



POLICY ON RELATED PARTY TRANSACTIONS

1. PREAMBLE

The Board of Directors (the “Board”) of JTL Defence Limited (the “Company”) has adopted this Policy upon the recommendation of the Audit Committee and the said Policy includes the materiality threshold and the manner of dealing with Related Party Transactions (“Policy”) in compliance with the requirements of Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). Amendments, from time to time, to the Policy, if any, shall be considered by the Board based on the recommendations of the Audit Committee. This Policy applies to transactions between the Company and one or more of its Related Parties. It provides a framework for governance and reporting of Related Party Transactions including material transactions.

2. OBJECTIVE

This Policy is intended to ensure due and timely identification, approval, disclosure and reporting of transactions between the Company and any of its Related Parties in compliance with the applicable laws and regulations as may be amended from time to time. The provisions of this Policy are designed to govern the approval process and disclosure requirements to ensure transparency in the conduct of Related Party Transactions in the best interest of the Company and its shareholders and to comply with the statutory provisions in this regard.

3. DEFINITIONS

“**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.

“**Audit Committee or Committee**” means committee of the Board constituted from time to time under the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

“**Board**” means board of directors as defined under the Companies Act, 2013.

“**Key Managerial Personnel**” means key managerial personnel as defined under the Companies Act, 2013.



“Material Related Party Transaction”: means the transaction, to be entered into individually or taken together with the previous transactions during a financial year, exceeds thresholds specified in Schedule XII of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 as provided below, or such threshold as may be recommended under the SEBI Listing Regulations, as amended from time to time.

Consolidated Turnover of Listed Entity	Threshold for Material RPT
Up to ₹20,000 Crore	10% of the annual consolidated turnover of the listed entity
More than ₹20,000 Crore to up to ₹40,000 Crore	₹2,000 Crore + 5% of the annual consolidated turnover of the listed entity above ₹20,000 Crore
More than ₹40,000 Crore	₹3,000 Crore + 2.5% of the annual consolidated turnover of the listed entity above ₹40,000 Crore or ₹5,000 Crores, whichever is lower

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 per cent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company or such threshold as may be recommended under the SEBI Listing Regulations.

“Material Modifications”: a subsequent modification of transaction with a related party which is already approved as per this Policy, shall be considered as material, if the transaction(s) to be modified is having an upward variation of twenty percent or more in the already approved value or Rs. 20 Crores during a financial year, whichever is lower.

“Related Party” means a related party as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Provided that:

- (a) any person or entity forming a part of the promoter or promoter group of the Company; 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 April 1, 2023;



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

“Related Party Transaction” means any transaction as defined in Regulation 2(1)(zc) and Section 188(1) of the Companies Act, 2013, between the Company and any Related Party for transfer of resources, services or obligations between:

- (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or
- (ii) a listed entity 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 listed entity 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 a single transaction or a group of transactions in a contract.

Further, in terms of Section 188(1) of the Companies Act, 2013, the following Transaction(s) between the Company and any Related Party, shall be Related Party Transactions:

- a. Sale, purchase or supply of any goods or materials directly or through appointment of agent;
- b. Selling or otherwise disposing of, or buying property of any kind directly or through appointment of agent;
- c. Leasing of property of any kind;
- d. Availing or rendering of any services directly or through appointment of agent;
- e. Such related party's appointment to any office or place of profit in the Company, its subsidiary Company or associate Company;
- f. Underwriting the subscription of any securities or derivatives thereof, of the Company.

(The above is an indicative list and not an exhaustive one).

Provided that the following shall not be a related party transaction:

- (a) the issue of specified securities on a preferential basis, subject to compliance of the requirements under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) the following corporate actions 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 a rights issue or a bonus issue; and
 - iv. buy-back of securities.
- (c) acceptance of fixed deposits by banks/Non-Banking Finance Companies at the terms uniformly applicable/offered to all shareholders/public, subject to disclosure of the same along with the disclosure of related party transactions every six months to the stock exchange(s), in the format as specified by the SEBI;
- (d) acceptance of current account deposits and saving account deposits by banks in compliance with the directions issued by the Reserve Bank of India or any other central bank in the relevant jurisdiction from time to time;
- (e) retail purchases from any listed entity or its subsidiary by its directors or its employees, without establishing a business relationship and at the terms which are uniformly applicable/offered to all employees and directors.

“Relative” means a relative as defined under Section 2(77) of the Companies Act, 2013 and includes anyone who is related in any of the following manner –

- a. Members of a Hindu undivided family;
- b. Husband or wife;
- c. Father (including step-father);
- d. Mother (including step-mother);
- e. Son (including step-son);
- f. Son’s wife;
- g. Daughter;
- h. Daughter’s husband;
- i. Brother (including step-brother); or
- j. Sister (including step-sister).

“Transaction” with a related party shall be construed to include a single transaction or a group of transactions.

The **terms Director, Chief Financial Officer, Company Secretary**, shall have the same meaning as assigned under the Companies Act, 2013, as amended from time to time.

4. POLICY

All related party transactions and subsequent material modifications shall require prior approval of the Audit Committee of the Company:



The Audit Committee shall review and approve all Related Party Transactions based on this Policy.

Provided that only those members of the Audit Committee, who are independent directors, shall approve related party transactions.

Provided further that:

- (a) the Audit Committee of the Company shall define “material modifications”, from time to time and disclose it as part of this Policy;
- (b) a related party transaction to which the subsidiary of the 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;
- (c) with effect from April 1, 2023, a related party transaction to which the subsidiary of the 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;
- (d) prior approval of the Audit Committee of the Company shall not be required for a related party transaction to which the listed subsidiary, if any, is a party but the Company, is not a party, if Regulation 23 and sub-regulation (2) of Regulation 15 of the SEBI Listing Regulations are applicable to such listed subsidiary.
- (e) remuneration and sitting fees paid by the listed entity or its subsidiary to its director, key managerial personnel or senior management, except who is part of promoter or promoter group, shall not require approval of the audit committee provided that the same is not material in terms of the provisions of sub-regulation (1) of this regulation.
- (f) The members of the audit committee, who are independent directors, may ratify related party transactions within three months from the date of the transaction or in the immediate next meeting of the audit committee, whichever is earlier, subject to the following conditions:
 - i) the value of the ratified transaction(s) with a related party, whether entered into individually or taken together, during a financial year shall not exceed rupees one crore;
 - ii) the transaction is not material in terms of the provisions of sub-regulation (1) of this regulation;



- iii) rationale for inability to seek prior approval for the transaction shall be placed before the audit committee at the time of seeking ratification;
- iv) the details of ratification shall be disclosed along with the disclosures of related party transactions in terms of the provisions of sub-regulation (9) of this regulation or any other condition as may be prescribed by the audit Committee:

Provided that failure to seek ratification of the audit committee shall render the transaction 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(s) concerned shall indemnify the listed entity against any loss incurred by it.

Explanation: For related party transactions of unlisted subsidiaries of the Company as referred to in (d) above, the prior approval of the Audit Committee of the listed subsidiary shall suffice.

All material related party transactions and subsequent material modifications as defined by the Audit Committee in this Policy 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:

Provided that prior approval of the shareholders of the Company shall not be required for a related party transaction to which the listed subsidiary is a party but the Company is not a party, if Regulation 23 and sub-regulation (2) of Regulation 15 of the SEBI Listing Regulations are applicable to such listed subsidiary.

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

All proposed Related Party Transactions except transactions: -

- i) to be entered into between the Company and its wholly owned subsidiary and transactions entered into between two wholly- owned subsidiaries of the listed holding company, whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval,
- ii) transactions entered into between two public sector companies
- iii) 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.
- iv) transactions entered into between a public sector company on one hand and the Central Government or any State Government or any combination thereof on the other hand.



must be reported to the Audit Committee for prior approval by the Committee in accordance with this Policy.

In the case of frequent / regular / repetitive transactions which are in the normal course of business of the Company, the Committee may grant standing pre -approval / omnibus approval, details whereof are given in a separate section of this Policy.

In exceptional cases, where a prior approval is not taken due to an inadvertent omission or due to unforeseen circumstances, the Committee may ratify the transactions in accordance with this Policy.

4.1 IDENTIFICATION OF RELATED PARTY TRANSACTIONS

Every Director and Key Managerial Personnel will be responsible for providing a declaration in the format as per Annexure 1 containing the following information to the Company on an annual basis:

1. Names of his / her Relatives;
2. Partnership firms in which he / she or his / her Relative is a partner;
3. Private Companies in which he / she is a member or Director;
4. Public Companies in which he / she is a Director and holds along with his/her Relatives more than 2% of paid up share capital;
5. Any Body Corporate whose Board of Directors, Managing Director or Manager is accustomed to act in accordance with his / her advice, directions or instructions; and
6. Persons on whose advice, directions or instructions, he / she is accustomed to act (other than advice, directions or instructions obtained from a person in professional capacity).

Every Director and the Key Managerial Personnel will also be responsible to update the Company of any changes in the above relationships, directorships, holdings, interests and / or controls immediately on him / her becoming aware of such changes.

The Company shall maintain an updated database of information pertaining to Related Parties reflecting details of –

1. All Directors and Key Managerial Personnel;
2. All individuals, partnership firms, companies and other persons as declared and updated by Directors and Key Managerial Personnel;
3. Company's holding company, subsidiary companies and associate companies;
4. Subsidiaries of holding company;
5. Director or Key Managerial Personnel of the holding company or their Relatives; and



6. Any other entity which is a Related Party as defined under Section 2(76) of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the relevant Accounting Standard.

The database shall be updated whenever necessary and shall be reviewed at least once a year. The updated data base shall be provided to Corporate Accounts and Finance Department who shall further share the same with the concerned business divisions/heads. Every Director, Key Managerial Personnel, Functional / Business heads / Chief Financial Officer will be responsible for providing prior Notice to the Company Secretary of any potential Related Party Transaction. They will also be responsible for providing additional information about the transaction that the Board / Committee may request, for being placed before the Committee and the Board. The suggested details and list of records and supporting documents which are required to be provided along with the Notice of the proposed transaction are provided in Annexure 2 and 3 to this Policy. The Mg. Director in consultation with the Chief Financial Officer may refer any potential related party transaction to any external legal/transfer pricing expert and the outcome or opinion of such exercise shall be brought to the notice of the Audit Committee. Based on this Notice, the same shall be taken up for necessary approvals under this Policy.

4.2 REVIEW AND APPROVAL OF RELATED PARTY TRANSACTION

All Related Party Transactions shall be subject to the prior approval of the Audit Committee at a meeting or by a Resolution passed by Circulation. However, according sanction for Related Party Transactions which are not in the ordinary course of business or which are not on arm's length basis, shall be given at the meeting only A member of the Committee, who has a potential interest in any Related Party Transaction, will not remain present at the meeting or abstain from discussion and voting on such Related Party Transaction and shall not be counted in determining the presence of a quorum when such Transaction is considered.

4.2.1 CONSIDERATION BY THE COMMITTEE IN APPROVING THE PROPOSED TRANSACTIONS

While considering any transaction, the Committee shall take into account all relevant facts and circumstances including the terms of the transaction, the business purpose of the transaction, the benefits to the Company and to the Related Party, and any other relevant matters. Prior to the approval, the Committee shall, inter-alia, consider the following factors to the extent relevant to the transaction:

- a. Whether the terms of the Related Party Transaction are in the ordinary course of the Company's business and are on an arm's length basis;



- b. The business reasons for the Company to enter into the Related Party Transaction and the nature of alternative transactions, if any;
- c. Whether the Related Party Transaction includes any potential reputational risks that may arise as a result of or in connection with the proposed Transaction; and
- d. Whether the Related Party Transaction would affect the independence or present a conflict of interest for any Director or Key Managerial Personnel of the Company, taking into account the size of the transaction, the overall financial position of the Director, Key Managerial Personnel or other Related Party, the direct or indirect nature of the Director's interest, Key Managerial Personnel's or other Related Party's interest in the transaction and the ongoing nature of any proposed relationship and any other factors the Committee deems relevant.

While considering the arm's length nature of the transaction, the Committee shall take into account the facts and circumstances as were applicable at the time of entering into the transaction with the Unrelated Party.

The Committee shall take into consideration that subsequent events (i.e., events after the initial transactions have commenced) like evolving business strategies/ short term commercial decisions to improve/ sustain market share, changing market dynamics, local competitive scenario, economic/ regulatory conditions affecting the global/ domestic industry, may impact profitability but may not have a bearing on the otherwise arm's length nature of the transaction.

4.2.2 APPROVAL BY THE BOARD

If the Committee determines that a Related Party Transaction should be brought before the Board, or if the Board in any case elects to review any such matter or it is mandatory under any law for Board to approve the Related Party Transaction, then the Board shall consider and approve the Related Party Transaction at a meeting and the considerations set forth above shall apply to the Board's review and approval of the matter, with such modification as may be necessary or appropriate under the circumstances.

4.2.3 STANDING PRE-APPROVAL / OMNIBUS APPROVAL BY THE COMMITTEE

In the case of frequent / regular / repetitive transactions which are in the normal course of business of the Company, the Committee may grant standing pre-approval / omnibus approval. While granting the approval the Audit Committee shall satisfy itself of the need for the omnibus approval and that same is in the interest of the Company. The omnibus approval shall specify the following:

- a. Name of the related party;
- b. Nature of the transaction;
Period of the transaction;



- c. Maximum amount of the transactions that can be entered into;
- d. Indicative base price / current contracted price and formula for variation in price, if any;
- e. Such other conditions as the Audit Committee may deem fit.

Such transactions will be deemed to be pre-approved and may not require any further approval of the Audit Committee for each specific transaction unless the price, value or material terms of the contract or arrangement have been varied / amended.

Any proposed variations/amendments to these factors shall require a prior approval of the Committee.

Further, where the need of the related party transaction cannot be foreseen and all prescribed details are not available, the Committee may grant omnibus approval subject to the value per transaction not exceeding Rs.1,00,00,000/- (Rupees One Crore only). The details of such transaction shall be reported at the next meeting of the Audit Committee for ratification. Further, the Committee shall on an annual basis review and assess such transactions including the limits to ensure that they are in compliance with this Policy. Pursuant to Section 188 read with rule 6A of the Companies (Meeting of Board and its Power) Rules, 2014, Omnibus approval shall be valid for a period not exceeding one financial year and shall require fresh approval after the expiry of such financial year.

TRANSACTIONS WHICH DO NOT REQUIRE APPROVAL

Notwithstanding the foregoing, the following Related Party Transactions shall not require specific approval of the Audit Committee:

- a) Any transactions, which are at arm's length and in ordinary course of business, entered into between the Company and its wholly owned subsidiary whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.
- b) Any transaction involving the providing of compensation to a Director or Key Managerial Personnel in connection with his duties to the Company including the reimbursement of reasonable business and travel expenses incurred in the ordinary course of business, and in line with the terms of Appointment.
- c) 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.



- d) Transaction that have been approved by the Board under specific provisions of the Act e.g. inter-corporate deposits, borrowings, investments etc. with or in wholly owned subsidiaries or other Related Parties;
- e) Transactions arising out of corporate restructuring, compromises, arrangements and amalgamations dealt with under specific provisions of the Act, will not attract the requirements of Section 188 of the Act. (MCA vide General Circular No. 30/2014 dated July 17, 2014).
- f) Contribution to Corporate Social Responsibility (CSR) obligations, subject to approval of CSR Committee and within the overall limits approved by the Board of Directors of the Company

4.2.4 APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS

All Material Related Party Transactions shall require approval of the shareholders through ordinary resolution and the Related Parties shall not vote to approve such resolution, whether the entity is a related party to the particular transaction or not.

4.2.5 TRANSACTIONS NOT IN ORDINARY COURSE OF BUSINESS OR NOT AT ARM'S LENGTH

All Related Party Transactions in excess of the limits prescribed under the Companies Act, 2013, which are not in the Ordinary Course of Business or not at Arms' Length shall also require the prior approval of the shareholders through ordinary resolution and the Related Parties shall not vote to approve such resolution, whether the entity is a related party to the particular transaction or not.

4.2.6 RELATED PARTY TRANSACTIONS NOT PREVIOUSLY APPROVED

In the event the Company becomes aware of a Related Party Transaction that has not been approved or ratified under this Policy, the transaction shall be placed as promptly as practicable, not later than three months, before the Committee or Board or the Shareholders as may be required in accordance with this Policy for review and ratification. The Committee or the Board or the Shareholders shall consider all relevant facts and circumstances respecting such transaction and shall evaluate all options available to the Company, including but not limited to ratification, revision, or termination of such transaction, and the Company shall take such action as the Committee deems appropriate under the circumstances.



JTL DEFENCE LIMITED

THRESHOLD LIMITS OF TRANSACTIONS WITH RELATED PARTIES:

Transaction Type	Approving Authority	Transactions	Threshold
RPTs in the ordinary course of business and at arm's length and subsequent material modifications thereof.	Audit Committee	All types of Transactions	Not applicable
RPT's not in ordinary course of business or; not at arm's length and subsequent material modifications thereof	Audit Committee and the Board If the RPT's exceed the Threshold Limits, in addition to above, approval of Shareholders by an ordinary resolution	a. Sale, purchase or supply of any goods or material, directly or through appointment of agent; b. Selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent; c. Leasing of property of any kind; d. Availing or rendering of any services, directly or through appointment of agent; e. Appointment to any office or place of profit in the Company, its subsidiary company or associate company; f. Remuneration for Underwriting the subscription of any securities or derivatives, thereof	a) Amounting to ten percent (10%) or more of the turnover of the Company; b) Amounting to ten percent (10%) or more of the networth of the Company; c) Amounting to ten percent (10%) or more of the turnover of the Company; d) Amounting to ten percent (10%) or more of the turnover of the Company e) Monthly remuneration exceeding two and a half lakh rupees (Rs.2,50,000/- p.m.); f) Exceeding one percent (1%) of



			the network of the Company.
Material RPTs and subsequent material modifications thereof	Audit Committee, Board of Directors and Shareholders	a) All types of Transactions excluding brand usage and royalty b) Brand usage and Royalty payments transactions	Individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten (10%) percent of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower. Individually or taken together with previous transactions during a financial year, exceed five (5%) percent of the annual consolidated turnover of the Company as per the last audited financial statement.
Explanation: The turnover or net worth referred above shall be computed on the basis of the audited financial statement of the preceding financial year.			

4.3 DISCLOSURE AND REPORTING OF RELATED PARTY TRANSACTIONS

4.3.1 Details of all Material Related Party Transactions shall be disclosed quarterly along with the compliance report on Corporate Governance;

4.3.2 The Company shall disclose the policy on dealing with Related Party Transaction on its website and a web-link shall be provided in the Annual Report(s);0020

4.3.3 Disclosures of transactions of the Company with any person or entity belonging to the promoter/promoter group which hold(s) ten (10%) percent or more Shareholding in the Company, in the format prescribed in the relevant accounting standards for annual results.



4.3.4 The Company shall submit to the stock exchanges disclosures of related party transactions in the format as specified by the SEBI, from time to time, and publish the same on its website:

Provided further that the Company shall make such disclosures every six months on the date of publication of its standalone and consolidated financial results within fifteen days from the date of publication of its standalone and consolidated financial results:

Provided further that the company shall make such disclosures simultaneously on the date of publication of its standalone and consolidated financial results with effect from April 1, 2023.

5. LIMITATIONS AND AMENDMENTS

In the event of any conflict between the provisions of this Policy and of the Listing Agreement/ SEBI Listing Regulations / Companies Act, 2013 or any other statutory enactments, rules, the provisions of such Listing Agreement/ SEBI Listing Regulations / the Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment / modification in the Listing Regulations, Act, definitions, threshold limits, and/or applicable laws in this regard shall automatically apply to this Policy and shall be deemed to be adopted as applicable to the company

6. DISSEMINATION OF POLICY

Either this Policy or the important provisions of this Policy shall be disseminated to all the functional and operational employees and other concerned persons of the Company and shall be hosted on the intra net and at the website of the Company and web-link thereto shall be provided in the annual report(s) of the Company



ANNEXURE -1

INFORMATION REQUIRED UNDER SECTION 2(76) OF THE COMPANIES ACT, 2013

Particulars	Details		
1. Names of Relatives: Wife/ Husband Father (including step-father) Mother (including step-mother) Son (including step son) Son's wife Daughter Daughter's husband Brother (including step-brothers) Sister (including step-sister) Members of HUF in which Director is a member			
2. Names of firms in which Director is a Partner			
3. Names of firms in which Director's Relatives (as defined above) is a Partner			
4. Names of Private Companies in which Director is a Director			
5. Names of Private Companies in which Director is a Member			
6. Names of Public Companies in which Director is a Director and holds along with his relatives more than 2% of its paid up capita	Name of Company	No. of shares held	% of shares held
7. *Anybody corporate whose Board of Directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a Director			
8. *Any person on whose advice, directions or instructions, the director is accustomed to ac			

* For Point no. 7 & 8, the advice, directions or instructions given in a professional capacity shall not be considered.

Place:
Date:

Signature:
Name of the Director



ANNEXURE -2

INFORMATION TO BE PROVIDED TO THE AUDIT COMMITTEE / THE BOARD OF DIRECTORS IN RELATION TO THE PROPOSED RELATED PARTY TRANSACTION (TO THE EXTENT RELEVANT TO THE TRANSACTION)

(SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021)

- a. Type, material terms and particulars of the proposed transaction;
- b. Name of the related party and its relationship with the listed entity 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 listed entity'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 listed entity 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. Justification as to why the RPT is in the interest of the listed entity;
- h. A copy of the valuation or other external party report, if any such report has been relied upon;
- i. Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;
- j. Any other information that may be relevant.



ANNEXURE-3

INFORMATION TO BE PROVIDED TO THE SHAREHOLDERS IN RELATION TO THE PROPOSED RELATED PARTY TRANSACTION (TO THE EXTENT RELEVANT TO THE TRANSACTION)

(SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021)

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:

- a) A summary of the information provided by the management of the listed entity to the audit Committee as specified in point 4 above;
- b) Justification for why the proposed transaction is in the interest of the listed entity;
- c) Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under point (f) of Annexure 2; (The requirement of disclosing source of funds and cost of funds shall not be applicable to listed banks/NBFCs.)
- d) A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;
- e) Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;
- f) Any other information that may be relevant.