

POLICY ON RELATED PARTY TRANSACTIONS

(Policy on materiality of Related Party Transactions and on dealing with Related Party Transactions)

1. PREAMBLE

- 1.1 GARWARE MARINE INDUSTRIES LIMITED (herein referred to as the “Company”) recognizes that Related Party Transactions (as defined below) can present a risk of actual or potential conflict of interest and may raise questions about whether such transactions are consistent with the Company’s and its stakeholders’ best interests.
- 1.2 This Policy on Related Party Transactions (also known as Policy on materiality of Related Party Transactions) and on dealing with Related Party Transactions (herein referred to as this “Policy”) has been adopted by the Board of Directors of the Company, in order to set forth the procedures under which such transactions are to be carried on.
- 1.3 Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (herein referred to as the “SEBI Listing Regulations”) mandates formulation of a Policy on Materiality of transactions with Related Parties and dealing with Related Party Transactions. As part of its corporate governance practices, the Board of the Company has adopted this Policy with regard to Related Party Transactions.
- 1.4 The policy shall come into effect from the date of approval of the Board of Directors¹.

2. PURPOSE

- 2.1 This Policy is intended to ensure systematic identification, approval and / or reporting of transactions, as applicable, between the Company and any of its Related Parties in the best interest of the Company and its stakeholders.
- 2.2 This Policy shall supplement Company’s other policies/ procedures/ practices/ Delegation of Powers etc. which require approval of the Transactions/ Contracts/ Arrangement in specified manner and by specified authority. If there are more than one set of requirements due to application of multiple laws and regulations, the endeavor will be based on the compliance principle which would meet the higher governance standards.
- 2.3 All Related Party Transactions/ contracts/ arrangements shall be in compliance with the provisions of the Companies Act, 2013, SEBI Listing Regulations and applicable accounting standards, as amended from time to time.

3. DEFINITIONS

- 3.1. “Act” means the Companies Act, 2013 and the rules framed thereunder, including any modifications, amendments, clarifications, circulars thereof.
- 3.2. “Arm’s Length Basis” in pursuance of Explanation (b) to section 188 (1) of the Act, means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest. For determination of Arm’s Length Basis, guidance may be taken from provisions of Transfer Pricing under Income Tax Act, 1961.

1. The Policy was last amended by the Board of Directors on 04th February, 2025.

3.3. “Associate” means any which is an associate under section 2(6) of the Act or under the applicable accounting standards.

3.4. “Key Managerial Personnel” or “KMP”, as provided in section 2(51) of the Act, in relation to the Company are:

- (a) Chairman
- (b) Managing Director;
- (b) All Functional Directors;
- (c) Chief Financial Officer; &
- (d) Company Secretary.

3.5 “Material Related Party Transaction” in pursuance of:

(a) Section 188(1) of the Act read with the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, means:

Sr. No.	Transaction or contract or arrangements for	Threshold Limits
i	Sale, purchases or supply of any goods or materials, directly or through appointment of agent.	10% or more of turnover of the Company.
ii	Selling or otherwise disposing of, or buying property of any kind, directly or through appointment of agent.	10% or more of net worth of the Company
iii	Leasing of property of any kind.	10% or more of Turnover of the Company
iv	Availing or rendering of any services, directly or through appointment of agent.	10% or more of Turnover of the Company
v	For appointment to any Office or place of profit in the Company, its subsidiary or associate company.	10% or more of Turnover of the Company.
vi	Remuneration for Underwriting the subscription of any securities or derivatives thereof, of the Company.	For amount exceeding 1% of net worth of the Company.

Explanation:

i. The limits specified in clause (i) to (iv) above shall apply for the transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year.

ii. The Turnover or Net worth shall be computed on the basis of the Audited Financial Statements of the preceding financial year.

(b) In terms of Regulation 23 of the SEBI Listing Regulations, ‘Material Related Party Transactions’ means a transaction with a Related Party, where 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 percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower. Further, 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 percent of the annual consolidated turnover as per the last audited financial statements of the Company.

3.6 **“Office or place of profit”** means any office or place:

- 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;
- 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.

3.7 **“Ordinary Course of Business”** shall cover all the usual transactions, customs and practices of the Company and / or its line of business.

3.8 **“Related Party”** means a related party as defined under:

- (a) Section 2(76) of the Act;
- (b) Regulation 2(zb) of SEBI Listing Regulations
- (c) Indian Accounting Standard (Ind-AS) 24 as notified by the Central Government.

Provided that:

- a) any person or entity forming a part of the promoter or promoter group of the listed entity; or
- b) any person or any entity, holding equity shares:
 - (i) of twenty per cent or more; or
 - (ii) of ten per cent or more, with effect from 01 April, 2023;

in the Company either directly or on a beneficial interest basis as provided under section 89 of the Companies Act, 2013, at any time, during the immediately preceding financial year, shall deemed to be a related party”.

“Related Party”, as per section 2(76) of the Act, in relation to the Company, are as follows:

- (i) a director or his relative;
- (ii) a key managerial personnel (KMP) or his relative;
- (iii) a firm, in which a director, manager or his relative is a partner;
- (iv) a private company in which a director or manager or his relative is a member or director;
- (v) 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;
- (vi) 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;
- (vii) any person on whose advice, directions or instructions a director or manager is accustomed to act: Provided that nothing in (vi) and (vii) above shall apply to the advice, directions or instructions given in a professional capacity;
- (viii) any body corporate which is:

- A. a holding, subsidiary or an associate company of the Company;
- B. a subsidiary of a holding company to which it is also a subsidiary;
- C. an investing company or the venturer of the Company.

Explanation: An investing company or the venturer of the company means a body corporate whose investment in the company would result in the company becoming an associate company of the body corporate.

- (ix) director (other than an independent director) or KMP of the holding company or his relative; or
- (x) such other persons as may be prescribed.

“Related Party” in pursuance of Ind-AS 24, is a person or entity that is related to the entity that is preparing its financial statements (referred to as ‘reporting entity’):

- (a) A person or a close member of that person’s family is related to a reporting entity if that person:
 - (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:
 - (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) (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.

The following will not be considered as RPTs and hence, will not require approvals and disclosures under SEBI LODR: — (added as per latest amendment passed on 17th Dec., 2024)

- Corporate Actions (viz. dividend, rights, buy-back, etc.) by subsidiaries of a listed entity and corporate actions received by the listed entity or its subsidiaries which are uniformly applicable to all shareholders in proportion to their shareholding.

- Retail purchases from any listed entity or its subsidiary by its directors/ employees, without establishing a business relationship and at the terms which are uniformly applicable to all directors and employees.

Remuneration and sitting fees (Exemptions):

Remuneration and sitting fees paid by listed entity or its subsidiary to its directors, KMPs or senior management (excluding promoters/promoter group) is now exempt from the requirement of prior approval of audit committee provided the transaction is not material. Further, no disclosure is required to be made to the stock exchanges for the same.

3.9 **“Relative”** means relative as defined under sub-section (77) of section 2 of the Companies Act, 2013 and rules prescribed there under;

3.10 **“Related Party Transactions” or “RPT”** means all transactions between the Company on one hand and one or more Related Party(ies) on the other hand including contracts, arrangements and transactions as envisaged in Section 188(1) of the Companies Act, 2013 and/or Regulation 2(1) (zc) of the SEBI Listing Regulations, which is as under:

Transaction involving transfer of resources, services or obligations between

- (i) a company or any of its subsidiaries on one hand and a related party of the company or any of its subsidiaries on the other hand; or
- (ii) a company 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 Company or any of its subsidiaries, with effect from April 1, 2023;

regardless of whether a price is charged and a ‘transaction’ with a related party shall be construed to include single transaction or a group of transactions in a contract:

Provided that **the following actions shall not be treated as related party transaction:**

- a) the issue of specified securities on a preferential basis, subject to the compliance of the requirement under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- b) the following corporate action by the company which are uniformly applicable/offered to all shareholders in proportion to their shareholding:
 - i. payment of dividend;
 - ii. subdivision or consolidation of securities;
 - iii. issuance of securities by way of rights issue or a bonus issue; and
 - iv. buy-back of securities.
- b) issuance of securities by way of rights issue or a bonus issue; and iv. buy-back of securities.

4. IDENTIFICATION OF POTENTIAL RELATED PARTY TRANSACTION

4.1. Every Director and KMP shall disclose to the Board, the names of his / her relatives and the names of the firms / companies / body corporates in which he /she is interested. The Board shall record the disclosure of interest. The Company Secretary shall, at the earliest, inform the Finance Department, the details of disclosures made by the Directors

/ KMPs so that the same may be entered into the system to identify RPTs as and when they occur.

- 4.2. The Company will identify the potential transactions with the related parties. These Related Party Transactions will be categorized as those requiring
- a) prior approval,
 - b) omnibus approval based on the criteria laid down in Para 6.1(b) below, in consultation with the Finance Department.
- 4.3 The Finance Department will obtain and forward to the Company Secretary, the details of Related Party Transactions to be placed before the Audit Committee / Board duly indicating the appropriate authority for granting approval, namely, Audit Committee / Board of Directors / Shareholders.

5. ASCERTAINMENT OF RPTS ON ARM'S LENGTH BASIS

- 5.1 The Finance Department shall examine the documents / information with regard to the RPT before forming an opinion / arriving at a conclusion that the concerned transaction is on Arm's Length Basis. In particular, any or all of the following may be examined:
- (a) Whether the purported transaction between two related parties pursuant to an agreement / memorandum of understanding is in accordance with the directives / approval of the Government.
 - (b) Whether the terms of the transaction are in the ordinary course of business
 - (c) How the consideration price has been arrived?
 - (d) Whether it is comparable with internal and external industry benchmarks.
 - (e) Any other relevant documents / information which supports the contention that the transaction is on arm's length basis.

6. REVIEW AND APPROVAL OF RELATED PARTY TRANSACTIONS

6.1. Audit Committee

- (a) All Related Party Transactions including subsequent material modifications, if any shall be normally entered into with the prior approval of the Audit Committee. Such RPTs shall be placed before the Audit Committee, accompanied with the Management's justification for the entering into the same alongwith all relevant information as prescribed in clause 7 below. Before approving such transactions, the Audit Committee will look into the interest of the Company and its stakeholders in carrying out the transactions and the benefits of the same. The Audit Committee may, thereupon, approve, reject or approve subject to modifications, such RPTs, in accordance with this Policy and / or recommend the same to the Board for approval. It is pertinent to note that only those members of the audit committee, who are independent directors, shall approve related party transactions.

Provided further that:

- (i) the audit committee shall define "material modifications" and disclose it as part of this policy and on dealing with related party transactions;
- (ii) a related party transaction to which the subsidiary of a 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 consolidated turnover, as per the last audited financial statements of the Company;

- (iii) a related party transaction to which the subsidiary of a 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 with effect from 01 April, 2023;
- (iv) prior approval of the audit committee of the Company shall not be required for a related party transaction to which the listed subsidiary is party but the company is not a party, if regulation 23 and 15(2) of SEBI Listing Regulation, 2015 are applicable to such listed subsidiary.

Explanation: For related party transactions of unlisted subsidiaries of the listed subsidiary as referred to in (iv) above, the prior approval of audit committee of the listed subsidiary shall suffice.”

(b) Omnibus approval by the Audit Committee

The Audit Committee may grant omnibus approval for Related Party Transactions likely to be entered into during the next financial year by the Company subject to the following conditions:

- (i) Maximum value of the transactions, in aggregate, which can be allowed under the omnibus approval route in a year;
- (ii) The maximum value per transaction which can be allowed;
- (iii) Extent and manner of disclosures to be made to the Audit Committee at the time of seeking omnibus approval, such as:
 - A. Name(s) of the Related Parties,
 - B. Nature and duration of the transaction,
 - C. Brief description of the items,
 - D. Maximum estimated amount of transactions that is expected to be entered into,
 - E. the indicative base price or current contracted price and the formula for variation in the price, if any,
 - F. Basis of Price Determination,
 - G. Whether at Arm’s Length Basis and in the Ordinary Course of Business,
 - H. any other information relevant or important for the Audit Committee to take a decision on the proposed transactions, keeping in view, the omnibus approval, in aggregate granted so far / utilized during the financial year.
- (iv) Review, at least on a quarterly basis, the details of Related Party Transactions entered into by the Company pursuant to each of the omnibus approval given;
- (v) The Audit Committee shall satisfy itself on the justification for need of omnibus approval, for transactions of repetitive nature and that such approval is in the interest of the Company.
- (vi) Where the need for related party transaction cannot be foreseen and aforesaid details are not available, the Audit Committee may make omnibus approval for such transactions subject to their value not exceeding `1 crore per transaction.
- (vii) The omnibus approval granted shall be valid for a period not exceeding one financial year and shall require fresh approval on the expiry of such financial year.
- (viii) Transactions which cannot be subject to the omnibus approval by the Audit Committee, such as:
 - A. Transactions which are non-repetitive in nature
 - B. Transactions in respect of selling and disposing of the undertaking of the company.
 - C. Any other statutory restrictions imposed from time to time.

- (ix) Any other criteria (not included above) required to be complied with from time to time as per statutory rules and regulations.
- (c) The audit committee shall also review the status of long-term (more than one year) or recurring RPTs on an annual basis.

Latest amendment passed on 17th dec, 2024.

- For RPTs entered into by subsidiaries where listed entity is not a party (see note below), omnibus approval of audit committee can be taken in line with omnibus approval undertaken by the listed entity.
- Audit committee need to set criteria for granting the omnibus approval.
- In addition to existing requirement of review of RPTs entered into by the listed entity on a quarterly basis, audit committee shall also review the RPTs of subsidiaries that were approved under omnibus route.
- Omnibus approval of audit committee of listed entity can be taken for unforeseen RPTs of subsidiaries (where listed entity is not a party).

Note: As per SEBI LODR Regulations, for RPTs entered into by subsidiaries of listed entity, where listed entity is not a party, approval of audit committee of listed entity is required if the transaction (whether entered into individually or taken together with previous transactions during a financial year) exceeds 10% of standalone turnover of the subsidiary (as per the last audited financial statements of the subsidiary).

6.2 Board of Directors

- (a) All Related Party Transactions and subsequent material modifications, if any specified under section 188(1) of the Act shall be subject to prior approval of the Board of Directors through the Audit Committee, by way of resolutions passed at Board Meetings, unless the transactions are entered into:
 - I. In the Ordinary Course of Business; &
 - II. Are conducted on Arm's Length Basis.
- (b) In addition, if the Audit Committee determines that a Related Party Transaction should be brought before the Board, or if the Board in any case decides to review any such matter or it is mandatory under any law for the Board to approve the Related Party Transaction, then the Board shall consider and approve such Related Party Transaction(s).
- (c) All criteria contained in Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 in relation to the contents of the Board agenda for approval of such RPTs must be complied with.
- (d) Every Director / KMP of the Company, who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into shall disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in or exercise influence over any such meeting.
- (e) Where any Director / KMP, who is not so concerned or interested at the time of entering into such contract or arrangement, he shall, if he becomes

concerned or interested after the contract or arrangement is entered into, shall disclose his concern or interest forthwith when he becomes concerned or interested or at the first meeting of the Board held after he/she becomes so concerned or interested.

- (f) Every contract or arrangement entered into with a Related Party under section 188(1) of the Act shall be referred to in the Board's report to the shareholders along with the justification for entering into such contract or arrangement.

- **Post facto ratification of RPTs (vide latest amendments passed on 17th December, 2024.)**

In case if RPT is not approved (prior / omnibus) by the audit committee, then the audit committee can ratify RPTs within 3 months from entering into the transaction (or) in the immediate next meeting, whichever is earlier, provided the value of the RPTs is less than Rs. 1 crore in a financial year, the RPT is not-material in nature and subject to fulfilment of specified conditions. In case RPT is not ratified, then such transaction will be voidable at the option of the audit committee and if the transaction is with a related party to any director, or is authorised by any other director, the director concerned shall indemnify the listed entity against any loss incurred by it.

6.3 Shareholders

- (a) All Material Related Party Transactions and subsequent material modifications, if any as defined by the Audit Committee in clause 6.1 (a)(i) shall require prior approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.
- (b) The prior approval of the shareholders of the company shall not be required for a related party transaction to which listed subsidiary is party but the company is not a party, if regulation 23 and 15(2) of SEBI Listing Regulations, 2015 are applicable to such listed subsidiary.

Explanation: For related party transactions of unlisted subsidiaries of the listed subsidiary as referred above, the prior approval of audit committee of the listed subsidiary shall suffice."

- (c) The requirements specified under this clause 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.
- (d) The notice being sent to the shareholders seeking approval for any proposed RPT shall, in addition to the requirements under the Companies Act, 2013, include the following information as a part of the explanatory statement:
 - (i) A summary of the information provided by the management of the Company to the audit committee as specified in clause 7.1 below;
 - (ii) Justification for why the proposed transaction is in the interest of the Company;

- (iii) Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary, the details specified under point 7.1(f) below;
 - (iv) 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;
 - (v) Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;
 - (vi) Any other information that may be relevant.
- (e) An approval mechanism of the Related Party Transactions has been given as Annexure I of this Policy.

6.4 Exemptions

- (a) No resolution (either Board or shareholders) is required to be passed in respect of a transaction entered into by the Company with another Government Company.
- (b) Transactions entered into between a company and its wholly owned subsidiary whose accounts are consolidated with the company and placed before the shareholders at the general meeting of the company, for approval.
- (c) 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.

7. STANDARDS FOR REVIEW OF RPT

7.1 The Audit Committee while approving and the Board while approving / ratifying a Related Party Transaction shall review and consider the following, in accordance with the standards set forth in this Policy after full disclosure of the Related Party's interests in the transaction:

- (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 (particular tenure shall be specified);
- (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 or its subsidiary:
 - (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,
 - 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) whether the RPT was undertaken in the Ordinary Course of Business;
- (h) whether the transaction with the Related Party is proposed to be, or was, entered on at Arms' Length Basis;
- (i) Justification as to why the RPT is in the interest of the Company;
- (j) A copy of the valuation or other external party report, if any such report has been relied upon;
- (k) Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;
- (l) Whether the Company was notified about the RPT before its commencement and if not, why pre-approval was not sought for and whether subsequent ratification would be detrimental to the Company;
- (m) Whether the RPT would present an improper conflict of interest, as per provisions of law, for any director or KMP, taking into account the size of the transaction, the overall financial position of the Related Party, the direct or indirect nature of the Related Party's interest in the transaction and the ongoing nature of any proposed relationship and any other factors the Audit Committee / the Board deems relevant and appropriate;
- (n) required statutory and public disclosure, if any; and
- (o) any other relevant information regarding the RPT or the Related Party in the context of the proposed transaction that would be material to the Audit Committee / Board / shareholders, as applicable, in light of the circumstances of the particular transaction.

8. RATIFICATION OF RELATED PARTY TRANSACTIONS

- 8.1 If prior approval of the Audit Committee / Board / shareholders for entering into a Related Party Transaction is not feasible owing to paucity of time and also other administrative inconvenience, then such Related Party Transactions shall be recommended by the Audit Committee for ratification to the Board and/or shareholders within 3 months of entering into the Related Party Transaction.
- 8.2 Where a RPT has been entered into by the Company without disclosure or with participation by a Director / Key Managerial Personnel who is concerned or interested in any way, directly or indirectly, in the contract or arrangement, and if it is not ratified by the Board or, as the case may be, by the shareholders of the Company at a meeting within three months from the date on which such contract or arrangement was entered into, the same shall be voidable at the option of the Board, or as the case may be, of the shareholders Company.
- 8.3 In any case, where either the Audit Committee / Board / shareholders determines not to ratify a Related Party Transaction that has been commenced without prior approval, the Audit Committee, Board and/or shareholders, as appropriate, may direct additional actions including, but not limited to, immediate discontinuation of the transaction, or modification of the transaction to make it acceptable for ratification. If the contract or arrangement is with a Related Party to any director, or is authorised by any other director, the directors concerned shall indemnify the Company against any loss incurred by it.

- 8.4 The Company may proceed against a director or any other employee who had entered into such contract or arrangement in contravention of this Policy for recovery of any loss sustained by it as a result of such contract or arrangement and shall take any such action, it deems appropriate.
- 8.5 In the event the Company becomes aware of a Related Party Transaction with a Related Party that has not been approved under this Policy prior to its consummation, the matter shall be reviewed by the Audit Committee who shall examine the facts and circumstances pertaining to the failure of reporting such Related Party Transaction to the Audit Committee under this Policy, and shall take any such action it deems appropriate.
- 8.6 In connection with any review of a Related Party Transaction, the Audit Committee has authority to modify or waive any procedural requirements of this Policy.

9. RECORDS / SUPPORTING DOCUMENTS REQUIRED FOR ESTABLISHING THE ORDINARY COURSE OF BUSINESS AND ARM'S LENGTH BASIS OF A TRANSACTION WITH A RELATED PARTY.

- 9.1 Purchase / sale of material, goods etc.
- (a) Copy of agreements / purchase orders / correspondence exchanged / letters of exchange / bills / invoices etc.
 - (b) Invoices / bills of similar transactions on same date or nearby date with un-related parties from the seller.
 - (c) Quotation from un-related service provider.
 - (d) Sale of Company's finished product / services / others including scrap sale at rates or charges are determined by competitive bids / fixed by Government.
 - (e) Purchase of product / availing of services at rates or charges determined by competitive bids.
- 9.2 Purchase / sale of property
- (a) Valuation reports from independent valuers to ascertain Fair Market Value.
 - (b) Quotations from independent property dealers / brokers.
 - (c) Draft copy of agreement to sell / draft of proposed sale deed.
 - (d) Brief terms and conditions and justification of such transaction.
- 9.3 Availing / Rendering Services
- (a) Copy of agreement / memorandum of understanding / correspondence etc.
 - (b) Supporting documents justifying the transaction on arm's length basis.
- 9.4 Loans/ Advances given or taken
- (a) Compliance of Section 185, 186 and other applicable provisions of the Companies Act, 2013 and rules there under.
 - (b) Statutory approvals wherever required.
 - (c) 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).
- 9.5 Guarantee / Securities

- (a) Compliance of Section 185, 186 and other applicable provisions of the Companies Act, 2013 and rules there under.
- (b) Other documents justifying the same.

9.6 Subscription to shares / debentures / securities

- (a) Valuation report or documents justifying that subscription is done / received at a rate on which placement has been made / shall be made to an unrelated party.

9.7 Rent Agreement

- (a) Copy of draft agreement.
- (b) Quotation from a property dealer / advisor in the area in which the property is located or a nearby area.
- (c) If quoted prices are substantially lower / higher than existing, to seek second quotation.
- (d) Lease rent receipt / payment at market rate / municipal / local body board standard rate or fixed by any other Government authority.

9.8 Other transactions

- (a) 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.

(Note: The aforesaid Records / Supporting documents are indicative and not exhaustive in nature. The nature of documents/ records varies from transaction to transaction.)

10. Registers & Disclosures

- 10.1. The Company Secretary of the Company shall maintain a register, either physically or electronically, as prescribed in the Act, giving details of all contracts or arrangements to which this Policy applies.
- 10.2. Every Director or Key Managerial Personnel shall, within a period of thirty days of his appointment, or relinquishment of his office in other companies, as the case may be, disclose to the Company, particulars relating to his / her concern or interest in the other associations which are required to be included in the register maintained.
- 10.3. The Company and its subsidiaries if any, shall disclose in Annual report under Corporate Governance Report section 'Loans and advances' in the nature of loan to firms/ companies in which directors are interested by name and amount.
- 10.4. The Company shall submit to stock exchanges disclosure of related party transactions in the format as specified by the SEBI from time to time and publish the same on its website.
- 10.5. The Company shall disclose the policy on its website and a web link thereto shall be provided in the Annual Report.

11. Review and Amendment

- 11.1. The Board of the Company shall review the Policy including clear threshold limits provided in the policy, at least once every three years and amend/ update, accordingly.
- 11.2. This Policy shall stand amended in terms of the Act including the Companies (Meetings of Board and its Powers) Rules, 2014, SEBI Listing Regulations and applicable Accounting Standards. In the event of any conflict between this Policy and the applicable law, the applicable law shall prevail.

APPROVAL MECHANISM FOR RPTs

Nature and details of the transactions	Approving Authority
All Related Party Transactions and any subsequent material modification, which are in ordinary course of business and on arm's length basis.	<ul style="list-style-type: none">• Prior approval of Audit Committee.• Information to the Board.• Prior approval of shareholders by way of resolutions, if such RPTs are "Material Related Party Transactions".
Related Party Transactions which are not in ordinary course of business or not on arm's length basis.	<ul style="list-style-type: none">• Prior approval of Audit Committee.• Prior approval by the Board.• Prior approval of shareholders by way of resolutions, if such RPTs are "Material Related Party Transactions".•