



Kolte-Patil Developers Limited

Policy on Related Party Transaction

1. **Applicability and Commencement :**

This Policy is framed in terms of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("SEBI LODR Regulations") by Kolte-Patil Developers Limited ("the Company"). The Board of Directors of the Company may review and amend this policy from time to time to align it with the applicable laws, rules, notifications, circulars and regulations.

The Policy will come into effect from December 01, 2015.

2. **Objectives:**

This policy deals with procedures with regard to Related Party Transactions, in line with the requirements of the Companies Act, 2013 and the Regulation 23 of SEBI LODR Regulations.

This Policy is intended to ensure that proper reporting, approval and disclosure processes, are in place for all transactions between the Company and Related Parties. This policy specifically deals with the approval of Material Related Party Transactions.

3. **Definitions :**

3.1 "Arm's length transaction" means the transaction between two related parties which is conducted as if they are unrelated parties, so that the conflict of interest does not arise.

3.2 "Company" shall mean Kolte-Patil Developers Limited.

3.3 'Related party transaction' is a transfer of resources, services or obligations between a company and a related party, regardless of whether a price is charged.

Related Party transaction refers to a contract or arrangement with a related party with respect 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

3.4 'Related party' is a person or entity that is related to the Company. Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party, directly or indirectly, in making financial and/or operating decisions.

For this purpose, the term 'Related Party' shall mean persons as defined in section 2(76) read with section 2(77) of the Companies Act 2013 and Regulation 2(1)(zb) of the SEBI LODR Regulations.

3.5 Material Modification

Material Modification means any subsequent change to an existing RPT, having variance of 20% of the existing limit or Rs. 10 crores whichever is lower.

4. Material Related Party Transaction:

Regulation 23 of SEBI LODR Regulations, lays down that any transaction with a Related Party shall be considered material related party transaction, if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year exceed ten percent of the annual consolidated turnover of the Company as per the audited financial statements of the Company of an immediately preceding year. Regulation 23 of SEBI LODR Regulations also requires approval of shareholders through resolution in specified situation.

Further with effect from 01 April 2022, 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 the financial year, exceeds Rupees One Thousand crore or ten per cent of annual consolidated turnover of the company as per the last audited financial statements of the listed entity, whichever is lower.

Further any transaction involving payment made to a related party with respect to brand usage or royalty shall be considered material if transaction to be entered individually or taken together with previous

transactions during a financial year exceed five percent of the annual consolidated turnover of the company as per the latest audited financial statements of the company.

5. Approval of Related Party Transactions by the Audit Committee:

5.1 All Related Party Transactions *and subsequent material modifications* shall require prior approval of the Audit Committee:

- (i) Only those members of audit committee, who are independent directors, shall approve related party transactions
- (ii) A related party transaction to which the subsidiary of company is party but the company is not a party shall require prior approval of the audit committee of Company if the value of such transactions whether entered into individually or taken together with previous transactions during the financial year exceeds ten percent of the annual consolidated turnover, as per the latest audited financial statements of the Company
- (iii) With effect from April 1 2023, a related party transaction to which the subsidiary of a company is a party but the company is not a party, shall require prior approval of the Audit Committee of the company if the value of such transaction whether entered into individually or taken together with previous transactions during the financial year, exceeds ten percent of the annual standalone turnover, as per the last audited financial statements of the subsidiary.
- (iv) Prior approval of the Audit Committee of Company shall not be required for a related party transaction to which company subsidiary is a party but the company is not party, if regulation 23 and sub-regulation (2) of regulation 15 of SEBI LODR are applicable to such company subsidiary.
Explanation : For related party transactions of unlisted subsidiaries of a listed subsidiary as referred to in (iv) above, the prior approval of the audit committee of the listed subsidiary shall suffice.

5.2 The Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into by the Company subject to the following conditions:

- (i) The Audit Committee will lay down the criteria for granting the omnibus approval for transactions with related party and such approval shall be applicable in respect of transactions which are repetitive in nature.
- (ii) The Audit Committee will satisfy itself the need for such omnibus approval and that such approval is in the interest of the company.
- (iii) Such omnibus approval shall specify (i) the name/s of the related party, nature of transaction, period of transaction and maximum amount of transaction that can be entered into, (ii) 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.

- (iv) Where the need for transactions with related party could not be foreseen and details of such transactions as per (iii) above are not available, the Audit Committee may grant omnibus approval for such transactions, subject to their value not exceeding Rs.1 crore per transaction.
- (v) The Audit Committee shall review, at least on a quarterly basis, the details of transactions entered into by the Company, pursuant to each of the omnibus approval given.
- (vi) Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.

5.3 In an unforeseen event, where a transaction with related party for which the omnibus approval has not been given by the Audit Committee, needs to be entered into, due to business exigencies, the Audit Committee may approve such transaction by passing a resolution by circulation, after satisfying itself that such transaction is in the interest of the Company.

5.4 Ratification, if any, of a Related Party Transaction after its commencement or completion will be approved by the Audit Committee, in exceptional circumstances only.

5.5 A Related Party Transaction entered into without prior approval of the Audit Committee shall not be deemed to violate this policy, or be invalid or unenforceable, so long as the transaction is brought to the Audit Committee for ratification as promptly as reasonably practical, after it is entered into and such transaction is ratified.

5.6 The Audit Committee may at its discretion refer any Related Party Transaction to the Board of Directors for approval.

5.7 Any member of the Audit Committee, who has a potential interest in any Related Party Transaction, will recuse him or herself and abstain from voting on the approval or ratification of such Related Party Transaction. Such member may, however, participate in discussions with respect to other Related Party Transactions placed for approval or ratification of the Audit Committee

6. Approval by the Board of Directors :

All Related Party Transactions that are either not in the ordinary course of business or which are not on arm's length transactions, shall be referred to the Board of Directors for their prior approval.

Any member of the Board who has a potential interest in such Related Party Transaction will abstain from voting on the approval of such Related Party Transaction. Such member may, however, participate in discussions with respect to other Related Party Transactions placed for approval of the Board.

7. Approval by the Shareholder :

- a. All transactions with Related Party which meet the materiality threshold as per Regulation 23 of SEBI LODR Regulations and subsequent material modifications shall require prior approval of the shareholders through resolution whether the company is a related party to particular transaction or not.
- b. Prior approval of the shareholders of company shall not be required for a related party transaction to which the company subsidiary is a party but the company is not a party, if regulations 23 and sub-regulation (2) of regulation 15 of these regulations are applicable to such company subsidiary

Explanation: For related party transactions of unlisted subsidiaries of the of company subsidiary as referred above, the prior approval of the shareholders of the company subsidiary shall suffice.

However, as per Regulation 23 of SEBI LODR Regulations, the requirement of obtaining approval of shareholders will not be applicable for any transaction entered between the Company and its wholly owned subsidiaries whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.

Further 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.

- c. In addition to the above, all transactions specified under section 188 of the Companies Act 2013, which are either not in the ordinary course of business or which are not on arm's length transactions, and which exceed the threshold limit laid down in the Companies (Meetings of Boards and its Powers) Rules 2014, shall be placed before the shareholders for approval.
- d. Shareholders' approval shall be obtained if the Related Party Transactions which are not in ordinary course of business and on an arm's length basis and exceed the prescribed limits as prescribed in Companies Act and SEBI LODR.

All persons/ entities falling under the definition of 'Related Party' shall abstain from voting, irrespective of whether the entity is a party to the particular transaction or not.

8. Related Party Transactions that shall not require separate approval under this policy :

The following transactions shall not require separate approval under this policy:

- a) Any transaction pertaining to appointment and remuneration of Directors and Key Management Personnel, that has already been approved by the Nomination and Remuneration Committee of the Company or the Board Directors.;

- b) Transactions that have been approved by the Board of Directors under the specific provisions of the Companies Act, e.g. inter-corporate deposits, borrowings, investments with or in wholly owned subsidiaries or other Related Parties;
- c) Payment of Dividend;
- d) Transactions involving corporate restructuring, such as buy-back of shares, capital reduction, merger, demerger, hive-off and similar transactions, approved by the Board of Directors and carried out in accordance with the specific provisions of the Companies Act, 2013 and/or SEBI LODR Regulations and
- e) Contribution to Corporate Social Responsibility (CSR), subject to approval of CSR Committee and within the overall limits approved by the Board of Directors of the Company.

9. Interpretation :

- a) Any words used in this policy but not defined herein shall have the same meaning ascribed to it in the Companies Act, 2013 or Rules made thereunder, SEBI Act or Rules and Regulations made thereunder, SEBI LODR Regulations, Accounting Standards or any other relevant legislation / law applicable to the Company.
- b) In case of any dispute or difference regarding the meaning/ interpretation of any word or provision in this Policy, the same shall be referred to the Audit Committee and the decision of the Audit Committee in such a case shall be final.
- c) The above policy is subject to review from time to time and at least once in every three years.

This policy is reviewed by Audit Committee and amended & approved by Board of Directors in their meeting held on 08 February 2022.
