

**Magma General Insurance Limited  
(Erstwhile Magma HDI General  
Insurance Company Limited)**

To ensure that all transactions with Related Parties shall be subject to this policy and approval or ratification in accordance with Applicable Law.

## **Policy on Related Party Transactions**

Effective Date: 19.07.2024

Approval Date: 19.07.2024

Version No.: 4.0

Approved By: Board of Directors

Policy Owner : Audit Committee of the  
Board

This document is confidential in nature and supersedes any Policy on Policy on Related Party Transactions existing in the Company and should be read in conjunction with the most recent policies and procedures documented and held on file.

Subject:	Original Issue Date: 28.07.2016	Effective Date: 21.10.2021
<b>Policy on Related Party Transactions and Procedure</b>	Revision Dates: 21.10.2021, 19.07.2024	Policy No: 4.0

**MAGMA GENERAL INSURANCE LIMITED  
(ERSTWHILE MAGMA HDI GENERAL INSURANCE COMPANY LIMITED)**

**POLICY ON RELATED PARTY TRANSACTIONS**

<b>Base Document</b>	:	The Companies Act, 2013, the Rules framed thereunder as well as Corporate Governance Guidelines for Insurers in India
<b>Initial Document Prepared by</b>	:	Ms. Sneha Bajaj
<b>Functional aspects checked by</b>	:	Ms. Swati Singh
<b>Governing Guideline/Policy</b>	:	The Companies Act, 2013, the Rules framed thereunder and The Insurance Regulatory and Development Authority of India (Corporate Governance for Insurers) Regulations, 2024 read with Master Circular on Corporate Governance for Insurers, 2024 ('Circular')
<b>Legal aspects checked by</b>	:	Mr. Amit Raheja

**Table of Contents**

1. Effective Date
2. Scope and Purpose
3. Definitions
4. Policy Statement
  - A. Procedures for review and approval of Related Party Transactions
  - B. Omnibus Approval by the Audit Committee
  - C. Standards for Review
  - D. Determination of Ordinary Course of Business
  - E. Determination of Arms' length nature of the Related Party Transaction
  - F. Identification of Potential Related Party Transactions
  - G. Disclosures
  - H. Operational Framework
5. Amendment
6. Change Control Record

Subject:	Original Issue Date: 28.07.2016	Effective Date: 21.10.2021
<b>Policy on Related Party Transactions and Procedure</b>	Revision Dates: 21.10.2021, 19.07.2024	Policy No: 4.0

The Board of Directors (the “Board”) of Magma General Insurance Limited (Erstwhile Magma HDI General Insurance Company Limited) (the “Company”) had originally adopted this Policy on Related Party Transactions (“Policy”) as required under Clause 3A of the Corporate Governance Guidelines for Insurers in India issued by Insurance Regulatory and Development Authority of India on May 18, 2016. Thereafter, the policy is updated as and when required to accommodate amendments introduced in the applicable law.

### **EFFECTIVE DATE**

This Policy shall become effective from the date of its adoption by the Board of Directors of the Company.

### **SCOPE AND PURPOSE**

The Companies Act, 2013 (‘the Act’) read with the Rules framed thereunder and The Insurance Regulatory and Development Authority of India (Corporate Governance for Insurers) Regulations, 2024 read with the Master Circular on Corporate Governance for Insurers, 2024 (‘Circular’), contain detailed provisions on Related Party Transactions.

This Policy has been framed as per the requirements of the Applicable Laws and is intended to ensure proper approval and reporting of the transactions between the Company and its Related Parties. This Policy also ensures adequate systems and procedures to address potential conflict of interest and compliance with the provisions of the Applicable Laws.

The Board recognizes that certain transactions present a heightened risk of conflict of interest or the perception thereof. Therefore, any dealings with a Related Party must be conducted in such a way that no preferential treatment is given and adequate disclosures and/or permissions are made/ sought as required by Applicable Laws as defined herein below and as per the applicable policies of the Company. Therefore, the Board has adopted this Policy to ensure that all transactions with Related Parties shall be subject to this Policy and approval or ratification in accordance with Applicable Laws. This Policy contains the policies and procedures governing the review, determination of materiality, approval and reporting of such Related Party Transactions.

### **DEFINITIONS**

1. **“Applicable Laws”** means the Companies Act, 2013 and the rules made thereunder, the Insurance Regulatory and Development Authority of India (Corporate Governance for Insurers) Regulations, 2024 and the Master Circular on Corporate Governance for Insurers, 2024 and amendment thereto, applicable Accounting Standards issued by the Institute of Chartered Accountant of India or any other legislative authority entrusted with the task of issuing such accounting standards and includes any other statute, law, standards, regulations or other governmental instruction relating to Related Party Transactions, as may be in effect from time to time.

Subject:	Original Issue Date: 28.07.2016	Effective Date: 21.10.2021
<b>Policy on Related Party Transactions and Procedure</b>	Revision Dates: 21.10.2021, 19.07.2024	Policy No: 4.0

2. **“Company Secretary”** means a Company Secretary as defined in clause (c) of sub section (1) of Section 2 of the Company Secretaries Act, 1980 duly appointed by the Company to perform various acts under the Applicable Laws.
  
3. **“Key Managerial Personnel”** in relation to the Company means:
  - I. the chief executive officer or the managing director or the manager;
  - II. the company secretary;
  - III. whole-time director;
  - IV. the chief financial officer;
  - V. 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; and
  - VI. such other person as may be prescribed from time to time.
  
4. **“Material Related Party Transactions”** mean Related Party Transaction(s) to be entered into individually or taken together with previous Related Party Transaction(s) during a financial year, of such nature as covered by Section 188 of the Act and which exceeds the threshold limits as specified under Rule 15 (3) of Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time.
  
5. **“Relative(s)”** shall have the same meaning as assigned to it under Section 2 (77) of the Act.
  
6. **“Related Party”** means any person who is
  - i. a related party under Section 2(76) of the Act read with rules issued thereunder;
  - ii. a related party under the applicable Accounting Standards; or
  - iii. any other person or entity covered under Applicable Laws.
  
7. **“Related Party Transaction(s) (‘RPTs’)** means any transaction directly involving any Related Party that are subject to the provisions of Applicable Laws and shall *inter-alia* include the following:
  - i. purchase, sale or supply of goods or materials (finished or unfinished);
  - ii. selling or otherwise disposing of, or buying, property of any kind;
  - iii. rendering or receiving of services;
  - iv. leasing of property of any kind ;
  - v. appointment of any agent for purchase or sale of goods, materials, services or properties;
  - vi. appointment of such related party to any office or place of profit in the Company, or its subsidiary or associate company;
  - vii. underwriting the subscription of any securities or derivatives thereof, of the company
  - viii. such other transactions as per Applicable Law;

Subject:	Original Issue Date: 28.07.2016	Effective Date: 21.10.2021
<b>Policy on Related Party Transactions and Procedure</b>	Revision Dates: 21.10.2021, 19.07.2024	Policy No: 4.0

Notwithstanding the foregoing, the following shall not be deemed to be a RPTs:

- i. Any transaction that involves providing of compensation to a director or Key Managerial Personnel, in accordance with the provisions of the Act , in connection with his or her duties towards the Company or any of its subsidiaries or associates, including the reimbursement of reasonable business and travel expenses incurred in the ordinary course of business.
- ii. Any transaction in which the Related Party's interest arises solely from ownership of securities issued by the Company and all holders of such securities receive the same benefits pro rata as the Related Party.
- iii. Any other exception which is consistent with the Applicable Laws, including any rules or regulations made thereunder.

All terms not defined herein shall take their meaning from the Applicable Laws.

## **POLICY STATEMENT**

### **A. Procedures for review and approval of Related Party Transactions**

**“Compliance with regard to review and approval of RPTs pursuant to this Policy, shall be limited to the transactions which are entered into with a related party defined under section 2(76) of the Act.”**

1. All RPTs proposed to be entered into by the Company or any changes therein must be referred to the Audit Committee for approval in accordance with this Policy. The threshold limits for approvals will be as follows:
  - a) The transactions for which omnibus approval of the Audit Committee has already been sought will not require approval of the Audit Committee for each transaction entered into pursuant to the same during the validity of such omnibus approval.
  - b) Where the need/purpose of the transactions to be entered into with Related Parties cannot be foreseen and details related to name of the party, nature of transaction, maximum amount of transaction, indicative base price / current contracted price and the formula for variation in the price and such other parameters as may be laid down by the Audit Committee, are not available at the time of taking such approval, the omnibus approval for such transactions shall be granted subject to their value not exceeding Rs.1 crore per transaction (**Unforeseen Transactions**). Further, such transactions shall be reported to the Audit Committee quarterly.

Subject:	Original Issue Date: 28.07.2016	Effective Date: 21.10.2021
<b>Policy on Related Party Transactions and Procedure</b>	Revision Dates: 21.10.2021, 19.07.2024	Policy No: 4.0

- c) All transactions with Related Parties for which no omnibus approval has been accorded as above, shall require specific approval of Audit Committee.
  - d) Where Related Party Transactions have been entered into prior to such transactions being approved by the Audit Committee, reasoned explanation for the same must be received from the contracting employees to the satisfaction of the Audit Committee.
2. RPTs that are not in ordinary course of business but on arm's length basis may be approved by Audit Committee. Where such RPTs fall under Section 188 (1) of the Act, the Audit Committee shall recommend the transaction for approval of the Board.
  3. RPTs that are not on arm's length basis, irrespective whether those are covered under Section 188 or not, may be placed by the Audit Committee, along with its recommendations, to the Board for appropriate action.

**B. Omnibus Approval by the Audit Committee**

1. For the ease of carrying out transactions/ contracts/ arrangements, the Audit Committee may grant omnibus approvals to certain transactions based on the following criteria:
  - a) Frequency of the transactions in the last [3] years;
  - b) Volumes of transactions undertaken with such Related Party: The maximum value of the transactions, per transaction or in aggregate, per related party, shall not exceed the threshold limits prescribed under Rule 15 (3) of Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, in case of the RPTs.
  - c) Extent and manner of disclosures that can be made to the Audit Committee at the time of seeking omnibus approval;
    - a. All the transaction placed for omnibus approval shall be in the ordinary course of business;
    - b. All the transaction shall be at Arms' length basis;
    - c. Projected growth rate in the business with the Related Party in the financial year for which omnibus approval is sought;
    - d. Contractual terms offered by/to third parties for similar transactions;
    - e. Contractual terms with such Related Parties, for instance, floor and cap on the pricing, credit terms, escalation in costs, quality checks etc.
  - d) Review of transactions: All RPTs entered into by the Company pursuant to each of the omnibus approval made, including Unforeseen Transactions shall be reviewed by the Audit Committee on quarterly basis.

Subject:	Original Issue Date: 28.07.2016	Effective Date: 21.10.2021
<b>Policy on Related Party Transactions and Procedure</b>	Revision Dates: 21.10.2021, 19.07.2024	Policy No: 4.0

- e) Audit Committee shall not grant omnibus approval for following transactions:
- a. Transactions which are not in ordinary course of business or not on arm's length basis;
  - b. Transactions in respect of selling or disposing of the undertaking of the Company;
  - c. Transactions which are not in the interest of the Company;
  - d. Such other transactions specified under Applicable Law from time to time.

However, the Company may take omnibus approval for repetitive RPTs based on the decision of the Audit Committee or Board, as the case may be, from time to time.

2. Audit Committee shall satisfy itself the need for such omnibus approval and that such approval is in the best interest of the Company.
3. The Omnibus Approval shall specify the following:
  - i. the name/s of the related party;
  - ii. nature of transaction;
  - iii. period of transaction;
  - iv. maximum amount of transaction in aggregate and per transaction that can be entered into with Related Party;
  - v. the indicative base price / current contracted price and the formula for deviation in the price, if any;
  - vi. The maximum transaction values and/or the maximum period for which the omnibus approval shall be valid; and
  - vii. such other conditions as the Audit Committee may deem fit;
4. Where the need for RPT cannot be foreseen and aforesaid details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rs.1 crore per transaction for a financial year.
5. Audit Committee shall grant omnibus approval for RPTs to be entered in the succeeding financial year at the last meeting of every preceding financial year and such omnibus approvals shall be valid for one financial year.
6. The Audit Committee will undertake quarterly evaluation of the RPTs. If that evaluation indicates that the RPT would require the approval of the Board, or if the Board in any

Subject:	Original Issue Date: 28.07.2016	Effective Date: 21.10.2021
<b>Policy on Related Party Transactions and Procedure</b>	Revision Dates: 21.10.2021, 19.07.2024	Policy No: 4.0

case elects to review any such matter, the Audit Committee will report the RPT, together with a summary of material facts, to the Board for its approval.

7. RPTs which are executed pursuant to the omnibus approval shall be quarterly placed before the Audit Committee for its review and if a RPT is of ongoing nature, the Audit Committee / Board may establish guidelines for the Company's management to follow in its ongoing dealings with the Related Party.
8. The Audit Committee of the Board, on at least an annual basis, shall review and assess on-going relationships with such Related Party to ensure that they are in compliance with the Applicable Laws and this Policy and that the RPT remains appropriate.
9. If the Board is of the view that the RPT needs to be approved at a general meeting of the shareholders by way of a resolution pursuant to Applicable Laws, the same shall be put up for approval by the shareholders of the Company. The Board shall ensure that in accordance with Applicable Laws, Related Parties of the Company as defined under Section 2(76) of the Act shall not vote in favour on any such resolution put to vote by the shareholders of the Company.
10. In case any transaction involving any amount not exceeding Rs. 1 crore is entered into by a director or office of the Company without obtaining the approval of the Audit Committee and it is not ratified by the Audit Committee within 3 (three) months from the date of transaction, such transaction shall be voidable at the option of the Audit Committee and if transaction is with the Related Party of any director or is authorised by any other director, the director concerned shall indemnify the Company against any loss incurred by it.
11. If approval of the Board / Shareholders for entering into a RPT is not feasible, then the RPT shall be ratified at the Board meeting / general meeting, if required, within 3 months of entering into such RPT.
12. In any case, where either the Audit Committee / Board / Shareholders determine not to ratify a RPT that has been commenced without approval, the Committee or Board or the Shareholders, as the case may be, may direct additional actions including, but not limited to, immediate discontinuation or rescission of the transaction, or modification of the transaction to make it acceptable for ratification.
13. No director or Key Managerial Personnel shall participate in any discussion or approval of a RPT for which he or she is a Related Party or otherwise, interested in any manner, except that the director / Key Managerial Personnel shall provide all material information concerning the RPT to the Audit Committee / Board.
14. Audit Committee / the Board may review any RPTs involving independent directors as a part of the annual determination of their independence as well.

Subject:	Original Issue Date: 28.07.2016	Effective Date: 21.10.2021
<b>Policy on Related Party Transactions and Procedure</b>	Revision Dates: 21.10.2021, 19.07.2024	Policy No: 4.0

15. Nothing in this Policy shall override any provisions of Applicable Laws made in respect of any matter stated in this Policy.
16. Management team shall formulate a defined procedure for identification/ monitoring/ approval of RPT.

### **C. Standards for Review**

Any RPT reviewed under this Policy will be considered, approved or ratified if it is authorized by the Audit Committee / Board, as applicable, in accordance with the standards set forth in this Policy after full disclosure of the Related Party's interests in the transaction.

The Audit Committee / Board will review all relevant information available to it about the RPT. The Audit Committee / Board, as applicable, may approve / ratify / recommend to the shareholders, the RPT only if the Audit Committee / Board, as applicable, determines in good faith that, under all of the circumstances, the transaction is fair as to the Company. The Audit Committee / Board, in its sole discretion, may impose such conditions as it deems appropriate on the Company or the Related Party in connection with approval of the RPT.

### **D. Determination of Ordinary Course of Business**

The transactions which are incurred by the Company in carrying its main object of the Company shall be treated as transaction in the Ordinary Course of business. For the Company, payment of insurance premium, insurance claims, commission, refund payment, salary, directors sitting fees etc. will be considered as transactions in ordinary course of business. For determining "Ordinary Course of Business", the Company shall consider all acts and transactions undertaken by the Company, including, but not limited to sale or purchase of goods, property or services, leases, transfers, providing of guarantees or collaterals, which, are done on a routine basis and are not standalone transaction(s). The Company would take into account the frequency of such activity and its continuity, in a normal organised manner, while determining what is in the ordinary course of business. Further, the transaction should not be:

- A. an exceptional or extra-ordinary activity as per applicable Accounting Standards or financial reporting requirements.
- B. any sale or disposal of undertaking of the Company, as defined in explanation (i) to clause (a) of sub-section (1) of section 180 of the Act.

In order to decide whether or not a contract or arrangement is being entered by the Company in its ordinary course of business, the Company shall consider whether the contract/arrangement is germane to attainment of main objects as set out in the Memorandum of Association.

Subject:	Original Issue Date: 28.07.2016	Effective Date: 21.10.2021
<b>Policy on Related Party Transactions and Procedure</b>	Revision Dates: 21.10.2021, 19.07.2024	Policy No: 4.0

## **E. Determination of Arms' length nature of the Related Party Transaction**

### **a. Price Determination**

At the time of determining the arms' length nature of price charged for the RPT, the Audit Committee shall take into consideration the following:

- i. The contracts/ arrangements are entered into with Related Parties, are at such prices/ discounts/ premiums and on such terms which are offered to unrelated parties of similar category/ profile.
- ii. Permissible methods of arms' length pricing as per Applicable Laws including such prices where the benefits of safe harbour is available under Applicable Laws.
- iii. For the said purposes the Audit Committee shall be entitled to rely on professional opinion in this regard.
- iv. In case of insurance cover given by the Company to group companies, price/ premium quoted by the Company in File & Use (F&U) guidelines should be considered as arm's length.

### **b. Underwriting and Screening of arms' length RPT**

- i. A Related Party with whom the RPT is undertaken must have been selected using the same screening / selection criteria / underwriting standards and procedures as may be applicable in case of an unrelated party.
- ii. The terms of contract/arrangement are generally on a basis similar to those as may be applicable for similar category of goods and services or similar category/ profile of counterparties.

### **c. Further, in order to determine the optimum arm's length price, the Company may also apply the most appropriate method from any of the following methods as prescribed under Section 92C(1) of the Income Tax Act, 1961 read with Rule 10B of the Income Tax Rules, 1962 –**

- a. Comparable Uncontrolled Price method (CUP method)
- b. Resale Price Method
- c. Cost Plus Method
- d. Profit Split Method
- e. Transactional Net Margin Method
- f. Other Method as prescribed by the Central Board of Direct Taxes

Subject:	Original Issue Date: 28.07.2016	Effective Date: 21.10.2021
<b>Policy on Related Party Transactions and Procedure</b>	Revision Dates: 21.10.2021, 19.07.2024	Policy No: 4.0

## F. Identification of Potential RPTs

- a. The Company Secretary shall:
  - i. Identify and keep on record the Company's Related Parties, along with their personal/company details.
  - ii. Update the record of Related Parties whenever necessary and shall be reviewed at least once a year, as on 1<sup>st</sup> April every year.
  - iii. Furnish on periodical basis to the concerned Business/ Functional Heads who are responsible for entering into contracts/ arrangements/ agreements with entities for and on behalf of the Company.
- b. Every director / Key Managerial Personnel of the Company or any of their relatives should not derive any undue personal benefit or advantage by virtue of his/their position or relationship with the Company.
- c. Each director / Key Managerial Personnel is responsible for providing written notice to the Company through the Company Secretary at the time of appointment and till such period he/she is associated with the Company of any potential RPT involving him or her or his or her relatives, including any additional information about the transaction that the Company Secretary may reasonably request. The Company Secretary in consultation with other members of management and with the members of the Audit Committee, as appropriate, will determine whether the transaction does, in fact, constitute a RPT requiring compliance with this Policy.
- d. Every director / Key Managerial Personnel 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 / Key Managerial Personnel, 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, disclose his concern or interest forthwith when he becomes concerned or interested or at the first meeting of the Board held after he becomes so concerned or interested.
- f. A contract or arrangement 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, shall be voidable at the option of the Board and 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.
- g. In addition, each director / Key Managerial Personnel is required to file a disclosure statement in connection with the disclosures about their Relatives.

Subject: <b>Policy on Related Party Transactions and Procedure</b>	Original Issue Date: 28.07.2016	Effective Date: 21.10.2021
	Revision Dates: 21.10.2021, 19.07.2024	Policy No: 4.0

## **G. Disclosures**

- a. The Company shall disclose RPTs in the Financial Statements and Company's Board's Report to shareholders in accordance with the Applicable Laws.
- b. The disclosures about payment made to group entities of the Company out of the policyholders funds, shall be made as a part of the related party disclosures in terms of Para 3.5 of the Circular and all such transactions may be grouped together under the RPTs.
- c. The Company shall keep one or more registers as specified under Applicable Laws giving separately the particulars of all contracts or arrangements with any Related Party.

## **H. Operational Framework**

The Company shall follow the operational framework for related party transactions annexed as Annexure A.

## **AMENDMENTS**

This Policy shall be reviewed by the Board of Directors and the Audit Committee of the Board on yearly basis and as and when required and any changes made in the Policy shall be recorded in the change control record sheet attached with this Policy.

Subject: <b>Policy on Related Party Transactions and Procedure</b>	Original Issue Date: 28.07.2016	Effective Date: 21.10.2021
	Revision Dates: 21.10.2021, 19.07.2024	Policy No: 4.0

#### CHANGE CONTROL RECORD

Version No.	Change Request by	Memorandum of Change	Approval date
1	Secretarial	Adoption of new Policy	28.07.2016
2	Secretarial	To align with applicable laws	01.11.2017
3	Secretarial	To align with applicable laws and for further refinement	21.10.2021
-	Secretarial	No change	09.11.2022
-	Secretarial	No change	25.07.2023
4	Secretarial	To align with applicable laws and for further refinement	19.07.2024

Subject:	Original Issue Date: 28.07.2016	Effective Date: 21.10.2021
<b>Policy on Related Party Transactions and Procedure</b>	Revision Dates: 21.10.2021, 19.07.2024	Policy No: 4.0

## ANNEXURE A

### **OPERATIONAL FRAMEWORK FOR RELATED PARTY TRANSACTIONS:**

The RPT would be identified in the following manner:

#### **(1) Identification of Related Parties:**

The Company shall identify related parties as defined under Clause 4 of the RPT Policy with respect to the given specific transactions. The list of related parties needs to be updated once a year, on 1<sup>st</sup> April every year. In case of any action resulting into change in related parties during the year (i.e change in shareholding, change in directors etc), the list shall be updated within 1 month.

The Company Secretary should at all times ensure:

The list of Related Parties should be updated by Secretarial Department of the Company upon receipt of disclosures from the Directors and Key Managerial Personnel of the Company. The list would be circulated with accounts and other concerned department.

Prior to entering into any transaction, whatsoever, the Business/ Functional Heads shall refer to the latest related party list circulated by the Secretarial team to assess whether the party with whom the transaction is proposed to be entered is a RP.

If the party is not a related party, then they shall be required to follow the normal business protocol for executing such transactions. However, if the party is identified as a related party, the Business/ Functional Heads would need to ensure that the RPT is being entered in accordance with the framework for RPT and seek a prior approval of the Audit Committee for undertaking such RPT in accordance with this Policy.

#### **(2) Identification of Transactions:**

Every transaction with related parties shall be screened through the transactions mentioned under section 188(1) of the Act. If any transaction qualifies, approval of the Board of Directors shall be required for transactions other than for those entered in ordinary course of business and on arm's length basis.

If the said transaction also qualifies to be a Material Related Party Transaction as defined under this Policy, prior approval of the Members shall be required before entering into the transaction.

Subject:	Original Issue Date: 28.07.2016	Effective Date: 21.10.2021
<b>Policy on Related Party Transactions and Procedure</b>	Revision Dates: 21.10.2021, 19.07.2024	Policy No: 4.0

**(3) Parameters of applicability of Ordinary Course of Business and transaction pricing at Arm's Length:**

- a. The Company generally undertakes transactions with related parties in its ordinary course of business and at arms' length basis and such transactions do not require prior approval of the Board of Directors under the purview of Section 188 of Act. However, such transactions need to be approved by the Audit Committee.
- b. **The parameters for Arm's length nature be gauged based on any one or more of the following criteria:**

The illustrative test for determining pricing shall be as follows:

- i. Price charged by the Company to Unrelated Parties
- ii. Obtaining two or three quotes from Unrelated Parties for similar transactions, subject to the availability of the same.
- iii. Independent Valuations
- iv. Market Price if readily available and if the market exists for the same
- v. Commercially negotiated contract

The terms of contract/arrangement other than pricing are generally on a basis similar to those as may be applicable for similar category of goods/services for similar category of counterparties. Also, the Company as and when required, shall seek professional advice for determination of arm's length basis.

**c. Arm's Length criteria/process to be observed:**

- i. In order to ensure compliance with the principle of arms' length nature in terms of section 188 of the Act, Originator of such transactions shall provide comparative analysis of the similar transaction with an unrelated party.
- ii. The responsibility of ensuring that the transactions with related party are undertaken at arm's length basis rests with the Head of the respective Department of originating the transaction. Any transactions with the Related Parties shall primarily be reviewed by the following:
  - (1) Chief Financial Officer
  - (2) Company Secretary,
  - (3) Head of the respective Department (Originator)
  - (4) and such other person as may be deemed appropriate in the given situation/ transaction having relevant expertise and experience to assess the RPT.

Subject:	Original Issue Date: 28.07.2016	Effective Date: 21.10.2021
<b>Policy on Related Party Transactions and Procedure</b>	Revision Dates: 21.10.2021, 19.07.2024	Policy No: 4.0

### Approval Matrix

The Reviewers shall review the proposed RPT within the parameters defined herein and accordingly shall advise the course of action for the proposed RPT:

SL. No.	Particulars	Details
<b>(1)</b>	<b>Originator's Responsibilities</b>	Originators seeking approval of RPT shall provide: <p>(a) Name/s of the Related Party(ies) and the nature of the relationship</p> <p>(b) Provide the justification for entering into the RPT (Commercial/ Ordinary Course of Business and Arm's Length)</p> <p>The information should be received well in advance from the respective parties so as to allow reviewers adequate time to obtain and review information about the proposed transaction.</p>
<b>(2)</b>	<b>RPT Evaluation by the Reviewers</b>	With respect to each transaction sent for approval; Reviewers shall comment and confirm the following : <ul style="list-style-type: none"> <li>- Whether the proposed transaction is a RPT within the meaning of RPT as per Applicable Law</li> <li>- Justification for the intended RPT (Commercial/ Ordinary Course of Business and the sufficiency of the documentation for Arm's Length)</li> <li>- Whether the transaction is covered under the omnibus approval given by the Audit Committee for the financial year</li> </ul> <p>In assessing a Related Party Transaction, the Reviewers shall consider such factors as it deems appropriate including but not limited to the following:</p> <ul style="list-style-type: none"> <li>(i) the business reasons for the Company to enter into the Related party transaction;</li> <li>(ii) the commercial reasonableness of the terms of Related Party Transaction;</li> <li>(iii) materiality of the Related Party Transaction to the Company;</li> </ul>

Subject:	Original Issue Date: 28.07.2016	Effective Date: 21.10.2021
<b>Policy on Related Party Transactions and Procedure</b>	Revision Dates: 21.10.2021, 19.07.2024	Policy No: 4.0

		<p>(iv) whether the terms of Related Party Transaction, other than pricing, are fair to the Company and on the same basis as would apply if the transactions did not involve a Related Party.</p> <p>(v) the extent of Related Party's interest in the Related Party Transaction</p> <p>(vi) the actual or apparent conflict of interest of related party participating in the related party transaction and</p> <p>(vii) regulatory guidelines, if any</p> <p>In case where it is assessed that the transaction does not meet the criteria of Ordinary Course of Business or Arms' Length Price, such transaction shall be referred for the approval of the Board of Directors or Shareholder, as the case may be, in terms of Section 188 of the Act. All RPTs shall require prior approval of Audit Committee</p>
<b>(3)</b>	<b>Approval of the RPTs</b>	<p>Pursuant to the review of the RPT and its documentary substantiation, the Reviewer may take the following actions:</p> <p>(a) Recommend the RPT for approval of Audit Committee.</p> <p>(b) Recommend the RPT for approval of Board of Directors or Shareholders, as may be applicable.</p> <p>In case the transactions specified under Applicable Law are proposed to be entered with the holding Company, the resolution passed by the holding company shall be sufficient for the purpose of entering into the RPT between the Holding Company and the Company. The Company will not be required to pass a resolution separately.</p>
<b>(4)</b>	<b>Arm's Length Report</b>	<p>Arm's length review of transactions with related parties on half yearly basis would be obtained from a Chartered Accountant Firm and placed before the Audit Committee.</p>

Subject:	Original Issue Date: 28.07.2016	Effective Date: 21.10.2021
<b>Policy on Related Party Transactions and Procedure</b>	Revision Dates: 21.10.2021, 19.07.2024	Policy No: 4.0

**Annexure I**

**Threshold of Section 188 of the Companies Act, 2013**

<b>Sl. No.</b>	<b>Transactions</b>	<b>Threshold Limits</b>
a	Sale, Purchase or Supply of goods/materials directly or through appointment of agent	10% of the turnover
b	Selling or otherwise disposing of, or buying, property of any kind directly or through appointment of agent	10% of the Networth
c	Leasing of property of any kind	10% of the turnover
d	Availing or rendering of any services directly or through appointment of agents	10% of the turnover
E	Relates to appointment to any office or place of profit in the company, its subsidiary company or associate Company	Monthly remuneration exceeding Rs. 2.5 lakh
f	The remuneration for underwriting the subscription of any securities or derivatives thereof of the company	1% of the Networth

Note: The turnover or net worth referred above shall be computed on the basis of the audited financial statement of the preceding financial year.

\*\*\*\*\*