

## **POLICY ON RELATED PARTY TRANSACTIONS**

### **1. Preamble**

As per Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), as amended, every listed company is required to formulate a policy on materiality of related party transactions and on dealing with related party transactions. In pursuance of the above, the Board of directors (the “**Board**”) of Dalmia Bharat Limited (the “**Company**” or “**DBL**”), has adopted this policy on related party transactions (“**Policy**”).

This Policy intends to ensure compliance by the Company with applicable provisions of the Companies Act, 2013 and the rules and regulations framed thereunder (“**the Act**”) and the Listing Regulations with respect to its transactions with related parties.

### **2. Definitions**

- (i) “**Annual Turnover**” and “**Annual Consolidated Turnover**” means the turnover of the Company as reflected in the Audited Financial Statements of the preceding Financial Year on standalone and consolidated basis respectively.
- (ii) “**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.
- (iii) “**Arm’s Length Price**” means a price which is applied or proposed to be applied in a transaction between two unrelated persons.
- (iv) “**Associate Company**” has the meaning as ascribed to it in Section 2(6) of the Companies Act and Regulation 2(1)(b) of the Listing Regulations, as the case may be.

- (v) **“Audit Committee”** or **“Committee”** means committee of the Board of Directors of the Company constituted in accordance with Regulation 17 of the Listing Regulations and Section 177 of the Act.
- (vi) **“Board”** or **“Board of Directors”** means the board of directors of the Company.
- (vii) **“Chief Executive Officer”** has the meaning as ascribed to the term in Section 2(18) of the Act.
- (viii) **“Chief Financial Officer”** has the meaning as ascribed to the term in Section 2(19) of the Act.
- (ix) **“Company Secretary”** means a person who is appointed by the Company to perform the functions of the company secretary under the Act.
- (x) **“RPT Industry Standards”** means Industry Standards on ‘Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions’ notified by the Securities and Exchange Board of India (SEBI) on June 26, 2025, and includes any modification, amendment and replacement thereof by SEBI from time to time.
- (xi) **“Key Managerial Personnel”** has the meaning ascribed to the term under Section 2 (51) of the Act.
- (xii) **“Manager”** has the meaning as ascribed to the term in Section 2(53) of the Act;
- (xiii) **“Material Modification”** includes the modifications to the approved Related Party Transactions as under:
  - (a) Change by way of increase or decrease in value of transaction exceeding 10% of original value of transaction or Rs.1 Crore, whichever is higher; or
  - (b) Change in terms and conditions of the transactions, notional monetary value of which exceeds 10% of the original value of transaction or Rs.1 Crore, whichever is higher; or

- (c) Change that results in transaction to become a transaction other than Arm's Length Transaction; or
- (d) Such other change as may be defined by the Board of Directors on the recommendation of Audit Committee.

(xiv) **“Material Related Party Transaction”** means a transaction with a related party if –

- (a) the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds the thresholds specified in Schedule XII of the Listing Regulations; or
- (b) transactions to be entered into with an entity (other than wholly owned subsidiary whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval) involving payments with respect to brand usage or royalty to be entered into individually or taken together with previous transactions during a financial year, exceeding 5% (five percent) of the Annual Consolidated Turnover as per the last audited financial statements;
- (c) the transaction(s) to be entered into, other than transactions entered into by the Company in the ordinary course of business if the same are on arm's length basis, in relation to –
  - (i) sale, purchase or supply of any goods or materials, directly or through appointment of agent amounting to 10% or more of the turnover of the Company; or
  - (ii) selling or otherwise disposing of, or buying, property of any kind directly or through appointment of agent, amounting to 10% or more of net worth of the Company; or
  - (iii) leasing of property of any kind amounting to 10% or more of the turnover of the Company; or
  - (iv) availing or rendering of any services, directly or through appointment of agent amounting to 10% or more of the turnover of the Company; or
  - (v) appointment to any office or place of profit in the Company, its subsidiary company or associate company at a monthly remuneration exceeding Rs.2,50,000; or
  - (vi) underwriting the subscription of any securities or derivatives thereof, of the Company exceeding 1% of the net worth of the Company.

- (xv) **“Net Worth”** means net worth of the Company computed in accordance with Section 2(57) of the Act based on the Audited Financial Statements of the preceding financial year.
- (xvi) **“Policy”** means this Policy on Related Party Transactions.
- (xvii) **“Related Party”** shall have the meaning ascribed to it under the Companies Act, Listing Regulations and applicable Accounting Standards including all amendments and modifications thereof from time to time.
- (xviii) **“Related Party Transaction”** shall have the meaning ascribed to it under the Act, Listing Regulations and applicable Accounting Standards including all amendments and modifications thereof from time to time.
- (xix) **“Relative”** has the meaning ascribed to the term in Section 2(77) of the Act.
- (xx) **“Significant Influence”** has the meaning ascribed to the term in Explanation to Section 2(6) of the Act.
- (xxi) **“Specified Related Party Transaction”** means the transaction with a Related Party, if –
  - (a) the transaction(s) to be entered into with a person individually or taken together with previous transactions during a financial year, (other than its wholly owned subsidiary whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval) exceeds the limits specified in Schedule XII of the Listing Regulations;
  - (b) transactions to be entered into with an entity (other than wholly owned subsidiary whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval) involving payments with respect to brand usage or royalty to be entered into individually or taken together with previous transactions during a financial year, exceeding 5% (five percent) of the Annual Consolidated Turnover as per the last audited financial statements;
  - (c) the transaction(s) to be entered into, other than transactions entered into

by the Company in its ordinary course of business and the same are on an arm's length basis, in relation to –

- (i) sale, purchase or supply of any goods or materials;
- (ii) selling or otherwise disposing of, or buying, property of any kind;
- (iii) leasing of property of any kind;
- (iv) availing or rendering of any services;
- (v) appointment of any agent for purchase or sale of goods, materials, services or property;
- (vi) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
- (vii) underwriting the subscription of any securities or derivatives thereof, of the Company.

(xxii) **“Transaction”** with a related party shall be construed to include any contract or arrangement or transaction, whether single or as a group of transaction and for the purpose of applying thresholds laid down in this Policy it shall include previous transaction(s) during the financial year with the said Related Party.

(xxiii) **“Whole Time Director”** has the meaning as ascribed to the term in Section 2(94) of the Act.

Any other term used but not defined herein shall have the meaning ascribed to such term in the Companies Act or the Listing Regulations.

Words used in the singular shall include the plural, and words used in the plural shall include the singular, as the context may require.

Words denoting any gender shall be deemed to include all genders.

### 3. **Requirements:**

3.1.1 All Related Party Transactions and subsequent Material Modification thereof must be reported to the Audit Committee and referred for prior approval by the Committee in accordance with this Policy. However, the Audit Committee may grant omnibus approval for the Related Party

Transactions proposed to be entered into by the Company in accordance with **Para 4.2** of this Policy.

- 3.1.2 Only those members of the Audit Committee who are Independent Directors shall approve Related Party Transactions. Upon approval by the Audit Committee, Specified Related Party Transactions must be referred to the Board for prior approval in accordance with this Policy.
- 3.1.3 Where any member of the Audit Committee or any Director is considered interested in any transaction with Related Party, such member or Director shall abstain during discussions and voting on the subject matter of the resolution relating to such transaction at the meetings of Audit Committee or the Board, as the case may be.
- 3.1.4 Upon approval by the Audit Committee / Board, all Material Related Party Transactions and any subsequent Material Modifications thereto shall require prior approval of the shareholders through requisite resolution in accordance with this Policy. The voting by the related parties on such shareholders' resolutions shall be in accordance with the provisions of the Act and / or the Listing Regulations, as the case may be.
- 3.1.5 Any Related Party shall not be eligible for appointment as auditor (including internal auditor, cost auditor, secretarial auditor, etc.) of the Company.
- 3.1.6 In case where the Act or Listing Regulations or SEBI Guidelines or any other statutory requirement is more stringent (i.e. contains additional approvals or restrictions or disclosures or intimations or procedure) in relation to any transaction, the requirements contained in the respective statute shall also be required to be fulfilled and observed in addition to compliance with this Policy.

### **3.2 Identification of Related Parties and potential Related Party Transactions**

- 3.2.1 Every Director and Key Managerial Personnel shall make a disclosure to the Company at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial

year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, in every financial year disclosing all persons or entities that would be regarded as Related Parties for the Company in accordance with this Policy on account of his being Director or Key Managerial Personnel of the Company. Such disclosure shall include disclosure of his (and his relatives' concern or interest in any company(ies) or bodies corporate, firms or such other associations of individuals which shall include the shareholding, directorship, membership, partnership, etc.

- 3.2.2 Based on the disclosure received from Directors and Key Managerial Personnel, the Chief Financial Officer (CFO) and in his absence, the Company Secretary (CS) of the Company shall compile and provide list of Related Parties of the Company and/or any update therein.
- 3.2.3 In the case of companies which are subsidiaries of the Company, the CFO, and in his absence CS thereof, and in case where a company is not having CFO and CS, any person authorised by its Board of Directors, of the unlisted subsidiary companies shall be responsible to compile and provide list of Related Parties of the respective subsidiaries to the CFO and / or the CS of the Company and any update thereof shall be intimated on quarterly basis or more frequently if need arise (i.e. immediate basis in case of upcoming proposed transaction, etc).
- 3.2.4 The CFO shall also identify other persons or entities that would be regarded as Related Parties on account of their relationships as mentioned in the definition of "Related Party" hereinabove on a quarterly basis based on the information available with him or after making enquiries as the case may be. The CFO shall share the list of such identified persons or entities to the CS of the Company.
- 3.2.5 The CFO/CS shall prepare a comprehensive list of Related Parties based on the information received under Para 3.2.1 to 3.2.4. Such a list shall be updated on a quarterly basis, or on such lesser frequency (if the need arises) and circulated to all the persons having authorities to carry out any transactions so that the Policy can be adhered to.

- 3.2.6 The CFO shall ensure that all the related parties mentioned in the comprehensive list of Related Parties are earmarked as Related Parties in the SAP or any other accounting software used by the Company.
- 3.2.7 The CFO and in his absence the CS/person authorised by the Board of an unlisted subsidiary company shall be responsible for notifying the CFO/ CS of the Company of any potential Related Party Transaction involving the respective subsidiary. The CFO and CS, will determine whether the transaction constitutes a Related Party Transaction requiring compliance with this Policy and shall accordingly place the same for the approval of the Audit Committee and/or the Board of the Company.

#### **4. Review and approval of Related Party Transactions**

##### **4.1 Approval of the Audit Committee**

- 4.1.1 All Related Party Transactions, and subsequent Material Modifications thereto, shall require prior approval of the Audit Committee in accordance with this Policy.
- 4.1.2 A related party transaction to which a subsidiary of the Company is a party but the Company is not a party, shall require prior approval of the Audit Committee if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds the lower of the following:
  - i) ten percent of the annual standalone turnover of the subsidiary as per the last audited financial statements of the subsidiary; or
  - ii) the threshold for material related party transactions of listed entity as specified in Schedule XII of these regulations.

However, prior approval of the Audit Committee of the Company shall not be required for a related party transaction-

- (i) to which the listed subsidiary is a party but the Company is not a party, if Listing Regulations with respect to related party transactions and corporate governance are applicable to such listed subsidiary.
- (ii) pertaining to payment of remuneration or sitting fees by the

Company or its subsidiary to its director, Key Managerial Personnel or senior management, not being part of promoter or promoter group, if such transaction is not a Material Related Party Transaction.

4.1.3 However, in case where the Audit Committee has granted Omnibus Approval for the Related Party Transactions proposed to be entered into by the Company in accordance with Para 4.2 of this Policy, prior approval of the Audit Committee for each such transaction shall not be necessary.

4.1.4 To review a Related Party Transaction, the Committee will be provided with such information and certification as may be required under the Act, RPT Industry Standards and such additional information as may be required by the Committee. In granting approval to a Related Party Transaction, the Committee shall *inter-alia* consider the following factors to the extent relevant to the Related Party Transaction:

- (a) Whether the terms of the Related Party Transaction are fair and are on arms' length to the Company;
- (b) Reasons to enter into the Related Party Transaction;
- (c) Whether the Related Party Transaction would present a conflict of interest for any director or Key Managerial Personnel of the Company,
- (d) Such other information as may be specified from time to time by SEBI or any other statutory or regulatory authority.

4.1.5 In case:

- (a) it is mandatory under the Act or Listing Regulations or any other law for the time being in force for the Board to consider and/or approve a Related Party Transaction; or
- (b) the Audit Committee refers a Related Party Transaction for consideration and/or approval of the Board; or
- (c) the Board *suo moto* elects to review a Related Party Transaction.

In such cases, the Related Party Transaction shall be placed before the Board for approval and the process set forth in Para 4.1.4 shall apply to such transaction.

#### 4.2 **Omnibus Approval:**

4.2.1 The Audit Committee may grant omnibus approval for Related Party Transactions of the Company or its subsidiaries, which are repetitive in nature. The Audit Committee shall lay down the criteria for granting the Omnibus Approval in accordance with the Policy.

4.2.2 The Audit Committee shall satisfy itself about the need for such omnibus approval and that such approval is in the interests of the Company/ subsidiary. The Audit Committee shall, after obtaining approval of the Board, specify the criteria for granting the omnibus approval to the Related Party Transaction in line with this Policy which shall include the following namely:

- (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, on a quarterly basis or at such intervals as the Audit Committee may deem fit, of Related Party Transactions entered into by the Company/ its subsidiary pursuant to each omnibus approval made;
- (v) transactions which cannot be subject to the omnibus approval by the Audit Committee.

4.2.3 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); and
- (ii) justification for the need of omnibus approval.
- (iii) The omnibus approval shall specify:
  - (a) the name/s of the Related Party(ies);
  - (b) nature and duration of transaction;
  - (c) maximum amount of transaction that can be entered into;

- (d) indicative base price or current contracted price and the formula for variation in the price, if any;
- (e) any other information relevant or important for the Audit Committee to take a decision on the proposed transaction; and
- (f) such other conditions as the Audit Committee may deem fit.

4.2.4 Where the need for Related Party Transactions cannot be foreseen and aforesaid details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rs. 1,00,00,000 (Indian rupees one crore) per transaction.

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

4.2.6 The Audit Committee shall review, on a quarterly basis, the aggregated value and other details of Related Party Transactions entered into by the Company pursuant to each of the omnibus approvals given.

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

#### **4.3 Approval of the Board**

Upon recommendation by the Audit Committee, if the proposed transaction is Specified Related Party Transaction or a Material Related Party Transaction, the same will be referred for review and prior approval of the Board. While granting approval, the Board shall *inter-alia* consider the factors mentioned in Para 4.2.4 hereof with such modifications thereto as may be necessary or appropriate under the circumstances.

#### **4.4 Approval of the shareholders of the Company**

4.4.1 Upon approval by the Board, if the proposed transaction is Material Related Party Transaction or there is any subsequent Material Modifications

thereto, the same shall be placed for prior approval of the shareholders by requisite resolution during the next General Meeting/Postal Ballot.

4.4.2 The shareholders shall be provided with the relevant information regarding the proposed Related Party Transaction, including those required under the Act, the Listing Regulations, circulars/ notifications issued thereunder, RPT Industry Standards and applicable accounting standards, in the Explanatory Statement to be annexed to the notice of the General Meeting/Postal Ballot so as to enable the shareholders to take decision on the same. After discussion in the General Meeting, the shareholders may pass requisite resolution, with such modification thereto as may be necessary or appropriate as they deem fit.

4.4.3 However, the requirement of shareholders' approval shall not be applicable for:

- a. related party transaction to which the listed subsidiary is a party but the Company is not a party, if provisions of Listing Regulations with respect to related party transactions and corporate governance are applicable to such listed subsidiary;
- b. 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;
- c. transactions entered into between two wholly-owned subsidiaries of the listed holding company, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.
- d. transactions which are in the nature of payment of statutory dues, statutory fees or statutory charges entered into between the Company on one hand and the Central Government or any State Government or any combination thereof on the other hand.

4.4.4 The voting by the related parties on a resolution placed for approval of shareholders in terms of Para 4.4 shall be in accordance with the provisions of the Act and / or the Listing Regulations, as the case may be.

#### **4.5 Related Party Transaction not approved under this Policy**

4.5.1 In the event the Company becomes aware of a Related Party Transaction entered without prior approval under this Policy, the same shall be placed before the Audit Committee within three months from the date of the transaction or in the immediate next meeting of the Audit Committee, whichever is earlier. The Audit Committee shall consider all the relevant facts and circumstances of such Related Party Transaction and shall evaluate all options available to the Company, including ratification, revision or termination of the Related Party Transaction. The Committee/Board shall also examine the facts and circumstances pertaining to the failure of reporting such Related Party Transaction to the Committee under the Policy and shall take such action as it deems appropriate.

4.5.2 All Related Party Transactions not having prior approval of the Audit Committee/Board, as the case may be, which have not been ratified by the Audit Committee/Board will be voidable at the option of the Audit Committee. Further, 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.

#### **5. Exceptions:**

5.1 Approval of Audit Committee/Boards of Directors/shareholders under this Policy shall not be applicable in the following cases:

- (a) Transactions entered into by the Company with its wholly owned subsidiaries, whose accounts are consolidated with the Company and placed before the shareholders at general meeting for approval, if
  - (i) the transaction is in the ordinary course of business of the Company and the same is on an arm's length; or
  - (ii) the transaction pertaining to making investment in or granting of loan or issuance of guarantee or providing of security on behalf of such wholly owned subsidiary;
- (b) Any transaction that involves the providing of compensation to a director in connection with his or her duties to the Company;
- (c) Any transaction in which the Related Party's interest arises solely from

ownership of securities issued by the Company/ any other entity and all holders of such securities receive the same benefits as the Related Party like payment of dividend, sub-division or consolidation of securities, issuance of securities by way of bonus or rights, buy back of securities, etc.;

- (d) Issue of specified securities on a preferential basis, subject to compliance of the requirements of the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (e) Transactions involving corporate restructuring such as capital reduction, merger, demerger, hive-off etc. which are approved by the Board and carried out in accordance with the requisite approvals in accordance with the specific provisions of the Act or Listing Regulations and other applicable provisions;
- (f) Contributions towards Corporate Social Responsibility within the overall limits approved by the Board that require the approval of the CSR Committee;
- (g) transactions which are in the nature of payment of statutory dues, statutory fees or statutory charges entered into between the Company on one hand and the Central Government or any State Government or any combination thereof on the other hand.
- (h) any transaction pertaining to appointment and remuneration of Directors, KMPs or senior management personnel, not being part of promoter or promoter group, if the remuneration payable is not a Material Related Party Transaction.
- (i) retail purchases from the Company or its subsidiary by its directors or its employees, without establishing a business relationship and at the terms which are uniformly applicable/offered to all employees and directors.

## **6. Disclosure requirements**

The Company shall ensure appropriate disclosures as required under the Act or any rules or regulations made thereunder, Listing Regulations, RPT Industry Standards, applicable accounting standards and circulars/notifications issued by MCA/SEBI or any other law for the time being in force. These disclosures shall include disclosures required to be made to the Audit Committee, Board

of Directors, shareholders and stock exchanges, which shall be made in a timely manner.

## **7. Review of the Policy**

The Board shall review the Policy once in three years and amend this Policy from time to time based on recommendations received from the Audit Committee.

In case of any subsequent changes to the Act or the SEBI Listing Regulations which make any of the provisions of the Policy inconsistent with the Act or the SEBI Listing Regulations, as the case maybe, the provisions of the Act and the SEBI Listing Regulations would prevail over the Policy and the provisions of the Policy would be modified in due course to make it consistent with applicable law.

**Note:** This policy was adopted by the Board of Directors of the Company at its meeting held on October 15, 2018 and amended at its meeting held on July 27, 2021.

The 2<sup>nd</sup> amendment to the Policy was approved by the Board of Directors at its meeting held on August 04, 2022.

The 3<sup>rd</sup> Amendment to the Policy was approved by the Board of Directors at its meeting held on January 21, 2025.

The 4<sup>th</sup> Amendment to the Policy was approved by the Board of Directors at its meeting held on January 21, 2026.