RPT POLICY

1. <u>SCOPE AND PURPOSE OF THE POLICY:</u>

Related party transactions can present a potential or actual conflict of interest which may be against the best interest of a company and its shareholders. Considering the requirements for approval of related party transactions as prescribed under the Companies Act, 2013 ("Act") read with the Rules framed there under and Regulations 23 read with 2(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, Mufin Green Finance Limited ("Company") has formulated guidelines for identification of related parties and the proper conduct and documentation of all related party transactions.

Also, Regulation 23(1) of the SEBI Listing Regulations requires the Company to formulate a policy on materiality of related party transactions and dealing with related party transactions.

In the light of the above, the Company has framed this Policy on Related Party Transactions ("Policy"). This Policy has been adopted by the Board of Directors of the Company ("Board") based on the recommendations of the Audit Committee. Going forward, the Audit Committee will review the Policy at least once every three years and amend the Policy, as and when required, subject to the adoption by the Board.

2. <u>OBJECTIVE OF THE POLICY:</u>

The objective of this Policy is to set out (a) the basis of identifying related parties of the Company as well as related party transactions, (b) the materiality thresholds for related party transactions and (c) the manner of entering into transactions between the Company and its related parties based on the Act read with the SEBI Listing Regulations and any other laws and regulations as may be applicable to the Company.

3. <u>DEFINITIONS</u>:

3.1 "Act" means the Companies Act, 2013 as amended from time to time;

3.2 "Audit Committee" shall mean the audit committee constituted by the Board from time to time, in accordance with the provisions of the Act and the SEBI Listing Regulations.

3.3 "Board of Directors" or "Board" means the collective body of the Directors of the Company, as constituted from time to time, in line with the provisions of the Act and the SEBI Listing Regulations.

3.4 "SEBI Listing Regulations" means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

3.5 "Regulation 23" means the Regulation 23 of the SEBI Listing Regulations.

3.6 "Arm's Length Transaction" means a transaction between two related parties that is conducted as if they were unrelated parties, so that there is no conflict of interest;

3.7 "Ordinary course of business" would mean normal, regular business activities carried out by the Company in line with its Memorandum and Articles of Association. Since the term ordinary course of business is not defined under the statute, the Company would exercise judgement on this aspect and for the purpose of the same, using the following guiding principles:

- The Company has done similar transactions in the past.

- Such transactions are carried out at regular frequency.

- Activities relating to mergers, demergers, restructuring, etc. for organic and inorganic growth and are common for the industry/(ies) to which the Company belongs.

The guiding principles are not exhaustive and the facts and circumstances of each case would be examined before concluding on the matter.

3.8 "Company" means Mufin Green Finance Limited;

3.9 "Relative" with reference to a Director or KMP means persons as defined in Section 2(77) of the Act and rules prescribed thereunder;

3.10 "Related Party" shall have the meaning as defined in Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.

3.11 "Related Party Transaction" 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:

The Company or any of its subsidiaries on one hand and a related party of Company or any of its subsidiaries on the other hand;

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, including but not limited to the following –

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. appointment to any office or place of profit in the Company, its subsidiary or associate company
g. underwriting the subscription of any securities or derivatives thereof, of the Company.

Following shall not be considered Related Party Transaction of the Company in terms of SEBI Listing Regulations:

(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) corporate actions which are uniformly applicable/offered to shareholders in proportion of their shareholding such as payment of dividend, subdivision or consolidation of securities by the Company, issuance of securities by way of a rights issue or a bonus issue and buy-back of securities.

(c) retail purchases from Mufin Green Finance Ltd. or any of its subsidiaries 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.

Further, remuneration and sitting fees paid by Mufin Green Finance Ltd or its subsidiaries to its directors, key managerial personnels 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 Regulation 23 of the Listing Regulations

3.12 “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 Listing Regulations which is provided below:

Consolidated Turnover of Listed Entity Threshold	**Threshold**
Up to ₹20,000 Crore	10% of the annual consolidated turnover of the listed entity
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
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.

3.13 "Key Managerial Personnel" or "KMP" shall have the meaning as defined under Regulation 2(1)(o) of the SEBI Listing Regulations read with Section 2(51) of the Companies Act, 2013, each as amended from time to time and includes any person so authorized and designated by the Board of Directors of the Company as KMP in compliance with the provisions of Regulations 2(1)(o) and 6 of the SEBI Listing Regulations and Section 2(51) read with Section 203 of the Act

3.14 "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 vide its circular dated June 26, 2025, and subsequently as amended from time to time.

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. MATERIALITY THRESHOLDS:

Regulation 23 of the SEBI Listing Regulations requires a Company to provide materiality thresholds for transactions with its related party. In any event, if a Related Party Transaction ("RPT") exceeds the materiality threshold, prior approval of the shareholders of the Company will be required through an ordinary resolution. Prior approval of shareholders is also required in case of any subsequent material modifications to these already approved Related Party Transactions. None of the related parties ("RPs") of the Company shall vote to approve on such resolution irrespective of whether the entity is a related party to the particular transaction or not (RP's can cast only negative vote to reject the resolution seeking approval of material RPT(s)).

Mufin Green Finance Ltd has fixed the following materiality thresholds for the purpose of Regulation 23 of the SEBI Listing Regulations:

- Payment to a Related Party with respect to brand usage or royalty – 5% of the annual consolidated turnover of the Company as per its last audited financial statements.

- Other transactions with a Related Party exceeding thresholds mentioned in Schedule XII of the SEBI Listing Regulations. The thresholds are 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.

Related Party Transaction policy on materiality and its threshold limits shall be reviewed by the Audit Committee and the Board, at least once in every three years and updated accordingly.

5. TERMS OF THE POLICY:

All RPTs must be referred to the Audit Committee of the Company for prior approval, irrespective of its materiality including any subsequent Material modification to any existing RPTs.

The Audit Committee shall also approve any subsequent modification to any existing RPTs. The onus will be on the Corporate Accounts Team to refer the RPTs or potential RPTs to the Audit Committee.

During the course of Statutory Audit, the Company's Statutory Auditors shall review and report to the Audit Committee, that the RPTs entered by the Company, have been properly disclosed and are in compliance with the related regulations and accounting standards as applicable.

All the information as specified under the SEBI circular dated June 26, 2025 on the industry standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions ("Industry Standards") read with the Act, as amended from time to time be placed before the Audit Committee.

Further, in respect of transactions with a Related Party, which whether individually or taken together with previous transaction(s) during a financial year (including transaction(s) which are approved by way of ratification), do not exceed 1% of annual consolidated turnover of the Company as per the last audited financial statements of the Company or Rs. 10 crores, whichever is lower, the Audit Committee shall be provided with information as specified by SEBI vide master circular dated January 30, 2026, as amended from time to time.

In case of transactions which are specifically exempt under the provisions of Para 1(3) of the Industry Standards, the Audit Committee shall be provided with the information as specified under the Act.

6. MANNER OF DEALING WITH RELATED PARTY TRANSACTION:

Identification of Related Parties:

The Company has formulated guidelines for identification and updating the list of related parties as prescribed under Section 2(76) of the Act read with the Rules framed there under and Regulation 2(1)(zb) of the SEBI Listing Regulations.

Identification of Related Party Transactions:

The Company has formulated guidelines for identification of related party transactions in accordance with Section 188 read with Section 177 of the Act and Regulation 2(1)(zc) of the SEBI Listing Regulations. The Company has also formulated guidelines for determining whether the transaction is in the ordinary course of business and at arm's length basis and for this purpose, the Company will seek external expert opinion, if necessary.

Once the related party transactions are identified, the Management shall categorize the transactions under the following categories as per the Industry Standards and place applicable disclosures before the Committee seeking approval:

a. Material Related Party Transactions
b. Other Related Party Transactions, but with promoter or promoter group or person/ entity in which promoter or promoter group has concern or interest.
c. Residual Related Party Transactions.

The industry standards are not applicable to RPTs with value less than ₹1 crore in a year.

7. <u>APPROVAL OF TRANSACTIONS:</u>

A. OMNIBUS APPROVAL:

Audit Committee may also grant omnibus approval for RPTs proposed to be entered into by the Company or its subsidiaries subject to fulfilment of the following conditions:

The Audit Committee shall lay down the criteria for granting the omnibus approval and such approval shall be applicable in respect of transactions which are repetitive in nature.

The Audit Committee shall satisfy itself about the need for such omnibus approval and that such approval is in the interest of the Company.

Such 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;

Further, where the need for RPTs cannot be foreseen and aforesaid details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rs.1 crore per transaction.

Such omnibus approval shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.

Audit Committee shall review on a quarterly basis, the details of RPT entered into by the Company or its subsidiaries pursuant to each of the omnibus approval given.

Notwithstanding above, omnibus approval shall not be made for selling or disposal of the undertaking.

The omnibus approval granted by the shareholders in an Annual General Meeting ("AGM") shall be valid till the date of the next AGM held within the timelines prescribed under Section 96 of the Act or rules, notifications, or circulars issued thereunder from time to time.

Omnibus approvals for Material Related Party Transactions, granted by shareholders in general meetings other than AGM, the validity of such omnibus approvals shall not exceed one year from the date of such approval.

If the transaction is with the Related Party to any Director or is authorised by any other Director, the Director concerned shall indemnify the Company against any loss incurred by it.

No prior approval of Audit Committee is required to be obtained by the Company, if the RPTs are proposed to be entered into with its wholly owned subsidiaries.

The Company consists of several subsidiary and associate ("S&A") companies, often transactions entered into with S&A companies would result in RPTs. However, it is to be considered that subsidiaries are formed for particular purposes like requirement of specific regulatory authorities, venturing into new sectors, etc. Though the transactions entered into with S&A companies may be RPTs, they would be generally in the Ordinary course of business itself and it would be ensured that the transactions are at arm's length.

B. AUDIT COMMITTEE:

All RPTs and subsequent Material modification, irrespective of whether they are in the ordinary course of business or at an arm's length basis will require prior approval of Audit Committee as per the applicable regulations.

Only those members of the Audit Committee, who are independent directors, shall approve RPTs.

RPTs above Rs. 1 crore, whether entered into individually or taken together with previous transactions during a financial year, 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, exceeds the lower of the following:

(i) 10% of the annual standalone turnover of the subsidiary as per the last audited financial statements of the subsidiary; or
(ii) the threshold for Material Related Party Transactions of the Company

In the event of a RPT above Rs. 1 crore, if such subsidiary does not have audited financial statements for a period of at least one year, prior approval of the Audit Committee of the Company shall be obtained if the value of such transaction exceeds the lower of the following:

(i) 10% of the aggregate value of paid-up share capital and securities premium account of the subsidiary; or
(ii) the threshold for Material Related Party Transactions of the Company

The aggregate value of paid-up share capital and securities premium account of the subsidiary shall be taken as on a date, not older than three months prior to the date of seeking approval of the Audit Committee

Provided that prior approval of the Audit Committee shall not be required for a RPTs to which the listed subsidiary is a party but the Company is not a party, if Regulation 23 and sub-regulation (2) of Regulation 15 of these regulations are applicable to such listed subsidiary.

For Related Party Transactions of unlisted subsidiaries of the Company as referred above, prior approval of the Audit Committee of the Company shall suffice.

Additionally, all the RPTs would be placed before the Audit Committee at regular intervals to ensure that all necessary requirements are being complied with. Additionally, the Audit Committee shall review the status of long-term (more than one year) or recurring RPTs on an annual basis.

C. BOARD:

Generally, all RPTs would be in the Ordinary course of business and at arm’s length price.

RPTs which are not at arm’s length and which are not in the Ordinary course of business and/or which requires shareholders’ approval would be approved by the Board.

Where any director is interested in any contract or arrangement with a related party, such director shall not be present at the meeting during discussions on the subject matter of the resolution relating to such contract or arrangement.

D. SHAREHOLDERS:

All Material RPTs and subsequent Material modification would require prior approval of the shareholders, based on recommendation of the Board, through necessary resolution passed at the general meeting as per the requirements of the Act read with rules made thereunder and Listing Regulations.

The notice being sent to the shareholders seeking approval for any proposed RPT shall, in addition to the requirements under the Act, include the information as a part of the explanatory statement as specified in the Industry Standards.

With respect of transactions with a Related Party, which whether individually or taken together with previous transaction(s) during a financial year (including transaction(s) which are approved by way of ratification), do not exceed 1% of annual consolidated turnover of the Company as per the last audited financial statements of the Company or Rs. 10 crores, whichever is lower, the notice being sent to the shareholders seeking approval for any proposed RPT shall, in addition to the requirements under the Act, include the information as a part of the explanatory statement as specified by SEBI vide circular dated October 13, 2025 as amended from time to time.

Further in case of transactions which are specifically exempt under the provisions of Para 1(3) of the Industry Standards, the Audit Committee shall be provided with information as specified under the Act.

Prior approval of the shareholders 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 sub-regulation (2) of Regulation 15 of these regulations are applicable to such listed subsidiary.

For RPTs of unlisted subsidiaries of the Company as referred above, prior approval of the shareholders of the company shall suffice.

The related parties shall not vote to approve on such resolutions whether the entity is a related party to the particular transaction or not.

8. RATIFICATION OF RELATED PARTY TRANSACTIONS:

The members of the Audit Committee, who are independent directors, may ratify Related Party Transactions within 3 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 shall not exceed Rs. 1 crore;
b) The transaction is not material in terms of the provisions of Regulation 23(1) of the Listing Regulations;
c) Rationale for inability to seek prior approval for the transaction is placed before the Audit Committee at the time of seeking ratification;
d) Details of ratification is disclosed along with the disclosures of Related Party Transactions in terms of the provisions of Regulation 23(9) of the Listing Regulations;
e) Any other condition as may be specified by the Audit Committee.

Provided that failure to seek ratification of the Audit Committee shall 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 shall indemnify the Company against any loss incurred by it.

9. TRANSACTIONS THAT SHALL NOT REQUIRE APPROVAL:

Following transactions shall not require any separate approval under this Policy:

a. Transactions to be entered into by the Company with its wholly owned subsidiaries and 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.
b. Remuneration and sitting fees paid by the Company or its subsidiary to its Director, key managerial personnel or senior management, except who is part of promoter or promoter group, provided that the same is not material in terms of Regulation 23(1) of the Listing Regulations;

c. Transactions involving corporate restructuring, such as capital reduction, merger, demerger, hive-off etc. which are approved by the Board and carried out in accordance with the specific provisions of the Act or the Listing Regulations;
d. Any transaction in nature of subscription to (where such offer is made to all security holders / public) / the secondary market by a Related Party in the nature of buying/ selling or otherwise, dealing in securities issued by the Company and payment of interest/ redemption amount thereof;
e. Contribution towards Corporate Social Responsibility (CSR) within the overall limits approved by the Board that require approval of the CSR;
f. Any transaction by the Company with its employee, who is a related party in the ordinary course pursuant to the employment terms;
g. Employer's contribution to Provident Fund/Gratuity/Superannuation etc. to a recognized Trust as part of its statutory obligations;
h. Reimbursement of expenses at actuals based on supporting documents;
i. 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. TRANSACTIONS WITH RELATED PARTIES IN ACCORDANCE WITH RBI DIRECTIONS/GUIDELINES:

With respect to the lending and credit exposure to related parties, the terms 'related party', related person', 'lending' and other connected expressions shall have the meanings respectively assigned to them under the RBI directions/ guidelines.

The Company shall ensure that lending, credit exposure, to related parties is undertaken in compliance with the RBI directions/guidelines read with the detailed framework (including materiality thresholds, approval mechanism, exposure limits, appraisal, sanction, monitoring, reporting, recusal and internal audit requirements) provided under the Credit Policy of the Company, as approved by the Board.

11. DISCLOSURE:

Appropriate disclosures as required under the Act and the Listing Regulations will be made in the Financial Statements, Board's Report, to the Stock Exchanges, on the website of the Company and such other places as may be specified under law.

12. REVIEW/ REVISION OF POLICY:

If at any point a conflict of interpretation / information between the Policy and any regulations, rules, guidelines, notification, clarifications, circulars, master circulars/ directions issued by relevant authorities ("Regulatory Provisions") arises, then interpretation of the Regulatory Provisions shall prevail.

In case of any amendment(s) and/or clarification(s) to the Regulatory Provisions, the Policy shall stand amended accordingly from the effective date specified as per the Regulatory Provisions.