

Related Party Transactions shall be regarded as material if the particular transaction or transactions to be entered individually or taken together with previous transactions *of a similar nature* during a financial year exceed 10% of the annual consolidated turnover of the Company as per the latest audited financial statements of the Company. Where a Related Party Transaction is regarded as material, the procedure for approval by Resolution of the shareholders alongwith the prescribed safeguards under Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015] shall be followed.

All Related Party Transactions including material Related Party Transactions shall be subject to prior approval by the Audit Committee. Any subsequent modification therein shall also be subject to the approval by the Audit Committee.

Each Director and Key Managerial Personnel is required to furnish notice of his/her interest and changes therein and the parties who may be regarded as Related Party to the Company are to be identified therefrom. Based on this list of Related Parties, the management has to exercise due caution in entering into contracts with such parties. As and when such a contract is contemplated, all due formalities as specified under Regulation 23 of SEBI (LODR) Regulations, 2015 as well as the Companies Act, 2013 and the Rules made thereunder as amended or clarified from time to time, shall be complied with.

Apart from approval by Audit Committee, Related Party Transactions which are not in the ordinary course of business or not at arm's length price need to be consented to at a meeting of Board of Directors of Company in accordance with such conditions as may be prescribed, particularly in respect to matters specified in sub-section (1) of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014. If the value of such transaction exceeds the prescribed limits, the said transactions can be entered into only with prior approval of the shareholders by way of Special Resolution.