

# Related Party Transaction Policy

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| <b>Sr. No.</b> | <b>Effective</b> | <b>Approved by</b> | <b>Date</b>       | <b>Effective Date</b> |
|----------------|------------------|--------------------|-------------------|-----------------------|
| 1              | 1.0              | Board of Directors | July 18, 2014     | July 18, 2014         |
| 2              | 2.0              | Board of Directors | October 17, 2014  | October 17, 2014      |
| 3              | 3.0              | Board of Directors | April 19, 2016    | April 19, 2016        |
| 4              | 4.0              | Board of Directors | February 11, 2017 | February 11, 2017     |
| 5              | 5.0              | Board of Directors | April 17, 2019    | April 17, 2019        |
| 6              | 6.0              | Board of Directors | February 11, 2020 | February 12, 2020     |
| 7              | 7.0              | Board of Directors | November 10, 2021 | November 10, 2021     |
| 8              | 8.0              | Board of Directors | February 15, 2022 | April 1, 2022         |
| 9              | 9.0              | Board of Directors | February 17, 2023 | April 1, 2023         |

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## 1. INTRODUCTION

CRISIL Limited (the “Company” or “CRISIL”) would, in ordinary course of business, enter into transactions with a Related Party or parties.

## 2. OBJECTIVES

The Board of Directors (the “Board”) of CRISIL has adopted Related-Party Transactions Policy (this “Policy”) to set forth the procedures under which transactions with Related Parties shall be reviewed for approval or ratification in accordance with the procedures set forth below.

This Policy also aims to comply with the provisions of the Companies Act, 2013 (“Act”), and rules framed thereunder and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

No Related-Party Transaction may be entered into by the Company except in accordance with the provisions of this Policy.

## 3. DEFINITIONS

“**Related Party**” is a person or entity that is related to the company. Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party, directly or indirectly, in making financial and/or operating decisions and includes the following:

- (i) a director of the Company (hereinafter referred to as director) or his relative;
- (ii) a Key Managerial Personnel of the Company (hereinafter referred to as KMP) or his/her relative;
- (iii) a firm, in which a director, manager or his relative is a partner;
- (iv) a private company in which a director or manager or his relative is a member or director;

- (v) a public company in which a director or manager is a director and holds, along with his relatives, more than 2% of its paid-up share capital;
- (vi) any bodies-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;
- (vii) any person on whose advice, directions or instructions a director or manager is accustomed to act;

**Provided** that nothing in sub-clauses (vi) and (vii) shall apply to the advice, directions or instructions given in a professional capacity;

- (viii) any company which is—
  - a. a holding, subsidiary or an associate company of such company; or
  - b. a subsidiary of a holding company to which it is also a subsidiary
  - c. an investing company or the venturer of the company;";

Explanation.—For the purpose of this clause, “the investing company or the venturer of a company” means a body corporate whose investment in the company would result in the company becoming an associate company of the body corporate

- (ix) a director or key managerial person of the holding company or his relative;
- (x) any entity is a related party under applicable accounting standards; and
- (xi) any person or entity that belongs to the promoter or promoter group of the Company .
- (xii) any person or entity holding equity shares of 10% or more in the Company either directly or on beneficial interest basis at anytime during the immediately preceding financial year

**Relative:** - A person shall be deemed to be the relative of another if he or she is related to another in any one of the following manner:

- (1) Member of the Hindu Undivided Family

- (2) Spouse
- (3) Father (including step father)
- (4) Mother (including step mother)
- (5) Son (including step son)
- (6) Son's wife
- (7) Daughter
- (8) Daughter's husband
- (9) Brother (including step brother)
- (10) Sister (including step sister)

**Key Managerial Personnel (KMP)** in relation to a company, means

- (1) the Managing Director or the Chief Executive Officer or the manager and in their absence, a Whole-time Director;
- (2) the Company Secretary; and
- (3) the Chief Financial Officer
- (4) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board
- (5) such other officer as may be prescribed

**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.

*Explanation*—For the purposes of this clause, “significant influence” means control of at least twenty per cent of total voting power, or of business decisions under an agreement.

"joint venture" means a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement.

“Related Party Transactions” (also referred to as “RPT” in this Policy) means a transaction involving transfer of resources, services or obligations between:

- (i) the Company or any of its subsidiary on one hand and a related party of the Company or any of its subsidiary on the other hand 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 or

- (ii) the 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

However, the following shall not be a related party transaction:

(a) the issue of specified securities on a preferential basis, subject to compliance of the requirements under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(b) the following corporate actions by the Company which are uniformly applicable/offered to all shareholders in proportion to their shareholding:

- i. payment of dividend;
- ii. sub-division or consolidation of securities;
- iii. issuance of securities by way of a rights issue or a bonus issue; and
- iv. buy-back of securities.

**“Material Related-Party Transaction”** means any transaction / transactions to be entered into individually or taken together with previous transactions during a financial year above the threshold specified in the section under Material Related-Party Transactions.

**“Material modification”** means any enhancement to an existing related party transaction of 20% or more of the existing limit as sanctioned by the Audit Committee or the Board of Directors or shareholders of the Company, as the case may be.

**“Related Parties for CRISIL”**

The Related Parties of CRISIL would be:-

1. All directors and KMPs and their relatives of:
  - i. CRISIL
  - ii. Holding company
2. Firms in which a director of CRISIL or his/her relatives are partners or member

3. Private companies in which a director of CRISIL or his relative is a director or member
4. Public companies in which a director of CRISIL is a director and holds (along with his relatives) more than 2% of the voting capital
5. All subsidiaries and associate companies of CRISIL
6. Holding company of CRISIL
7. Fellow subsidiary and associate companies of S&P Global Inc.
8. Any person or entity holding equity shares of 20% or more in the Company either directly or on beneficial interest basis at anytime during the immediately preceding financial year

**4. REVIEW AND APPROVAL OF RELATED PARTY TRANSACTION**

1. The Audit Committee of the Board will review and, if appropriate, approve Related-Party Transactions expected to be entered during the Financial Year :
  - (a) involving CRISIL Limited or
  - (b) where CRISIL Limited is not a party (i.e where any of the subsidiaries of CRISIL is a party), in case the transaction, whether entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual standalone turnover, as per the last audited financial statements of the subsidiary.
2. The Audit Committee shall also review the status of long-term (more than one year) or recurring RPTs on an annual basis.
3. The management shall present to the Committee the following information with respect to all Related-Party Transactions presented for approval to the Audit Committee:
  - a) the name of the Related Party and its relationship with CRISIL or its subsidiary, including nature of its concern or interest (financial or otherwise);;
  - b) Type, value, including material terms and conditions and tenure ;

- c) in the case of a lease or other transaction providing for periodic payments or installments, the aggregate amount of all periodic payments or installments to be made;
- d) If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by CRISIL or its subsidiary:
  - i) details of the source of funds in connection with the proposed transaction;
  - ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,
    - nature of indebtedness; • cost of funds; and • tenure;
  - iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and
  - iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.
- e) in case of guarantees issued, the aggregate amount of guarantees and commission to be payable on such guarantees;
- f) in assessment of whether the transactions are on terms that are comparable to the terms available to unrelated third parties or to employees generally;
- g) percentage of CRISIL's annual consolidated turnover that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);
- h) justification as to why the transaction is in interest of CRISIL;
- i) copy of the valuation or any other external party report if any such report has been relied upon;
- j) Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;
- k) any other material information regarding the transaction(s) or the Related Party's interest in the transaction(s).

After reviewing such information, the members of the Audit Committee (without the participation the Committee member(s) interested in the transaction, if any ) shall approve or disapprove such transactions. In terms of the requirements of the Listing Regulations, only Independent Directors shall vote on related party transactions. Approval of such transactions shall be given only if it is determined by the Audit Committee that such transactions are:



- (a) in (or not inconsistent with) the best interests of the Company and its shareholders;
  - (b) to be entered into by the Company (or its subsidiary or associate entity) on terms that are comparable to those that would be obtained in arm's length transactions with unrelated third parties; and
  - (c) In the ordinary course of the business of the Company. ("Ordinary course of business for this purpose will cover the businesses of CRISIL group and usual transactions, customs and practices of a business and would include activities to be carried out incidental to or to facilitate the business of CRISIL group and is usual or customary to the Company and/ or its line of business).
  - (d) involving schemes of merger, demerger, amalgamation or of similar nature which require Committee approval.
3. No member of the Audit Committee shall participate in the review, consideration or approval of any Related-Party Transaction with respect to which such member or any of his or her relatives is a Related Party.
  4. If there is any material modification with respect to such transactions, management shall provide the Committee with updated information at a subsequent meeting and will get the changes approved afresh by the Audit Committee.
  5. If any additional Related-Party Transactions are proposed to be entered, management shall present such transactions to the Audit Committee for approval before entering into such transaction (which can be taken by calling a meeting or by resolution passed through circulation).
  6. All the directors are required to declare and disclose his concerns or interests in any company or companies or bodies corporate at the first Board meeting in every financial year and subsequently whenever there is any change in disclosures. In addition, the directors have to give an undertaking that all business transactions entered into between CRISIL and themselves comply with the terms of this Policy.

7. The Company shall, establish appropriate internal processes for the purpose of identification of Related Parties and any transactions with them, determination of whether the transaction (s) is in ordinary course of business, whether the transaction(s) is on an arm's length basis, monitoring "Materiality" threshold and other relevant matters to ensure adherence to this policy in entering into transactions with Related Parties.
8. Notwithstanding the foregoing, the following related party transactions shall not require approval of Audit Committee:
  - Any transaction that involves the providing of compensation to a director or Key Managerial Person in connection with his or her duties to the Company or any of its subsidiaries or associates. This will be dealt with by the Nomination and Remuneration Committee.

**5. OMNIBUS APPROVAL FROM AUDIT COMMITTEE**

The Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered by the Company subject to the following conditions:-

1. The Audit Committee and the Board will lay down the criteria for granting the omnibus approval in line with this policy, after obtaining approval of the Board of Directors.
2. The Audit Committee should satisfy itself the need for such omnibus approval and that such approval is in the interest of the Company.
3. Such omnibus approval shall specify:
  - a) Name/s of the Related Party
  - b) Nature of transaction
  - c) Period of transaction
  - d) Maximum amount of transaction that can be entered into
  - e) The indicative base price/ current contracted price and formula for variation in price, if any
  - f) Other conditions which the Audit Committee deems fit.

4. Where the need for Related Party Transaction cannot be foreseen and the details as per above point 3 are not available, the Audit Committee can give omnibus approval for such transactions subject to their value not exceeding Rs. 1 crore per transaction.
5. The Audit Committee will review on a quarterly basis, the details of all related party transactions entered into by the Company pursuant to each of the omnibus approval given.
6. Such omnibus approvals shall be valid for a period of not exceeding one year and shall require fresh approvals after expiry of one year. The Audit Committee will consider and review the omnibus approvals.
7. The omnibus approval shall not be made for transactions in respect of selling or disposing of the undertaking of the Company.

## **6. APPROVAL OF THE BOARD AND THE SHAREHOLDERS**

Subject to Clause 7 hereinafter, all related party transactions within the threshold limits given in this section of the Policy, will be approved by the Audit Committee specifically or under omnibus approval, as the case may be. Any transaction beyond these thresholds will require shareholder approval, after giving due regard to exemption provisions under law.

The Audit Committee shall report all “Material Related-Party Transactions” to the Board of Directors. The Company will also seek prior shareholders’ approval for “Material Related-Party Transactions” and subsequent material modifications of such Material Related-Party Transactions. . The resolution will be an Ordinary resolution and no related party shall vote to approve such resolution, apart from transactions where the related party voting is permitted as per legal provisions. However, such approval shall not be required in respect of a resolution plan approved under section 31 of the Insolvency Code, subject to the event being disclosed to the stock exchanges within one day of the resolution plan being approved.

In case of transactions which are not ordinary course of business or not at arm’s length, Board approval will be required.

Material Transactions will be determined as per the following rules:

| Material Related-Party Transactions* - Companies Act 2013   |   | Material Related-Party Transactions – Listing Regulations   |
|---|---|---|
| Sale, purchase or supply of any goods or materials involving CRISIL Limited only  | 10% of turnover                                 | (1) A transaction with a related party if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds Rs. 1000 crore<br>Or<br>10% of annual consolidated turnover of CRISIL as per last audited financial statements<br>Whichever is lower<br><br>(2) Exceeds 5% of the annual consolidated turnover of CRISIL as per last audited financial statement w.r.t brand usage or royalty |
| Selling or otherwise disposing of, or buying, property of any kind involving CRISIL Limited only;                             | 10% of net worth                                |   |
| Leasing of property of any kind involving CRISIL Limited only;  | 10% of turnover                                 |   |
| Availing or rendering of any services involving CRISIL Limited only;  | 10% of turnover                                 |   |
| Such Related Party's appointment to any office or place of profit in the company, its subsidiary company or associate company | At a monthly remuneration exceeding Rs 2.5 lakh |   |
| Underwriting the subscription of any securities or derivatives thereof, of the company involving CRISIL Limited only;         | 1% of net worth                                 |   |
| Any other transaction involving CRISIL Limited only;  | Not applicable                                  |   |

\*Not applicable for transactions in ordinary course and on arms' length basis

**7. RELATED PARTY TRANSACTIONS INVOLVING WHOLLY OWNED SUBSIDIARY COMPANIES**

- i. The Companies Act and the Listing Regulations exempt transactions entered into between CRISIL and its wholly owned subsidiary from the requirement of shareholder approval and such and other prevailing exemptions shall apply as per law.
- ii. While entering into a transaction with any Related Party, a CRISIL subsidiary shall also ensure that the transaction is in ordinary course of business and at arm's length pricing.
- iii. The transactions entered into between two or more wholly owned subsidiaries of CRISIL, whose accounts are consolidated with CRISIL and placed before the shareholders of CRISIL shall be exempt from approval of CRISIL Audit Committee, Board and shareholders as the case may be.

**8. LOAN OR GUARANTEE TO BODIES CORPORATE, DIRECTORS OR ANY OTHER PERSON**

- i. CRISIL shall not directly or indirectly
  - a) give any loan to any person or other body corporate
  - b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
  - c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding 60% of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Where any loan, guarantee, security or acquisition as specified above exceeds the limits, prior approval by Special Resolution passed at general meeting or by postal ballot will be required.

No loan shall be given under this section at a rate of interest lower than the prevailing yield of one-year, three-year, five-year or ten-year Government Security closest to the tenor of the loan.

- ii. CRISIL shall not directly or indirectly advance any loan, including any loan represented by a book debt,
  - a. to any of its directors or
  - b. to any other person in whom the director is interested, or
  - c. give any guarantee or provide any security in connection with any loan taken by him or such other person

For the purposes of above, the expression “to any other person in whom director is interested” means:

- a) any director of the lending company, or of a company which is its holding company or any partner or relative of any such director;
- b) any firm in which any such director or relative is a partner;
- c) any private company of which any such director is a director or member;
- d) any body corporate at a general meeting of which not less than twenty five per cent of the total voting power may be exercised or controlled by any such director, or by two or more such directors, together; or
- e) any body corporate, the Board of Directors, managing director or manager whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any director or directors, of the lending company.

However, *point (ii) above* will not cover loan made by holding company to its wholly owned subsidiary company or any guarantee given or security provided by holding company in respect of any loan made to its wholly owned subsidiary company. Such loans should be utilised by the subsidiary company for its principal business activities.

## **9. DISCLOSURE**

- i. Disclosure will be made in the Company’s Annual Report of the particulars of the contract and arrangement along with the justification for entering into such contracts/arrangements with the Related Parties as part of Directors’ Report. This Policy will also be uploaded in the website of CRISIL and referenced in the Annual Report of CRISIL in every year;
- ii. The Company shall every six months on the date of publication of its standalone and consolidated financial results, submit disclosures of related party transactions on a consolidated basis to the stock exchanges and publish the same on its website;

- iii. The Company will disclose the details of all material Related Party on a quarterly basis along with the compliance report on corporate governance filed with the stock exchanges under the Listing Regulations;
- iv. The Company shall disclose the transactions with any person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the company, in the format prescribed in the relevant accounting standards for annual results.

## **10. POLICY REVIEW**

This Policy is framed based on the provisions of the Companies Act, 2013, and rules framed thereunder and the requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In case of any subsequent changes in the provisions of the Companies Act, 2013, or the Listing Regulations which makes any of the provisions in the Policy inconsistent with the Act or Listing Regulations, the provisions of the Act or the Listing Regulations would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with law.

The policy shall be reviewed by the Board of Directors at least once every three years. This Policy shall be reviewed by the Audit Committee as and when any changes are to be incorporated in the Policy due to change in the Act or Listing Regulations or as may be felt appropriate by the Audit Committee. Any changes or modification on the Policy as recommended by the Audit Committee would be presented for approval of the Board of Directors.

This Policy is updated as on February 17, 2023.

## About CRISIL Limited

CRISIL is a leading, agile and innovative global analytics company driven by its mission of making markets function better.

It is India's foremost provider of ratings, data, research, analytics and solutions with a strong track record of growth, culture of innovation, and global footprint.

It has delivered independent opinions, actionable insights, and efficient solutions to over 100,000 customers through businesses that operate from India, the US, the UK, Argentina, Poland, China, Hong Kong and Singapore.

It is majority owned by S&P Global Inc, a leading provider of transparent and independent ratings, benchmarks, analytics and data to the capital and commodity markets worldwide.