

J.A. FINANCE LIMITED

RELATED PARTY TRANSACTIONS POLICY

1. PURPOSE

The policy on materiality of Related Party Transactions and on dealing with Related Party Transactions ("Policy") is framed as per the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Direction, 2023 ('RBI Guidelines') and is intended to ensure proper approval and reporting of Related Party Transactions.

The Board of Directors ('the Board') of J. A. Finance Limited ('Company'), on recommendation of Audit Committee have revised and adopted this Policy effective from **29th May, 2024**.

2. DEFINITION

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

B. "**Material Related Party Transaction**" in relation to the Company means a related party transaction which individually or taken together with previous transactions with a related party during a financial year, exceeds Rupees One Thousand Crore or **ten per cent** of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

C. "**Material modification**" means any subsequent change to an existing Related Party Transaction, having variance of 20% of the existing limit or Rs.10 crores whichever is lower.

D. '**Ordinary Course of Business**' means activities which are carried out by the Company in line with its Memorandum and Articles of Association.

All terms used in this Policy but not defined herein shall have the meaning assigned to such term in the Act and, Listing Regulations and RBI Guidelines, as amended from time to time.

3. IDENTIFICATION OF RELATED PARTIES AND THE RELATED PARTY TRANSACTIONS

Every Promoter, Director and Key Managerial Personnel will be responsible for providing a declaration giving the list of related persons and entities where the person is interested to the Audit Committee at the time of appointment or as required by applicable laws.

4. APPROVAL OF RELATED PARTY TRANSACTIONS

Transactions which are on "arm's length Basis" and are "in Ordinary course" of business	Transactions which are either not on "arm's length basis" and / or not "in ordinary Course" Of business	Material Related Party Transaction (as defined under point 2-A)
Approval of Audit Committee necessary for all transactions	Approval of Audit Committee for all transactions	Approval of Audit Committee for all transactions
	Approval of Board necessary for all transactions	Approval of Board necessary for all transactions
		Approval of shareholders by way of resolution.

In the case of frequent / regular / repetitive transactions which are in the normal course of business of the Company, the Audit Committee may grant standing pre-approval / omnibus approval.

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

5. REVIEW AND AMENDMENT

The Board may review this Policy periodically (and at least once every three years) and make amendments from time to time, as may be deemed necessary (including based on recommendation(s) of the Audit Committee).

6. DISCLOSURE

This Policy will be uploaded on the website of the Company.
