

POLICY ON RELATED PARTY TRANSACTIONS

Latest Review and Amendment date

Date	Review/ Amendments	Reviewed/ Amendment Approved By
August 5, 2022	Amend	Board of Directors

POLICY ON RELATED PARTY TRANSACTIONS

[Pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015]

1. Preamble and background

The Company Paisalo Digital Limited, Formerly Known as S. E. Investments Limited, considers that certain related party transactions can present a potential or actual conflict of interest and may raise questions about the consistency of such related party transactions with the Company's and its stakeholders' interests. Accordingly, the Company must ensure that related party transactions as prescribed under the Companies Act, 2013 are managed, regulated and disclosed in accordance with the applicable legal requirements and in the best interests of the Company and its stakeholders.

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 mandates for listed Company to formulate a policy on materiality of related party transactions and dealing with related party transactions including threshold limits.

In light of above and as a part of the corporate governance practice, the Company has framed this Policy on Related Party Transactions in order to set forth the procedure under which certain transactions with related parties must be reviewed and approved or ratified. This Policy has been adopted by the Board of Directors of the Company based on recommendations of the Audit Committee.

2. Definitions

"Act" means the Companies Act, 2013, Rules framed thereunder and any amendments thereto.

"Annual Consolidated Turnover" means Total Income (i.e. interest earned plus other income) of the Company as per last audited Annual Consolidated Financial Statements of the Company.

"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 or Committee" means the Audit Committee of the Board of Directors of the Company by whatever name called constituted under the provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

"Board of Directors" or "Board" means the Board of Directors of the Company.

"Company" means Paisalo Digital Limited.

"Key Managerial Personnel (KMP)" means Key Managerial Personnel of the Company in terms of the Companies Act, 2013 and rules made thereunder.

"Material Related Party Transaction" means a transaction(s) with a Related Party) to be entered into individually or taken together with previous transactions during the

financial year, exceeds Rupees One Thousand crore or ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company whichever is lower or such limits as may be prescribed either in the Companies Act, 2013 or the SEBI (LODR) Regulations, 2015, whichever is stricter, from time to time.

A transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed five percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

“Material Modification”: Material Modification shall mean a 50% or more increase in the original value/consideration of any Related Party Transaction entered into/ to be entered into by the Company, which was earlier approved by the Audit / Board of Directors/
Shareholders of the Company, as the case may Be.

“Ordinary Course of Business” with reference to a transaction with a related party means a transaction which is:

- (i) Carried out in the normal course of business envisaged in accordance with the Memorandum of Association (“MOA”) of the Company as amended from time to time;
- (ii) Historical practice with a pattern of frequency;
- (iii) Common commercial practice; or
- (iv) Meets any other parameters/criteria as decided by the Board/Audit Committee from time to time.

Ordinary Course of Business includes but not limited to activities that are necessary, normal, and incidental to the business.

“Policy” or “this Policy” means Policy on Related Party Transactions of the Company.

“Regulations” or “SEBI (LODR) Regulations, 2015” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.

“Related Party” with reference to the Company, shall have the same meaning as defined in Section 2(76) of the Companies Act, 2013 or under 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:
 - (i) of twenty per cent or more; or
 - (ii) of ten per cent or more, with effect from April 1, 2023;

in the Company either directly or on a beneficial interest basis as provided under section 89 of the Companies Act, 2013, at any time, during the immediate preceding financial year;

shall be deemed to be a related party.

“Related Party Transaction” 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;

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 by the Company 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 the Company 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 the SEBI:

“Relative”, with reference to any person, means anyone who is related to another, if:

- (i) they are members of a Hindu Undivided Family;
- (ii) they are husband and wife; or
- (iii) one person is related to the other person as
 - a. Father (including step-father):
 - b. Mother (including step-mother):

- c. Son (including step-son):
- d. Son's wife:
- e. Daughter:
- f. Daughter's husband:
- g. Brother (including step-brother):
- h. Sister (including step-brother).

All other words, terms and expressions used but not defined in this policy, shall have the same meaning as respectively assigned to them in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the Companies Act, 2013 or rules and regulations made thereunder, or any statutory modification or re-enactment thereto, as the case may be.

3. Scope, Objective and Purpose of the Policy

The provisions of this Policy shall govern the review, approval, reporting procedure and disclosure requirements to ensure transparency in the conduct of Related Party Transactions in the best interest of the Company and its stakeholders.

The main object and purpose of this policy to set out the manner of dealing with Related Party Transactions based on Companies Act, 2013 and SEBI (LODR) Regulations, 2015 and any other regulations as may be applicable to the Company.

4. Identification of Related Party and Transactions with Related Parties

Ø Identification of Related Parties

The Company has formulated guidelines for identification and updating the list of related parties, which includes:

- The responsibility of every Directors and Key Managerial Personnel to provide annually a declaration, in prescribed format a per **Annexure A**, for his/her interest in other entities and update the same as and when any change occurred in that.
- Every new appointed Director or Key Managerial Personnel shall, within a period of 30 days of his/her appointment, or relinquishment of his office in other Companies, as the case may, disclose to the Company the particulars relating to his/her concern or interest in the other associations.
- Maintenance of updated database of information pertaining to Related Parties.

Ø Prior Notice of Related Party Transactions

A guideline has also been formulated by the Company for identification of related party transactions in accordance with Section 188 of the Act and SEBI (LODR) Regulations, 2015, and Company has also formulated guidelines for determining

whether the transaction is in the ordinary course of business and at arm's length basis.

Under the guidelines, it is the responsibility of every Directors, Key Managerial Personnel, Functional heads/ Chief Financial Officer to provide prior notice with supporting details and documents (a suggested list of details, records and supporting documents is provided in **Annexure B**) to the Company of any potential Related Party Transaction. They will also be responsible for providing additional information about the transaction that the Board/ Committee may require, for being placed before the Committee and Board.

The Audit Committee will determine whether the transaction does, in fact, constitute a Related Party Transaction requiring compliance with this Policy.

5. Process for monitoring of Related Party transactions

All Branch Head/Office In-Charge would be required to proactively ensure that RPTs are entered in accordance with this Policy. Any non-compliance, if observed, must be reported to the Audit Committee.

6. Review, Approval and Ratification of Related Party Transaction

- a) All Related Party Transactions including any material modification or renewal thereof shall require prior approval of the Audit Committee. Provided that only those members of the Audit Committee, who are Independent Directors, shall approve related party transactions.
- b) An Related Party Transaction to which the subsidiary of the Company is a party but the Company is not a party, shall require prior approval of the Audit Committee of the Company, 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 consolidated turnover, as per the last audited financial statements of the Company.
- c) with effect from April 1, 2023, a related party transaction to which the subsidiary of the Company is a party but the Company is not a party, shall require prior approval of the Audit Committee 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.
- d) prior approval of the Audit Committee shall not be required for a related party transaction to which the listed subsidiary is a party but the Company is not a party, if Regulation 23 and Regulation 15(2) of SEBI (LODR) Regulations, 2015 are applicable to such listed subsidiary.
- e) The Company shall provide the following information, for review of the Audit Committee for approval of a proposed Related Party Transaction:
 1. Type, material terms and particulars of the proposed transaction;

2. Name of the related party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise);
 3. Tenure of the proposed transaction (particular tenure shall be specified);
 4. Value of the proposed transaction;
 5. The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a Related Party Transaction involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);
 6. If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary:
 - i. details of the source of funds in connection with the proposed transaction;
 - ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,
 - nature of indebtedness;
 - cost of funds; and
 - tenure;
 - iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and
 - iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the Related Party Transaction.
 7. Justification as to why the Related Party Transaction is in the interest of the Company;
 8. A copy of the valuation or other external party report, if any such report has been relied upon;
 9. Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed Related Party Transaction on a voluntary basis;
 10. Any other information that may be relevant.
- f) The Company shall include the following information as a part of explanatory statement to the notice sent to shareholders in addition to the requirement of Section 188 of the Companies Act, 2013, for review of the Shareholders for approval of a proposed Related Party Transaction:

1. A summary of the information provided by the management of the Company to the Audit Committee as specified in point (e) above;
2. Justification for why the proposed transaction is in the interest of the Company
3. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary, the details specified under point (e) 6 above.

(The requirement of disclosing source of funds and cost of funds shall not be applicable to the Company.);

4. A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be made available through the registered email address of the shareholders;
5. Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed Related Party Transaction on a voluntary basis;
6. Any other information that may be relevant.

g) The Audit Committee shall grant omnibus approval for Related Party Transactions proposed to be entered into by the Company, subject to the following conditions:

1. The proposed Related Party Transactions are repetitive in nature and the Audit Committee is satisfied that such omnibus approval is in the interest of the Company;
2. Omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year;
3. Audit Committee shall review, at least on a quarterly basis, the details of Related Party Transactions entered into by the Company pursuant to each of the omnibus approvals given
4. Related Party Transactions which cannot be foreseen and where the details prescribed in the criteria for seeking omnibus approval are not available, the Audit Committee may grant omnibus approval upto Rs. One crore per transaction.

h) Every Related Party Transaction which is 'Material' as defined in this Policy or any material modification thereof, shall require prior approval of the shareholders. No Related Parties shall vote to approve the relevant transaction, irrespective of whether they are party to the particular transaction or not.

- i) All Related Party Transactions prescribed under Section 188 of the Act which are either not in the ordinary course of business or are not at arm's length basis, shall require prior approval of:
- a. Board; and
 - b. Shareholders, if amount of such transactions exceeds the limits prescribed in Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014. No Related Party shall vote to approve such transaction.
- j) All Related Party Transactions including Related Party Transactions approved through omnibus approval, shall be reviewed post facto by the Audit Committee. Audit Committee shall be informed whether the Related Party Transactions have been entered into in the ordinary course of business and on arm's length basis.
- k) In addition to the above, following kind of related party transactions shall also be placed before the Board for its approval:
- 1. Related Party Transactions in respect of which Audit Committee determines that the transactions should be brought before the Board of Directors for its approval
 - 2. Related Party Transactions which are Material Related Party Transactions, which are intended to be placed before the Shareholders for approval; and
 - 3. other transactions, which as per the parameters (value threshold and/or other parameters) set out by Board of Directors from time to time, require Board approval in addition to Audit Committee approval.
- l) Audit Committee shall also review the status of long-term (more than one year) or recurring Related Party Transactions on an annual basis.

Ø **Exempted Related Party Transaction**

The approval of the Audit Committee, Board or Shareholders shall not be required for;

- a) transactions entered into between Company and its wholly owned subsidiary(ies), whose accounts are consolidated with the Company and placed before the Shareholders at the General Meeting for the approval;
- b) transactions entered into between two wholly-owned subsidiaries of the Company (holding company), whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.

Ø **Related Party Transaction not previously approved**

In the event the Company becomes aware of a related party transaction that has not been previously approved under this policy, the transaction shall be placed as

promptly as practicable before the Committee or Board or the Shareholders as may be required under this policy and applicable laws for review and ratification.

The Committee or Board or Shareholders shall consider all relevant facts and circumstances respecting to such transaction and shall evaluate all options available to the Company, including but not limited to ratification, revision or termination of such transaction and the Company shall take such action as the Committee deems appropriate under the circumstances.

7. Disclosures and Reporting of Related Party Transactions

As per the provisions of Section 134 of the Companies Act, 2013, the Company shall disclose in prescribed form the particulars of transactions with related parties as referred to in Section 188(1) of the Companies Act, 2013 and which are not in the ordinary course of business or at arm's length basis.

The Company shall submit within the time as prescribe in the SEBI (LODR) Regulations, 2015 from the date of publication of its standalone and consolidated financial results for half year, disclosures of related party transactions, in the format as specified by the SEBI from time to time to the stock exchange and publish the same on the website of the Company.

In addition to above, the Company shall also submit details of all material related party transactions on a quarterly basis to the stock exchanges.

8. Dissemination of Policy

The Company shall disseminate this Policy on Related Party Transactions on the website of the Company and web link with other disclosures thereto shall be provided in the Annual Report of the Company.

9. Scope Limitation

In the event of any conflict between the provisions of this Policy and provisions of Companies Act, 2013 / SEBI (LODR) Regulations, 2015 or any other statutory enactments, rules then the applicable provisions of Companies Act, 2013 / SEBI (LODR) Regulations, 2015 or any other statutory enactments, rules shall prevail over this Policy.

10. Policy review

The Board of Directors of the Company ("Board") on recommendation of the Audit Committee of the Company ("Audit Committee") shall review the Policy at least once in three years.

11. Amendment

The Board on the recommendation shall amend any of the provisions of this Policy, substitute any of the provisions with a new provisions or replace this Policy entirely with a new Policy according to subsequent modification(s) /amendment(s) to Companies Act, 2013/ SEBI (LODR) Regulations, 2015 or any other statutory enactments.

ANNEXURE-A

NOTICE OF INTEREST BY DIRECTOR/ KEY MANAGERIAL PERSONNEL

To,
The Board of Directors,
Paisalo Digital Limited
Delhi

Dear Sir,

Sub.: Notice of Interest in other entity

A. I,.....,son/daughter/wife of, resident of, holdingShares of Rs. 10 each (.....percent of the paid-up capital) in the Company in my name being a(designation) in the Company, hereby give notice that I am interested directly/ through my Relative (as mentioned in annexed Schedule) in the following company(ies), body(ies) corporate, firms or other association(s) of individuals:

Sr. No.	Name of Company/ Body Corporate/ Firm/ Association of Individuals	Nature of Interest or Concern/ Change in Interest or Concern	Shareholding (%)	Date on which Interest or Concern arose/changed

B. The following are the Body(ies) Corporate whose Board of Directors, Managing Director or Manager is accustomed to act in accordance with any advice, directions or instructions:

Sr. No.	Name of Body Corporate

C. I am accustomed to act on the advice, directions or instructions of the following persons(other than advice, directions or instructions obtained in professional capacity):

Sr. No.	Name of Person	Relation

Place: Signature

Date:

Name.....

Designation.....

SCHEDULE

LIST OF RELATIVE

Sr. No.	Relationship	Full Name	Address	Shareholding in Paisalo Digital Ltd.
1.	Spouse			
2.	Father (Including Step Father)			
3.	Mother (Including Step Mother)			
4.	Son (Including Step Son)			
5.	Son's Wife			
6.	Daughter			
7.	Daughter's husband			
8.	Brother (Including step-brother)			
9.	Sister (Including step-brother)			
10.	Member of HUF			

ANNEXURE-B

SUGGESTED LIST OF DETAILS, RECORDS AND SUPPORTING DOCUMENTS TO BE PROVIDED TO THE AUDIT COMMITTEE/BOARD IN RELATION TO THE PROPOSED RELATED PARTY TRANSACTION (TO THE EXTENT RELEVANT TO THE TRANSACTION)

- Name of Related Party and nature of relationship;
- Nature and duration of the contract/transaction and particular thereof;
- Material terms of the contract or arrangement or transaction including the value, if any;
- In case of existing or approved contract, transactions, details of proposed variations to the duration, current price/ value and/ or material terms of the contract or arrangement including a justification to the proposed variations;
- Any advance paid/ received or to be paid /received for the contract or arrangement, if any;
- Manner of determining the pricing and other commercial terms, whether or not included as part of contract;
- Copy of draft agreement, contract order or correspondence etc., if any;
- Applicable Statutory provisions, if any;
- Valuation Report in case of sale or purchase or leasing or renting of capital assets or securities;
- Justification as to arm's length nature of the proposed transaction;
- Declaration whether the transaction is in ordinary course of business;
- Person/authority approving the transaction; and
- Any other information relevant or important for the Committee/Board to take decisions on the proposed transaction.