

STARTECK FINANCE LIMITED

RELATED PARTY TRANSACTIONS POLICY

1. PREAMBLE

Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) requires listed entity to formulate a policy on materiality of related party transactions and on dealing with related party transactions. The Board of Directors (the "Board") of Starteck Finance Limited (the "Company" or "SFL"), has adopted the following policy and procedures with regard to Related Party Transactions as defined below. This policy is to regulate transactions between the Company/ its subsidiaries and their respective Related Parties based on the applicable laws and regulations applicable on the Company.

2. DEFINITIONS

"Audit Committee or Committee" means Committee of Board of Directors of the Company constituted under provisions of Listing Regulations and Companies Act, 2013 (the Act).

"Board" means Board of Directors of the Company.

"Key Managerial Personnel" means a key managerial personnel as defined under section 2(51) of the Act.

"Material Modification" means any modification to an existing related party transaction, approved by the Audit Committee/ Board of Directors / Shareholders, as the case may be, which will change the complete nature of the transaction and in case of monetary thresholds which is in excess of 20% of the originally approved transaction amount.

"Material Related Party Transaction" as defined under Regulation 23 of Listing Regulations 2015 shall mean 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 Rupees One Thousand Crore or ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

"Policy" means Related Party Transaction Policy.

"Related Party" is a party as defined in Section 2(76) of the Act and Regulation 2(1) (zb) of the Listing Regulations.

"Related Party Transaction" means related party transaction as defined under Regulation 2(1)(zc) of the Listing Regulations.

"Related Party Transaction(s) of the Company" means Related Party Transaction(s) where the Company is a party to the transaction(s) / contract(s) / arrangement(s) with a related party.

"Related Party Transaction(s) of the Subsidiary" means Related Party Transaction(s) where the Subsidiary of the Company is a party to the transaction(s) / contract(s) / arrangement(s) with a related party but the Company is not a party.

"Subsidiary" means a subsidiary as defined under section 2(87) of the Act.

“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.

3. POLICY

The objective of this policy is to ensure proper approval and reporting of transactions between the Company/ its subsidiaries and their respective Related Parties.

All Related Party Transaction(s) shall be entered on arms' length basis.

All Related Party Transaction(s) of the Company shall be in compliance with the provisions of the Act, the Listing Regulations and the applicable Accounting Standards, as amended from time to time.

4. APPROVAL

All Related Party Transaction(s) of the Company and subsequent Material Modifications thereto, shall require prior approval of the Audit Committee or the Board of Directors or the Shareholders of the Company, as the case may be, as required under and subject to the Act and the Listing Regulations.

All Related Party Transaction(s) of the Subsidiary exceeding the threshold of material related party transactions as specified in Regulation 23 of the Listing Regulations and subsequent Material Modifications thereto, shall require prior approval of the Audit Committee or the Shareholders of the Company, as the case may be.

5. EXEMPTIONS FOR RELATED PARTY TRANSACTIONS

Clause No. 4 of this Policy shall not be applicable in the following cases:

- a. 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.
- b. 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.

6. REVIEW AND/ OR AMEND THE POLICY

The Policy may be reviewed and/or amended by the Board of Directors or the Audit Committee from time to time but at least once every three years.

In case of any conflict between the provisions of this Policy and of Statutory Provisions, the Statutory Provisions shall prevail over this Policy. Any subsequent amendment/ modification in the Statutory Provisions shall automatically apply to this Policy.

(Last amended on 27th May, 2025)