

## **POLICY ON RELATED PARTY TRANSACTIONS**

***Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended from time to time***

### **1. SCOPE AND PURPOSE OF THE POLICY**

As per the provisions of the Regulation 23 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any modification(s) / amendment(s) / re-enactment(s) thereof] (**'Listing Regulations'**) The Board of Directors (the "Board") of Visaka Industries Ltd (the "Company"), has adopted the Policy on Related Party Transactions ('RPT Policy') and reviewed and amended from time to time. RPT policy is framed to ensure requisite approvals, disclosures and reporting of transactions between the Company and its Related Parties in terms of listing Regulations and Section 188 of the Companies Act, 2013. RPT policy provides guidelines for the identification of related parties and the proper conduct and documentation of all related party transactions.

The Audit Committee shall review the RPT policy periodically but at least once in three years and make necessary amendments and recommend the Board same for its adoption.

### **2. OBJECTIVE OF THE POLICY**

The objective of this Policy is to set out:

- (a) the materiality thresholds for related party transactions and;
- (b) the manner of dealing with the transactions between the Company or its subsidiaries and related parties as per on the Act read with Regulation 23 of the Listing Regulations and any other laws and regulations as may be applicable to the Company.

### **3. DEFINITIONS:**

**"Act"** means the Companies Act, 2013 as amended from time to time;

**"Audit Committee"** shall mean the audit committee constituted by the Board of the Company from time to time, in accordance with the provisions of the Act and SEBI Listing Regulations.

**"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;

**“Board of Directors” or “Board”** means the collective body of the Directors of the Company, as constituted from time to time, in line with the provisions of the Act and SEBI Listing Regulations.

**“Company”** means Visaka Industries Limited.

**“Key Managerial Personnel” or “KMP”** shall have the meaning as defined under Section 2(51) of the Companies Act, 2013 and as amended from time to time.

**“Listing Regulations”** means SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time.

**“Ordinary course of business”** means the usual transactions, customs and practices undertaken by the Company to conduct its business operations and activities and includes all such activities which the Company can undertake as per its Memorandum & Articles of Association. The Board and Audit Committee may lay down the principles for determining ordinary course of business in accordance with the statutory requirements and other industry practices and guidelines;

**“Material Related Party Transaction”** means a transaction with a Related Party if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower. In case of transaction involving payment to a Related Party for brand usage or royalty, it will be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed 5% percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

**“Material Subsidiary”** means a subsidiary as defined under Regulation 16(1)(c) of the Listing Regulations.

**“Relative”** with reference to a Director or KMP means persons as defined in Section 2(77) of the Act and rules prescribed thereunder

**“Related Party”** shall have the meaning as defined in Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations

**“Related Party Transaction”** have the meaning as defined under Regulation 2(1)(zc) of the SEBI Listing Regulations, as amended, shall mean a transaction involving a transfer of resources, services or obligations between:

- a. the Company or any of its subsidiaries on one hand and a related party of Company or any of its subsidiaries on the other hand;
- b. the Company 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 Company 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, including but not limited to the following –

- a. sale, purchase or supply of any goods or materials;
- b. selling or otherwise disposing of, or buying, property of any kind;
- c. leasing of property of any kind;
- d. availing or rendering of any services;
- e. appointment of any agent for purchase or sale of goods, materials, services or property;
- f. appointment to any office or place of profit in the company
- g. underwriting the subscription of any securities or derivatives thereof, of the Company.

*Following shall not be considered Related Party Transaction of the Company in terms of SEBI Listing Regulations:*

- (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) payment of dividend by the Company*
- (c) subdivision or consolidation of securities by the Company*
- (d) issuance of securities by way of a rights issue or a bonus issue and*
- (e) buy-back of securities.*

**Subsidiaries”** Subsidiary Company means a Subsidiary as defined under Section 2(87) of the Companies Act, 2013.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Securities and Exchange Board of India SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law or regulation and as amended from time to time.

#### **4. MATERIALITY THRESHOLDS**

Regulation 23(1) of the SEBI Listing Regulations that a transaction with a related party shall be considered material, if the transaction (s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees 1,000 Crores or 10 % of the annual consolidated turnover of the Listed Company as per the last financial statements of the listed entity, whichever is lower.

Notwithstanding the above, a transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction to be entered into, either individually or taken together with previous transactions with such a related party during a financial year, which exceeds five percent of the annual consolidated turnover as per the last audited financial statements of the Company.

All material-related party transactions, other than those with / between wholly owned subsidiaries, shall be placed for approval of the shareholders of the Company.

None of the related parties of the Company shall vote to approve on such resolution irrespective of whether the entity is a related party to the particular transaction or not (RP's can cast only negative vote to reject the shareholders resolution on material RPT).

#### **5. MANNER OF DEALING WITH RELATED PARTY TRANSACTION**

##### **5.1 Identification of Related Parties**

Identification and updating the list of Related Parties based on the provisions of Section 2(76) of the Act read with the Rules framed there under and Regulation 2(1) (zb) of the SEBI Listing Regulations.

##### **5.2 Identification of Related Party Transactions**

Identification of Related Party Transactions will be done based on the provisions of Section 188 read with Section 177 of the Act and Regulation 2(1) (zc) of the SEBI Listing Regulations.

##### **5.3 PROCEDURE FOR APPROVAL OF RELATED PARTY TRANSACTION**

###### **5.3.1. Approval of the Audit Committee**

Members of the Audit Committee, who are independent directors, shall alone approve Related Party Transactions.

Prior approval of the Audit Committee shall be required for:

1. All Related Party Transactions and subsequent material modifications as defined by the Audit Committee;

2. RPTs where subsidiary is a party but the Company is not a party and the transaction amount exceeds 10% of the standalone turnover of the subsidiary w.e.f. April 1, 2023

Further, the Audit Committee shall also review the status of long-term (more than one year) or recurring RPTs on an annual basis.

3. Related Party Transaction entered into by the Company, which are not under the omnibus approval or otherwise not pre-approved by the Audit Committee, will be placed before the Audit Committee for consideration, and ratification, if appropriate.

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;

(v) 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 listed entity against any loss incurred by it.

*Prior approval of the Audit Committee shall not be required for:*

*i. Related Party Transactions, where the listed subsidiary is a party, but the Company is not a party, and if Regulation 23 and Regulation 15(2) of SEBI Listing Regulations are applicable to such listed subsidiaries.*

*ii. Related Party Transactions of unlisted subsidiaries of the Company, where the prior approval of the audit committee of the listed subsidiary is obtained.*

*iii. 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.*

*iv. transactions entered into between two wholly owned subsidiaries of the Company, whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.*

*v. 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 the 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 Regulation 23 of the Listing regulations.*

However, the Company may obtain omnibus approval from the Audit Committee for all Related Party Transactions to be entered by the company or its subsidiaries subject to compliances with the following conditions. 1 to 10 below.

1. The Audit Committee shall, after obtaining approval of the Board of Directors, specify the criteria for granting the omnibus approval in line with the Policy and such approval shall include the following:

i Maximum value of the transaction, in aggregate, which can be allowed under the omnibus route in a year;

ii The maximum value per transaction which can be allowed;

iii extent and manner of disclosures to be made to the Audit Committee at the time of seeking omnibus approval;

iv review, at such intervals as the Audit Committee may deem fit, Related Party Transaction entered into by the Company pursuant to each omnibus approval made;

v transactions which cannot be subject to omnibus approval by the Audit Committee.

2. The Audit Committee shall consider the following factors while specifying the criteria for making omnibus approval, namely:

i repetitiveness of the transactions (in past or in future);

ii justification for the need of omnibus approval.

3. The Audit Committee shall satisfy itself regarding the need for such omnibus approval for transactions of repetitive nature and that such approval is in the interest of the Company.

4. The omnibus approval shall provide details of (i) the name/s of the related party and its relationship with the Company or its subsidiary, nature of transaction, period of transaction, maximum aggregated value of the particular type of transaction that can be entered into, (ii) basis of arriving at the indicative base price / current contracted price and the formula for variation in the price if any and (iii) such other conditions as the Audit Committee may deem fit.

Provided that where the need for Related Party Transactions cannot be foreseen and aforesaid details are not available, the Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding INR 1 crore per transaction.

5. The Audit Committee shall review, at least on a quarterly basis, the aggregated value and other details of Related Party Transactions transacted into by the Company or its subsidiaries pursuant to the omnibus approval given;

6. Such omnibus approval shall be valid for a period not exceeding one financial year and shall require fresh approval after expiry of such a financial year.

7. Omnibus approval shall not be made for transactions in respect of selling or disposing of the undertaking of the Company.

8. Any other conditions as the Audit Committee may deem fit.

9. The Audit Committee shall review, at least on a quarterly basis, the details of Related Party Transactions entered by the Company pursuant to each omnibus approval given.

10. Transaction of following nature will not be subject to the omnibus approval of the Audit Committee:

- a) Transactions which are not at arm's length or not in the ordinary course of business;
- b) Transactions which are not repetitive in nature;
- c) Transactions exceeding materiality thresholds as laid down in Clause 4 of the Policy
- d) Transactions in respect of selling or disposing of the undertaking of the company
- e) Financial Transactions e.g. Loan to related parties, Inter Corporate Deposits, subscriptions to bond, debenture or preference shares issued by the related parties, corporate guarantee given/received from related parties

- f) Any other transaction the Audit Committee may deem not fit for omnibus approval

**Audit Committee has defined “material modifications” as following:**

Material Modifications of Related Party Transaction” in relation to the Company means and include any modification to an existing related party transaction having variance of 20% of the existing limit as sanctioned by the Audit Committee / Board / Shareholders, as the case may be.

**5.3.2 Approval of the Board of Directors of the Company**

As per the provisions of Section 188 of the Act, all kinds of transactions specified under the said Section and which are not in the ordinary course of business or not at arm’s length basis, are placed before the Board for its approval.

In addition to the above, the following kinds of transactions with related parties are also placed before the Board for its approval

- a) Transactions which may be in the ordinary course of business and at arm’s length basis, but which are as per the policy determined by the Board from time to time (i.e. value threshold and/or other parameters) require Board approval in addition to Audit Committee approval;
- b) Transactions in respect of which the Audit Committee is unable to determine whether or not they are in the ordinary course of business and/or at arm’s length basis and decides to refer the same to the Board for approval;
- c) Transactions which are in the ordinary course of business and at arm’s length basis, but which as per Audit Committee requires Board approval;
- d) Transactions meeting the materiality thresholds laid down in Clause 5 of the Policy, which are intended to be placed before the shareholders for approval.

**5.3.3 Approval of the Shareholders of the Company**

All the transactions with related parties exceeding the materiality thresholds, laid down in clause 4 of the policy, are placed before the shareholders for approval.

For this purpose, none of the related parties of the Company shall vote to approve on such shareholders’ resolutions irrespective of whether the entity is a related party to the particular transaction or not. (RP’s can cast only negative vote to reject the shareholders resolution of material RPT).



In addition to the above, all kinds of transactions specified under Section 188 of the Act which;

(a) are not at Arm's Length or not in the ordinary course of business; and (b) exceed the thresholds laid down in Companies (Meetings of Board and its Powers) Rules, 2014 are placed before the shareholders for its approval.

However, the requirement of shareholders' prior approval for Material Related Party Transactions shall not be applicable for the following cases:

- i. Transactions in respect of a resolution plan approved under section 31 of the Insolvency and Bankruptcy Code (IBC) 2016, subject to the event being disclosed to recognized stock exchange within one day of the resolution plan being approved.
- ii. Related Party Transactions, where the listed subsidiary of the Company is a party, but the Company is not a party, and if Regulation 23 and Regulation 15(2) of SEBI Listing Regulations are applicable to such listed subsidiary.
- iii. Related Party Transactions of unlisted subsidiaries of the Company, where the prior approval of the shareholders of the listed subsidiary is obtained.
- iv. 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.
- v. transactions entered into between two wholly-owned subsidiaries of the Company, whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.

## **6. DISCLOSURES**

- The Company shall disclose, in the Board's report, transactions prescribed in Section 188(1) of the Act with related parties, which are not in ordinary course of business or not at arm's length basis along with the justification for entering into such transaction.
- The Company shall place all the information as specified by the SEBI from time to time for review of the Audit Committee for approval of the RPTs.
- The Company shall provide all the information as specified by the SEBI from time to time in the explanatory statement in the notice being sent to shareholders seeking approval of proposed RPTs.

- The Company shall provide disclosure of the Related Party Transactions in the format as specified by the SEBI from time to time, to the stock exchanges and upload them on company's website, every six months.
- The Company shall provide disclosure on 'Loans and advances' in the nature of loans to firms/companies in which directors are interested by name and amount' in the Corporate Governance Report.

## **7. RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY**

In the event the Company becomes aware of a transaction with a related party that has not been approved in accordance with this Policy prior to its consummation, the matter shall be reviewed by the Audit Committee. The Audit Committee shall consider all the relevant facts and circumstances regarding the related party transaction, and shall evaluate all options available to the Company, including ratification, revision or termination of the related party transaction.

The Audit Committee shall also examine the facts and circumstances pertaining to the failure of reporting such related party transaction to the Audit Committee under this Policy and failure of the internal control systems and shall take any such action it deems appropriate.

In any case, where the Audit Committee determines not to ratify a related party transaction that has been commenced without approval, the Audit Committee, as appropriate, may direct additional actions including, but not limited to, discontinuation of the transaction or seeking the approval of the shareholders, payment of compensation by the defaulting person (as may be decided by the Audit Committee) to the related party or the Company as the case may be, etc. In connection with any review/approval of a related party transaction, the Audit Committee has authority to modify or waive any procedural requirements of this Policy.

## **8. REVIEW OF THE POLICY**

The adequacy of this Policy shall be reviewed and reassessed by the Committee periodically and at least once in three years and appropriate recommendations shall be made to the Board to update the Charter based on the changes that may be brought about due to any regulatory amendments or otherwise.

## **9. COMPLIANCE RESPONSIBILITY**

Compliance of this Policy shall be the responsibility of the CFO and the Company Secretary of the Company who shall have the power to ask for any information or clarifications from the management in this regard.

**Note: This revised policy shall come into effect from 14-02-2025**