

Bajaj Finance Limited

POLICY ON MATERIALITY OF & DEALING WITH RELATED PARTY TRANSACTIONS

Version control			
Version	Date of approval / amendment	Remarks	Author
1.0	16 July 2014	Formulation of document	Secretarial Team
1.1	14 October 2014	Amendment to policy	Secretarial Team
1.2	12 March 2019	Amendment to policy	Secretarial Team
1.3	14 March 2022	Annual Review	Secretarial Team
1.4	20 March 2024	Annual Review	Secretarial Team
1.5	20 March 2025	Annual Review	Secretarial Team

Bajaj Finance Limited

Policy on Materiality of & Dealing with Related Party Transactions

Background:

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Board of Directors of Bajaj Finance Ltd (the company) at its meeting held on 15 October 2014 had approved a Policy on Materiality of & dealing with related party transactions. Pursuant to SEBI circular dated 9 May 2018, which notified certain amendments effective from 1 April 2019, the Policy was revised by the Board at its meeting held on 12 March 2019.

Policy:

In supersession of the existing Policy, the Policy on Materiality of & dealing with Related Party Transactions, which is to be read together with Regulation 23 of the said Regulations and relevant provisions of the Companies Act, 2013 is accordingly being revised as under:

1. The terms 'Related Party', 'Related Party Transactions', 'Relative', 'Material RPTs', 'Arms' length transaction', 'Omnibus Approval' & such other terms will carry the meaning as stated under the Companies Act, 2013 or SEBI Listing Regulations as amended from time to time.
2. Related Party Transactions (RPTs), **including subsequent material modifications thereof** of the company covered under the Companies Act, 2013 and Regulation 23 of the SEBI Listing Regulations will be approved by the audit committee of the Board from time to time, subject to such exceptions as are provided therein.

For the above purpose, '**material modifications**' as defined by the Audit Committee would refer to the following:

Material modification will mean & include any modification to an existing RPT having variance of 20% of the existing limit or Rs. 1 crore whichever is higher, as sanctioned by the Audit Committee/ Shareholders, as the case may be. Provided further that:

- With effect from April 1, 2023, a related party transaction to which the subsidiary of a listed entity is a party, but the listed entity is not a party, shall require prior approval of the audit committee of the listed entity if the value of such transaction whether entered into individually or taken together with previous transactions during a financial

year, exceeds ten per cent of the annual standalone turnover, as per the last audited financial statements of the subsidiary.

- remuneration and sitting fees paid by the listed entity or its subsidiary to its director, key managerial personnel or senior management, except who is part of promoter or promoter group, shall not require approval of the audit committee provided that the same is not material in terms of the provisions of sub-regulation (1) of this regulation.
3. **Prior** Consent of the Board and the Shareholders would be taken in respect of all RPTs, **including material modifications thereof**, except in the following cases:
 - i. Where the transactions are below the threshold limits specified in the Companies Act, 2013 & Rules thereunder or the SEBI Listing Regulations, as may be applicable;
 - ii. Where the transactions are entered into by the company in its ordinary course of business and are on arms' length basis;
 - iii. Payments made with respect to brand usage or royalty where the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, do not exceed five percent of the annual consolidated turnover as per the last audited financial statements of the company;
 - iv. Where the transactions to be entered into individually or taken together with previous transactions during a financial year do not exceed **Rs 1,000 cr or** ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company, **whichever is lower**;
 - v. Transactions entered into between the company & any of its wholly owned subsidiary whose accounts are consolidated with the company and placed before the shareholders at the general meeting for approval;
 - vi. 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.
 4. Notwithstanding the above, approval of the Board & shareholders would be necessary, where the RPTs exceed the following threshold limits:

Sr. No.	Description	Threshold limits (Rs. in crore)
1	Sale, purchase or supply of any goods or materials or securities	1,000
2	Borrowing including by way of deposits	
3	Selling or otherwise disposing off or buying of any property including by way of leave and license arrangement	
4	Availing or rendering of any services including lending	

The above policy is subject to review from time to time and at least once every year.