.

In case of transaction involving payment to a Related Party for brand usage or royalty, it will be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed 5% percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

"Material Modification" shall mean and include any modification to an existing Related Party Transaction having variance of 20% (Twenty Percent) or more of the transaction value as previously approved by the Audit Committee/Board/shareholders of the Company, as the case may be.

"Policy" means Related Party Transaction Policy.

"**Promoter**" and "**Promoter group**" shall have the same meaning as assigned to them respectively in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

"**Related Party**" means, an entity shall be considered as related to the CA Grameen if:

(i) Such entity is a related party under Section 2(76) of the Companies Act, 2013, including insurers or

(ii) Such entity is a related party under the applicable accounting standards.

"Provided that:

(a) any person or entity forming a part of the promoter or promoter group of the listed entity; or

(b) any person or any entity, holding equity shares of:
  (i) twenty per cent or more; or
  (ii) ten per cent or more, with effect from April 1, 2023,

in CA Grameen either directly or on a beneficial interest basis as provided under section 89 of the Companies Act, 2013, at any time, during the immediately preceding financial year, shall be deemed to be a related party.

"**Related Party Transaction**" shall have the meaning as defined under Section 188 of the Act read with Regulation 2(1) (zc) of the SEBI Listing Regulations, as amended, and shall mean a transaction involving a transfer of resources, services or obligations between:

(i) the Company or any of its subsidiaries on one hand and a related party of the Company or any of its subsidiaries on the other hand; or
(ii) the Company or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the Company or any of its subsidiaries, with effect from April 1, 2023.

regardless of whether a price is charged and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract.

Provided that the following shall not be a related party transaction:

a) the issue of specified securities on a preferential basis, subject to compliance of the requirements under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
b) the following corporate actions which are uniformly applicable/offered to all shareholders in proportion to their shareholding:
    i. payment of dividend
    ii. subdivision or consolidation of securities
    iii. issuance of securities by way of a rights issue or a bonus issue; and
    iv. buy-back of securities.
c) acceptance of fixed deposits by banks/Non-Banking Finance Companies at the terms uniformly applicable/offered to all shareholders/public, subject to disclosure of the same along with the disclosure of related party transactions every six months to the stock exchange(s), in the format as specified by Securities & Exchange Board of India, from time to time.
d) acceptance of current account deposits and saving account deposits by banks, including interest thereon, in compliance with the directions issued by the Reserve Bank of India or any other central bank in the relevant jurisdiction from time to time:
e) retail purchases from the Company or any of its subsidiary by its directors or key managerial personnel or its subsidiary, and relatives of such directors or key managerial personnel, without establishing any business relationship and at the terms which are uniformly applicable/offered to all employees, directors, key managerial personnel and relatives of directors or key managerial personnel.

Any other term not defined herein shall have the same meaning as defined in the Act, the SEBI Listing Regulations or any other applicable law or regulation, each as amended.

4. MANNER OF DEALING WITH RELATED PARTY TRANSACTION

4.1 IDENTIFICATION OF POTENTIAL RELATED PARTY TRANSACTIONS

Each director and KMP is responsible for providing notice to the Board or Audit Committee of any potential RPT involving him/her or his/her Relatives, including any additional information about the transaction that the Board/Audit Committee may reasonably request. Board/Audit Committee will determine whether the transaction does, in fact, constitute a RPT requiring compliance with this policy. CA Grameen strongly prefers to receive such notice of any potential RPT well in advance so that the Audit Committee/Board has adequate time to review information about the proposed transaction.

4.2 REVIEW AND APPROVAL OF RELATED PARTY TRANSACTIONS

A. Audit Committee

a) Unless otherwise stated in this Policy or exempted under applicable laws, all Related Party Transactions including material Related Party Transactions and subsequent material modifications shall require prior approval of the Audit Committee.

b) Provided that only those members of the Audit Committee, who are independent directors, shall approve the related party transactions.
c) Provided that remuneration and sitting fees payable by CA Grameen or its subsidiary to its Director, Key Managerial Personnel or Senior Management, except who is part of Promoter or Promoter Group, will not require approval of the Audit Committee, provided that the same is not material.
d) Provided further that fee and/or remuneration, if any payable by CA Grameen or its subsidiaries to its Directors, Key Managerial Personnel or Senior Management, who are related to Promoter or Promoter Group, will need prior approval of the Audit Committee.
e) To review an RPT, the Committee will be provided with all relevant material information of the RPT, including the terms of the transaction, the business purpose of the transaction, the benefits to CA Grameen, and any other relevant matters. In determining whether to approve a RPT, the Committee will consider the following factors, among others, to the extent relevant to the RPT:
    i. Whether the terms of the RPT are fair and on arm's length basis to CA Grameen and would apply on the same basis if the transaction did not involve a Related Party.
    ii. Whether there are any compelling business reasons for CA Grameen to enter into RPT and the nature of alternative transactions, if any.
    iii. Whether the RPT would affect the independence of an independent director.
    iv. Whether the proposed transaction includes any potential reputational risk issues that may arise as a result of or in connection with the proposed transaction.
    v. Whether CA Grameen was notified about the RPT before its commencement and if not, why pre-approval was not sought and whether subsequent ratification is allowed and would be detrimental to CA Grameen; and
    vi. Whether the RPT would present an improper conflict of interest for any director or KMP of CA Grameen, taking into account the size of the transaction, the overall financial position of the director, Executive Officer or other Related Party, the direct or indirect nature of the director's, KMP's or other Related Party's interest in the transaction and the ongoing nature of any proposed relationship and any other factors the Board/Committee deems relevant.

If the Committee determines that a RPT should be brought before the Board, or if the Board in any case elects to review any such matter or it is mandatory under any law for Board to approve the RPT, then the considerations set forth above shall apply to the Board's review and approval of the matter, with such modification as may be necessary or appropriate under the circumstances.

Omnibus approval by the Audit Committee for Related Party Transactions proposed to be entered

a) The Audit Committee shall consider the following criterions while reviewing a Related Party Transaction requiring omnibus approval:
    a. Nature and recurrence of transactions
    b. Monetary limits
    c. Arm's-length pricing and commercial rationale
    d. Identification of related parties and transaction details
    e. The transaction is in the interest of the Company
    f. Validity and periodic review
    g. Exclusions and escalation

b) Such omnibus approval shall be valid for a period not exceeding one year and shall require fresh approval upon expiry of such period.
c) The Audit Committee shall review on a quarterly basis, the Related Party Transactions entered into by CA Grameen pursuant to such omnibus approval granted.
d) In cases where the need for Related Party Transaction cannot be foreseen and requisite details are not available, the Audit Committee may grant omnibus approval for such transaction(s), provided that the value of each such transaction does not exceed Rs. 1 crore.
e) Any member of the Audit Committee, having interest in any Related Party Transaction, shall recuse himself or herself and abstain from discussion or voting on the approval or ratification of such Related Party Transactions.
f) The Audit Committee or the Board shall, after considering the materials and information placed before it, determine whether the Related Party Transaction is in the ordinary course of business and at arm's length basis.
g) The Omnibus approval shall specify (i) the name/s of the related party, nature of transaction, period of transaction, maximum amount of transaction that can be entered into, (ii) the indicative base price / current contracted price and the formula for variation in the price if any and (iii) such other conditions as the Audit Committee may deem fit.
h) The Audit Committee shall also review the statement of significant related party transactions as submitted by the senior management.

B. Board of Directors

The following Related Party Transactions shall require approval of the Board of Directors of CA Grameen in addition to the approval of the Audit Committee and Shareholders, if applicable:

i. RPTs referred by the Audit Committee.
ii. All Related Party Transactions which are not in ordinary course of business or not on arm's length basis.
iii. All material Related Party Transactions and subsequent material modifications; and
iv. All the transactions as specified under clause (a) to (g) of Section 188(1) of the Act

Any director, who has a potential interest in any Related Party Transaction, shall recuse himself or herself and abstain from discussion or voting on the approval or ratification of such Related Party Transactions.

C. Shareholders' Approval

All the material-related party transactions and any subsequent material modification shall require approval of the Shareholders.

Further shareholders' approval for omnibus RPTs obtained at an AGM shall be valid up to the date of the next AGM, for a period not exceeding fifteen months. In case of omnibus approvals for material RPTs, obtained from shareholders in general meetings other than AGMs, the validity of such omnibus approvals shall not exceed one year.

5. THRESHOLD LIMITS FOR DEALING WITH RELATED PARTY TRANSACTIONS

5.1 Companies Act, 2013

S. No	Nature of transaction with a related party	Threshold Requiring Shareholders' Approval (*)
1	Sale, purchase or supply of any goods or materials, directly or through appointment of agent	Amounting to ten per cent. or more of the turnover of the company
2	Selling or otherwise disposing of, or buying, property of any kind, directly or through appointment of agent	Amounting to ten per cent. or more of net worth of the company
3	Leasing of property of any kind	Amounting to ten per cent or more of the turnover of the company
4	Availing or rendering of any services, directly or through appointment of agent	Amounting to ten per cent or more of the turnover of the company
5	Appointment of any agent for purchase or sale of goods, materials, services or properties	As stated under (1) or (2) or (3) or (4), whichever is applicable
6	Related party's appointment to any office or place of profit in the company, its subsidiary company or associate company	Monthly remuneration exceeding two and half lakh rupees
7	Underwriting the subscription of any securities or derivatives, thereof, of the Company	Exceeding one per cent. of the net worth

*Shareholders may specify maximum permissible limit upto which transaction with a respective related party may be carried out in a financial year, in the event whereof such permissible limit will be reckoned as threshold limit for the purpose of this policy.

5.2 SEBI Listing Obligations and Disclosure Requirements:

The Company will adhere to the threshold limits specified for RPTs under SEBI (LODR) and the RPT Industry Standards, as amended from time to time.

6. MINIMUM INFORMATION FOR PROCESSING RPT

The Management shall provide the Audit Committee / Board / Shareholders as applicable, with all information and disclosures required under the Companies Act, 2013, the rules made thereunder, the SEBI Regulations, applicable Accounting Standards, RPT Industry Standards, and any other applicable laws, regulations, circulars, notifications, guidelines or amendments thereto from time to time, while placing any proposal for the review, approval and/or ratification of Related Party Transaction ("RPT").

The RPT Industry Standards shall not be applicable to the transaction(s) with a related party to be entered into individually or taken together with previous transactions during a financial year (including which are approved by way of ratification) where the aggregate value of such transaction(s) does not exceed Rs. 1 crore.

7. RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY

In the event CA Grameen becomes aware of an RPT with a Related Party that has not been approved under this Policy prior to its consummation, the matter shall be reviewed by the Audit Committee. The Audit Committee shall consider all of the relevant facts and circumstances regarding the RPT, and shall evaluate all options available to CA Grameen, including ratification, revision or termination of the RPT.

The members of the Audit Committee, who are Independent Directors, may ratify RPTs within three months from the date of the transaction or in the immediate next meeting of the Audit Committee, whichever is earlier, subject to the following conditions:

a) the value of the ratified transaction(s) with a related party, whether entered into individually or taken together, during a financial year does not exceed rupees one crore;
b) the transaction is not material related party transaction
c) rationale for inability to seek prior approval for the transaction to be placed before the audit committee at the time of seeking ratification;
d) the details of ratification to be disclosed along with the disclosures of related party transactions in terms of the provisions of Regulation 23(9) of the LODR Regulations;
e) such conditions as may be specified by the Audit Committee:

Provided that failure to seek ratification of the Audit Committee will render the transaction voidable at the option of the Audit Committee and if the transaction is with a related party to any director, or is authorised by any other director, the director(s) concerned has to indemnify CA Grameen against any loss incurred by it.

In any case, where the Committee determines not to ratify a RPT that has been commenced without approval, the Committee, as appropriate, may direct additional actions including, but not limited to, immediate discontinuation or rescission of the transaction. In connection with any review of an RPT, the Committee has authority to modify or waive any procedural requirements of this Policy.

This Policy will be communicated to all operational employees and other concerned persons of the CA Grameen.

8. DISCLOSURE AND REPORTING REQUIREMENTS:

All disclosures in the Annual Report, financial statements or on the website of the Company pertaining to RPTs, payments made to directors, KMPs or senior management etc., will be subject to the applicable provisions as prescribed under SEBI LODR Regulations, Companies Act, 2013, the Rules made thereunder, as amended from time to time.

9. EXEMPTION:

In case of the following events / transaction, prior approval of Audit Committee, omnibus approval of the Audit Committee and prior approval of shareholders for all Material RPT and subsequent material modifications shall not be required for:

a) transactions entered into between the Company and its wholly owned subsidiaries whose

accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.

b) transactions entered into between two wholly-owned subsidiaries of the Company, whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.

c) transactions which are in the nature of payment of statutory dues, statutory fees or statutory charges entered into between the Company on one hand and the Central Government or any State Government or any combination thereof on the other hand.

10. LOANS AND ADVANCES TO RELATED PARTIES AND OUTSOURCING ARRANGEMENTS INVOLVING RELATED PARTIES

The provisions on extending the loans and/or advances to Directors, Senior Management and Senior Officers shall be as set out under the Company's Credit Policy, in accordance with the applicable provisions of the RBI.

Further, the provisions on engagement of service providers under outsourcing arrangements involving any Director, Key Managerial Personnel, or approver of such outsourcing arrangement, or their relatives, shall be governed by the Company's Vendor & Outsourcing Management Policy and shall comply with the applicable provisions of the RBI (Non-Banking Financial Companies – Managing Risks in Outsourcing) Directions, 2025

11. RECORD KEEPING

All documentation pertaining to the Related Party Disclosure including declaration from directors, registers maintained by Corporate Secretarial Department/Function and such other records and evidence shall be maintained for a period of 8 years or such other period as specified by any other law in force, whichever is higher.

12. REVIEW OF POLICY

Audit Committee shall review and update the Policy once every three years or within such intervals as may be decided by the Committee or mandated by any regulatory amendments, from time to time, and recommend it to the Board of Directors, for their approval. In the event of any conflict between the provisions of this Policy and of the Listing Regulations /Companies Act, 2013 or any other statutory enactments, rules, the provisions of such Listing Regulations / Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy.

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