



Policy on Materiality of Related Party Transactions and on dealing with the Related Party Transactions of Export- Import Bank of India

*[Securities and Exchange Board of India (Listing Obligations and Disclosure
Requirements) Regulations, 2015]*

WITH EFFECT FROM APRIL 1, 2026

VALID UPTO MARCH 31, 2029

1. INTRODUCTION

Export-Import Bank of India (**Bank**) is a statutory corporation established under the Act (*as defined below*) of Parliament in September 1981 by the Government of India. The Bank is wholly owned by the Government of India and governed by the Export-Import Bank of India Act, 1981 (**Act**) for providing financial assistance to exporters and importers, and for functioning as the principal financial institution for coordinating the working of institutions engaged in financing export and import of goods and services with a view to promote the country's international trade and for matters connected therewith or incidental thereto. The Bank is an 'All India Financial Institution' supervised by the Reserve Bank of India.

The Bank has listed its non-convertible debt securities and as a high value debt listed entity, the Bank needs to adhere with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**) and guidelines issued by Securities and Exchange Board of India. Regulation 23 & Regulation 62K of Chapter VA of the Listing Regulations puts an obligation on the Bank to formulate the 'policy on materiality of Related Party Transactions and on dealing with Related Party Transactions' (**'Policy'**).

2. SCOPE

The Policy is framed to address the matters pertaining to Related Party Transactions, dealing with Related Party Transactions, threshold limit of materiality and other aspects as required under the Act, Listing Regulations and any other laws and regulations as may be applicable to the Bank.

3. DEFINITIONS

'Act' shall mean the Export-Import Bank of India Act, 1981.

'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.

For the purpose of this definition, 'significant influence' means control of at least 20 (twenty) percent of total voting power, or control of or participation in business decisions under an agreement; and '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.

‘Audit Committee’ means the audit committee constituted by the Board and as reconstituted from time to time.

‘Board’ shall mean the board of directors of the Bank.

‘Directors’ means appointed or elected or nominated members of the Board.

‘Government Company(ies)’ means any company in which not less than fifty-one per cent of the paid-up share capital is held by the Central Government, or by any State Government or Governments, or partly by the Central Government and partly by one or more State Governments, and includes a company which is a subsidiary company of such a Government company.

‘Independent Director’ means a non-executive director who is not a chairman or a managing director or a whole-time director and as more particularly have the meaning set out under Listing Regulations, and in case of a high value debt listed entity being a body corporate required to constitute its board of directors in a specified manner in accordance with the law under which it is established, the non-executive directors on its board shall be treated as Independent Directors.

‘Key Managerial Personnel’ or ‘KMP’, in relation to the Bank means:

- a. Chairman
- b. Managing Director;
- c. Deputy Managing Directors;
- d. Chief Risk Officer;
- e. Chief Compliance Officer;
- f. Chief Financial Officer;
- g. Head of Internal Audit;
- h. Board Secretary;
- i. Head of Treasury;
- j. Chief Technology Officer
- k. Company Secretary / Compliance Officer;

l. such other officers, designated by the Board as KMP but are not below the general manager level;

m. Such other officer as may be prescribed.

‘Listing Regulations’ shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended from time to time.

‘Related Party’ with reference to the Bank (to the extent applicable) shall mean -

- (i) a director or his/her Relative;
- (ii) a Key Managerial Personnel or his/her Relative;
- (iii) a firm, in which a director, manager or his/her Relative is a partner;
- (iv) a private company in which a director or manager or his/her Relative is a member or director;
- (v) a public company in which a director or manager is a director and holds along with his/her Relatives, more than two per cent of its paid-up share capital;
- (vi) any body 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 body corporate which is-
 - (A) a holding, subsidiary or an Associate Company of the Bank;
 - (B) a subsidiary of a holding company to which it is also a subsidiary;
or
 - (C) an investing company or the venturer of the Bank;

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) such other person as may be prescribed;

or “related party” as prescribed under the applicable accounting standards:

Provided that:

- (a) any person or entity forming a part of the promoter or promoter group of the Bank; or
- (b) any person or any entity, holding equity shares:
 - (i) of twenty percent or more; or
 - (ii) of ten percent or more, with effect from 01st April 2023;
in the Bank either directly or on a beneficial interest basis as provided under applicable law, at any time, during the immediate preceding financial year;
shall be deemed to be a related party.

‘Related Party Transaction(s)’ shall mean a transaction involving a transfer of resources, services or obligations between:

- (a) the Bank or any of its subsidiaries on one hand and a Related Party of the Bank or any of its subsidiaries on the other hand; or
- (b) the Bank 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 Bank or any of its subsidiaries, with effect from April 1, 2023;
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:

Provided that the following shall not be a Related Party Transaction:

- (i) 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;
- (ii) the following corporate actions by the Bank which are uniformly applicable/offered to all shareholders in proportion to their shareholding:
 - I. payment of dividend;
 - II. subdivision or consolidation of securities;
 - III. issuance of securities by way of a rights issue or a bonus issue; and
 - IV. buy-back of securities.
- (iii) acceptance of fixed deposits by banks/non-banking finance companies at the terms uniformly applicable/offered to all shareholders/public, subject to disclosure of the same along with the disclosure of Related Party

Transactions every six months to the stock exchange(s), in the format as specified by the Securities and Exchange Board of India.

- (iv) acceptance of current account deposits and saving account deposits by banks in compliance with the directions issued by the Reserve Bank of India or any other central bank in the relevant jurisdiction from time to time:

Explanation: For the purpose of clauses (iii) and (iv) above, acceptance of deposits includes payment of interest thereon.

- (v) retail purchases from the Bank or its subsidiary by its directors or key managerial personnel of the Bank or its subsidiary, and relatives of such directors or key managerial personnel, without establishing a business relationship and at the terms which are uniformly applicable/offered to all employees, directors, key managerial personnel and relatives of directors or key managerial personnel.

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 following:

Consolidated Turnover of Listed Entity Threshold	Threshold
(I) Up to ₹20,000 Crore	10% of the annual consolidated turnover of the listed entity
(II) More than ₹20,000 Crore to upto ₹40,000 Crore	₹2,000 Crore + 5% of the annual consolidated turnover of the listed entity above ₹20,000 Crore
(III) More than ₹40,000 Crore	₹3,000 Crore + 2.5% of the annual consolidated turnover of the listed entity above ₹40,000 Crore or ₹5000 Crores, whichever is lower.

For the purpose of computing the thresholds stated above, the annual consolidated turnover of the listed entity shall be determined based on the last audited financial statements of the listed entity.

With effect from 01st July 2019, a transaction involving payments made to the Related Party with respect to brand usage or royalty, to be entered into individually or taken together with previous transaction during a financial year, exceed five percent of the

annual consolidated turnover (to be construed as standalone, if the consolidation of financial statements is not applicable) of the Bank as per the last audited financial statements of the Bank.

‘Relative’ shall mean with reference to any person, means anyone who is related to another, if-

- (i) they are members of a Hindu Undivided Family;
- (ii) they are husband and wife; or.
- (iii) one person is related to the other.

For the purpose of (iii) above, a person shall be deemed to be the relative of another, if he or she is related to another in the following manner, namely:- (i) Father, provided that the term “Father” includes step-father; (ii) Mother, provided that the term “Mother” includes the step-mother; (iii) Son, provided that the term “Son” includes the step-son; (iv) Son’s wife; (v) Daughter; (vi) Daughter’s husband; (vii) Brother, provided that the term “Brother” includes the step-brother; and (viii) Sister, provided that the term “Sister” includes the step-sister.

‘Subsidiary’ shall mean a company in which the Bank (i) controls the composition of the board of directors or (ii) exercises or controls more than one-half of the total voting power either at its own or together with one or more of its subsidiary companies.

4. MANNER OF DEALING WITH RELATED PARTY TRANSACTIONS

- I. All Related Party Transactions and subsequent material modifications shall require prior approval of the Audit Committee provided that if in the future the provisions related to Independent Directors become applicable to the Bank then only those members of the Audit Committee, who are Independent Directors, shall approve related party transactions.
- II. a 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 a listed entity is a party but the listed entity is

not a party, shall require prior approval of the audit committee of the listed entity if the value of such transaction, exceeds the lower of the following:

- (i) ten percent 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 Clause No.3 of this Policy.

III. In the event of a 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 a listed entity is a party but the listed entity is not a party and such subsidiary does not have audited financial statements for a period of at least one year, prior approval of the audit committee of the listed entity 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 Clause No.3 of these 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.

IV. Prior approval of the Audit Committee of the Bank shall not be required for a Related Party Transaction to which the listed Subsidiary is a party but the Bank is not a party, if regulation 23 and sub-regulation (2) of regulation 15 of the Listing Regulations are applicable to such listed Subsidiary.

For Related Party Transactions of unlisted Subsidiaries of a listed Subsidiary as referred to in 4(IV) above, the prior approval of the Audit Committee of the listed Subsidiary shall suffice.

V. Remuneration and sitting fees paid by the Bank 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 material in terms of the provisions of sub-regulation (1) of regulation 23 of the Listing Regulations.

VI. Audit committee of the Bank may grant omnibus approval for Related Party Transactions proposed to be entered into by the Bank or its subsidiary subject to the following conditions, namely-

- a. the Audit Committee shall lay down the **criteria for granting the omnibus approval** in line with the policy on Related Party Transactions and such approval shall be applicable in respect of transactions which are repetitive in nature;
- b. the Audit Committee shall satisfy itself regarding the need for such omnibus approval and that such approval is in the interest of the Bank;
- c. The omnibus approval shall specify:
 - (i) the name(s) of the related party nature of transaction, period of transaction, maximum amount of transactions that shall be entered into,
 - (ii) (ii)the indicative base price/current contracted price and the formula for variation in the price if any (if applicable), and
 - (iii) such other conditions as the Audit Committee may deem fit:
- d. In the event a need for Related Party Transaction cannot be foreseen and aforesaid details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding INR 1,00,00,000/- (Indian Rupees One Crore Only) per transaction.
- e. The Audit Committee shall review, at least on a quarterly basis, the details of Related Party Transactions entered into by the Bank or its subsidiary pursuant to each of the omnibus approvals given.

- f. Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.

5. DEALING WITH MATERIAL RELATED PARTY TRANSACTIONS

- i. All material related party transactions and subsequent material modifications as defined by the audit committee under sub-regulation (3) shall require prior No-Objection Certificate from the Debenture Trustee and the Debenture Trustee shall in turn obtain No-Objection from the debenture holders who are not related with the Issuer and hold at least more than fifty per cent of the debentures in value, on the basis of voting including e-voting, in the manner specified by the SEBI.
- ii. After obtaining approval of the debenture holders, approval of the shareholders through resolution shall be obtained.

Explanation (1): — If the No-Objection Certificate has been withheld, the matter shall not be taken forward for shareholders' consideration.

Explanation (2): — This No-Objection Certificate from Debenture Trustee and debenture holders shall be obtained in respect of listed debt securities issued on or after April 01, 2025:

Provided that in case of outstanding listed debt securities as on March 31, 2025, No-Objection Certificate from Debenture Trustee and debenture holders shall not be required for existing or prospective material related party transactions:

Provided further that prior approval of the shareholders and No-objection Certificate by Debenture Trustee of a HVDLE, in the manner as specified in sub-regulation (5) of regulation 62K of these regulations shall not be required for a related party transaction to which the listed subsidiary is a party but the listed entity is not a party, if regulation 62K of these regulations is applicable to such listed subsidiary.

Explanation (3): — For related party transactions of unlisted subsidiaries of a listed subsidiary as referred above, the prior approval of the shareholders and No-objection Letter from Debenture Trustee of the listed subsidiary, in the manner as specified in sub-regulation (5) of regulation 62K of these regulations, shall be obtained.

6. MATERIAL MODIFICATIONS

Any modification of a Related Party Transactions having significant impact on nature, value, tenure, exposure, or likely financial impact of Related Party Transaction shall be considered as material if:

- a) Nature of the transaction ceases to be on arm's length basis.
- b) The term of transaction is changed from fixed term to ongoing basis or otherwise.
- c) changes resulting into novation of contract.
- d) The variation in the nature of transaction to an extent that the obligation on either side varies by 25% (twenty five percent) or more, over and above the approved Limit.
- e) The variation in duration of contract giving rise to prolong obligations, terms, termination, and expiry of contract.

Provided however modification on transaction on account of change of law or merely technical in nature shall not be considered as material modifications.

7. EXEMPTIONS TO THE POLICY

The provision contained in para 4, 5 and 6 above shall not be applicable in the following cases:

- a. transactions entered into between two public sector companies.
- b. transactions entered into between the Bank and its wholly owned subsidiary whose accounts are consolidated with the Bank and placed before currently the Board for approval or such other approvals as prescribed and required under the Act (or its members (shareholders) (if the same becomes applicable at a subsequent date) at the general meeting.
- c. transactions entered into between two wholly-owned subsidiaries of the Bank (holding company), whose accounts are consolidated with the Bank (holding company) and placed before currently the Board for approval or such other approvals as prescribed and required under the Act (or its members (shareholders) (if the same becomes applicable at a subsequent date) at the general meeting.
- d. such other transactions as shall be identified by the Audit Committee or currently by the Board and by the members (shareholders) (if the same becomes applicable

at a subsequent date) and be approved by them (as relevant) from time to time as per the provisions of this Policy.

- e. 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.
- f. transactions entered into between a public sector company on one hand and the Central Government or any State Government or any combination thereof on the other hand.

8. 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:

(i) 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;

(ii) the transaction is not material in terms of the provisions of sub-regulation (1) of Regulation 23;

(iii) rationale for inability to seek prior approval for the transaction shall be placed before the Audit Committee at the time of seeking ratification;

(iv) the details of ratification shall be disclosed along with the disclosures of related party transactions in terms of the provisions of sub-regulation (9) of Regulation 23;

(v) 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 Bank against any loss incurred by it.

9. DISCLOSURE

- i. The Bank shall submit Related Party Transaction disclosures to stock exchange along with its standalone financial results for the half year and also publish the same on its website:
Provided further that the remuneration and sitting fees paid by the Bank or its subsidiary to its director, key managerial personnel or senior management, except who is part of promoter or promoter group, shall not require disclosure under this sub-regulation provided that the same is not material in terms of the provisions of sub-regulation (1) of regulation 23 of Listing Regulations.
- ii. The Policy shall be disclosed on the Bank's website.
- iii. The Bank shall disclose, in the Board's report (forming a part of the annual report), transactions which are not in ordinary course of business or arm's length basis along with the justification for entering into such transaction.
- iv. The Bank shall also provide details of all Related Party Transactions exceeding the materiality threshold on a quarterly basis to the stock exchanges along with the compliance report on corporate governance pursuant to the Listing Regulations.

10. EFFECT OF SUBSEQUENT ENACTMENT/OR AMENDMENT /OR CHANGE OF LISTING REGULATION IN THIS POLICY

This policy shall be deemed modified / or amended to the extent necessary to give effect to any subsequent enactment / or amendment / or change in the Listing Regulations and other applicable laws effective from the date of applicability of any such change.

11. APPLICABILITY

The Bank is a statutory corporation established under the Act of Parliament, wholly owned (100%) by the Government of India and governed by the Act. Accordingly, the provisions of shareholders approval is not applicable to it and any item under the Listing Regulations requiring shareholders approval shall be obtained from the Board or such other approvals as prescribed and required under the Act.

12. REVIEW OF POLICY

This Policy shall be reviewed at least once every three years or at such shorter interval as may be necessary. This Policy shall be applicable from April 01, 2026, till March 31, 2029, if not reviewed earlier for any proposed changes.
