RELATED PARTY TRANSACTIONS POLICY

OF

J. A. FINANCE LIMITED

1. Objective

Regulation 23(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") requires a Company to formulate a policy on materiality of related party transactions and dealing with related party transactions.

Accordingly, the Company has framed this policy on materiality of Related Party Transactions ("Policy") and on dealing with Related Party Transactions.

2. Effective Date

Amendment to the Policy approved by the Board of Directors on May 02, 2022 effective Date April 1, 2022.

3. Definition

All terms used in this Policy herein will have the meanings as assigned to them under the Companies Act, 2013 and the Rules made thereunder, SEBI Listing Regulations Applicable Accounting Standards, as amended from time to time.

4. Material Related Party Transaction

A transaction or transactions with a Related Parties will be considered material if the value of transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds:

  (i) Rs. 1,000 Crore, or

  (ii) 10% of the annual consolidated turnover of the listed entity, **whichever is lower.**

5. Manner of dealing with Related Party Transactions

a. Related Parties

The Company has formulated a framework 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, Regulation 2(1) (zb) of the SEBI Listing Regulations and applicable Accounting Standards, as amended from time to time.

b. Related Party transactions

The Company has formulated a framework for identification of related party transactions in accordance with Section 188 of the Act and Rules framed thereunder, and Regulation 2(1)(zc) of the SEBI Listing Regulations.

c. Approval by Audit Committee

Every Related Party Transaction shall be subject to the prior approval of the Audit Committee. Provided that only those members of the Audit Committee, who are Independent Directors, shall approve such Related Party Transactions.

d. Omnibus approval

The Audit Committee may grant omnibus approval for recurring transactions with related parties, in compliance with requirements of the Act and the SEBI Listing Regulations. The Audit Committee shall review / note on a quarterly basis the details of such Related Party Transactions entered into by the Company pursuant to each of the omnibus approval given. The omnibus approval shall be valid for a period of one year.

e. Board Approval
  (i) Related Party Transactions referred by Audit Committee for approval of the Board.
 (ii) Related Party Transactions, to be approved by the Board, as required under the applicable Law / Regulations applicable to the Company.
(iii) Related Party Transactions requiring shareholders' approval.

f. Shareholders' Approval
  (i) Material Related Party Transactions.
 (ii) Related Party Transactions not in Ordinary Course of Business or not on Arm's length basis and
(iii) Material Related Party Transaction as prescribed under the Act / Regulations applicable to the Company.

No related party shall vote to approve relevant shareholder's resolutions irrespective of whether the entity is a related party to the particular transaction or not.

6. Disclosures

(i) The Board's Report will contain details of related party transaction.

(ii) The Financial Statement will contain the details of Related Party Transaction.

(iii) The Company shall submit disclosures of related party transactions on half yearly basis, from time to time, and publish the same on its website.

(v) As prescribed under Regulation 62(1A)(g) of the SEBI Listing Regulations, this Policy shall be hosted on the Company's website.

7. Review of the Policy

This Policy shall be reviewed by the Board as and when any changes are to be incorporated in the Policy due to change in applicable law or at least once in every three years and updated accordingly based on the recommendations of the Audit Committee.

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