

MORGAN STANLEY INDIA PRIMARY DEALER PRIVATE LIMITED

POLICY ON RELATED PARTY TRANSACTIONS

(September 2019)

1. INTRODUCTION

Morgan Stanley India Primary Dealer Private Limited (the "Company") constantly endeavors to achieve excellence in Corporate Governance by following the principles of transparency, accountability and integrity in functioning, so as to constantly enhance value for all stakeholders.

In a move to adopt best practices and to ensure greater transparency, outlined below is the policy on Related Party Transactions

2. DEALING WITH RELATED PARTIES

In order to avoid any potential or actual conflict of interest, which may be against the best interest of a company and its stakeholders, any transaction with a 'Related Party' shall be done at "Arm's length" basis and shall be disclosed in financial statements as "Related party transactions".

For considering any person / entity as a "Related Party", the relevant principles outlined under applicable accounting standards and / or provisions of Companies Act, 2013 shall be considered.

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.

The relevant Business Unit (BU) and Finance Controller Group (FCG) would be jointly responsible for ensuring that adequate documentation is maintained to establish that the transaction is at "Arm's length" basis.

3. AMENDMENTS TO THE POLICY

The Board of Directors of the Company shall review and may amend this Policy from time to time.

Any or all provisions of this Policy would be subject to revision / amendment in accordance with the Companies Act, 2013, applicable Accounting Standards and relevant notifications / directions issued by the Reserve Bank of India from time to time.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.