



POLICY ON RELATED PARTY TRANSACTIONS

Approved by Board of Directors at its meeting held on 30th July, 2014, on the recommendation of Audit Committee modified on 27th January, 2016, 2nd August, 2016 and 31st October, 2018.

<p><u>Preamble</u></p>	<p>The Board has adopted the policy for Related Party Transactions upon the recommendation of Audit Committee (in compliance with the requirements of the Companies Act, 2013 and Rules made thereunder, in terms of Ind AS- 24 and any subsequent amendments thereto), in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), RBI guidelines and other applicable SEBI Regulations etc., undertaken by the Company directly or through its subsidiaries, 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> <ul style="list-style-type: none"> (a) Board of Directors & their Relatives; (b) Key Managerial Personnel (KMP) of the Company & their Relatives; and (c) Related Parties, as defined hereinafter.
<p>Definitions</p>	
<p>(a) “Key Managerial Personnel”</p> <p>As per Section 2(51) of the Act.</p>	<p>“Key Managerial Personnel” includes</p> <ol style="list-style-type: none"> 1. The Chief Executive Officer or the Managing Director or the Manager (as defined in Section 2(53) of the Companies Act, 2013); 2. the Company Secretary; 3. the Whole-time Director; 4. the Chief Financial Officer 5. 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>“Key Managerial Personnel”</p> <p>As per Ind AS</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>(c) “Relative”</p> <p>As per Section 2(77) of the Act and Rule 4 of Companies</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



<p>(specification of definitions details) Rules, 2014.</p>	<p>2. Spouse 3. Father: Provided that the term "Father" includes step-father. 4. Mother: Provided that the term "Mother" includes the step-mother. 5.Son: Provided that the term "Son" includes the 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>
<p>(d)"Close members of the family" As per Ind AS</p>	<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> <p>(a) that person's children, spouse or domestic partner, brother, sister, father and mother;</p> <p>(b) children of that person's spouse or domestic partner; and</p> <p>(c) dependants of that person or that person's spouse or domestic partner.</p>
<p>(e) "Office or place of profit" As per Section 188 of the Act.</p>	<p>Related Party's appointment to any office or place of profit in the Company, its subsidiary Company or Associate Company</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>(e) “Arm’s length transaction” As per 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>(f) “Associate Company” As per Section 2(6) of the Act. As per Ind AS</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>g) “ Material Related Party Transaction” The Listing Regulations</p>	<p>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 ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.</p> <p>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, exceeds two percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company with effect from 1st April, 2019.</p>
<p>(h) “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> <p>(a) short-term employee benefits, such as wages, salaries and social security contributions, paid annual leave and paid sick</p>



	<p>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 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</p> <p>(e) share-based payment.</p>
<p><u>(i) "Control"</u> <u>As per Ind AS</u></p>	Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.
<p><u>(j) "Joint control"</u> <u>As per Ind AS</u></p>	Joint control is the contractually agreed sharing of control over an economic activity.
<p><u>(k) "Significant influence"</u> <u>As per Ind AS</u></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><u>(l) "Investment entity"</u> <u>As per 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 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>Related Parties</u> 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</p>



<p>The Listing Regulations</p>	<p>relative is a member or director;</p> <p>(vi) a public company in which a director or manager is a director and holds with his relatives, more than two per cent of its paid-up share capital;</p> <p>(vii) any body 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:</p> <p>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) any body corporate which is—</p> <p>(A) a holding, subsidiary or an associate company of such company;</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 venture 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>Under Regulation 2, an entity shall be considered as related to the 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. any person or entity belonging to the promoter or promoter group of the listed entity and holding 20% or more of shareholding in the listed entity shall also be a related party. 3. such entity is a related party under the applicable accounting standards (given below).
<p><u>Ind AS 24</u></p>	<p>Applicable for listed companies and for disclosures under the Standard</p> <p>A related party is a person or entity that is related to the entity</p>



	<p>that is preparing its financial statements (in this Standard referred to as the 'reporting entity').</p> <p>(a) A person or a close member of that person's family is related to a reporting entity if that person:</p> <ul 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. <p>(b) An entity is related to a reporting entity if any of the following conditions applies:</p> <ul 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, provides key management personnel services to the reporting entity or to the parent of the reporting entity.
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<u>Details required for ascertaining related party</u>	The following details shall be required:
	<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 any body 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: Provided that nothing in point no.8 & 9 shall apply to the advice, directions or instructions given in a professional capacity.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.11. Persons/entities identified under Ind AS 24



<u>Type of Transactions covered</u>	
	<p>a) Under Section 188 of the Companies Act, 2013 , following transactions will be covered -</p> <ol style="list-style-type: none">1. Sale, purchase or supply of any goods or materials;2. selling or otherwise disposing of, or buying, property of any kind;3. leasing of property of any kind;4. availing or rendering of any services;5. appointment of any agent for purchase or sale of goods, materials, services or property etc.6. such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company;7. underwriting the subscription of any securities or derivatives thereof, of the company. <p>b) Under Regulation 2 of the Listing Regulations, following shall be covered -</p> <p>Transfer of resources, services or obligations between the Company and a related party, regardless of whether a price is charged.</p> <p>A transaction with a related party shall be construed to include single transaction or a group of transactions in a contract.</p> <p>A transaction of the Company with any person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the Company.</p> <p>c) Under Indian Accounting Standard (Ind AS) 24, 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. Following transactions will be covered if these are with related parties -</p> <ol style="list-style-type: none">(a) purchases or sales of goods (finished or unfinished);



	<ul style="list-style-type: none">(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 contracts¹ (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.
<u>Process for ascertaining related party</u>	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.
<u>Circulating of above list of related parties</u>	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.
<u>Procedure of seeking approval</u>	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 in an ordinary course of business at prevailing market rate. Based on this note, Company Secretary will appropriately take it



	<p>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>
<p><u>Approval of transactions</u></p> <p>(A) <u>Approval of transactions through Audit Committee</u></p>	<p>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> <p>Prior approval of Audit Committee for all Related Party Transactions. However, the 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 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> <ol style="list-style-type: none">a. name of the related parties;b. nature and duration of the transaction;c. maximum amount of transaction that can be entered into;d. the indicative base price or current contracted price and the formula for variation in the price, if any; ande. any other information relevant or important for the Audit Committee to take a decision on the proposed transaction: <p>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.</p> <p>Omnibus approval shall be valid for a period not exceeding one financial year and shall require fresh</p>



	<p style="text-align: center;">approval after the expiry of such financial year.</p> <p>All transactions entered into above omnibus approval, be put up to the Audit Committee on quarterly basis for its review.</p> <p>In case of non-repetitive transactions, the agenda of the Audit Committee at which the item 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; andg. any other information relevant or important for the Audit Committee to take a decision on the proposed transaction.h. Statement of transactions as per the contracts/arrangements. <p>The MD and ED & 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>
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(B) Approval of transactions through Board of Directors

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.

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.

The agenda of the Board meeting at which the resolution is proposed to be moved shall disclose-

- (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.

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 arrangement.

Except with prior approval of shareholders, the company shall not enter into transaction(s), where the transaction(s) to be entered into as contracts of arrangements with respect to Section

(C) Approval of transactions through shareholders



	<p>188(1)(a) to (e) of the Companies Act, 2013, with the criteria as mentioned below –</p> <p>(i) sale, purchase or supply of any goods or materials, directly or through appointment of agent, exceeding ten per cent. of the turnover of the company or rupees one hundred crore, whichever is lower, as mentioned in clause (a) and clause (e) respectively of sub-section (1) of section 188;</p> <p>(ii) selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent, exceeding ten per cent. of net worth of the company or rupees one hundred crore, whichever is lower, as mentioned in clause (b) and clause (e) respectively of sub-section (1) of section 188;</p> <p>(iii) leasing of property of any kind exceeding ten per cent. of the net worth of the company or ten per cent. of turnover of the company or rupees one hundred crore, whichever is lower, as mentioned in clause (c) of sub-section (1) of section 188;</p> <p>(iv) availing or rendering of any services, directly or through appointment of agent, exceeding ten per cent. of the turnover of the company or rupees fifty crore, whichever is lower, as mentioned in clause (d) and clause (e) respectively of sub-section (1) of section 188:</p> <p>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.</p> <p>(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</p> <p>(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.</p> <p>Explanation.- The Turnover or Net Worth referred in the above sub-rules shall be computed on the basis of the Audited Financial Statement of the preceding Financial year.</p> <p>The explanatory statement to be annexed to the notice of a</p>
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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;
- (d) nature, material terms, monetary value and particulars of the contract or arrangement;
- (e) any other information relevant or important for the members to take a decision on the proposed resolution.

Apart from the above, 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. As per Regulation 23 following transactions are material:

1. "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 ten percent of the annual consolidated turnover as per the last audited financial statements of the Company."
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, exceeds two percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company with effect from 1st April, 2019..

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 the Listing Regulations on material related party transactions.



	<p>Note:</p> <ol style="list-style-type: none">1. 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.2. 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.3. The provisions of sub-regulations (2), (3) and (4) of the Listing Regulations shall not be applicable in case 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><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.



	<p>3. Necessary disclosures be made in the Annual Financial Statements as required under IndAS 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 disclosures on materially significant related party transactions, which may have potential conflict with the interests of the Company at large, be also given in 'Report on Corporate Governance' section in Annual Report</p> <p>4 The following disclosures shall be made in the Compliance Report on Corporate Governance:</p> <p>(a) On quarterly basis</p> <ol style="list-style-type: none">1) Whether prior approval of Audit Committee obtained2) Whether shareholders approval obtained for material RPT3) Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee. <p>(b) On Half Yearly basis</p> <p>The Company shall submit within 30 days of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis, in the format prescribed in the relevant accounting standards for annual results, to the stock exchanges and publish the same on its website in accordance with the regulatory framework as amended from time to time.</p> <p>(c) On Annual basis</p> <ol style="list-style-type: none">1) Policy on dealing with related party transactions2) Prior or Omnibus approval of Audit Committee for all related party transactions3) Approval for material related party transactions <p>h. The Company shall disclose the policy on dealing with Related Party Transactions on its website and a weblink thereto shall be provided in the Annual Report.</p>
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<u>Records relating to Related Party / Supporting documents</u>	All disclosures, documents, supporting etc shall be preserved for a period 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>	(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>	(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.
€ <u>Purchase/sale of material, goods etc.</u>	(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>	(i) Copy of Agreement/ MOU/ Correspondence etc. (ii) Supporting justifying the transaction on arms length basis.
(e)<u>Loans/ Advances given or taken</u>	(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>	(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 Related Party Transaction Policy	The Policy shall be reviewed atleast once in every three years and updated accordingly.