



IITL GROUP

POLICY FOR LOANS AND ADVANCES TO THE DIRECTORS, SENIOR OFFICERS AND RELATIVES OF DIRECTORS

Industrial Investment Trust Limited

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Recommended By:

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(1) INTRODUCTION

In compliance with the Regulatory Framework for NBFCs introduced by the Reserve Bank of India ('RBI'), a Master Circular was issued on Scale Based Regulation (SBR) - A Revised Regulatory Framework for NBFCs. The said circular apart from the other scale based regulations provided for certain regulatory restriction on the loans extended by NBFCs to their directors, senior officers and relatives thereof. As per the said circular the company is categorized as NBFC- Base Layer and accordingly the regulations as applicable for NBFC- Base layer shall be complied with.

(2) PURPOSE

The Objective of the policy is to lay down a framework to comply with the regulatory restrictions on loans and advances to the Directors, Senior officers and their relatives and interested firms or companies in accordance with Reserve Bank of India (RBI) guidelines through circular on Scale Based Regulation issued on 22nd October, 2021 and subsequent detailed guidelines issued vide circular dated 19th April, 2022 and applicable provisions of the Companies Act, 2013.

(3) REFERENCES

| S.No. | Document Number |
|--------------|---|
| i.) | RBI circular on Scale Based Regulation (SBR): A Revised Regulatory Framework for NBFCs issued on October 22, 2021 |
| ii.) | RBI circular cum guidelines on Loans and Advances – Regulatory Restrictions – NBFCs dated 19th April, 2022 |

(4) APPLICABILITY

This policy shall be applicable on grant of loans to directors, senior officers and relatives of directors and to entities where directors or their relatives are partner, director, manager, employee, guarantor or major shareholder.

(5) DEFINITIONS

For the purpose of this policy:

- a. The term “control” shall have the meaning assigned to it under Clause (27) of Section 2 of the Companies Act, 2013.
- b. The term “relative” shall have the meaning assigned to it under Clause (77) of Section 2 of the Companies Act, 2013.
- c. The term “major shareholder” shall mean a person holding 10 % or more of the paid-up share capital or five crore rupees in paid-up shares, whichever is lower.
- d. The term “Senior Officer” shall have the same meaning as assigned to “Senior Management” under Section 178 of the Companies Act, 2013.

(6) LOANS AND ADVANCES TO DIRECTORS

Unless sanctioned by the Board of Directors, loans and advances aggregating Rs. 50 Lakhs (Rupees Fifty Lakhs only) and above shall not be granted to –

- i) the directors or relatives of directors.
- ii) any firm in which any of the director(s) or their relatives is interested as a partner, manager, employee or guarantor.
- iii) any company in which any of the director(s), or their relatives is interested as a major shareholder, director, manager, employee or guarantor.

Provided that a director or their relatives shall be deemed to be interested in the company, being the subsidiary or holding company, if he /she is a major shareholder or is in control of the respective holding or subsidiary company.

Provided that the director who is directly or indirectly concerned or interested in any proposal should disclose the nature of her interest to the Board when any such proposal is discussed. Such interested director should recuse himself /herself from the meeting unless presence is required by the other directors for the purpose of eliciting information and the director so required to be present shall not vote on any such proposal.

The proposals for credit facilities of an amount less than Rs. 50 Lakhs (Rupees Fifty Lakhs only) to these borrowers may be sanctioned and the matter should be reported to the Board.

(7) LOANS AND ADVANCES TO SENIOR OFFICERS

Company shall abide by the following when granting loans and advances to their senior officers:

- a. Loans and advances sanctioned to senior officers of the Company shall be reported to the Board.
- b. No senior officer or any Committee comprising, inter alia, a senior officer as member, shall, while exercising powers of sanction of any credit facility, sanction any credit facility to a relative of that senior officer. Such a facility shall be sanctioned by the next higher sanctioning authority under the delegation of powers.

(8) DECLARATION FROM THE BORROWER AND DISCLOSURES

In respect of granting of Loans and advances to the Directors, senior officer or their relatives as stated under para 6 and 7 above:

- a) Company shall obtain a declaration from the borrower giving details of the relationship of the borrower to directors/ senior officers of the company for loans and advances aggregating Rs. 50 Lakhs (Rupees Fifty Lakhs only) and above. Company shall recall the loan if it comes to the knowledge that the borrower has given a false declaration.
- b) These guidelines shall be duly brought into the notice of the Directors of the Company.
- c) Company shall disclose in the Annual Financial Statement, aggregate amount of such sanctioned loans and advances as per template provided in the **Appendix**.

Note: These guidelines relating to grant of loans and advances shall equally be applicable to awarding the contracts as well.

(9) AMENDMENT TO THE POLICY

This policy shall be reviewed and modified by Finance department in consultation with the Compliance department as and when may be required and placed before the Board for approval. In case there are any regulatory changes requiring modifications to the Policy, the Policy shall be reviewed and amended at the next possible opportunity. However, the amended regulatory requirements will supersede the Policy till the time Policy is suitably amended.

(10) APPLICABILITY

The policy shall be effective from the date notified by the Board of Directors.

APPENDIX

(Loans to Directors, Senior Officers and relatives of Directors)

(in Rs. Lakhs)

| | Current Year | Previous Year |
|--|---------------------|----------------------|
| Directors and their relatives | | |
| Entities associated with Directors & their relatives | | |
| Senior Officers and their relatives | | |