

NSE Clearing Limited

Policy On Materiality and Dealing with Related Party Transactions

Name of Policy	Policy On Materiality and Dealing with Related Party Transactions
Description of Policy	Policy On Materiality and Dealing with Related Party Transactions
Policy applies to	NSE Clearing Limited
Policy status	Revision of existing policy

Approval authority	Board of Directors
Policy Owner	Mr. Ravin Tank, Company Secretary

Last Approval date	January 23, 2026
Frequency of review and approval	Annually

Revision History:

Version	Revision Date	Nature and Reasons of Change	Approved by
1	April 30, 2024	Policy to be reviewed and amended.	Board of Directors
2	April 25, 2025	No changes to the policy	Board of Directors
3	January 23, 2026	Policy was reviewed to align with the recent amendments made to SEBI LODR Regulations	Board of Directors

NSE CLEARING LIMITED

POLICY ON MATERIALITY AND DEALING WITH RELATED PARTY TRANSACTIONS

1. TITLE

This policy shall be called 'Policy on materiality and dealing with Related Party Transactions'.

2. COMMENCEMENT

The revised Policy shall come into existence w.e.f. April 30, 2024 (i.e. the date of approval by the Board of Directors)

3. OBJECTIVE

Related party transactions have been one of the major areas of focus for the corporate governance reforms being initiated by the Indian Legislature.

The changes introduced in the Corporate Governance norms through the Companies Act, 2013, [hereinafter referred to as "Act"] read with the rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as "SEBI LODR Regulations"], as amended, require the companies to have enhanced transparency and due process for approval of the related party transactions.

One of such requirements is that companies are required to formulate a policy on materiality of related party transactions and also on dealing with related party transactions.

4. DEFINITIONS

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.

Audit Committee means the audit committee of the Board of Directors of NSE Clearing Limited.

Board means the Board of Directors of NSE Clearing Limited

Company means NSE Clearing Limited

Material Modification means any variation / modification in any existing related party transaction / contract / arrangement, the financial effect of which is an increase in the value of the related party transaction / contract / arrangement by 10% or more of the value of such related party transaction.

Material Related Party Transaction - A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds the thresholds specified in Schedule XII of SEBI LODR Regulations.

Notwithstanding the above, a transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed five percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

Policy means this policy, as amended from time-to-time.

Related Party in relation to the Company means a party related with the Company in any of the ways as are laid down in section 2(76) of the Act and/or Regulation 2(1)(zb) of SEBI LODR Regulations.

Related party transaction as defined under the relevant provisions of the Act and / or the SEBI LODR Regulations, as amended, from time to time.

5. APPLICABILITY

The below mentioned approvals shall not be applicable to the following:

- a. Related Party Transactions entered into between the Company and its wholly owned subsidiary whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval; and
- b. transactions entered into between two wholly-owned subsidiaries of the Company, whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.

6. APPROVAL OF RELATED PARTY TRANSACTIONS

(a) (i) All related party transactions and subsequent material modifications shall require prior approval of the audit committee of the Company.

- In case of related party transaction above rupees one crore, whether entered into individually or taken together with previous transactions during a financial year, to which the subsidiary of the Company is a party but the Company is not a party:

a. shall require prior approval of the audit committee of the Company if the value of such transaction, exceeds the lower of the following:

- i. ten per cent of the annual standalone turnover of the subsidiary as per the 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 SEBI LODR Regulations.

b. the 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. ten percent 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 SEBI LODR Regulations:

Provided that 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.

- Prior approval of the audit committee of the Company shall not be required for a related party transaction to which the listed subsidiary is a party but the Company is not a party, if regulation 23 and sub-regulation (2) of regulation 15 of SEBI LODR Regulations are applicable to such listed subsidiary.

However, for related party transactions of unlisted subsidiaries of a listed subsidiary, the prior approval of the audit committee of the listed subsidiary shall suffice.

- Approval of the audit committee shall not be required for transaction with respect to remuneration and sitting fees paid by the listed entity or its subsidiary to its directors, key managerial personnel or senior management, except who is part of promoter or promoter group, provided that the said transaction is not material in terms of regulation 23(1) of SEBI LODR Regulations.
- The members of the audit committee, who are independent directors, may ratify related party transactions within three months from the date of the transaction or in the immediate next meeting of the audit committee, whichever is earlier, subject to the following conditions:
 - a. the value of the ratified transaction(s) with a related party, whether entered into individually or taken together, during a financial year shall not exceed rupees one crore;
 - b. the transaction is not material in terms of the provisions of regulation 23(1) of SEBI LODR Regulation;
 - c. rationale for inability to seek prior approval for the transaction shall be placed before the audit committee at the time of seeking ratification;
 - d. the details of ratification shall be disclosed along with the disclosures of related party transactions in terms of the provisions of regulation 23(9) of SEBI LODR Regulation;
 - e. any other condition as specified by the audit committee.

Provided that failure to seek ratification of the audit committee shall render the transaction voidable at the option of the audit committee and if the transaction is with a related party to any director, or is authorised by any other director, the director(s) concerned shall indemnify the listed entity against any loss incurred by it.

(ii) The audit committee may grant omnibus approval in accordance with the provisions of Rule 6A of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 (3) of the SEBI LODR Regulations for related

party transactions proposed to be entered between the Company or its subsidiary which are repetitive in nature.

The audit committee would review on a quarterly basis the aforesaid related party transactions entered into by the Company or its subsidiary pursuant to each of the omnibus approval given. Such omnibus approval be valid for a period of not exceeding one year and shall require fresh approval after the expiry of one year.

Further, where the need for related party transaction cannot be foreseen, the audit committee may grant omnibus approval for such transactions subject to their value not exceeding rupees one crore per transaction.

- (b) Related party transaction which is not in the ordinary course of business and/or not on arm's length basis shall also require prior approval of the Board. Further, if the said transaction crosses threshold limit as prescribed under the Act, shall require approval of the Shareholder's in addition to approval of the audit committee and Board.
- (c) All material related party transactions and subsequent material modifications shall require prior approval of the shareholders and no related party shall vote to approve such resolution.

Further, prior approval of the shareholders of the Company shall not be required for a related party transaction to which the listed subsidiary is a party but the Company is not a party, if regulation 23 and sub-regulation (2) of regulation 15 of SEBI LODR Regulations are applicable to such listed subsidiary.

- (d) Where any director is interested in any contract or arrangement with a related party, such director shall not be present at the meeting during discussions on the subject matter of the resolution relating to such contract or arrangement.
- (e) No related party shall vote to approve on such resolutions whether the entity is a related party to the particular transaction or not.
- (f) Only those members of the Audit Committee who are Independent Directors shall approve related party transactions.

7. AMENDMENTS / REVIEW

The Board of directors shall have the power to amend any of the provisions of this policy, substitute any of the provisions with a new provision or replace this policy entirely with a new policy.

The Policy shall be reviewed as and when required by the Board of Directors of the Company but at least annually.

8. INTERPRETATION

- (a) Any words used in this policy but not defined herein shall have the same meaning ascribed to it in the Act or rules made thereunder, SEBI Act or rules and regulations made thereunder, Accounting Standards or any other relevant legislation / law applicable to the Company.
- (b) In case of any dispute or difference upon the meaning / interpretation of any word or provision in this policy, the same shall be referred to the audit committee and the decision of the audit committee in such a case shall be final. In interpreting such term / provision, the audit committee may seek the help of any of the officers of the Company or an outside expert as it deems fit.
- (c) This policy is drawn in conformity with the provisions of the applicable laws and the Rules, Regulations laid down thereunder for the time being in force. However, if due to subsequent changes in the above laws or rules or regulations, as the case may be, any provision in this policy become inconsistent with such laws or rules or regulations, then the provisions of such laws or rules or regulations shall prevail over the provisions in this policy.
