

**ELECTROSTEEL CASTINGS  
LIMITED**

Related Party Transaction Policy is formulated to ensure the proper approval and reporting of transactions between the Company and its Related Parties.

## **Related Party Transaction Policy**

Effective Date: 01.04.2022

Approval Date: 14.02.2022

Version No.: 5.0

Approved By: Board of Directors

This document is confidential in nature and supersedes any Related Party Transaction Policy existing in the Company and should be read in conjunction with the most recent policies and procedures documented.

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|  | Revision Dates: 09.02.2015, 05.11.2015, 29.01.2019 & 14.02.2022 | Version: 5.0               |
| <b>Governing Guidelines:</b> The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto as applicable |   |                            |

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### **1. Introduction**

The Board of Directors (the 'Board') of Electrosteel Castings Limited (the 'Company' or 'ECL'), at its meeting held on 29 October 2014, upon the recommendations of the Audit Committee, has adopted the following Policy and procedures with regard to Related Party Transactions.

This Policy was revised by the Board at its meeting held on 14 February, 2022, to incorporate amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Companies Act, 2013 ('Act').

This amended Policy shall be applicable to the Company with effect from 1 April 2022.

### **2. Scope and Purpose**

Regulation 23 of the Listing Regulations provides, among other things, that the Company shall formulate a policy on dealing with Related Party Transactions.

This Policy intends to comply with the requirements of the Listing Regulations to ensure proper approval and reporting of dealings with Related Parties and shall also be governed by the Act read with Rules made thereunder, as may be amended from time to time.

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The Company is committed to transparency and fairness in dealing with all Related Parties and in ensuring adherence to all applicable laws and regulations, as may be amended from time to time.

### 3. Objective

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 and its related parties based on the Act and Regulation 23 of the Listing Regulations and any other laws and regulations as may be applicable to the Company.

### 4. Definitions

a) **“The Act”** means the Companies Act, 2013, together with the Rules notified thereunder including any statutory modifications or re-enactments thereof for the time being in force (hereinafter referred to as “Act”).

b) **“Accounting Standards”** means the standards of accounting or any addendum thereto for companies or class of companies referred to in Section 133 of the Act.

c) **“Associate Company”** in relation to another company, means a company in which that other company has a significant influence, but which is not a subsidiary company of the company having such influence and includes a joint venture company.

d) **“Policy”** means Policy on Related Party Transactions.

e) **“Board”** means Board of Directors of the Company.

f) **“Audit Committee”** means Committee of Board of Directors of the Company constituted as such under the applicable laws.

g) **“Key Managerial Personnel” or “KMP”** shall have the meaning as defined in the Act.

h) **“Relative”** shall have meaning as defined under Section 2(77) of the Act and Rules prescribed thereunder.

i) **“Related Party”** shall have meaning as defined in Section 2(76) of the Act and Clause 2(1)(zb) of the Listing Regulations, as amended from time to time.

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j) **“Related Party Transaction”** means:

(i) a transaction between the Company and a Related Party which is of the nature specified in sub-clause (a) to (g) of Section 188(1) of the Act; and

(ii) a transaction involving transfer of resources, services or obligations, regardless of whether a price is charged, between parties as specified under Regulation 2(1)(zc) of SEBI LODR Regulations;

*Explanation: Related Party Transaction includes a single transaction or a group of transactions in a contract.*

Following transactions shall not be Related Party Transactions:

(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) the following corporate actions by the Company which are uniformly applicable/offered to all shareholders in proportion to their shareholding:

(i) payment of dividend;

(ii) subdivision or consolidation of securities;

(iii) issuance of securities by way of a rights issue or a bonus issue; and

(iv) buy-back of securities.

k) **“Regulations”** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactments thereof for the time being in force (hereinafter referred to as “SEBI LODR Regulations”).

l) **“Subsequent Material Modifications”** shall mean any modification with respect to the following:

(i) Increase in the limit of amounts approved for a Related Party Transaction with a Related Party in a financial year;

(ii) significant terms and conditions of the contract with a Related Party such as modifications in price, margin, significant alteration to the credit period and material changes in scope of deliverables;

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(iii) any other modification which as per the directions of the Audit Committee may be deemed material on case-to-case basis.

m) **“Material Related Party Transaction”** means a transaction to be entered into with a Related Party, individually or taken together with previous transactions during a financial year, exceeding the following thresholds:

- In case of transactions involving payments made with respect to brand usage or royalty, if it exceeds 5% (five) of the annual consolidated turnover of the Company as per its last audited financial statements;
- In case of any other transaction(s), if the amount exceeds Rs. 1,000 crores or 10% (ten percent) of the annual consolidated turnover of the Company as per its last audited financial statements, whichever is lower.

n) **“Unforeseen Related Party Transaction”** means a Related Party Transaction, where the need for such transaction cannot be foreseen, the details whereof necessary for seeking an omnibus approval of the Audit Committee are not available and the value of such transaction does not exceed Rupees one crore per transaction.

o) **“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.

p) **“Transactions in the ordinary course of business”** mean transactions/activities that are connected to or necessary for the business of the Company and satisfy the following principles:

- i) The transaction/activity is permitted under the Memorandum and the Articles of Association of the Company;
- ii) The transaction/activity is carried on a frequent or regular basis or is as per the industry practise and
- ii) The terms of the transaction/activity are similar to those which would be otherwise applicable to transactions with unrelated parties.

## 5. Policy

All Related Party Transactions must be reported to the Audit Committee and referred for approval of the Committee or the Board or the Shareholders as required under this Policy.

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## 6. Identification of Related Parties and the Related Party Transactions

- a) Every Director and Key Managerial Personnel shall, at the time of appointment, annually and whenever there is any change in the information already submitted, provide requisite information about all persons, firms, entities in which he is interested whether directly or indirectly, to the Company Secretary of the Company.
- b) On the basis of the information received referred above in (a) and basis the Act and the Listing Regulations, a consolidated list of related parties shall be prepared.
- c) The potential transactions with the Related Parties, as per the above-mentioned list, shall be identified and a comprehensive proposal shall be submitted with necessary details for requisite prior approval.
- d) The Chief Financial Officer of the Company, as per existent laws, will determine whether the transaction does, in fact, constitute a Related Party Transaction requiring compliance with this Policy.

## 7. Approval for Related Party Transactions

The Company shall not enter into any Related Party Transaction except as stated hereinafter.

### ***a) Transactions requiring approval of Audit Committee:***

All Related Party Transactions and Subsequent Material Modifications shall require approval of the Audit Committee and only those members who are Independent Directors shall approve the Related Party Transactions.

Provided that a Related Party Transaction to which the subsidiary of the Company is a party but the Company is not a party shall require prior approval of the Audit Committee only if the value of such transaction, whether entered into individually or taken together with previous transactions during a financial year, exceeds the following thresholds or such other thresholds as prescribed under SEBI LODR Regulations from time to time:

- i) 10% of annual consolidated turnover, as per the last audited financial statements of the Company for FY 2022-23.

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ii) 10% of annual standalone turnover, as per the last audited financial statements of the respective subsidiary from FY 2023-24 onwards.

A **prior approval** of the Audit Committee shall be required for all Related Party Transactions except for the following:

a) transactions between the Company and its wholly owned subsidiary/(ies) whose accounts are consolidated with the Company and placed before the shareholders at the general meeting of the Company for approval (“WOS Transactions”)

Provided that any of the above Related Party Transaction which is not in the ordinary course of business or not at arm’s length shall require a prior approval of the Audit Committee.

b) Unforeseen Related Party Transactions

The Audit Committee shall approve/ratify the transactions listed under points (a) and (b) above subsequently.

Related Party Transactions entered into between two wholly-owned subsidiaries of the Company, whose accounts are consolidated with the Company and placed before its shareholders at the general meeting for approval, shall not require approval of the Audit Committee.

**b) Transactions requiring approval of Board:**

Following transactions shall require a prior approval of the Board:

- i) Related Party Transactions which are not in the ordinary course of business or not at arm’s length price and
- ii) Material Related Party Transactions.

**c) Transactions requiring approval of Shareholders of the Company:**

All Material Related Party Transactions and Subsequent Material Modifications shall require prior approval of the Shareholders of the Company by way of a resolution and no related party shall vote to approve such resolutions whether the entity is a party to the particular transaction or not.

All Related Party Transactions which are not in the ordinary course of business or not at arm’s length and which are in excess of the limits prescribed under the Act requiring the approval of shareholders, shall require an approval of the Shareholders by way of a resolution; and in such cases, the Related Party/(ies) to the transaction shall abstain from voting on such resolution.

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## 8. Deemed Approval

The transactions or arrangements which are specifically dealt under the separate provisions of the Law and executed under separate approvals/procedures from relevant committee shall be deemed to be approved for the purpose of this Policy.

Such transactions are enumerated below:

- a) Appointment and payment of remuneration, including any variations thereto, to Key Managerial Personnel pursuant to the Nomination and Remuneration Committee approval;
- b) Payment of remuneration, fees, commission, etc. to Directors of the Company pursuant to approval of the Nomination and Remuneration Committee;
- c) Grant/issuance of stock options or stock appreciation rights or other share based benefits to and payments made to/received from Directors or Key Managerial Personnel of the Company or directors/key managerial personnel/officers of its subsidiaries/associates pursuant to such share based incentive plans as approved by shareholders.
- d) Any benefits, interest arising to Related Party solely from the ownership of Company shares at par with other holders, for example, dividends, right issues, stock split or bonus shares approved by the Nomination and Remuneration Committee or any other Board composed committee.
- e) Contribution with respect to Corporate Social Responsibility to eligible entity pursuant to approval of Board or the Corporate Social Responsibility Committee.

## 9. Approval & Review Mechanism:

- a) While seeking the approval of the Audit Committee, Board or the Shareholders, all information that is relevant and necessary to the Related Party Transaction and as prescribed under the Laws, including any regulations, circulars, clarifications, or notifications issued by SEBI or Ministry of Corporate Affairs, or by the Audit Committee or the Board, shall be duly provided to the Audit Committee, Board or Shareholders, as the case may be.
- b) The Audit Committee may grant omnibus approval for Related Party Transactions considering the repetitive nature of the transactions.
- c) The Audit Committee, shall, after being authorized by the Board of Directors, specify the criteria for granting omnibus approvals to the Related Party Transactions proposed to be entered into by the Company in the manner and to the extent prescribed under the Laws. Such omnibus approvals shall be



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valid for one financial year. The Audit Committee shall, while granting such omnibus approvals, satisfy itself about the adherence to the criteria so specified by it.

- d) The Audit Committee shall satisfy itself about the need for such omnibus approval and that such approval is in the interest of the Company.
- e) The omnibus approval granted by the Audit Committee shall include the following particulars:
  - (i) Name of the related parties;
  - (ii) Nature and duration of the transaction;
  - (iii) Maximum amount of transaction that can be entered into;
  - (iv) The indicative base price or current contracted price and the formula for variation in the price, if any; and
  - (v) Any other information relevant or important for the Audit Committee to take a decision on the proposed transaction.
- f) In case of Unforeseen Related Party Transactions, the Audit Committee may grant an omnibus approval for such transactions provided that the value does not exceed Rs.1 crore per transaction in a financial year.
- g) The Audit Committee shall not grant omnibus approval for transactions in respect of selling or disposing of the undertaking of the Company.
- h) All Material Related Party Transactions shall be reviewed and validated by the Statutory Auditors of the Company and a confirmation of the same shall be made to the Audit Committee, the Board of Directors and the Shareholders of the Company while seeking the necessary approvals.
- i) Any Director or Key Managerial Personnel who is interested in any Related Party Transaction shall not be present at the meeting of the Board or Audit Committee during discussions on the subject matter of the resolution relating to such transaction.
- j) The Audit Committee shall review, on a quarterly basis, the details of all Related Party Transactions entered into by the Company.
- k) On a quarterly basis, the management shall submit a report to the Audit Committee providing a comparison between the approvals granted and the actual transactions.

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## 10. General

- a) The Policy would be subject to revision/amendment in accordance with the Laws. The Audit Committee shall review the Policy atleast once in three years for making suitable amendments for better implementation of the Policy.
- b) The Company reserves its right to alter, modify, add, delete or amend any of the provisions of this Policy. Any subsequent amendment(s)/ modification(s)/ circular(s)/ clarification(s)/ notification(s) in/under the SEBI LODR Regulations or the Act or any other governing Act/Rules/Regulations or re-enactment thereof, impacting the provisions of this Policy, shall automatically apply to this Policy and the relevant provision(s) of this Policy shall be deemed to be modified and/or amended to that extent, even if not incorporated in this Policy.
- c) The power to interpret and administer the Policy shall rest with the Chairman of the Audit Committee whose decision shall be final and binding. The Chairman is also empowered to make any supplementary rules/orders to ensure effective implementation of the Policy. These will, however, be reported to or tabled before the Audit Committee, from time to time, to ensure the Committee's oversight on these issues.

## 11. Administrative Measures and Review of the Policy

Management shall institute appropriate administrative measures to provide that all Related Party Transactions are not in violation of, and are reviewed in accordance with, the applicable Policies and Procedures.

The Policy shall be periodically reviewed by the Audit Committee and appropriate recommendations shall be made to the Board of Directors to amend the Policy. Any changes or modification to the Policy would be approved by the Board of Directors. The Policy shall be reviewed by the Board of Directors at least once in every 3 (three) years and updated accordingly.

## 12. Amendment

In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments or rules, such provisions or statutory enactments or rules shall prevail over this Policy. Further, in case of any subsequent amendment(s), clarification(s), circular(s), etc., issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s), etc., shall prevail upon the provisions

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in this Policy and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

### **13. Disclosures**

The Company will disclose this Policy on its website.