

“RELATED PARTY TRANSACTION POLICY FOR INTEC CAPITAL LIMITED”



RELATED PARTY TRANSACTION POLICY FOR INTEC CAPITAL LIMITED

<i>Policy / Process Note Information</i>	
<i>Policy Name</i>	<i>Related Party Transaction Policy For Intec Capital Limited</i>
<i>Approved by the Audit Committee and recommend to the Board of Directors,</i>	<i>Approved by the Audit Committee and recommend to the Board of Directors on Thursday 12 February, 2026</i>
<i>Approved by Board of Directors, if any</i>	<i>Approved by Board of Directors on 12th February, 2026</i>
<i>Effective Date</i>	<i>Thursday February 12, 2026</i>
<i>Latest amendment done</i>	<i>Thursday February 12, 2026</i>

“RELATED PARTY TRANSACTION POLICY FOR INTEC CAPITAL LIMITED”



PREAMBLE

Related Party Transaction Policy is adopted by the Board of Directors of Intec Capital Limited (hereinafter referred to as "Company or "ICL") pursuant to the compliances under the provisions of the Companies Act, 2013 and SEBI LODR Regulations, 2015;

SEBI LODR Regulations, 2015prescribes that:

“Related Party Transaction” (RPT) means a transaction including contracts, arrangements and transactions as envisaged in Section 188(1) of the Companies Act, 2013 and/or Regulation 2(1) (zc) of the SEBI LODR Regulations involving a transfer of resources, services or obligations between:

- i. 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, with effect from April 1, 2022; or
- ii. 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:

The Companies Act, 2013 also specifies that (pursuant to section 188 read with Rule 15 of The Companies (Meetings of Board and its Powers), Rules, 2014) subject to a resolution passed by Board at a meeting of the Board of Directors and subject to such conditions as may be prescribed, no Company shall enter into any contract or arrangement with related party.

Further, Related Party Transaction are part of Strategic matters as ascribed under Article 124A of Articles of Association of the Company which are required to be approved in terms of requirement as provided under Article 124A of Articles of Association of the Company and as per other provisions of applicable laws. ICL recognizes that certain relationships can present potential or actual conflicts of interest and may raise questions about whether transactions associated with such relationships are consistent with Company's and its Stakeholders' best interest.

The Company must specifically ensure that certain Related Party Transactions are managed and disclosed in accordance with the strict legal and accounting requirements to which the Company is subject.

The Audit Committee will review and may amend this policy from time to time.

DEFINITIONS

Audit Committee or Committee means Committee of Board of Directors of the Company constituted under SEBI LODR Regulations, 2015and Companies Act, 2013.

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. (Section 188 of Companies Act, 2013).

Associate company in relation to another company, means a company in which that other company has a significant influence but which is not a subsidiary company of the company having such influence and includes a joint venture company. (Section 2(6) of Companies Act, 2013).

Explanation: For the purposes of this definition, 'Significant Influence' means control of at least 20% of the total voting power, or control of or participation in business decisions under an agreement.

“RELATED PARTY TRANSACTION POLICY FOR INTEC CAPITAL LIMITED”

Board means Board of Directors of the Company.

Chief **Executive Officer** means an officer of a company, who has been designated, if any, as such by it.

Chief Financial Officer means a person appointed as Chief Financial Officer of the company.

Interested Director means a director who is in any way, whether by himself or through any of his relatives or firm, body corporate or other association of individuals, in which he or any of his relatives is a partner, director or a member, interested in a contract or arrangement, or proposed contract or arrangement, entered into or to be entered into by or on behalf of a company.

Key Managerial Personnel means key managerial personnel as defined under the Companies Act, 2013 and includes;

- (i) Managing Director, or Chief Executive Officer or manager and in their absence, a whole-time director;
- (ii) Company Secretary; and
- (iii) Chief Financial Officer

“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
(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.

Note: Annual Consolidated Turnover for the purpose of the abovementioned table shall be determined on last audited financial statements of the company.

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.

Material Modifications means any change to a material related party transaction which:

- Alters the nature or scope significantly
- Exceeds 10% of the originally approved monetary value

The audit committee of a listed entity shall define “material modifications” and disclose it as part of the policy on materiality of related party transactions and on dealing with related party transactions.

Policy means Related Party Transaction Policy for Intec Capital Limited.

“RELATED PARTY TRANSACTION POLICY FOR INTEC CAPITAL LIMITED”



Related Party means related party as defined in SEBI LODR Regulations, 2015 including subsequent amendment thereof which is as follows:

An entity/person shall be considered as related to the Company if :

- (i) Such entity/person is a related party under Section 2(76) of the Companies Act, 2013;

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 listed entity 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

(ii) Such entity is a related party under the applicable accounting standards.

(iii) **Relative**, with reference to any person, means anyone who is related to another, if -

- They are members of a Hindu Undivided Family;
- They are husband and wife; or
- One person is related to the other in such manner as may be prescribed

Rule 4 of the Definition Rules have prescribed the following persons who shall be deemed to be the relative of another, if he or she is related to another in the following manner;

Father including step-father;
Mother including step-mother;
Son including step-son;
Son's wife;
Daughter;
Daughter's husband;
Brother including step brother;
Sister including step-sister

Related Party Transaction means any transaction directly or indirectly involving any Related Party which is a transfer of resources, services or obligations between a company or its subsidiaries and a related party or between a company or its subsidiaries and any third party where the purpose is to benefit a related party, regardless of whether a price is charged.

Explanation: A "transaction" with a Related Party shall be construed to include single transaction or a group of transactions in a contract.

IDENTIFICATION OF POTENTIAL RELATED PARTY TRANSACTIONS:

All related party shall inform one month or such other shorter period as may be allowed and considered by Audit Committee on case to case basis before entering into any related party transaction(s) to the Company. It is the duty of every Director and Key Managerial Personnel of ICL to provide with notice in advance of every Related Party Transaction when entered involving him or her or his/her relative to Audit Committee through the Company Secretary, including any additional information about the transaction that the Audit Committee may reasonably request. Audit Committee will determine whether the transaction constitute a related party transaction or not.

“RELATED PARTY TRANSACTION POLICY FOR INTEC CAPITAL LIMITED”

PROHIBITIONS & APPROVAL RELATED TO RELATED PARTY TRANSACTIONS:

All Related Party Transactions and subsequent material modifications 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. Any member of the Committee who has a potential interest in any Related Party Transaction will rescue himself or herself and abstain from discussion and voting on the approval of the said transaction. However, the Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into by the Company or its subsidiary subject to the following conditions:

- The Audit Committee shall lay down the criteria for granting the omnibus approval in line with the policy on Related Party Transactions of the Company and such approval shall be applicable in respect of transactions which are repetitive in nature.
- The Audit Committee shall satisfy itself 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.

To review the transactions, the audit committee shall be provided with the necessary information to the extent relevant. Material Modifications must also go through the same approval flow as defined hereinabove.

It is further provided that where the need for Related Party Transaction cannot be foreseen and aforesaid details are not available, Audit Committee may grant omnibus approval for such transactions subject to the limit as prescribed under SEBI LODR Regulations, 2015 or any other applicable from time to time.

The audit committee shall review, at least on a quarterly basis, the details of related party transactions entered into by the Company or its subsidiary pursuant to each of the omnibus approvals given.

Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year or shall be valid for such other period as may be prescribed under any other applicable laws from time to time.

Further, all Material Related Party Transactions and subsequent material modifications as defined by the audit committee under sub-regulation (2) shall require Prior approval of the shareholders through resolution and all entities falling under the definition of Related Parties shall abstain from voting irrespective of whether the entity is a party to the particular transaction or not.

REVIEW AND APPROVAL OF RELATED PARTY TRANSACTIONS:

As per section 177(4) of the Companies Act, 2013 read with Regulation 23(2) of the SEBI LODR Regulations, 2015 for entering into Transactions or any subsequent modification of Transactions of the Company with Related Parties shall be put up for prior approval of the Audit Committee of the Company in accordance with this Policy whether at a meeting or resolution by circulation (as case may be) including:

APPROVAL OF AUDIT COMMITTEE:

Prior approval of the Audit Committee shall be required for:

“RELATED PARTY TRANSACTION POLICY FOR INTEC CAPITAL LIMITED”



1. All Related Party Transactions and subsequent material modifications as defined by the Audit Committee;

2. RPTs of above ₹1 crore, where subsidiary is a party but the Company is not a party and the transaction amount exceeds the threshold of:

i. 10% of the annual standalone turnover of the subsidiary as per last audited financial statements of the subsidiary; or

ii. the threshold for material related party transactions of listed entity as specified in Schedule XII of LODR regulations.

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 listed entity as specified in Schedule XII of LODR regulations:

Note: 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.

All Related Party Transactions shall be referred to the next scheduled meeting of Audit Committee for review and approval.

No related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

“Provided that only those members of the audit committee, who are independent directors, shall approve related party transactions.”

To review a Related Party Transaction, the Committee will be provided with all relevant material information of the Related Party Transaction, including the terms of the transaction, the business purpose of the transaction, the benefits to the Company and to the Related Party, and any other relevant matters.

Further the committee shall take into consideration the following factors for approving Related Party Transactions:

- Whether the terms of the Related Party Transaction are fair and on arm's length basis to the Company.
- Whether the Related Party Transaction would affect the independence of an independent director.
- Whether the proposed transaction includes any potential reputational risk.
- Whether there are any compelling business reasons for the Company to enter into the Related Party Transaction.
- Whether the Company was notified about the Related Party Transaction before its commencement and if not, why pre-approval was not sought.

“RELATED PARTY TRANSACTION POLICY FOR INTEC CAPITAL LIMITED”



DETAILS TO BE PROVIDED TO AUDIT COMMITTEE :

As per SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, issued by the Securities and Exchange Board of India (SEBI) titled "Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions and other relevant provisions of SEBI (LODR), 2015.

The Audit Committee, at the time of approval of RPTs, shall take into consideration the certificate to be placed before it by the Chief Executive Officer or Chief Financial Officer or any other KMP of the Company, confirming that the RPT(s) to be entered into are not prejudicial to the interest of public shareholders of the Company and the terms and conditions of the proposed RPT(s) are not unfavourable to the Company, compared to terms and conditions, had similar transaction(s) been entered into with an unrelated party. This certificate shall be placed before the Committee in terms of the Industry Standards.

OMNIBUS APPROVAL AS PER RULE 6A OF THE COMPANIES (MEETING OF BOARD AND ITS POWERS) SECOND AMENDMENT RULES, 2015 AND THE SEBI LODR REGULATIONS:

A. Audit Committee may grant the omnibus approval for Related Party Transactions subject to the following conditions:

1. Transactions which are repetitive in nature.
2. Audit Committee shall satisfy itself for justification for the need of such omnibus approval in the best interest of the Company.
3. 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) basis of arriving at the indicative base price / current contracted price and the formula for variation in the price if any,
 - (iii) minimum information about the RPTs as per the provisions of the Industry Standards and
 - (iv) such other conditions as the Audit Committee may deem fit.

Provided that where the need for Related Party Transaction 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.1.00 crore per transaction.

Omnibus approvals shall not be provided for transactions involving sale or disposal of undertakings, financial arrangements (like loans, guarantees), or those not conducted at arm's length or in the ordinary course of business.

B. Audit Committee shall review at least on a quarterly basis, the details of RPTs entered into by the Company pursuant to each of the omnibus approval given.

C. The omnibus approval shall be valid for a period not exceeding one financial year and shall require fresh approval after the expiry of such financial year from the date of approval.

D. Omnibus approval can be granted by the audit committee for related party transactions of the Company as well as of its subsidiaries

“RELATED PARTY TRANSACTION POLICY FOR INTEC CAPITAL LIMITED”



E. Omnibus approval shall not be made for transaction in respect of selling or disposing of the undertaking of the Company.

4. Transaction of following nature will not be subject to the omnibus approval of the Audit Committee:

- Transactions which are not at arm's length or not in the ordinary course of business;
- Transactions which are not repetitive in nature;
- Transactions exceeding materiality thresholds as laid down in the Policy
- Transactions in respect of selling or disposing of the undertaking of the company
- Any other transaction as the Audit Committee may deem not fit for omnibus approval

APPROVAL OF BOARD OF DIRECTORS:

If audit committee is of the view that a related party transaction should be placed mandatorily under any law, before the Board of Directors of the Company for its approval, and/or the Board suo moto decided to review or to approve any related party transaction, such transaction has to be placed before the Board accordingly for its review and approval and the considerations set forth above, with such modification as may be necessary or appropriate under the circumstances.

Further, all Related Party Transaction are part of Strategic matters as ascribed under Article 124A of Articles of Association of the Company. And such Related Party Transactions are required to be approved in terms of requirement as provided under Article 124A of Articles of Association of the Company and as per other provisions of applicable laws.

DETAILS TO BE PROVIDED TO BOARD AND SHAREHOLDERS:

The details to the Board and shareholders be provided as per SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, issued by the Securities and Exchange Board of India (SEBI) titled "Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions and other relevant provisions of SEBI (LODR), 2015.

RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY:

Pursuant to relevant governing provisions of Companies Act and SEBI LODR and in the event the Company becomes aware of a Related Party Transaction with a Related Party that has not been approved under this Policy prior to its consummate, the matter shall be reviewed by the Audit Committee. The Audit Committee shall consider all of the relevant facts and circumstances regarding the Related Party Transaction, and shall evaluate all options available to the Company, including ratification, revision or termination of the Related Party Transaction.

In any case, where Audit Committee determines not to ratify a Related Party Transaction that has commenced without approval, the Audit Committee, as appropriate, may direct additional actions including, but not limited to, immediate discontinuation or rescission of the transaction. In connection with any review of a Related Party Transaction, Audit Committee has authority to modify or waive any procedural requirements of this Policy.

EXEMPTION TO RELATED PARTY TRANSACTION(S) AS PER SEBI LODR REGULATIONS:

Related Party Transactions, where the listed subsidiary is a party, but the Company is not a party, and if Regulation 23 and Regulation 15(2) of SEBI Listing Regulations are applicable to such listed subsidiary.

- (i) Transactions entered into between two public sector Companies;

“RELATED PARTY TRANSACTION POLICY FOR INTEC CAPITAL LIMITED”

- (ii) Transactions entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.
- (iii) Transactions entered into between two wholly-owned subsidiaries of the listed holding company, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.
- (iv) Transactions which are in the nature of payment of statutory dues, statutory fees or statutory charges entered into between an entity on one hand and the Central Government or any State Government or any combination thereof on the other hand.
- (v) Transactions entered into between a public sector company on one hand and the Central Government or any State Government or any combination thereof on the other hand.

EXEMPTIONS TO RELATED PARTY TRANSACTION(S) AS PER COMPANIES ACT:

- (i) Transactions entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.
- (ii) Transactions between two wholly-owned subsidiaries of the Company whose accounts are consolidated and placed before shareholders at the AGM.

SUMMARY OF THE APPROVAL MECHANISM UNDER THE SEBI LODR REGULATIONS AND THE COMPANIES ACT, 2013:

Details of Transaction(s)	Approving Authority
All Related Party Transactions and any subsequent modification including material modification	Audit Committee and subsequent approval of Board.
RPTs which are in ordinary course of business or on arm's length basis or both (less than threshold limits)	Approval and recommendation by Audit Committee to the Board. Further, approval by the Board
RPTs which are not in ordinary course of business or not on arm's length basis or both (beyond threshold limits)	Approval and recommendation by Audit Committee to the Board. Approval and recommendation by the Board to Shareholders.
Material RPTs	Approval by the Shareholders.

Members of the Audit Committee, who are independent directors, shall alone approve Related Party Transactions.

DISCLOSURE:

The disclosure requirement shall be governed by provisions of Regulation 23 of LODR, 2015 read with subsequent amendments and circular issued by SEBI from time to time.

Details of all material Related Party Transactions with related parties shall be disclosed to Stock Exchange on regular basis as prescribed under applicable laws, along with the compliance report on corporate governance.

Provided further that the listed entity shall make such disclosures every six months within fifteen days from the date of publication of its standalone and consolidated financial results:

“RELATED PARTY TRANSACTION POLICY FOR INTEC CAPITAL LIMITED”



Provided further that the listed entity shall make such disclosures every six months on the date of publication of its standalone and consolidated financial results.

.

The company shall disclose the policy on dealing with Related Party Transactions on its website and a web link thereto shall be provided in the Annual Report.

AMENDMENT:

Board has the power and authority to amend and modify the Related Party Transaction Policy in light of modifications and amendments in SEBI LODR Regulations, 2015 and Companies Act, 2013 or otherwise. Any subsequent amendment / modification in the Listing Regulations or the Act or any other governing Act / Rules / Regulations or re-enactment, impacting the provisions of this Policy, shall automatically apply to this Policy and the relevant provision(s) of this Policy shall be deemed to be modified and / or amended to that extent, even if not incorporated in this Policy.