Crescentis Capital Limited

(Formerly known as Somdattfinance Corporation Ltd.

Related Party Transactions Policy

Last Reviewed date: 29th May, 2026
Reviewed by: Board of Directors

Related Party Transactions Policy

1. Preamble

The Board of Directors (the "Board") of Crescentis Capital Limited (the "Company") has adopted this Policy and the associated procedures to address the approval and ratification of Related Party Transactions, in compliance with applicable laws and regulations.

2. Purpose

This Policy complies with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations). The Company aims to ensure that all Related Party Transactions are conducted on an **Arms-Length Basis** and are in the Company's and its shareholders' best interest. The policy also ensures proper approval and reporting mechanisms for Related Party Transactions.

3. Definitions

The following terms, as defined under the Companies Act, 2013, SEBI Listing Regulations, and other related laws, shall have the meanings ascribed to them:

- **Audit Committee or Committee**: Refers to the Audit Committee of the Board of Directors of the Company, constituted under the provisions of SEBI Listing Regulations and the Companies Act, 2013.
- **Arms' Length Basis**: Refers to the basis and principles followed for the conduct of transactions between two unrelated parties, with no conflict of interest.
- **Associate Company**: In relation to another company, refers to a company in which that other company has significant influence, but is not a subsidiary company of the company having such influence. This includes a joint venture company.
    - **Significant Influence** means control of at least 20% of the total voting power or control of business decisions under an agreement.
    - **Joint Venture** means a joint agreement whereby the parties have joint control over the arrangement.
- **Board**: Refers to the Board of Directors of the Company.
- **Company**: Refers to Crescentis Capital LImited.
- **Holding Company**: In relation to one or more other companies, means a company of which such companies are subsidiary companies.
- **Key Managerial Personnel (KMP)**: Refers to any key managerial personnel as defined under the Companies Act, 2013, and includes:
    - Chief Executive Officer (CEO)/ Managing Director/ Manager
    - Company Secretary (CS)
    - Chief Financial Officer (CFO)
- **Ordinary Course of Business**: Refers to all acts and transactions undertaken by the Company, including, but not limited to, sale or purchase of goods, property, or services, leases, transfers, providing of guarantees or collaterals, conducted in the ordinary course of its trade or business.

- **Related Party**: Refers to:
  - A director or their relative
  - A Key Managerial Personnel (KMP) or their relative
  - A firm in which a director, manager, or their relative is a partner
  - A private company in which a director or manager or their relative is a member or director
  - A public company in which a director or manager is a director and holds, with their relatives, more than two percent of its paid-up share capital
  - Any body corporate whose board of directors, managing director, or manager is accustomed to act in accordance with the advice, directions, or instructions of a director or manager
  - Any person on whose advice, directions, or instructions a director or manager is accustomed to act
  - Any company which is:
    - A holding, subsidiary, or an associate company of such company
    - A subsidiary of a holding company to which it is also a subsidiary
    - An investing company or venturer of the company
  - A director (other than an independent director) or key managerial personnel of the holding company or their relative
  - Related parties as per applicable accounting standards
  - Persons or entities belonging to the promoter or promoter group
  - Any person or entity holding, directly or through beneficial interest, 20% or more of the equity shareholding in the listed entity
  - Any person or entity holding, directly or through beneficial interest, 10% or more of the equity shareholding in the listed entity from April 1, 2023
- **Relative**: Refers to a person who is related to another if they are:
  - Members of a Hindu Undivided Family (HUF)
  - Husband and wife
  - Father, mother, son, son's wife, daughter, daughter's husband, brother, sister
- **Related Party Transactions (RPTs)**: Refers to any contract or arrangement with a Related Party in relation to:
  - Sale, purchase, or supply of goods or materials
  - Selling or disposing of, or buying property of any kind
  - Leasing of property of any kind
  - Availing or rendering of any services
  - Appointment of any agent for purchase or sale of goods, services, or property
  - Appointment of a Related Party to any office or place of profit in the company or its subsidiaries or associate companies

  - Underwriting the subscription of any securities or derivatives thereof of the company
  - Transfer of resources, services, or obligations regardless of whether a price is charged
- **Material Related Party Transaction**: Refers to a transaction with a Related Party that exceeds 10% of the annual consolidated turnover of the Company or Rs. 1000 Crore, whichever is lower, as per the last audited financial statements.
- **Material Modification**: Refers to any price modification by more than 10% in a material related party transaction, i.e., exceeding 10% of annual consolidated turnover or Rs. 1000 Crores, whichever is lower, subject to Shareholder approval.
- **Subsidiary Company or Subsidiary**: Refers to a company controlled by the holding company, i.e., where the holding company:
  - Controls the composition of the Board of Directors; or
  - Exercises or controls more than one-half of the total voting power either at its own or together with its subsidiary companies.

4. Determination of Material Related Party Transactions

The Company has fixed its materiality threshold for Related Party Transactions at 10% of the annual consolidated turnover of the Company or Rs. 1000 Crore, whichever is lower, as per the last audited financial statements. The threshold is subject to review and amendment as per SEBI Listing Regulations.

5. Approval of Related Party Transactions

- **Audit Committee Approval**: All Related Party Transactions (one-time or ongoing) must be approved by the Audit Committee before being undertaken.
- **Board Approval**: If the Audit Committee determines that the transaction is not on an Arms-Length Basis, is not in the Ordinary Course of Business, or is Material, the transaction will be referred to the Board for approval.
- **Shareholder Approval**: If the Board determines that the transaction is Material, as per the criteria mentioned above, it will be referred to the Shareholders for their approval.
- **Omnibus Approval**: The Audit Committee may grant an omnibus approval for recurring Related Party Transactions, subject to such conditions as it deems fit. The transactions for which omnibus approvals are granted shall be reviewed quarterly by the Committee.
- **Transactions without Prior Approval**: In cases where the details of the Related Party Transaction cannot be foreseen, the Audit Committee may grant omnibus approval for such transactions, provided the value does not exceed Rs. One Crore per transaction.

6. Amendments

This Policy will be updated in accordance with any amendments or updates to the Companies Act, 2013, SEBI Listing Regulations, or any other applicable laws. The Audit Committee may recommend amendments to this Policy as deemed appropriate.

7. Disclosure

The Company shall disclose Related Party Transactions in its filings as required by the Companies Act, 2013, SEBI Listing Regulations, and other applicable laws. This Policy shall be disclosed on the Company's Website and in the Annual Report as prescribed. This document reflects the latest standards under the SEBI LODR and Companies Act, 2013.