

**POLICY ON MATERIALITY OF RELATED PARTY TRANSACTIONS AND DEALING WITH
RELATED PARTY TRANSACTIONS**

MONEYVIEW LIMITED

(Formerly known as Moneyview Private Limited and Whizdm Innovations Private Limited)

Approved by	Board of Directors
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Policy on materiality of Related Party Transactions and dealing with Related Party Transactions

I. Background

The board of directors of Moneyview Limited¹ (“**Company**”) in pursuance of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions (including any statutory enactments / amendments thereof) (“**SEBI Listing Regulations**”), amended and adopted the policy on materiality of related party transactions and on dealing with related party transactions (the “**Policy**”) vide its Board meeting held on February 22, 2026, which will be the effective date of this Policy. The Policy shall also be governed by Securities and Exchange Board of India (“**SEBI**”) Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025 (including any statutory enactments/replacements/amendments thereof) issued by SEBI titled Industry Standards on “Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction” (“**ISF Standards on RPT**”).

II. Purpose

The corporate governance norms under Section 188 of the Companies Act, 2013, and the rules framed thereunder, as amended (“**Companies Act**”), and Regulation 23 of the SEBI Listing Regulations require companies to have enhanced transparency and due process for approval of the related party transactions.

Accordingly, the Company has framed this Policy with the intent to ensure the proper approval and reporting of related party transactions, including Material Related Party Transactions (as defined below) and on dealing with transactions with Related Parties (as defined below).

III. 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 Audit Committee constituted by the Board, from time to time, under Section 177 of the Companies Act and the SEBI Listing Regulations.

“**Board of Directors**” or “**Board**” means the board of directors of the Company, as constituted from time to time.

“**Key Managerial Personnel**” means the Managing Director, or the Whole Time Director or the Chief Executive Director or the Company Secretary, the Chief Financial Officer and such other officers/employees of the Company as defined in section 2(51) of the Companies Act.

“**Material Modification**” means any modifications to an existing Related Party Transactions approved by the Audit Committee or Shareholders (in case of a Material Related Party Transaction), if:

- monetary value of the modification individually or taken together with modifications during a financial year, exceeds 10% of the existing Related Party Transaction limit as approved by the Audit Committee and / or the Shareholders, whichever is lower; or
- which, in the opinion of the Audit Committee, significantly alters the nature or commercial terms of the existing Related Party Transaction.

“**Material Related Party Transaction**” means 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 Listing 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 its last audited financial statements.

“**Related Party**” means a related party as defined under the Companies Act, 2013 and SEBI Listing Regulations .

¹ Formerly known as Moneyview Private Limited and Whizdm Innovations Private Limited.

“**Relative**” means a relative as defined under Section 2(77) of the Companies Act

“**Related Party Transaction**” means the transaction as prescribed under Regulation 2(1)(zc) of SEBI Listing Regulations and shall include transactions given in clause (a) to (g) of Section 188(1) of the Companies Act.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, the SEBI Listing Regulations, Ind AS 24 or any other applicable regulation.

IV. Identification of related party transactions

Every Director and Key Managerial Personnel shall, as may be applicable to them, provide a declaration containing the necessary details of his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals, which shall include the shareholding, contracts or arrangements with a body corporate or firm or other entity as mentioned under Section 184(2) of the Companies Act, in which any director is, directly or indirectly, concerned or interested, and Related Party Transactions, to the Company Secretary within 30 days from their appointment or relinquishment of office and on an annual basis. They shall also, provide declarations within 30 days if there has been a change in the details from the last declaration made under this Related Party Policy. In addition to same, the Secretarial Department shall compile the list of Related Parties of the Company based on the details received from various department and stakeholders of the Company and forward the same to Finance Department. Any change in list of Related Parties shall be promptly informed by Secretarial Department to Finance Department.

The Chief Financial Officer (“**CFO**”) is responsible for identification of the potential Related Party Transactions and to provide necessary information in advance to the Company Secretary for initiating the process to obtain the necessary approvals of the Audit Committee/Board/Shareholders. Further, the Chief Financial Officer and the Managing Director are responsible for providing additional information about Related Party Transactions that the Board / Audit Committee may request, for being placed before the Audit Committee / Board. The Company shall also determine whether the transaction(s) is in ordinary course of business and on arm’s length basis and may seek external expert opinion to determine the aforementioned, if required.

V. Dealing with related party transactions

The Board shall fulfil the function of monitoring and managing potential conflicts of interest of management, Board and shareholders, including misuse of corporate resources and abuse in Related Party Transactions.

The Company shall comply with applicable provisions of the SEBI Listing Regulations, Companies Act and other applicable law in force from time to time in dealing with the Related Party Transactions.

VI. Approval process

A). Audit Committee

All Related Party Transactions and subsequent Material Modifications shall require prior approval of the Audit Committee (only the independent director members of the Audit Committee shall approve such Related Party Transactions) whether at a meeting or by way of resolution through circular. Accordingly, all proposed Related Party Transactions or Material Modifications must be reported to the Audit Committee for prior approval by the Company. However, the approval of Audit Committee would not be required for transaction(s) between the Company and its wholly owned subsidiaries whose accounts are consolidated with the Company and placed before the shareholders of the Company at the general meeting for approval. Further, the members of the Audit Committee, who are independent directors, may ratify certain Related Party Transactions within 3 (three) months from the date of the transaction or in the immediate next meeting of the Audit Committee, whichever is earlier, subject to such transactions meeting certain conditions as specified under the SEBI Listing Regulations. Any member of the Audit Committee who has a potential conflict of interest in any Related Party Transaction or any subsequent Material Modification shall abstain from discussion and voting on such Related Party Transaction or any subsequent Material Modification.

Related Party Transactions of Subsidiaries

Further, a Related Party Transaction above ₹ 1,00,00,000 (Indian 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, shall require prior approval of the Audit Committee of the Company if the value of such transaction,

exceeds the lower of the (i) ten per cent of the annual standalone turnover, as per the last audited financial statements of the subsidiary (ii) the threshold for material related party transactions of Company as specified in Schedule XII of the SEBI Listing Regulations.

In the event of a Related Party Transaction above ₹ 1,00,00,000 (Indian 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 and such subsidiary does not have audited financial statements for a period of at least 1 (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 Company as specified in Schedule XII of SEBI Listing 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

Provided that such prior approval of the Audit Committee shall not be required if Regulations 15(2) and 23 of the SEBI Listing Regulations are applicable to a listing Subsidiary of the Company.

The CFO of the Company shall provide to the Audit Committee all relevant material information of all Related Party Transaction(s), including the terms of the transaction(s), the business purpose of the transaction, the benefits to the Company and to the Related Party, and any other relevant matters *inter alia* including the following:

- (i) the name of the Related Party and nature of relationship;
- (ii) the nature, duration of the contract and particulars of the contract or arrangement;
- (iii) the material terms of the contract or arrangement including the value, if any;
- (iv) any advance paid or received for the contract or arrangement, if any;
- (v) the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract; and
- (vi) any other information relevant or important for the Audit Committee to take a decision on the proposed transaction.

In determining whether to approve a Related Party Transaction or Material Modification, the Committee will consider the following factors, among others, to the extent relevant to the Related Party Transaction or Material Modification thereof:

- (i) Whether the terms of the Related Party Transaction are fair and on arm's length basis to the Company and would apply on the same basis if the transaction did not involve a Related Party;
- (ii) Whether the Related Party Transaction would affect the independence of the Director/KMP;
- (iii) Whether the proposed transaction includes any potential reputational risk issues that may arise as a result of or in connection with the proposed transaction; and
- (iv) Whether the Related Party Transaction is in the nature of conflict of interest for any Director or Key Managerial Personnel of the Company, taking into account the size of the transaction, the overall financial position of the Director or other Related Party, the direct or indirect nature of the Directors, Key Managerial Personnel's or other Related Party's interest in the transaction and the ongoing nature of any proposed relationship and any other factors the Board/Committee deems relevant.
- (v) Whether there are any compelling business reasons / rationale for the Company to enter into the Related Party Transaction and the nature of alternative transactions, if any;
- (vi) Whether the Company was notified about the Related Party Transaction before its commencement and if not, why pre-approval was not sought and whether subsequent ratification is allowed and would be detrimental to the Company.

Subject to the provisions of the applicable laws, the Audit Committee will have the discretion to approve/modify/recommend/refer the proposed Related Party Transaction for the approval of Board or shareholders.

Further, in the event a Related Party Transaction is not in the ordinary course of business or at arm's length, the Company shall comply with the provisions of the Companies Act and obtain approval of the Board and/or its shareholders, as applicable.

Omnibus approval

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:

- (i) The Audit Committee shall lay down the criteria for granting an omnibus approval in line with this Policy and such approval shall be applicable in respect of Related Party Transactions which are repetitive in nature;
- (ii) The Audit Committee shall satisfy itself of the need for such omnibus approval and that such approval is in the interest of the Company;
- (iii) 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;

Provided that where the need for such a Related Party Transaction cannot be foreseen and aforesaid details are not available, the Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding ₹ 1,00,00,000 (Indian Rupees One Crore) per transaction.

- (iv) 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 approval given.
- (v) Such omnibus approvals shall be valid for a period not exceeding one financial year and shall require fresh approvals after the expiry of the financial year.

B). Board

Wherever required under the Companies Act or SEBI Listing Regulations or if recommended by the Audit Committee, a Related Party Transaction shall be approved by the Board by passing a resolution in this regard, provided that Board approval will not be required for any of the Related Party Transaction(s) if it is entered into in the ordinary course of business and on an arm's length basis.

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.

C). Shareholders

All Material Related Party Transactions and subsequent Material Modifications shall require prior approval of the Shareholders as per the SEBI Listing Regulations and no Related Party shall vote to approve such transactions whether the entity is a Related Party to the particular transaction or not.

Provided further that the omnibus approval granted by the shareholders for Material Related Party Transactions in an annual general meeting shall be valid till the date of the next annual general meeting held within the timelines prescribed under Section 96 of the Companies Act or rules, notifications, or circulars issued thereunder from time to time:

Provided further that in case of omnibus approvals for Material Related Party Transactions, granted by shareholders in general meetings other than annual general meeting, the validity of such omnibus approvals shall not exceed 1 (one) year from the date of such approval.

In addition to the above, all kinds of transactions specified under Section 188 of the Companies Act which (a) are not in the ordinary course of business or are not at arm's length basis; and (b) exceed the thresholds laid down in Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, shall be placed before the Shareholders for approval. Further any contract or arrangement is entered into by a Director or any other employee, without obtaining approval by a resolution in the general meeting under Section 188(1) of Companies Act and if it is not ratified

by the Shareholders at a meeting within 3 (three) months from the date on which such contract or arrangement was entered into, such contract or arrangement shall be voidable at the option of the shareholders.

VII.Exemption from applicability of the Policy

Notwithstanding the foregoing, but subject to the provisions of the applicable laws from time to time, the following Related Party Transactions and subsequent Material Modifications shall not require approval of Audit Committee or Shareholders:

- (i) 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;
- (ii) 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; or
- (iii) 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;
- (iv) Such other transactions as prescribed under applicable law, as amended from time to time.

Further, pursuant to Regulation 23(2)(e) of the SEBI Listing Regulations, remuneration and sitting fees paid by the Company or its subsidiary to its director, key managerial personnel or senior management, except who is part of promoter or promoter group, shall not require approval of the Audit Committee provided that the same is not a Material Related Party Transaction.

VIII.Disclosure & reporting

- (i) Agenda to be sent to Audit Committee/Board and/or notice along with explanatory statement to be sent to Shareholders for approval of any Related Party Transaction, as applicable, shall include information/disclosures as per SEBI Listing Regulations, the Companies Act or any Circulars issued by the SEBI or MCA from time to time, each as amended, replaced or supplemented from time to time.
- (ii) The Policy shall be disclosed on the Company's website and a web link thereto shall be provided in the annual report of the Company.
- (iii) The Related Party Transactions shall be disclosed in the Board's report in the prescribed form and manner in accordance with the provisions of Section 134(3)(h) of the Companies Act. Details of all Related Party Transactions shall be disclosed by the Company to the Stock Exchanges as per the Listing Regulations in the format as prescribed from time to time and the copy of the same shall be available on the website of the Company. The Company shall maintain necessary registers in the form and manner prescribed under applicable law setting out the particulars of all contracts, arrangements and transactions with any Related Party.

IX.Policy review

The Board may, subject to applicable laws, amend, suspend or rescind this Policy at any time. Further, in any case, the Policy shall be reviewed by the Board at least once every three years and updated accordingly. Any difficulties or ambiguities in the Policy will be resolved by the Board in line with the broad intent of the Policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Related Party Policy. Further, any subsequent amendment/modification in the SEBI Listing Regulations, the Companies Act and/or any other laws in this regard shall automatically apply to this Policy.

In the event of any conflict between the provisions of this Policy and of the applicable law(s) dealing with the Related Party Transactions, such applicable law(s) as may be in force from time to time shall prevail over this Policy.