

### **POLICY ON MATERIALITY OF RELATED PARTY TRANSACTIONS**

The Policy has been framed as per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) ('Listing Regulations') and shall be subject to these Regulations or such other Rules/Regulations.

The Policy had been last amended by the Board on 10<sup>th</sup> February, 2025 effective from same day and is now being amended in line with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025 to be effective from 4<sup>th</sup> February, 2026.

All the words and expressions used in this Policy, unless defined hereafter, shall have meaning respectively assigned to them under the Listing Regulations or other SEBI Regulations and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars issued thereunder, as amended, from time to time.

#### **1. Scope:**

This policy sets materiality thresholds for related party transactions and provides manner of dealing with related party transactions i.e. transactions between the Company/its subsidiary on one hand and a related party of the Company or of any of its subsidiaries, on the other hand, based on the Companies Act, 2013 ('the Act'), the Listing Regulations and any other laws and regulations as may be applicable to the Company.

All related party transactions shall comply with the provisions of the Act, Listing Regulations and applicable Accounting Standards.

All domestic and international related party transactions shall, wherever applicable, comply with applicable Sections of the Income-tax Act, 1961, domestic and international Transfer Pricing Requirements.

All related party transactions shall be entered on arms' length basis as per Companies Act, 2013 and any other Act/Rules/Regulations.

In exceptional circumstances, where permitted by the law, related party transactions may deviate from the principle of arm's length, after approval from the Audit Committee, the Board of Directors and the Shareholders of the Company.

#### **2. Materiality thresholds:**

A Related Party Transaction entered into by the Company or any of its subsidiaries shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds the thresholds specified in Schedule XII of Listing Regulations read with



## Regulation 23 of Listing Regulations.

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 5% of the annual consolidated turnover of the Company as per the last audited financial statements.

The aforementioned thresholds shall be reviewed by the Board at least once in three years.

“Material modification to any Related Party Transaction shall mean any subsequent modification to such transaction, having variance of 25% of the existing limit as approved by the Audit Committee/the shareholders, as the case may be.”

### **3. Manner of dealing with related party transactions**

#### **(a) Identification of related parties:**

The Company has formulated guidelines for identification and updating the list of related parties as prescribed under Section 2(76) of the Act read with the Rules framed there under and Regulation 2(1)(zb) of the Listing Regulations.

#### **(b) Identification of related party transactions:**

The Company has formulated guidelines for identification of related party transactions in accordance with Section 188 of the Act and Regulation 2(1)(zc) of the Listing Regulations.

#### **(c) Approval of related party transactions:**

Approval of Audit Committee shall be obtained for Related Party Transactions, including subsequent material modifications thereof, as required under the Companies Act, 2013 and the Listing Regulations.

The Audit Committee may give omnibus approval for related party transactions proposed to be entered into by the Company or any of its subsidiary in accordance with the conditions specified in the Act, and the rules made there under and the Listing Regulations.

Prior approval of the Audit Committee shall be required where a related party transaction to which any subsidiary of the Company is party but the Company is not a party, if the value of such transaction whether entered individually or taken together with previous transactions during a financial year exceeds the thresholds specified in sub clause b and (c, wherever applicable) of sub clause 2 of the Regulation 23 of Listing Regulations.

Prior consent of the Board and the Shareholders shall be required in respect of the Related Party Transactions or any subsequent material modification thereof, in the following cases and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not:



- i. Where any transaction is above the threshold limits as specified in the Section 188 of the Act and Rules made thereunder or is a material related party transaction as per para 2 of this policy read with the Listing Regulations, as may be applicable; or
- ii. Where the transactions entered into by the Company, are not in ordinary course of business or are not on the arm's length basis.

The approval of the shareholders shall not be required for the transactions entered into between the Company and its wholly owned subsidiary or 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: and transactions which are in the nature of payment of statutory dues, statutory fees or statutory charges entered into between an entity on one hand and the Central Government or any State Government or any combination thereof on the other hand.

#### **4. Disclosures**

The Company shall disclose, in the Board's report, transactions prescribed in Section 188(1) of the Act with related parties, which are not in ordinary course of business or on arm's length basis along with the justification for entering into such transaction.

In addition to the above, the Company shall also submit to the stock exchange(s), disclosures of related party transactions on a consolidated basis, in such format and within such timelines as may be prescribed by SEBI from time to time, and publish the same on its website.

#### **5. Change in law:**

In case of any contradiction between the provision of law applicable to the Company from time to time and this Policy, then such provision shall override the relevant clause or part of the clause of this Policy without requiring any specific alteration to this Policy.

The Policy shall be subject to review as may be deemed necessary and in accordance with any regulatory amendments.

Pune, 4<sup>th</sup> February, 2026

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