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**THE POLICY DISPLAYED WAS APPROVED BY THE ERSTWHILE BOARD OF DIRECTORS OF THE COMPANY IN ITS MEETING HELD ON 5TH DECEMBER 2024, THIS POLICY HAS BEEN PUBLISHED ON THE WEBSITE OF THE COMPANY TO COMPLY WITH REGULATION 46 OF THE SEBI (LODR) REGULATIONS, 2015. THE BOARD OF THE COMPANY MAY MODIFY, ADD, DELETE OR AMEND ANY OF THE PROVISIONS OF THIS POLICY TIME TO TIME.**

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**ICODEX PUBLISHING SOLUTIONS LIMITED**  
**Policy on Loans and Advances to Related Parties**

## **1. Introduction**

iCodex Publishing Solutions Limited (“the Company”) has established this Policy on Loans and Advances to Related Parties. This policy provides a structured framework governing the evaluation, approval, and monitoring of loans and advances to related parties, ensuring transparency, accountability, and adherence to regulatory requirements. This Policy on Loans and Advances to Related Parties reflects iCodex Publishing Solutions Limited's commitment to conducting transactions with related parties responsibly, transparently, and in strict compliance with applicable laws and regulations. It establishes a clear structure for evaluating, approving, and monitoring such transactions, thereby protecting the interests of the Company and its stakeholders.

## **2. Objective**

The primary objective of this policy is to define the procedures and controls related to the provision of loans and advances to related parties. The policy aims to ensure that such transactions are conducted in a fair and transparent manner, safeguarding the interests of the Company and ensuring compliance with all applicable laws and regulations.

## **3. Scope**

This policy is applicable to all loans and advances granted by the Company to related parties as defined under relevant laws, including the Companies Act, 2013, and SEBI LODR. The policy encompasses the identification, approval process, terms, and ongoing monitoring of loans and advances to related parties.

## **4. Approval Process**

### **4.1 Board Approval**

All loans and advances to related parties must receive prior approval from the Board of Directors, ensuring adherence to regulatory requirements and alignment with the Company's best interests.

### **4.2 Shareholder Approval**

For loans or advances that exceed the threshold limit defined by the Companies Act or SEBI LODR, shareholder approval must be obtained through a special resolution prior to finalizing the transaction.

## 5. Terms and Conditions

The Company shall ensure that all loans and advances to related parties are extended under terms that are fair and reasonable. This includes assessing factors such as:

- Interest Rates: Loans shall bear interest rates that are competitive yet fair compared to the market rate.
- Repayment Schedules: Clear schedules outlining the repayment timelines that work for both the Company and the related party.
- Collateral Requirements: If applicable, the Company may require collateral to mitigate potential risks associated with the loans or advances.

All transactions must be documented accurately to reflect these terms clearly.

## 6. Monitoring and Reporting

The Company will regularly monitor loans and advances to related parties to ensure compliance with the agreed-upon terms and to facilitate timely repayment. This monitoring process will include:

- Periodic Reports: The status of existing loans and advances shall be formally reported to the Board of Directors at defined intervals (e.g., quarterly or bi-annually).
- Compliance Checks: Ensuring that all covenants related to the loans are adhered to and any deviations are brought to the Board's attention promptly.

## 7. Roles and Responsibilities

- The Board of Directors is responsible for overseeing compliance with this policy and ensuring it aligns with the Company's overall governance framework.
- The Audit Committee shall assist in the approval process and ensure that adequate internal controls are in place.
- The Finance Department is tasked with conducting due diligence, monitoring ongoing transactions, assessing creditworthiness, and maintaining meticulous records of all loans and advances.
- The Compliance Department is charged with ensuring adherence to regulatory requirements and reporting any non-compliance to the Board and Audit Committee.

## 8. Review of the Policy

This policy shall be reviewed periodically (at least annually) to ensure its alignment with evolving regulatory standards and best practices within the industry. Any proposed modifications or updates to the policy will require approval from the Board of Directors before implementation.