

POLICY ON RELATED PARTY TRANSACTIONS

♣ **Relative means: -**

A person shall be deemed to be the relative of another, if he or she is related to another in the following manner, namely:-

- *Father;*
- *Mother;*
- *Son;*
- *Son's wife;*
- *Daughter;*
- *Daughter's husband;*
- *Brother;*
- *Sister*

♣ **Related party means:-**

- *a director or his relative;*
- *a key managerial personnel or his relative;*
- *a firm, in which a director, manager or his relative is a partner;*
- *a private company in which a director or manager or his relative is a member or director;*
- *a public company in which a director and manager is a director and holds along with his relatives, more than two per cent of its paid-up share capital;*
- *any company which is a holding, subsidiary or an associate company of the company;*
- *a subsidiary of a holding company to which the company is also a subsidiary;*
- *a director [other than an independent director] or key managerial personnel of the holding company or his relative with reference to a company, shall be deemed to be a related party.*

- ♣ *All related party transactions shall require the prior approval of the audit committee and the Board.*
- ♣ *only members of the audit committee, who are independent directors, shall approve related party transactions.*
- ♣ *A transaction with a related party shall be considered material, if the transaction(s) to be entered that a transaction with a related party shall be considered material, if the transaction(s) 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 financial statements, whichever is lower*
- ♣ *All material transactions shall require approval of the shareholders by way of an ordinary resolution.*
- ♣ *No member and promoter of the company shall vote to approve any contract or arrangement which may be entered into by the company if such member is a related party.*

**updated vide Board meeting dated 14th November, 2025.*