

## **Policy on Related Party Transactions**

The Company shall not enter into contracts or arrangement with a related party without the approval of the Audit Committee. For administrative convenience, the Audit Committee would provide omnibus approval annually for estimated value of transactions with each specified related party. On a quarterly basis, the Audit Committee shall review transactions with related parties vis-à-vis omnibus approval provided earlier; and consider approval. Contract or arrangement with wholly owned subsidiaries are exempt from Audit Committee approval if the same are in ordinary course of business and at arm's length.

Audit Committee may grant omnibus approval for any transaction individually or taken together with previous transaction(s) during a financial year not exceeding ten percent of the annual consolidated turnover of the company as per the last audited financial statements.

In the event such contract or arrangement 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 rules framed there under and obtain approval of the Board or its shareholders, as applicable, for such contract or arrangement. 'Arm's length transaction' has been defined to mean a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.

All transactions involving transfer of resources, services or obligations between a company and a related party, regardless of whether a price is charged or not, are considered related party transactions as per SEBI. All 'material' related party transactions will be placed for the approval of the shareholders of the Company. A transaction with the related party shall be considered 'material' if the transaction/ transactions to be entered into, either individually or taken together with previous transactions with such related party during financial year, exceeds ten percent of consolidated turnover as per last audited financial statements of the company. Transactions 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 individually or taken together with previous transactions during a financial year, exceed five percent of the annual consolidated turnover of the

company as per the last audited financial statements. Transactions with wholly owned subsidiaries are exempt for approval of shareholders

Company shall not give any loan/advance/guarantee directly or indirectly to any director, director of holding company, or any partner or relative of any such director and any body corporate in which he or his relatives are interested subject to conditions laid down by Companies Act 2013 and rules framed there under. Company shall not directly or indirectly give loan or give any guarantee or security in connection with loan to any person or body corporate exceeding prescribed limits. However, such restrictions would not apply to transactions with wholly owned subsidiaries.

Contracts or arrangements approved not in the ordinary course of business or at arm's length shall be disclosed in the Board's report along with justification for entering into such contract or arrangement. Company shall maintain a register of such contracts and also disclose transactions with related parties in its annual report and material related party transactions in corporate governance report.