



***POLICY ON GRANT OF LOANS TO DIRECTORS, SENIOR OFFICERS, RELATIVES OF DIRECTORS AND TO ENTITIES WHERE DIRECTORS OR THEIR RELATIVES HAVE MAJOR SHAREHOLDING***

Tata Investment Corporation Limited

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# Table of Content

- Document Change Control .....3
- 1. Policy Statement and Purpose .....4
- 2. Scope .....4
- 3. Guidelines.....5
- 4. Exceptions to the Policy .....5

**Document Change Control**

Date	Version	Author [Name]	Reviewed By [Name]	Approval Date	Description
01-Oct-22	1.0	Manoj Gupta	Amit Dalal	04-Aug-23	Adoption of the policy at the Board Meeting dtd. 04-Aug-23
21-Oct-24	1.1	Manoj Gupta	--	31-Oct-24	Annual review by Board of Directors in its meeting held on dtd. 31-Oct-24 – No change
19-Dec-24	1.2	Manoj Gupta	--	11-Feb-25	Promotion of Executive Director to Managing Director w.e.f. 01-Jan-25 as approved by Board of Directors in its meeting held on 31-Oct-24. Hence, all references to ED have been amended to MD in this Policy.

## 1. Policy Statement and Purpose

The Reserve Bank of India (RBI) has issued **Scale Based Regulation (SBR): A Revised Regulatory Framework for NBFCs** dated 22-Oct-21 (Guidelines). The Guidelines set certain regulatory restrictions on loans and advances in respect of NBFCs placed in different layers. In continuation to the Guidelines, the RBI has issued a Circular on **Loans and Advances – Regulatory Restrictions – NBFCs** dated 19-Apr-22 detailing the regulatory prescriptions as noted in the Guidelines.

**Tata Investment Corporation Limited** (TICL or the Company), being a systemically important non-deposit taking NBFC, more specifically categorized as NBFC-Middle Layer, has adopted a framework which prescribes regulatory restrictions on grant of loans and advances to Directors, Senior Officers, relatives of Directors and to entities where Directors or their relatives have major shareholding. This Policy is applicable for both TICL and its subsidiary and is effective from 01-Oct-22.

This Policy will be reviewed and updated from time to time to ensure that it is current. All updates and revisions to the Policy will be approved by the **Board of Directors** (Board) of the Company. All such amendments to the Policy shall be recorded in in the “*Document Change Control*” section.

## 2. Scope

### 2.1. Objectives and Coverage

This Policy is applicable to all Directors, Relatives of the Directors, Senior Officers, Relatives of the Directors, and entities where Directors or their Relatives have major shareholding. This Policy covers guidelines/regulatory restrictions to be followed by the Company while granting Loans and Advances to aforementioned persons/entities.

### 2.2. Definitions

#### a) Company

- The term “Company” to mean and include Tata Investment Corporation Limited and its subsidiary.

#### b) Control

- The term “control” shall include the right to appoint majority of the Directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner.

#### c) Relative

- they are members of a Hindu Undivided Family;
- they are Husband and Spouse; or, Wife and Spouse;
- one person is related to the other in such manner as may be prescribed i.e.,
  - Father, includes the step-father.
  - Mother, includes the step-mother.
  - Son, includes the step son.
  - Son’s Spouse.
  - Daughter.
  - Daughter’s Spouse.
  - Brother, includes the step-brother.
  - Sister, includes the step-sister.

#### d) Major Shareholder

- The term “major shareholder” shall mean an entity or a person holding 10% or more of the paid-up share capital or Rs 5.00 cr (Rs Five Crore) in paid-up shares, whichever is lower.

**e) Senior Officer/Senior Management**

- The term “senior management” means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the Managing Director, including the functional heads.

All other terms and expressions used herein and not defined above shall draw inference from the Companies Act, 2013 and/or RBI regulations as issued from time to time.

### **3. Guidelines**

**3.1. Loans and Advances to Directors**

- a) The Company may grant any loans and/or advances with prior sanction of the Board of Directors to under the extant guidelines:
- its Directors (including the Chairman, Vice-Chairman and Managing Director) or relatives of Directors.
  - any firm in which any Director(s) or their relatives are interested as a partner, manager, employee, and/or guarantor.
- b) any company in which any Director(s), or their relatives are interested as a major shareholder and director, manager, employee, and/or guarantor.

**3.2. Loans and Advances to Senior Officers/Senior Management**

- a) The Company may grant any loans and/or advances with prior sanction of Managing Director to its senior officers/senior management upto Rs 25.00 Lakhs (Rs Twenty-Five Lakhs only).

### **4. Exceptions to the Policy**

Any exception to this Policy shall require prior approval of the Board of Directors of the Company.

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