

Policy on Related Party Transactions

The Company shall not enter into contracts or arrangement with a related party without the prior approval of the Audit Committee. All subsequent material modification to such contracts or arrangement shall also require prior 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 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. On a quarterly basis, the Audit Committee shall review transactions conducted with related parties under the contracts or arrangements including modifications to existing contracts or arrangements, if any, with related parties vis-à-vis omnibus approval provided earlier; and consider approval.

Audit Committee shall also approve material transaction between subsidiary of entity and its related party or subsidiary of related party or any person/entity, if the purpose and effect of such transaction would benefit related party of the entity or any of its subsidiary, provided such transaction individually or taken together with previous transactions during the financial year exceeds ten percent of the annual consolidated turnover as per last audited financial statements. (Ten percent of standalone turnover of subsidiary with effect from 1st April 2023)

All 'material' related party transactions and subsequent material modification to such transaction 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, either individually or taken together with previous transactions with such related party during financial year, exceeds ten percent of annual consolidated turnover as per last audited financial statements of the company or rupees one thousand crore, whichever is lower.

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.

Change in scope of contract due to addition/reduction of distinct goods or services, resulting in an increase/decrease in the value of contract by 25% of annualized contract value or rupees ten crore whichever is higher will be considered as material modification

Transactions with wholly owned subsidiaries and between wholly owned subsidiaries are exempt for all approvals provided they are in ordinary course of business and at arm's length.

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 or any of its subsidiary and a related party or any of its subsidiary or any other person/entity the purpose and effect of which would benefit, related party or any of its subsidiary regardless of whether a price is charged or not, are considered related party transactions as per SEBI.

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 anybody 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 such contract or arrangement. Company shall maintain a register of such contracts and disclose transactions with related parties in its annual report and material related party transactions in corporate governance report.

Policy updated on 12th January 2022