

COMPANY'S POLICY ON RELATED PARTY TRANSACTIONS

A. The Company shall enter into transactions with related parties only if such transactions are:

- (a) In the Ordinary Course of business and on arms length basis.
- (b) Duly approved by the audit committee.

B. In cases where the transactions are material in value in terms of Clause VII of the Listing Agreement, the Company shall enter into transactions with related parties only if such transactions are duly approved by the shareholders by a Special Resolution.

C. In cases where the transactions are not in the ordinary course of the Company's business, the Company shall enter into transactions with related parties only if such transactions are duly approved by the Board of Directors in a meeting and pre approved by the shareholders by a Special Resolution.

For the above purpose, transactions with related parties shall be identified based on the definition of Related Party Transactions as given in section 2(76) of the Companies Act, 2013 read with Rule 3 of the Companies (Specification of definitions details) Rules, 2014 and also as given in Clause VII of the Listing Agreement.

In determining whether the transaction is "material" or not, regard shall be had to the requirements of Clause VII of the Listing Agreement.

The Audit Committee shall formulate and adopt adequate rules and shall assign responsibilities to the senior executives of the Company so as to ensure compliance with this Policy.

***presently Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**** Arms' Length is the price which is applied or proposed to be applied in a transaction between persons other than associated enterprises in uncontrolled condition. IT Act, 1961 (92F).**