

RELATED PARTY TRANSACTIONS POLICY

PREAMBLE

The Company shall engage with Related Parties in the ordinary course of business and on arm's length basis while ensuring that the transactions with Related Parties are fully compliant with applicable Regulations.

PURPOSE

The policy is not only to be in the best interest of its stakeholders but also in due compliance with the requirements of the Companies Act and other applicable laws. Further, as per the revised clause 49(VII) of the Equity Listing Agreement, a policy needs to be formulated to deal with Related Party Transactions including formulating a policy on materiality of related party transaction. This policy lays down the mechanism to deal with related party transaction.

DEFINITIONS

All capitalised terms used in this policy document but not defined herein shall have the meaning described to such term in the Companies Act, 2013 and the rules framed there under and the Equity Listing Agreement, as amended from time to time.

The Policy shall be applicable to all the Related Party Transactions entered into on or after 1st October, 2015.

DEALING WITH RELATED PARTY TRANSACTION

Related Party Transactions are prohibited, unless approved or ratified by the Audit Committee and / or the Board of Directors of the Company in accordance with this policy. In dealing with Related Party Transactions, the Company will follow the following approach.

IDENTIFICATION OF RELATED PARTY TRANSCATIONS

All Related Party Transactions must be brought to the notice of the Audit Committee of the Company.

Any employee of the Company is aware of any transactions that is of may be perceived to be a related party transaction is required to bring the same to the attention of the Audit Committee of the Company.

All Directors, Members of the Management Committee & key Managerial Personnel (KMP's) are responsible for informing the Company of their interest (including interest of their relatives) in other Companies, firm of concerns at the beginning of every financial year and any change in such a interest during the year. In addition, all Directors , Members of the Management Committee & key Managerial Personnel (KMP's) are responsible for providing

notice to the Company Secretary of any potential related party transaction involving him/her or his or relative , including any additional information about the transaction that the Audit Committee may request. The Board shall record the disclosure of the interest and the Audit Committee will determine whether the transaction is in the ordinary course of business and on arm's length basis.

Such notice of any potential related party transaction should be given well in advance so that the Company Secretary has adequate time to obtain and review information about the proposed transaction and refer it to the Audit Committee.

REVIEW AND APPROVAL OF RELATED PARTY TRANSACTIONS

Related Party Transactions are prohibited, unless approved or ratified by the Audit Committee of the Company in accordance with this policy.

The Audit Committee shall grant Omnibus approval (valid for one year) to related party transactions that are

- a. Repetitive in nature, and/or
- b. Entered in the ordinary course of business and are at Arm's Length.

In an unforeseen event where a related party transaction for which Omnibus approval has not been given & needs to be entered due to business exigencies between two Audit Committee Meetings, the Audit Committee may approve such related party transaction by a passing a resolution by circulation.

All related party transaction that are not in the ordinary course of business or not on arm's length basis shall be referred to the Board of Directors for their approval.

Any member of the Board/ Audit Committee shall abstain from voting on the approval of such related party transaction. However they may participate in discussion with respect to other related party transactions placed for approval of the Board.

Any such related party transaction shall also be placed for prior approval of shareholders if it exceeds the thresholds as prescribed under the Companies Act, 2013 and rules framed there under and the Listing Agreement.

All entities falling under the definition of Related Parties shall abstain from voting irrespective of whether the entity is a party to the particular transaction or not.

DISCLOSURE

Appropriate disclosures as required under the Act and the Listing Agreement will be made in the Annual Return, Board's Report and to the Stock Exchanges.

AMENDMENTS TO THE POLICY

The Audit Committee of the Company shall review and may amend this policy from time to time subject to the approval of the Board of Directors of the Company.