RELATED PARTY TRANSACTION POLICY

[As per Companies Act 2013 & SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I. Objective

The objective of this policy is to ensure:

- Proper identification, approval, and disclosure of Related Party Transactions (RPTs)
- Transparency and fairness in dealing with related parties
- Compliance with legal and regulatory requirements

II. Regulatory Framework

This Policy is in line with:

- **Section 188** of the Companies Act, 2013 and Rules made thereunder
- **Regulation 23** of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)
- Applicable Accounting Standards (Ind AS 24 – Related Party Disclosures)

III. Definitions

- Related Party: An entity shall be considered as related to the Company if: (i) such entity is a related party as defined under Section 2(76) of the Companies Act, 2013; or (ii) such entity is a related party under the applicable accounting standard(s).
- Related Party Transaction (RPT): Transfer of resources, services, or obligations between a company and a related party, irrespective of whether a price is charged
- Material RPT: A transaction with a related party where the value (individually or aggregated in a FY) exceeds:
    - ₹1,000 crore or 10% of the annual consolidated turnover, whichever is lower (SEBI LODR threshold)
    - Any other threshold as may be prescribed by the Board

- Arm's Length Transaction: "Arm's length transaction" means a transaction between two related parties that is conducted as if they are unrelated, so that there is no conflict of interest as per the provisions of the Companies Act, 2013.

IV. Applicability

This Policy applies to:

- All directors, Key Managerial Personnel (KMP), senior management, and related entities
- All current and proposed transactions with related parties

V. Identification of Related Parties and Transactions

- The Company Secretary shall, in coordination with the CFO and internal auditors:
  - Identify Related Parties based on declarations from Directors and KMPs
  - Maintain an updated list of Related Parties
  - Track and compile transactions with Related Parties

VI. Approval Process

1. Audit Committee Approval

- All RPTs must be approved by the Audit Committee before execution.
- Omnibus approval may be granted for repetitive RPTs subject to criteria defined by the Committee and SEBI regulations.
- Audit Committee shall review:
  - Nature, terms, and rationale of the transaction
  - Arm's length pricing and fairness
  - Materiality thresholds

2. Board Approval

- RPTs not in the ordinary course of business or not at arm's length shall require Board approval under Section 188.

3. Shareholder Approval

- Material RPTs must be approved by shareholders via ordinary resolution, with related parties abstaining from voting.
- RPTs exceeding thresholds under Section 188(1) also require shareholder approval, if not at arm's length or in ordinary course.

VII. Disclosures

- All RPTs and material RPTs shall be disclosed in:
  - Board's Report (Form AOC-2 under Companies Act)
  - Notes to financial statements
  - Stock exchanges under Regulation 23(9) (within 15 days of approval)
  - Company's website, where applicable

VIII. Exemptions

Following transactions are generally exempt from shareholder approval:

- Transactions between the Company and its wholly owned subsidiaries
- Managerial remuneration as per Section 197 and Schedule V
- CSR contributions under an approved CSR policy
- Transactions under ordinary course of business and at arm's length

IX. Monitoring & Reporting

- The Audit Committee shall review a summary of RPTs at each meeting.
- Any modification to an approved RPT that makes it material or changes key terms shall require fresh approval.

X. Record Keeping

- The Company Secretary shall maintain records of:
  - RPT registers
  - Audit Committee and Board approvals
  - Contracts, supporting documents, disclosures

XI. Review and Amendment

This policy shall be reviewed at least once every 3 years or upon any major regulatory update. Any changes must be approved by the Board of Directors upon recommendation of the Audit Committee.

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