

RSWMLIMITED

POLICY ON RELATED PARTY TRANSACTIONS

Approved by Board of Directors at its meeting held on 11th November, 2014, on the recommendation of Audit Committee and modified on 1st February, 2016, 10th May, 2018, 21st May, 2019, 12th February, 2020 and 7th February, 2022.

<p><u>Preamble</u></p>	<p>The Board of Directors of the Company (“Board”), acting upon the recommendation of its Audit Committee of Directors (“Committee”), has approved the following policy and procedures with regard to Related Party Transactions for reviewing, approving and ratifying Related Party transactions and in providing disclosures with respect to the above transactions, as required under the Companies Act, 2013, Listing Agreement, 2015 as amended from time to time, and other applicable provisions, rules and regulations made thereunder.</p> <p>The Board has approved the policy for Related Party Transactions (in compliance with the requirements of the Companies Act, 2013 and Rules made thereunder, in terms of Ind AS – 24 issued by the ICAI(Institute of Chartered Accountants of India) and any subsequent amendments thereto), made by SEBI vide its notification dated 09.11.2021 in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any subsequent amendments thereto, RBI guidelines and applicable SEBI Regulations etc., undertaken by the Company directly (if any), in order to ensure the transparency and substantive and procedural fairness of such transactions.</p>
<p><u>Applicability</u></p>	<p>This policy shall come into force with effect from the date of its approval from the Board and shall be applicable to transactions made with:-</p> <p>a) Board of Directors & their Relatives,</p> <p>b) Key Managerial Personnel (KMP) of the Company & their Relatives; and</p> <p>c) Related Parties, as defined hereinafter.</p> <p>(d) Any of subsidiaries on one hand and a related party of the company or any of its subsidiaries on the other hand; or</p> <p>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 Company or any of its subsidiaries, with effect from April 1, 2023;</p>
<p><u>Definitions</u></p>	
<p>(a)“Key Managerial Personnel” 2(51) of the Act.</p>	<p>“Key Managerial Personnel” includes</p> <p>I. the Chief Executive Officer or the Managing Director or the Manager (as defined in Section 2(53) of the Companies Act,</p>

<p>IND AS 24</p>	<p>2013);</p> <p>II. the Company Secretary;</p> <p>III. the Whole-time Director;</p> <p>IV. the Chief Financial Officer</p> <p>V. such other officer, not more than one level below the Directors who is in whole-time employment, designated as Key Managerial Personnel by the Board</p> <p>VI. such other officer as may be prescribed in the Act.</p> <p>“Key Management Personnel” are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.</p>
<p>(b) “Relative”</p> <p>2(77) of the Act and Rule 4 of Companies (specification of definitions details) Rules, 2014.</p> <p>IND AS 24</p>	<p>“Relative” A person shall be deemed to be the relative of another, if he or she is related to another in the following manner, namely:-</p> <ol style="list-style-type: none"> 1. Members of HUF 2. Spouse 3. Father (includes Step Father): 4. Mother (includes Step Mother): 5. Son (includes step son) 6. Son’s wife 7. Daughter 8. Daughter’s husband 9. Brother Provided that the term “Brother” includes the step-brother. 10. Sister Provided that the term “Sister” includes the step-sister. <p>Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity including:</p> <ol style="list-style-type: none"> a) that person’s children, spouse or domestic partner, brother, sister, father and mother; b) children of that person’s spouse or domestic partner; and c) dependents of that person or that person’s spouse or domestic partner.
<p>(c) “Office or place of profit”</p> <p>Section 188 of the Act.</p>	<p>“Office or place of profit” means any office or place—</p> <p>(i) where such office or place is held by a Director, if the Director holding it receives from the company anything by way of remuneration over and above the remuneration to which he is entitled as Director, by way of salary, fee, commission, perquisites, any rent-free accommodation, or otherwise;</p>

	<p>(ii) where such office or place is held by an individual other than a Director or by any firm, private company or other body corporate, if the individual, firm, private company or body corporate holding it receives from the company anything by way of remuneration, salary, fee, commission, perquisites, any rent-free accommodation, or otherwise.</p>
<p>(d) “Arm’s length transaction” Section 188 of the Act.</p>	<p>“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.</p>
<p>(e) “Associate Company” 2(6) of the Act.</p> <p>IND AS 24</p>	<p>“Associate Company” means a company in which the Company has a significant influence, but which is not a subsidiary company of the company and includes a joint venture company.</p> <p><i>Explanation</i>—“significant influence” means control of at least twenty percent of total voting power or control of or participation in business decisions under an agreement.</p> <p>An associate is an entity, including an unincorporated entity such as a partnership, over which the investor has significant influence and that is neither a subsidiary nor an interest in a joint venture.</p> <p>Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.</p>
<p>(f) “Material Related Party Transaction” Regulation 23 of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015.</p>	<ol style="list-style-type: none"> 1. A related party transaction shall be considered material if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year exceeds Rs. 1000 crore or 10% of the annual consolidated turnover of the listed company as per the last audited financial statements of the listed company, whichever is lower.. 2. A transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed five percentage of the annual consolidated turnover of the Company as per its last audited financial statements.
<p>(g) Compensation as per Ind As</p>	<p>Compensation includes all employee benefits (as defined in Ind AS 19 Employee Benefits) including employee benefits to which Ind AS 102 Share-based Payments applies. Employee benefits are all forms of consideration paid, payable or provided by the entity, or on behalf of the entity, in exchange for services rendered to the entity. It also includes such consideration paid on behalf of a parent of the entity in respect of the entity. Compensation includes:</p> <ol style="list-style-type: none"> (a) short-term employee benefits, such as wages, salaries and social security contributions, paid annual leave and paid sick leave, profit sharing and bonuses (if payable within twelve months of the end of the period) and non-monetary benefits (such as medical care, housing, cars and free or subsidised goods or

	<p>services) for current employees;</p> <p>(b) post-employment benefits such as pensions, other retirement benefits, post-employment life insurance and post-employment medical care;</p> <p>(c) other long-term employee benefits, including long-service leave or sabbatical leave, jubilee or other long-service benefits, long-term disability benefits and, if they are not payable wholly within twelve months after the end of the period, profit-sharing, bonuses and deferred compensation;</p> <p>(d) termination benefits; and share-based payment.</p>
<p>(h) “Control” 2(27) of the Companies Act, 2013</p> <p>As per IND AS</p> <p>As per SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015.</p> <p>As per SEBI(SAST) Regulations,</p>	<p>“Control” shall include the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner;</p> <p>Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.</p> <p>“Control” shall have the same meaning as assigned to it under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011</p> <p>“Control” includes the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner:</p> <p>Provided that a director or officer of a target company shall not be considered to be in control over such target company, merely by virtue of holding such position;</p>
<p>(i) “Joint control” <u>As per Ind AS</u></p>	<p>Joint control is the contractually agreed sharing of control over an economic activity, and exists only when the strategic financial and operating decisions relating to the activity require the unanimous consent of the parties sharing control (the ventures).</p>
<p>(j) “Significant influence “As per Ind AS <u>per Ind AS</u></p>	<p>Significant influence is the power to participate in the financial and operating policy decisions of an entity, but is not control over those policies. Significant influence may be gained by share ownership, statute or agreement.</p>
<p>(k) “Investment entity” As per Ind AS <u>Ind AS</u></p>	<p>An investment entity is an entity that:</p> <p>a) obtains funds from one or more investors for the purpose of providing those investor(s) with investment management</p>

	<p>services;</p> <p>b) commits to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both; and</p> <p>c) measures and evaluates the performance of substantially all of its investments on a fair value basis.</p>
<p><u>I. “Material Modification” as per the Listing Regulations, 2015</u></p>	<p>Material Modification means any change in the terms of material related party transactions which is not in ordinary course of business and/or not on Arm’s Length basis and/or exceeds 10% of the aggregate value of Related party transaction.</p>
<p><u>Related Parties</u></p> <p>2(76) of the Act and Rule 4 of Companies (specification of definitions details) Rules, 2014.</p>	<p>I. a Director or his relative;</p> <p>II. a key managerial personnel or his relative;</p> <p>III. a Director (other than Independent Director) or KMP of holding Company or his relative.</p> <p>IV. a firm, in which a Director, manager or his relative is a partner;</p> <p>V. a private company in which a Director or manager or his relative is a member or Director;</p> <p>VI. a public company in which a Director or manager is a Director and holds along with his relatives, more than two per cent of its paid-up share capital;</p> <p>VII. anybody 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</p> <p>VIII. any person on whose advice, directions or instructions a Director or manager is accustomed to act: Provided that nothing in sub-clauses (vii) and (viii) shall apply to the advice, directions or instructions given in a professional capacity.</p> <p>IX. anybody corporate which is:-</p> <p>a. a holding, subsidiary or an associate company of such company; or</p> <p>b. a subsidiary of a holding company to which it is also a subsidiary or</p> <p>c. an investing company or the venturer of the company;</p> <p>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.]</p> <p>X. Such other person, as may be prescribed by MCA/SEBI.</p>
<p>Regulation 2(1)(zb) of SEBI</p>	<p>As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an entity shall be considered as related to the</p>

<p>(Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>	<p>company if –</p> <ol style="list-style-type: none"> 1. such entity is a related party under Section 2 (76) of the Companies Act, 2013; or 2. such entity is a related party under the applicable accounting standards. 3. Any person or entity, forming part of promoter or promoter group of the listed entity OR 4. Any person or any entity holding equity shares of 20% or more (10% or more w.e.f April 1, 2023) in the listed entity either directly or on a beneficial interest basis as provided under section 89 of the Companies Act, 2013, at any time, during the immediate preceding financial year;
<p><u>IND AS 24</u></p>	<p>A related party is a person or entity that is related to the entity that is preparing its financial statements (in this Standard referred to as the ‘reporting entity’).</p> <ol style="list-style-type: none"> a) A person or a close member of that person’s family is related to a reporting entity if that person: <ol style="list-style-type: none"> I. has control or joint control of the reporting entity; II. has significant influence over the reporting entity; or III. Is a member of the key management personnel of the reporting entity or of a parent of the reporting entity. b) An entity is related to a reporting entity if any of the following conditions applies: <ol style="list-style-type: none"> I. The entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others). II. One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member). III. Both entities are joint ventures of the same third party. IV. One entity is a joint venture of a third entity and the other entity is an associate of the third entity. V. The entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity. VI. The entity is controlled or jointly controlled by a person identified in (a) VII. A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity). VIII. The entity, or any member of a group of which it is a part,

	<p>provides key management personnel services to the reporting entity or to the parent of the reporting entity.</p> <p>The definitions of various terms e.g. control, relatives, significant influence etc. as per IND AS 24 are different than those under the Companies Act, 2013</p>
<p><u>Details required for ascertaining related party</u></p>	<p>The following details shall be required:</p> <ol style="list-style-type: none"> 1. Declaration/Disclosure of interest by all the Directors and KMPs' in form MBP-1. 2. Declaration of relatives by all Directors and KMPs'. 3. Declaration about a firm in which a Director/ Manager or his relative is a partner. 4. Declaration about a private Company in which a Director or Manager or his relative is a member or Director. 5. Declaration regarding a public company in which a Director or manager is a Director and holds along with the relatives more than 2% of the paid-up share capital. 6. Notices from Directors of any change in particulars of Directorship or in other positions during the year. 7. Declaration by Holding Company regarding its Directors/ KMPs' and their relatives. 8. Details of anybody 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 of the Company. 9. Details of any person on whose advice, directions or instructions a Director or manager is accustomed to act: <p>Provided that nothing in point no. 8 & 9 shall apply to the advice, directions or instructions given in a professional capacity.</p> <ol style="list-style-type: none"> 10. Details of any Company which is <ol style="list-style-type: none"> a) a holding, subsidiary or an associate company of such company; or b) a subsidiary of a holding company to which it is also a subsidiary. c) An investing company or the venturer of the Company 11. Persons/entities identified under AS24.

<p><u>Type of Transactions covered</u></p> <p>Regulation 2(1)(zc) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>Under Indian Accounting Standard (Ind AS) 24</p>	<p>a) Under Section 188 of the Companies Act, 2013 , following transactions will be covered -</p> <ol style="list-style-type: none">I. Sale, purchase or supply of any goods or materials;II. selling or otherwise disposing of, or buying, property of any kind;III. leasing of property of any kind;IV. availing or rendering of any services;V. appointment of any agent for purchase or sale of goods, materials, services or property etc.VI. such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company;VII. underwriting the subscription of any securities or derivatives thereof, of the company. <p>b) “Related Party Transaction” means a transaction involving a transfer of resources, services or obligations between:</p> <ol style="list-style-type: none">I. a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; orII. a listed entity 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 listed entity or any of its subsidiaries, with effect from April 1, 2023; <p>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:</p> <p>Provided that the following shall not be a related party transaction:</p> <ol style="list-style-type: none">a. 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;b. the following corporate actions by the listed entity which are uniformly applicable/offered to all shareholders in proportion to their shareholding:<ol style="list-style-type: none">i. payment of dividend;ii. subdivision or consolidation of securities;iii. issuance of securities by way of a rights issue or a bonus issue; andiv. buy-back of securities. <p>c. A related party transaction is a transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged.</p>
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	<p>Following transactions will be covered if these are with related parties –</p> <p>(a) purchases or sales of goods (finished or unfinished); (b) purchases or sales of property and other assets; (c) rendering or receiving of services; (d) leases; (e) transfers of research and development; (f) transfers under licence agreements; (g) transfers under finance arrangements (including loans and equity contributions in cash or in kind); (h) provision of guarantees or collateral; (i) commitments to do something if a particular event occurs or does not occur in the future, including executory contracts (recognised and unrecognised); (j) settlement of liabilities on behalf of the entity or by the entity on behalf of that related party; and k) management contracts including for deputation of employees.</p>
<u>Process for ascertaining related party</u>	<p>Secretarial Department to prepare the list of Related Parties on the basis of aforesaid information. Internal auditors/Statutory Auditor to verify the process of ascertaining the Related Parties and their correct recording /listing in register of Contracts/arrangement etc. as per the Section 189 of the Companies Act, 2013 and Rules thereof as well as their classification regarding whether they are on arm's length basis.</p>
<u>Circulating of above list of related parties</u>	<p>The aforesaid list shall be circulated to MD /CEO's/COO's/ED/CFO/Business Heads/Department Heads/ Branch Heads, the Finance & Accounts Department, Statutory Auditor and Internal Auditor.</p>
<u>Procedure of seeking approval</u>	<p>Functional departmental heads shall submit to the CFO and Company Secretary the details of proposed transaction with details/draft contract/ draft agreement or other supporting documents justifying that the transactions are on arms' length basis and in an ordinary course of business at prevailing market rate. Based on this note, Company Secretary will appropriately take it up for necessary prior approvals from the Audit Committee at its next meeting and convey back the decision to the originator. The suggested list of records and supporting documents is detailed separately in this policy.</p> <p>If the proposed transaction is not in ordinary course of business but at arms' length basis, then the Functional departmental heads shall give a detailed note with justification to ED & CFO and CS for entering such transaction alongwith details of proposed transaction with draft agreement/MoU/other supporting documents. Based on this note, the ED & CFO and CS will discuss the matter with MD so as to escalate the matter further with Audit Committee, Board and then to shareholders for their respective prior approvals as may be required.</p>
<u>Approval of transactions</u> (A) <u>Approval of transactions through Audit Committee</u>	<ul style="list-style-type: none"> • The threshold limits for Related Party Transactions, if required, will be approved by the Board of Directors upon the recommendation of audit Committee of the Company. <p>Audit Committee shall give:</p>

	<p>i) prior Approval for all Related Party Transactions and Subsequent material modification;</p> <p>ii) approval for all subsequent modifications of transaction of the company with related parties.</p> <ul style="list-style-type: none"> • Provided that only those members of the audit committee, who are independent directors, shall approve related party transactions. • Provided further that :- <ul style="list-style-type: none"> I. The Audit Committee shall define the material modifications with regard to the related party transactions. II. A Related Party Transaction to which the subsidiary of the Company is a party but the Company is not a party, shall require prior approval of the audit committee of the Company if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover, as per the last audited financial statements of the Company. III. with effect from April 1, 2023, a related party transaction to which the subsidiary of the Company is a party but the Company is not a party, shall require prior approval of the audit committee of the Company if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year, exceeds ten per cent of the annual standalone turnover, as per the last audited financial statements of the subsidiary; <p>prior approval of the audit committee of the listed entity shall not be required for a related party transaction to which the listed subsidiary is a party but the Company is not a party, if regulation 23 and sub-regulation (2) of regulation 15 of Listing Regulations are applicable to such listed subsidiary. Explanation: For related party transactions of unlisted subsidiaries of a listed subsidiary as referred to above, the prior approval of the audit committee of the listed subsidiary shall suffice.</p> <p>The AC shall also review the status of long-term (>1 year) or recurring RPTs on an annual basis.</p> <p>Audit Committee may grant an omnibus approval for a period of maximum one year for those proposed related party transactions, which are in ordinary course of business and at arms' length, in the interest of the Company and are repetitive in nature (for e.g. sale/purchase of securities etc.) subject to the following conditions -</p> <p>The proposal to be placed before the Audit Committee should contain following information –</p> <ul style="list-style-type: none"> a. The name(s) of related party, b. nature and period of transactions, c. maximum amount of transaction that shall be entered into The
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	<p>indicative base price/current contracted price and the formula for variation in the price, if any.</p> <p>d. Such other conditions as the Audit Committee may deem fit:</p> <p>Provided that where the need for related party transaction cannot be foreseen and aforesaid details are not available, audit committee may make omnibus approval for such transactions subject to their value not exceeding rupees one crore per transaction. Omnibus approval shall be valid for a period not exceeding one financial year and shall require fresh approval after the expiry of such financial year.</p> <p>All transactions entered into on the basis of above omnibus approval, shall be taken to the Audit Committee on quarterly basis for its review.</p> <p>In case of transactions other than omnibus approval, the following information shall be provided to the Audit Committee:</p> <ol style="list-style-type: none"> a. Type, material terms and particulars of the proposed transaction; b. Name of the related party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise); c. Tenure of the proposed transaction d. Value of the proposed transaction; e. The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided); f. If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the company's or its subsidiary: <ol style="list-style-type: none"> i. details of the source of funds in connection with the proposed transaction; ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> ➤ nature of indebtedness; ➤ cost of funds; and ➤ tenure; iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT. g. Justification as to why the RPT is in the interest of the
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<p><u>B) Approval of transactions through Board of Directors</u></p>	<p>Company;</p> <ul style="list-style-type: none"> h. A copy of the valuation or other external party report, if any such report has been relied upon; i. Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis; j. Any other information that may be relevant by the Audit Committee. <p>The Audit Committee shall also review the status of long-term (more than one year) or recurring RPTs on an annual basis.</p> <p>The MD/ED and CFO should certify whether the contracts/transactions are at arm's length. Similarly the Internal Auditors and/Statutory Auditors should examine the entire documentation and certify the same.</p> <p>Where any Director is interested in any contract or arrangement with a related party, such Director shall not be present at the meeting during discussions on the subject matter of the resolution relating to such contract or arrangement.</p> <p>Approval of the Board is required:</p> <ul style="list-style-type: none"> 1. for all contracts/arrangements/transactions which are not on arm's length basis or are not in ordinary course of business; 2. For all "material" related party transactions. <p>These have to be approved by the shareholders through resolution; therefore they should first be approved by the Board and no related party shall vote to approve on such Resolutions.</p> <p>The agenda of the Board meeting at which the resolution is proposed to be moved shall disclose-</p> <ul style="list-style-type: none"> a. the name of the related party and nature of relationship; b. the nature, duration of the contract and particulars of the contract or arrangement; c. the material terms of the contract or arrangement including the value, if any; d. any advance paid or received for the contract or arrangement, if any; e. the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract; f. whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and g. any other information relevant or important for the Board to take a decision on the proposed transaction. h. statement of transactions as per the contracts /arrangements. <p>Where any Director is interested in any contract or arrangement with a related party, such Director should not be present at the meeting during discussions on the agenda item relating to such contract or</p>
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(C) Approval of transactions through shareholders

arrangement.

Except with prior approval of shareholders, the company shall not enter into transaction(s), where the transaction(s) to be entered into:-

a) as contracts or arrangements with respect to Section 188(1)(a) to (e) of the Companies Act, 2013, as amended from time to time, with the criteria as mentioned below –

(i) sale, purchase or supply of any goods or materials, directly or through appointment of agent, amounting to ten per cent or more of the turnover of the company, as mentioned in clause (a) and clause (e) respectively of sub-section (1) of section 188;

(ii) selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent, amounting to ten per cent or more of net worth of the company, as mentioned in clause (b) and clause (e) respectively of sub-section (1) of section 188;

(iii) leasing of property of any kind amounting to ten per cent of the turnover of the company, as mentioned in clause (c) of sub-section (1) of section 188;

(iv) availing or rendering of any services, directly or through appointment of agent, amounting to ten per cent or more of the turnover of the company, as mentioned in clause (d) and clause (e) respectively of sub-section (1) of section 188:

Explanation—It is hereby clarified that the limits specified in sub-clauses (i) to (iv) shall apply for transaction(s) to be entered into either individually or taken together with the previous transactions during a financial year.

(b) is for appointment to any office or place of profit in the company, its subsidiary company or associate company at a monthly remuneration exceeding two and half lakh rupees as mentioned in clause (f) of sub-section (1) of section 188; or

(c) is for remuneration for underwriting the subscription of any securities or derivatives thereof, of the company exceeding one per cent. of the net worth as mentioned in clause (g) of sub-section (1) of section 188.

Explanation- The Turnover or Net Worth referred in the above shall be computed on the basis of the Audited Financial Statement of the preceding Financial year.

The explanatory statement to be annexed to the notice of a general meeting convened pursuant to section 101 shall contain the following particulars namely:-

- a. name of the related party ;
- b. name of the Director or key managerial personnel who is related, if any;
- c. nature of relationship;

	<p>d. nature, material terms, monetary value and particulars of the contract or arrangement;</p> <p>e. a summary of the information provided by the management of the Company to the audit committee for its approval;</p> <p>f. Justification for why the proposed transaction is in the interest of the Company;</p> <p>g. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary following details to be provided:</p> <ol style="list-style-type: none"> i. details of the source of funds in connection with the proposed transaction; ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT. <p>h. a statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be made available through the registered email address of the shareholders.</p> <p>i. Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis any other information relevant or important for the members to take a decision on the proposed resolution.</p> <p>Apart from the above, as per the Listing Regulations all material related party transactions and subsequent material modifications as defined under this policy shall require prior approval of shareholders through resolution, even related party transactions that are in the ordinary course of business and at arm's length would require shareholders' approval by way of a resolution if they are 'material' within the meaning of the Listing Regulations.</p> <p>As per Regulation 23 following transactions are material:</p> <ol style="list-style-type: none"> i) "a transaction with a related party shall be considered material if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the Company as per the last audited
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	<p>financial statements of the Company, whichever is lower.”</p> <p>ii) A transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds five percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.</p> <p>Thus, CFO and CS will keep a track of all the related party transactions done in the financial year and take required shareholder approval well in advance so as to ensure compliance of Listing Regulation on material related party transactions.</p> <p>Prior approval of the shareholders of the Company shall not be required, if: a related party transaction to which the listed subsidiary is a party but the company is not a party, if regulation 23 and sub-regulation (2) of regulation 15 of these regulations are applicable to such listed subsidiary.</p> <p>Explanation: For related party transactions of unlisted subsidiaries of a listed subsidiary as referred above, the prior approval of the shareholders of the listed subsidiary shall suffice.</p> <p>Further that the requirements specified under this sub-regulation shall not apply in respect of a resolution plan approved under section 31 of the Insolvency Code, subject to the event being disclosed to the recognized stock exchanges within one day of the resolution plan being approved.</p> <p>Note:</p> <p>I. Any director who is concerned or interested in any contracts/ transactions with a related party, such Director shall not be present at the Audit Committee / Board Meeting during discussion on the subject matter of the resolution relating to such contract/transactions and shall not be entitled to vote for such item in General Meeting if he is a shareholder of the Company.</p> <p>II. All material related party transactions shall require approval of the shareholders through resolution and no related part shall vote to approve on such resolutions whether the entity is a related party to the particular transaction or not.</p> <p>III. The provisions of sub-regulations (2), (3) and (4) of the Listing Regulations shall not be applicable in the following cases:</p> <p>i. transactions entered into between a holding Company and its wholly own subsidiary whose accounts are consolidated with such holding Company and placed before the shareholders at the General Meeting for approval.</p> <p>ii. transactions entered into between two wholly-owned subsidiaries of the company, whose accounts are consolidated with the company and placed before the shareholders at the general meeting for approval.</p>
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<p><u>Related party transactions details</u></p>	<p>The Finance & Accounts Department shall provide a list of transactions with Related Party on a quarterly basis to the Secretarial Department and Internal Auditor and statutory auditor within 7 days of close of the quarter and the same shall be reviewed by them along with Quarter end balance confirmation/ reconciliation statements and placed before the Audit Committee.</p>
<p><u>Disclosure</u></p>	<ol style="list-style-type: none"> 1. Details of contract(s) or arrangement(s) have to be disclosed in the Board's Report along with the justification as per Form AOC-2. (Place the said form before Audit Committee for its review and then to the Board as part of Directors' report for approval) 2. Company shall keep a register in Form MBP – 4 [Pursuant to Section 189(1) and rule 16(1)] giving the particulars of all contracts or arrangements in such manner and containing particulars and after entering the particulars, the same shall be authenticated by the CFO and the Company Secretary of the Company and thereafter the same shall be placed before the next meeting of the Board and signed by all the directors present at the meeting. 3. Necessary disclosures be made in the Annual Financial Statements as required under Ind AS 24, the Listing Regulations and RBI guidelines. The Annual Report shall contain additional Disclosure as required under part A of Schedule V of the Listing Regulations. Further, as required under para C (10) of Schedule V of the Listing Regulations following disclosures to be also given in 'Report on Corporate Governance' section in Annual Report: <ol style="list-style-type: none"> a. Materially significant related party transactions, which may have potential conflict with the interests of the Company at large. b. Disclosure by the Company and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount'. 4. The following disclosures shall be made in the Compliance Report on Corporate Governance: <ol style="list-style-type: none"> (a) On quarterly basis <ol style="list-style-type: none"> 1) Whether prior approval of Audit Committee obtained 2) Whether shareholders approval obtained for material RPT 3) Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee. (b) On Half Yearly basis <p>The Company shall submit to the stock exchanges disclosures of related party transactions in the format and within the prescribed timelines as specified by SEBI from time to time, and publish the</p>

	<p>same on its website.</p> <p>(c) On Annual basis</p> <ol style="list-style-type: none"> 1) Policy on dealing with related party transactions 2) Prior or Omnibus approval of Audit Committee for all related party transactions 3) Approval for material related party transactions <p>The Company shall disclose the policy on dealing with Related Party Transactions on its website and a web-link thereto shall be provided in the Annual Report.</p>
<u>Records relating to Related Party / Supporting documents</u>	All disclosures, documents, supporting etc. shall be preserved for a period of eight years from the end of the financial year to which it relates and shall be kept in the custody of the Secretary of the Company or any other person authorized by the Board for the purpose.
(a) <u>Rent Agreement</u>	<ol style="list-style-type: none"> I. Copy of draft agreement. II. Quotation from a property dealer/ advisor in the area in which the property is located or a nearby area. III. If quoted prices are substantially lower / higher than existing, to seek second quotation.
(b) <u>Purchase/ sale of property</u>	<ol style="list-style-type: none"> I. Valuation reports from atleast 2 independent valuers to ascertain Fair Market Value. II. Quotations from 2 independent property dealers/brokers. III. Draft copy of agreement to sell/draft of proposed sale deed. IV. Brief terms and conditions and justification of such transaction.
(c) <u>Purchase/sale of material, goods etc.</u>	<ol style="list-style-type: none"> I. Copy of agreements/Purchase Orders/ correspondence exchanged/letters of exchange / bills/ invoices etc. II. Invoices/ bills of similar transactions on same date or nearby date with un-related parties from the seller. III. Quotation from un-related service provider.
(d) <u>Availing/ Rendering Services</u>	<ol style="list-style-type: none"> I. Copy of Agreement/ MOU/ Correspondence etc. II. Supporting justifying the transaction on arm's length basis.
(e) <u>Loans/ Advances given or taken</u>	<ol style="list-style-type: none"> I. Compliance of Section 185 and other applicable provisions of the Companies Act, 2013 and rules thereunder. II. Agreements III. Statutory approvals wherever required. IV. Rate of Interest and justification for the same in view of nearest prevailing G-SEC rate for the term of the Loans/Advances (wherever applicable).
(f) <u>Subscription to shares/ debentures/securities</u>	Valuation Report or documents justifying that subscription is done/received at a rate on which placement has been made/shall be made to an un-related party.
(g) <u>Guarantee/ Securities</u>	<ol style="list-style-type: none"> I. Compliance of Section 185, 186 and other applicable provisions of the Companies Act, 2013 and rules thereunder. II. Agreements. III. Other documents justifying the same.
(h) <u>Other transactions</u>	Agreements or other supporting documents along with proper justification of the transaction being on arm's length basis in the ordinary course of business at a prevailing market rate.

Review of Policy	The policy may be reviewed & updated in accordance with applicable law from time to time.
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