PNC CAPITAL TRUST LTD.

RELATED PARTY TRANSACTION POLICY

Introduction

PNC Capital Trust Ltd. recognises that certain relationships can present potential or actual conflicts of interest and may raise questions about whether transactions associated with such relationships are consistent with the Company and in the best interest of stakeholders. The Company must specifically ensure that certain Related Party Transactions are managed and disclosed in accordance with the strict legal and accounting requirements to which the Company is subject. Therefore, this policy regarding the review and approval of Related Party Transactions have been adopted by the Company's Board of Directors in order to set forth the procedures under which certain transactions must be reviewed and approved or ratified.

Applicability and Effective Date

This policy will be applicable to the Company with effective from 1st October, 2014 to regulate transactions between the Company and its Related Parties on the applicable laws & regulations.

Policy on Related Party Transactions:

The Company shall not enter into any contract or arrangement with a related party without the approval of Audit Committee. Prior Approval of Audit Committee shall be obtained for all Related Party Transactions.

The Audit Committee may in the interest of the conduct of affairs of the Company, grant omnibus approval for Related Party Transactions that are repetitive in nature and in the ordinary course of business and on at Arm's Length basis, subject to compliance of conditions of Clause 49 of Listing Agreement.

The Audit Committee may also in the interest of affairs of the Company, grant omnibus approval for Related Party Transactions than cannot be foreseen and for which details are not available up to a value of Rs. 1 Crore per transaction. The Audit Committee shall review on quarterly basis details of related party transactions entered pursuant to each of the omnibus approval given.

In the event any contract or arrangement with a related party is not in the ordinary course of business or at arm's length, the Company shall comply with the provisions of the Companies Act, 2013 and the rules framed thereunder and certain approval of the Board or

its shareholders has to be sought for such contract or arrangement. All material related party transactions shall be placed for approval of the shareholder of the Company. A transaction with a related party is considered material as defined in the Companies Act, 2013. (**Effective 1st October, 2014)**

Material Related Party Transaction:

It means a Related Party Transaction which individually or taken together with previous transactions during the financial year, exceeds ten percent of the annual consolidated turnover of the Company as per last audited financial statements of the Company or such limits as may be prescribed either in the Companies Act, 2013 or the Listing Agreement, whichever is stricter, from time to time.

Disclosures:

Details of all material transactions with Related Parties shall be disclosed to stock exchanges quarterly along with the Compliance Report on Corporate Governance. The Company shall disclose the policy on dealing with the Related Party Transactions on its website and web-link shall be provided in the Annual Report.

Amendments in Laws

Any subsequent amendment/modification in the Listing Agreement and / or other applicable laws in this regards shall automatically apply to this policies.