

AEQUS LIMITED*

POLICY ON RELATED PARTY TRANSACTIONS

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****Formerly known as Aequs Private Limited***

REGULATORY FRAMEWORK

The Board of Directors ("Board") of Aequus Limited ("Company") has adopted a policy on Related Party Transactions ("Policy") in compliance with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, to lay down principles that will guide the transactions among related parties. The policy further sets forth the procedures for dealing with the Related Party Transactions including the process for their review, approval and ratification as permitted. This policy has been framed and adopted in accordance with the SEBI Listing Regulations and under Section 188 and other applicable provisions of Companies Act, 2013 ("Act") read with rules framed thereunder

Regulation 23 of SEBI Listing Regulations requires the Company to formulate a policy on materiality of related party transactions and on dealing with related party transactions including clear threshold limits duly approved by the board of directors. In view of the above, the Company has framed this Policy on Related Party Transactions.

This Policy shall be made enforceable immediately on listing of equity shares of the company on any stock exchange.

OBJECTIVE OF THIS POLICY

The objective of this Policy is to ensure that the transactions of the Company with its related parties are undertaken on the basis of best practices and in accordance with the provisions of the Regulation 23 of SEBI Listing Regulations read with relevant provisions of the Act. The Policy also sets out the process for identification of Related Parties, procedure for entering into Related Party Transactions, approval at various levels, disclosures and reporting obligations, criteria and procedure for approving Related Party Transactions, etc, including (a) the materiality thresholds for related party transactions, (b) define material modification and (c) the manner of dealing with and disclosing the transactions between the Company and its related parties as required under the Act, the SEBI Listing Regulations and any other laws and regulations as may be applicable to the Company.

APPLICABILITY

This Policy is applicable to all Related Party Transactions involving the Company and its subsidiaries, associates, joint ventures, and affiliates. It applies to all directors, officers, and key managerial personnel (KMP) of the Company.

DEFINITIONS

1. "Act" shall mean Companies Act, 2013 and the rules made there under, as amended from time to time.
2. "Arms' Length Transaction" means a transaction between two related parties that is conducted as if they are unrelated, so that there is no conflict of interest.
3. "Audit Committee" means the committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Act and Regulation 18 of Listing Regulations.
4. "Board of Directors" or "Board" means Board of Directors of the Company.

5. "Independent Director" means a director of the Company who satisfies criteria for Independence in accordance with the Act and the SEBI Listing Regulations.
6. "Key Managerial Personnel" or "KMP" shall have the same meaning as defined under the Act and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
7. "Material Related Party Transaction" means the transaction, to be entered into individually or taken together with the previous transactions during a financial year, exceeds Rupees One thousand Crores or ten percent of the annual consolidated turnover of the Company as per last audited financial statements of the Company, whichever is lower, or such threshold as may be recommended under the SEBI 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 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.

8. "Material Modification" In relation to a Related Party Transaction approved by the Audit Committee or a material related party transaction approved by the Shareholders, as the case may be, means any variation over and above the monetary limits already approved by the Audit Committee or shareholders, as the case may be and exceeding 20% of value of transaction, in each case, over and above the pre-approved limits.
9. "Related Party" means a related party as defined under the SEBI Listing Regulations, as amended from time to time.
10. "Related Party Transaction" means a related party transaction as defined under the SEBI Listing Regulations, as amended from time to time.
11. "Subsidiary Company or Subsidiary" means a subsidiary company as defined under 2(87) of the Act.
12. "SEBI Listing Regulations" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Any other term not defined herein shall have the same meaning as defined in the Act or Rules made thereunder, SEBI Listing Regulations, applicable Accounting Standards or any other law or regulation applicable to the Company.

IDENTIFICATION OF POTENTIAL RELATED PARTY TRANSACTIONS

1. All the Directors and Key Managerial Personnel are responsible for informing the Company of their interest (including interest of their Relatives) in other Companies, firms or concerns at the time of their appointment, at the beginning of every financial year and any change in such interest during the year. In addition, all the Directors and KMPs are responsible for providing notice to the Company Secretary of any potential Related Party Transaction involving him/her or his or her relative, including any additional information about the transaction that the Audit Committee may request.

2. The Board shall record the disclosure of Interest and the Audit Committee will determine whether the transaction does, in fact, constitute a Related Party Transaction requiring compliance with this policy.
3. Notice of any potential Related Party Transaction shall be provided well in advance to the Audit Committee so that it has adequate time to review the proposed Transaction.
4. The Compliance Officer shall maintain a database of Company's Related Parties containing the names and other applicable details of individuals and the entities, identified on the basis of the definition set forth in this policy.

APPROVAL OF RELATED PARTY TRANSACTIONS

This Policy will operate within the framework of the Regulation 23 of the SEBI Listing Regulations read with the Act and Rules thereunder, as amended from time to time

A. Audit Committee Approval

1. All Related Party Transactions (and subsequent material modifications) shall require prior approval of the Audit Committee and only those members who are Independent Directors shall approve the Related Party Transactions. Accordingly, all proposed Related Party Transactions must be reported to the Audit Committee and the Company shall provide information as mentioned in Annexure A to the Audit Committee for review and approval of proposed Related Party Transaction. Further, 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. However, the Audit Committee may also grant omnibus approval for Related Party Transactions proposed to be entered into by the Company subject to the following conditions:
 - i. The Audit Committee shall lay down the criteria for granting the omnibus approval in line with this policy and such approval shall be applicable in respect of transactions which are repetitive in nature;
 - ii. The Audit Committee shall satisfy itself regarding the need for such omnibus approval and that such approval is in the interest of the Company;
 - iii. Such omnibus approval shall specify (a) the name/s of the related party, nature of transaction, period of transaction, maximum amount of transaction that shall be entered into; (b) the indicative base price/current contracted price and the formula for variation in the price if any; and (c) such other conditions as the Audit Committee may deem fit;

Provided that where the need for Related Party Transaction cannot be foreseen and aforesaid details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding rupees one Crore per transaction.

- iv. Audit Committee shall review the details of Related Party Transactions entered into by the Company pursuant to each of the omnibus approvals given by it, at least on a quarterly basis;

- v. Such omnibus approvals shall be valid for a period not exceeding one financial year from the date of the Audit Committee meeting where such approval is granted or such other lesser period as may be specified by the Audit Committee and shall require fresh approval after the expiry of one year;
- vi. 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:
 - a. 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;
 - b. the transaction is not material in terms of the provisions of Reg. 23 (1) of the SEBI Listing Regulations;
 - c. rationale for inability to seek prior approval for the transaction shall be placed before the audit committee at the time of seeking ratification;
 - d. the details of ratification shall be disclosed along with the disclosures of related party transactions in terms of the Reg. 23 (9) of SEBI Listing Regulations;
 - e. any other condition as specified 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 Company against any loss incurred by it.
- vii. Omnibus approval shall not be made and shall not be applicable for the following:
 - a. transaction(s) in respect of selling or disposing off the undertaking of the Company;
 - b. transactions which are not at arm's length or not in the ordinary course of business.
- 2. Each Material Related Party Transaction (and subsequent Material Modifications) shall also require prior approval of shareholders of the Company and, no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not, in accordance with the relevant provisions of the Listing Regulations, the Act and/or the Rules, as may be applicable.
- 3. If any member of the Audit Committee is interested in any contract or arrangement with a related party, and such member is present at the meeting then such member shall not be entitled to vote at such meeting and his vote shall not be counted, for the resolution relating to such contract or arrangement.
- 4. Prior approval of Audit Committee and of shareholders, as enumerated in Sub Clause 1. and 2 above shall not be required in following cases:
 - i. Transactions 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.
 - ii. Transactions entered into between the wholly owned subsidiaries of the Company, whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.

5. Information to be placed before the Committee for granting approval to Related Party Transaction:
 - Name of the Related Party and nature of relationship;
 - Name of the director or Key Managerial Personnel who is related;
 - Nature, material terms and monetary value of the contract or arrangement along with justification; and
 - Any other information relevant or important for the members to take a decision on the proposed Related Party Transaction.
6. Factors to be considered by the Committee while approving a Related Party Transaction:
 - Whether the terms of Related Party Transaction are fair and on arm's length basis?
 - Whether the Related Party Transaction is in the ordinary course of business of the Company or Related Party?
 - Whether there are any compelling business reasons for the Company to enter into the Related Party Transaction and the nature of alternative transactions, if any?
 - Whether the Related Party Transaction would affect the independence of an independent director.
 - Whether the Related Party Transaction would present an improper conflict of interest for any Director or Key Managerial Personnel of the Company; and
 - Any other factors the Committee deems relevant.

B. Approval of the Board of Directors

The Company entering into Related Party Transactions needs to take approval of the Board of Directors if required and applicable as per provisions of the Act.

All Related Party Transactions approved by the Audit Committee may be noted by the Board. However, all related party transactions which are not in the ordinary course of business and not in arm's length basis shall be mandatorily approved by passing a resolution at the meeting of the Board.

In addition, the following RPTs shall also be placed before the Board for approval:

- Material Related Party Transactions and any subsequent material modifications to Related Party Transactions, which are intended to be placed before the shareholders for approval.
- All other RPTs as referred by the Audit Committee from time to time.

Where any director is interested in any contract or arrangement with a related party, such director shall not participate in discussions on the subject matter during the meeting relating to such contract or arrangement and shall not vote on the item of business.

C. Members' Approval

1. Where members' approval is required on any Material Related Party Transactions and subsequent Material Modifications, such approval will be obtained 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. The Company shall provide information as mentioned in Annexure A to Shareholders for review and approval of proposed Related Party Transaction.

Provided that the requirements specified under this sub-regulation shall not apply in respect of a

resolution plan approved under Section 31 of the Insolvency and Bankruptcy Code, 2016, subject to the event being disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

2. The explanatory statement to be annexed to the notice of a postal ballot or general meeting convened to consider the special resolution to approve a Related Party Transaction shall inter alia contain the following particulars:
 - Name of the related party;
 - Name of the director or key managerial personnel who is related, if any;
 - Nature of relationship;
 - Nature, material terms, monetary value and particulars of the contract or arrangement;
 - Any other information relevant or important for the members to take a decision on the proposed resolution.

DISCLOSURE REQUIREMENTS

This policy shall be uploaded on the website of the Company and a weblink thereto shall be provided in the Board's Report.

The Company shall disclose, in the Board's report, transactions prescribed in Section 188(1) of the Act, if any, with Related Parties, which are material or not in Ordinary Course of Business or arm's length basis along with the justification for entering into such transaction.

The Company shall submit within 15 (fifteen) days from the date of publication of its standalone and consolidated financial results for the half year ended, disclosures of related party transactions on a consolidated basis, in the specified format, to the stock exchanges and publish the same on its website.

The Company shall submit disclosures of Related Party Transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website, every six months on the date of publication of its standalone and consolidated financial results.

AMENDMENT AND ENFORCEMENT

The Board shall review, at least once every three years, this Policy and shall also have the power to amend any of the provisions of this Policy, substitute any of the existing provisions with a new provision or replace this Policy entirely with a new Policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy.

However, the Company Secretary and Chief Financial Officer are severally/jointly authorized to provide clarifications or to amend the Policy to give effect to any changes / amendments notified by the Securities Exchange Board of India. Consequently, the policy shall be placed before the Board for their noting and ratification.

In case of any modification / amendment / re-enactment of any existing acts, rules, regulations, guidelines etc. or an enactment of any new act, rules, regulations, guidelines, etc., which are inconsistent with this Policy, then such modified / amended / re-enacted provision or new provisions shall prevail over the Policy.

This policy shall be made enforceable immediately on listing of equity shares of the company on any stock exchange.

REFERENCE

As mandated by:

- Regulation 23 of the SEBI Listing Regulations

VERSION HISTORY

Sr. No	Version	Approved by	Effective Date	Amendment Summary
1	1.0	Board of Directors at its meeting held on May 08, 2025	From the date of Listing of shares of the Company.	-

ANNEXURE A

Industry Standards on “Minimum information to be provided for Review of the Audit Committee and Shareholders for Approval of Related Party Transaction (RPT)”

[Pursuant to SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/37 dated March 21, 2025 to be effective from 1st July, 2025.]

1. Applicability Matrix

Type of Transaction	Threshold	Balance Sheet / P&L Items	Approvals required	Disclosure requirement
Material RPT	As provided under Regulation 23(1) & (1A) of the LODR Regulations	Both	Audit Committee + Shareholders	Comprehensive disclosures
Other RPT, but which is with promoter or promoter group or person/ entity in which promoter or promoter group has concern or interest	Transaction(s) with a related party, where the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed lower of the following: (a) 2% of turnover, as per the last audited consolidated financial statements of the Company; (b) 2% of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative; (c) 5% of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company.	Balance sheet items	Audit Committee	Comprehensive disclosures
		P&L items		Comprehensive disclosures
	Less than the threshold as provided above	Balance sheet items	Audit Committee	Comprehensive disclosures
		P&L items		Limited disclosures
Residual RPT	Transaction(s) with a related party to be entered into individually or taken together with previous transactions during	Both	Audit	Limited disclosures

	a financial year exceeding Rs. one crore		Committee	
	Transaction(s) with a related party to be entered into individually or taken together with previous transactions during a financial year less than Rs. one crore			Minimum disclosures

Explanation: For the purposes of this applicability matrix:

- (1) Promoter or promoter group shall be deemed to be concerned or interested in any person, if they in any way, whether directly or indirectly—
 - (a) where the person is a body corporate, holds more than 2% shareholding or voting rights of that body corporate, or is a promoter, managing director, manager, Chief Executive Officer of that body corporate; or
 - (b) where the person is a firm or other entity, the promoter(s) or the promoter group is a partner, owner or member, as the case may be.
- (2) *Balance Sheet items* include:
 - (a) B(3): Loans, inter-corporate deposits or advances given by the Company or its subsidiary;
 - (b) B(4): Investment made by the Company or its subsidiary;
 - (c) B(5): Guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the Company or its subsidiary;
 - (d) B(6): Borrowings by the Company or its subsidiary; and
 - (e) B(7): Sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the Company, or disposal of shares of subsidiary or associate.
- (3) *P&L items* include:
 - (a) B(2): Sale, purchase or supply of goods or services or any other similar business transaction; and
 - (b) B(8): Payment of royalty.
- (4) Comprehensive disclosures: All disclosures as specified in Para 3 of this Annexures, as applicable to relevant RPT.
- (5) Limited disclosures: All disclosures as specified in Para 3 of this Annexure, as applicable to relevant RPT, except the following:
 - (a) B(2): Rows 13 to 17;
 - (b) B(3): Rows 31 & 32 (In both rows, provide information for the previous financial year instead of the last three financial years);
 - (c) B(4): Row 43; and
 - (d) B(8): Rows 78, 79, 84 & 86.
- (6) Minimum disclosures: All disclosures as specified in Rows A(1), A(2), A(4), A(5) and B(1) of Para 3 of this Annexure, as applicable to relevant RPT.

2. Standards for Minimum Information to be provided to the Audit Committee for review and approval (including ratification) of RPTs:

- (1) The management of the Company shall provide the Audit Committee with the information, as specified

in Para 3 of this Annexure, while placing any proposal for review and approval of a RPT.

(2) While collecting and collating the information, the management of the Company shall take into account the following:

- (a) Provide comments against each information where it is sought in the format specified in Para 3 of this Annexure against transaction-based information. Indicate 'NA', where the field is not applicable and 'NIL', where no comments have been provided.
- (b) Certificates from the CEO or CFO or any other KMP of the Company and from every director of the Company who is also promoter ("promoter director") to the effect that:
 - (i) the RPTs to be entered into are not prejudicial to the interest of public shareholders; and
 - (ii) the terms and conditions of the RPT are not unfavorable to the Company, compared to the terms and conditions, had similar transaction been entered into with an unrelated party.

However, if any promoter director does not provide such certificate, the same shall be informed to the Audit Committee and the shareholders, if it is a material RPT as specified in Para 1(1) of these Standards.

- (c) Copy of the valuation or other report of external party, if any, shall be placed before the Audit Committee.
- (d) If audited financial statements of the related party as required to be submitted to Audit Committee are not available for any financial year, the financial details shall be certified by the related party.
- (e) If the related party follows a different financial year, this fact shall be disclosed.
- (f) In the case of the payment of royalty *[as provided in B(8) in the format as specified in Para 3 of Annexure]*, management fees, service fees, etc., if any, shall be explicitly bifurcated and disclosed.
- (g) In the case of the payment of royalty *[as provided in B(8) in the format as specified in Para 3 of this Annexure]*, the criteria for selecting Industry Peers shall be as follows:
 - (i) The Company will strive to compare the royalty payment with a minimum of three Industry Peers, where feasible. The selection shall follow the following hierarchy:
 - A. Preference will be given to Indian listed Industry Peers.
 - B. If Indian listed Industry Peers are not available, a comparison may be made with listed global Industry Peers, if available.
 - (ii) If no suitable Indian listed/ global Industry Peers are available, the Company may refer to the peer group considered by SEBI-registered research analysts in their publicly available research reports ("Research Analyst Peer Set"). If the Company's business model differs from such Research Analyst Peer Set, it may provide an explanation to clarify the distinction.
 - (iii) In cases where fewer than three Industry Peers are available, the Company will disclose, that only one or two peers are available for comparison.

(3) If the Audit Committee has any comments on the line items as per the format specified in Para 3 of this Annexure, it shall provide them accordingly. However, comments are required only for applicable line items, while non-applicable line items may be left blank.

3. Format for Minimum Information to be provided for review of the Audit Committee for Approval (including ratification) of RPTs:

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
A. Details of the related party and transactions with the related party			
A (1). Basic details of the related party			
1.	Name of the related party		
2.	Country of incorporation of the related party		
3.	Nature of business of the related party		

A(2). Relationship and ownership of the related party			
4.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.		
5.	<p>Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</p> <p><i>Explanation:</i> Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.</p>	<p>% Shareholding % Contribution % P&L Sharing</p>	
6.	<p>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).</p> <p><i>Explanation:</i> Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</p>	% Shareholding	

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee						
A (3). Financial performance of the related party									
7.	Standalone turnover of the related party for each of the last three financial years:								
	FY 20xx-20xx								
	FY 20xx-20xx								
	FY 20xx-20xx								
8.	Standalone net worth of the related party for each of the last three financial years:								
	FY 20xx-20xx								
	FY 20xx-20xx								
	FY 20xx-20xx								
9.	Standalone net profits of the related party for each of the last three financial years:								
	FY 20xx-20xx								
	FY 20xx-20xx								
	FY 20xx-20xx								
S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee						
A (4). Details of previous transactions with the related party									
10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years. Note: Details need to be disclosed separately for listed entity and its subsidiary.								
	FY 20xx-20xx								
	<table><tr><th>S. No.</th><th>Nature of Transactions</th><th>Amount (in INR)</th></tr><tr><td></td><td></td><td></td></tr></table>	S. No.	Nature of Transactions	Amount (in INR)					
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S. No.	Nature of Transactions	Amount (in INR)							
S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee						
11.	Total amount of all the transactions								

	undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).		
12.	Whether prior approval of Audit Committee has been taken for the above-mentioned transactions?		
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.		
A (5). Amount of the proposed transactions <i>(All types of transactions taken together)</i>			
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.		
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?		
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	%	
S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	%	
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	%	
B. Details for specific transactions			
B (1). Basic details of the proposed transaction <i>(In case of multiple types of proposed transactions, details to be provided separately for each type of the proposed transaction – for example, (i) sale of goods and purchase of goods to be treated as separate transactions; (ii) sale of goods and sale of services to be treated as separate transactions; (iii) giving of loans and giving of guarantee to be treated as separate transactions)</i>			
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of		

	goods/services, giving loan, borrowing etc.)		
2.	Details of the proposed transaction		
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)		
4.	Indicative date / timeline for undertaking the transaction		
5.	Whether omnibus approval is being sought?		
S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
6.	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.		
7.	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Certificate from the CEO or CFO or any other KMP of the listed entity and also from promoter directors of the listed entity (as referred in Para 3(2)(b) of these Standards)	
8.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.		
S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
9.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.		

	<i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.		
	a. Name of the director / KMP		
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	% Shareholding	
10.	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. <i>Explanation:</i> Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.		
S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
	a. Name of the director / KMP/ partner		
	b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	% Shareholding	
11.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.		<i>If any such report has been considered, it shall also be stated whether the Audit Committee has reviewed the basis for valuation contained in the report and found it to be satisfactory based on their independent evaluation.</i>
12.	Other information relevant for decision making.		
B (2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction			
13.	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.		<i>If the number is less than 3, Audit Committee to comment upon whether the number of bids / quotations received are sufficient</i>
14.	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.		<i>Audit committee to provide justification for rejecting the best bid /quotation and for selecting</i>

			<i>the related party for the transaction</i>
S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
15.	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.		<i>Audit committee to justify the additional cost to the listed entity or the subsidiary</i>
16.	Where bids were not invited, the fact shall be disclosed along with the justification for the same.		
17.	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.		
B (3). <u>Additional details</u> for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary			
18.	Source of funds in connection with the proposed transaction. <i>Explanation:</i> This shall not be applicable to listed banks/ NBFCs.		
19.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: <i>Explanation:</i> This shall not be applicable to listed banks/ NBFCs.		
	a. Nature of indebtedness		
	b. Total cost of borrowing		
	c. Tenure		
	d. Other details		
S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
20.	Material covenants of the proposed transaction		
21.	Interest rate charged on loans / inter-corporate deposits / advances by the listed entity (or its subsidiary, in case of transaction involving the subsidiary) in the last three financial years: <ul style="list-style-type: none"> To any party (other than related party): To related party. <i>Explanations: Comparable rates shall be</i>		<i>If the interest rate charged to the related party is less than the average rate charged, then Audit Committee to provide justification for the low interest rate charged.</i>

	<i>provided for similar nature of transaction, for e.g., long term vis-a- vis long term etc.</i>		
22.	Rate of interest at which the related party is borrowing from its bankers or the rate at which the related party may be able to borrow given its credit rating or credit score and its standing and financial position		
23.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers or the rate at which the listed entity may be able to borrow given its credit rating or credit score and its standing and financial position		
24.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.		
S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
25.	Maturity / due date		
26.	Repayment schedule & terms		
27.	Whether secured or unsecured?		
28.	If secured, the nature of security & security coverage ratio		
29.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.		
30.	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating))		<i>If credit rating of the related party is not available, Audit Committee to comment on credit worthiness of the related party</i>
31.	Amount of total borrowings (long- term and short-term) of the related party over the last three financial years		
	<i>FY 20xx-20xx</i>		
	<i>FY 20xx-20xx</i>		
	<i>FY 20xx-20xx</i>		
32.	Interest rate paid on the borrowings by the related party from any party in the last three financial years. <i>Explanation: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a- vis long term etc.</i>		<i>If the interest rate charged to the related party is less than the average rate paid by the related party, then the Audit Committee to provide justification for the low interest rate charged.</i>
S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
33.	Default in relation to borrowings, if any,		<i>In case of defaults by the</i>

	made during the last three financial years, by the related party from the listed entity or any other person.		<p><i>related party over the last three financial years, in relation to which the Listed Entity or any of its subsidiary has previously provided guarantee, indemnity or other such obligation, the management has to submit justification to Audit Committee for the proposed transaction and the capacity of the related party to service the debt (loan, deposit or advance) proposed to be given by the listed entity or its subsidiary.</i></p> <p><i>Audit Committee to comment on the justification provided by Management.</i></p>
	<i>FY 20xx-20xx</i>		
	<i>FY 20xx-20xx</i>		
	<i>FY 20xx-20xx</i>		
<i>Additional details relating to advances other than loan given by the listed entity or its subsidiary</i>			
34.	Advances provided, their break-up and duration.		

S. No.	Particulars of the information			Information provided by the management	Comments of the Audit Committee
	S. No.	Advance given to	Amount	Duration of advance given	
	1				
	2				
35.	Advance as % of the total loan given during the preceding 12 months			%	
B (4). Additional details for proposed transactions relating to any investment made by the listed entity or its subsidiary					
36.	Source of funds in connection with the proposed transaction. <i>Explanation:</i> This shall not be applicable to listed banks/ NBFCs.				
37.	Purpose for which funds shall be utilized by the investee company.				
38.	Where any financial indebtedness is incurred to make investment, specify the following: <i>Explanation:</i> This shall not be applicable to listed banks/ NBFCs.				
	a. Nature of indebtedness				
	b. Total cost of borrowing				
	c. Tenure				
	d. other details				
39.	Material covenants of the proposed transaction				
S. No.	Particulars of the information			Information provided by the management	Comments of the Audit Committee
40.	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)) <i>Explanation:</i> This shall be applicable in case of investment in debt instruments.				<i>If credit rating of the related party is not available, Audit Committee to comment on credit worthiness of the related party</i>
41.	Expected annualized returns <i>Explanation:</i> This shall be applicable in case of investment in debt instruments.				
42.	Returns on past investments in the related party over the last three financial years			<i>Return on Equity</i>	<i>In case of diminishing value of investments (negative returns) over the last three financial years, Audit</i>

			<i>Committee to provide justification for the proposed investment</i>
43.	Details of asset-liability mismatch position, if any, post investment <i>Explanation:</i> This shall be applicable in case of investment in debt instruments.		
44.	Whether any regulatory approval is required. If yes, whether the same has been obtained.		
B (5). Additional details for proposed transactions relating to any guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary			
S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
45.	Rationale for giving guarantee, surety, indemnity or comfort letter		
46.	Material covenants of the proposed transaction including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.		
47.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.		
48.	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party		<i>If credit rating of the related party is not available, Audit Committee to comment on credit worthiness of the related party</i>
49.	Details of solvency status and going concern status of the related party during the last three financial years:		
	FY 20xx-20xx		
	FY 20xx-20xx		
S.	Particulars of the information	Information provided	Comments of the Audit

No.		by the management	Committee
	<i>FY 20xx-20xx</i>		
50.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.		<p><i>In case of defaults by the related party over the last three financial years, in relation to which the Listed Entity or any of its subsidiary has previously provided guarantee, indemnity or other such obligation, the management has to submit justification to Audit Committee for the proposed transaction and the capacity of the related party to service the debt (loan, deposit or advance) proposed to be given by the listed entity.</i></p> <p><i>Audit Committee to comment on the justification provided by Management.</i></p>
	<i>FY 20xx-20xx</i>		
	<i>FY 20xx-20xx</i>		
	<i>FY 20xx-20xx</i>		
B (6). <u>Additional details</u> for proposed transactions relating to borrowings by the listed entity or its subsidiary			
51.	Material covenants of the proposed transaction		
S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
52.	Interest rate (in terms of numerical value or base rate and applicable spread)		
53.	Cost of borrowing (This shall include all costs associated with the borrowing)		
54.	Maturity / due date		
55.	Repayment schedule & terms		
56.	Whether secured or unsecured?		
57.	If secured, the nature of security & security coverage ratio		
58.	The purpose for which the funds will be utilized by the listed entity / subsidiary		
59.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements		
	<i>Explanation:</i> This shall not be applicable to listed banks.		

	a. Before transaction		
	b. After transaction		
60.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Explanation:</i> This shall not be applicable to listed banks.		
	a. Before transaction		
S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
	b. After transaction		
B (7). <u>Additional details</u> for proposed transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate			
61.	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.		<i>If the number is less than 3, Audit Committee to comment upon whether the number of bids / quotations received are sufficient</i>
62.	Best bid / quotation received If comparable bids are available, disclose the price and terms offered.		<i>Audit Committee to provide justification for rejecting the best bid / quotation and for selecting the related party for the transaction</i>
63.	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.		<i>Audit committee to justify the additional cost to the listed entity or the subsidiary</i>
64.	Where bids were not invited, the fact shall be disclosed along with the justification for the same.		
65.	Wherever comparable bids are not available, state what is the basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.		
S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
66.	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate.		
67.	Financial track record of the subsidiary		

	/ Undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:				
		FY 20xx-20xx	FY 20xx-20xx	FY 20xx-20xx	
	Turnover				
	Net worth				
	Net Profit				
	Net Profit Margin				
	Operating Cash Flow Margin				
	Return on Assets (RoA)				
68.	Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / Undertaking				
	a. Expected impact on turnover				
	b. Expected impact on net worth				
	c. Expected impact on net profits				

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
69.	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity, or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.		
70.	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.		
71.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?		
72.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?		
73.	Are there any other major non- financial reasons for going ahead with the proposed transaction?		
B (8). Additional details for transactions relating to payment of royalty			
74.	Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial years		
	<i>FY 20xx-20xx</i>	<i>Amount of royalty</i>	
	<i>FY 20xx-20xx</i>	<i>Amount of royalty</i>	
	<i>FY 20xx-20xx</i>	<i>Amount of royalty</i>	
S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
75.	Purpose for which royalty was paid to the related party during the last three financial years.		<i>For companies with a composite license agreement that includes a bundle of intellectual property rights (IPRs) such as brands, patents, technology, and know- how, it is essential to understand the key components of such agreements and the reasons why these cannot be disclosed separately.</i>
	a. For use of brand name / trademark	<i>As a % of aggregate amount of royalty for the last 3 FYs</i>	

	b. For transfer of technology know- how	<i>As a % of aggregate amount of royalty for the last 3 FYs</i>	
	c. For professional fee, corporate management fee or any other fee	<i>As a % of aggregate amount of royalty for the last 3 FYs</i>	
	d. <i>Any other use (specify)</i>	<i>As a % of aggregate amount of royalty for the last 3 FYs</i>	
76.	Purpose for which royalty is proposed to be paid to the related party in the current financial year		
	a. For use of brand name / trademark	<i>As a % of total royalty proposed to be paid</i>	
S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
	b. For transfer of technology know- how	<i>As a % of total royalty proposed to be paid</i>	
	c. For professional fee, corporate management fee or any other fee	<i>As a % of total royalty proposed to be paid</i>	
	d. <i>Any other use (specify)</i>	<i>As a % of total royalty proposed to be paid</i>	
77.	Royalty paid in last 3 FYs as % of Net Profits of previous FYs		
	<i>FY 20xx-20xx</i>	<i>%</i>	
	<i>FY 20xx-20xx</i>	<i>%</i>	
	<i>FY 20xx-20xx</i>	<i>%</i>	
78.	Dividend paid in last 3 FYs as % of Net Profits of previous FYs		<i>Audit Committee to comment on the reasons for less dividend payment than royalty payment, if so.</i>
	<i>FY 20xx-20xx</i>	<i>%</i>	
	<i>FY 20xx-20xx</i>	<i>%</i>	
	<i>FY 20xx-20xx</i>	<i>%</i>	
79.	Royalty and dividend paid or proposed to be paid during the current FY <i>Explanation: The dividend proposed to be paid shall mean dividend that has been declared but not been paid yet.</i>		
S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
80.	Rate at which royalty has increased in the past 5 years, if any, vis-à-vis rate at which the turnover, profits after tax and dividends have increased during the same period.		
81.	In case of new technology i.e. first year of		

	technology transfer <i>(to be provided separately for each new technology)</i> :		
	a. Expected duration of technology transfer	<i>in years</i>	
	b. Benefits derived from the technology transfer		
82.	In case of existing technology i.e. technology being imported <i>(to be provided separately for each existing technology)</i> :		
	a. Years since technology transfer initiated	<i>in years</i>	
	b. Expected duration of technology transfer	<i>in years</i>	
	c. Benefits derived from the technology transfer		
83.	Details of in-house research & development, if any:		
	a. Total expenses incurred during the preceding financial year		
	b. Benefits derived		
S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
	c. If any in-house R&D undertaken by the listed entity or its subsidiary that will reduce or eliminate the royalty currently paid for any technology or technical know-how. Additionally, the absolute value of R&D expenditure incurred by the listed entity or its subsidiary on such in-house R&D, along with the period required for completing the research to achieve the reduction or elimination of royalty, shall be disclosed to the Audit Committee.		<i>If no expenses were incurred, the Audit Committee shall provide justification or comment on the same.</i>
84.	<p>If royalty is paid to the parent company, disclose royalty received by the parent company from foreign entities:</p> <ul style="list-style-type: none"> • Minimum rate of royalty charged along with corresponding absolute amount • Maximum rate of royalty charged along with corresponding absolute amount <p><i>Explanation:</i></p> <p>a) The disclosure shall be made on a gross basis (Cost to the Company),</p>	%	

	<p>including taxes paid on behalf of the recipient of royalty.</p> <p>b) The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies. If so, this row shall not be applicable.</p>		
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S. No.	Particulars of the information				Information provided by the management		Comments of the Audit Committee
85.	Sunset Clause for Royalty payment						
86.	Peer Comparison: Listed entity or its subsidiary paying royalty for any purpose shall also disclose whether any Industry Peer pays royalties for the same purpose, which is disclosed in its audited annual financial statements for the relevant period:						
		Listed Entity / Subsidiary	Peer 1	Peer 2	Peer 3		
	Royalty payment over last 3 years	Aggregate amount	Aggregate amount	Aggregate amount	Aggregate amount		
	Royalty paid as a % of net profits over the last 3 years	%	%	%	%		
	Annual growth rate of Turnover over last 3 years	%	%	%	%		
87.	Royalty paid or payable for imported technology, along with the turnover attributable to such technology.						
88.	Royalty paid or payable for brands or other intangible assets, along with the turnover attributable to their use.						

4. Standards for Minimum Information to be provided to the shareholders for consideration of RPTs:

- (1) The explanatory statement contained in the notice sent to the shareholders for seeking their approval for an RPT shall provide the minimum information so as to enable the shareholders to take a view whether the terms and conditions of the RPT are favorable to the Company.
- (2) The notice being sent to the shareholders seeking approval for any material RPT shall, in addition to the requirements under the Companies Act, 2013, include the following information as a part of the explanatory statement:
 - (a) Information as placed before the Audit Committee in the format as specified in Para 3 of

this Annexure, to the extent applicable.

- (b) The Audit Committee can approve redaction of commercial secrets and such other information that would affect competitive position of Company from disclosures to shareholders. Further, the Audit Committee shall certify that, in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision-making.
- (c) Justification as to why the proposed transaction is in the interest of the Company.
- (d) Statement of assessment by the Audit Committee that relevant disclosures for decision-making were placed before them, and they have determined that the promoter(s) will not benefit from the RPT at the expense of public shareholders.
- (e) Disclose the fact that the Audit Committee had reviewed the certificate provided by the CEO or CFO or any other KMP as well as the certificate provided by the promoter directors of the Company as required under Para 2(2)(b) of this Annexure.
- (f) Copy of the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.
- (g) In case of sale, purchase, or supply of goods or services ***[as provided in B(2) in the format as specified in Para 3 of this Annexure]***, or the sale, lease, or disposal of assets of a subsidiary, unit, division, or undertaking of the Company ***[as provided in B(7) in the format as specified in Para 3 of this Annexure]***, if the Audit Committee has reviewed the terms and conditions of bids from unrelated parties then such fact shall be stated. In case bids have not been invited, the fact shall be disclosed along with the justification thereof, and in case comparable bids are not available, state the basis for recommending that the terms of the RPT are beneficial to the shareholders.
- (h) Comments of the Board/ Audit Committee of the Company, if any.
- (i) Any other information that may be relevant.