

SHRIRAM PROPERTIES LIMITED

Related Party Transactions Policy

A. PREAMBLE

Shriram Properties Limited (the "**Company**") is dedicated to the highest standard of ethics and integrity and has successfully applied these standards to the business.

Accordingly, the Company is committed to upholding the highest ethical and legal conduct in fulfilling its responsibilities and recognizes that related party transactions can present a risk of actual or apparent conflicts of interest of the Directors, Senior Management etc. with the interest of the Company.

The Board of Directors (the "**Board**") of the Company, adopts the following policy and procedures with regard to Related Party Transactions ("**RPT**") as defined below, in compliance with the requirements of Section 188 of the Companies Act 2013 and Rules made there under and any subsequent amendments thereto (the "**Companies Act**"), and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations ("**Listing Regulations**"), 2015 in order to ensure the transparency and procedural fairness of such transactions.

B. OBJECTIVE

Section 188 of the Companies Act read with Companies (Meetings of Board and its Powers) Rules, 2014 provides the detailed mechanism for dealing with Related Parties Transactions of the Company by way of Audit Committee ("**Audit Committee**"), approval, Board approval and Shareholders approval in specific circumstances.

The objective of this Policy is to ensure proper approvals & reporting of the transactions between Company and its related parties in compliance of provisions of the Companies Act, 2013, Listing Regulations and any other applicable statutory provisions for the time being in force, in this regard.

This policy is designed to govern the transparency of approval process and disclosure requirements to ensure fairness in the conduct of related party transactions. The Board may amend this policy from time to time as may be required.

Any exceptions to the policy on Related Party Transactions must be consistent with the Companies Act, including the Rules there under and must be approved in the manner as may be decided by the Board.

C. TRANSACTIONS COVERED UNDER THIS POLICY

Transactions covered under this policy include any contract or arrangement with a related party with respect to transactions defined hereunder as Related Party Transaction.

D. DEFINITIONS

1. **"Arm's Length transaction"** means a transaction between two related parties that is conducted as if they are unrelated, so that there is no conflict of interest, as defined in Explanation (b) to Section 188 (1) of the Companies Act, 2013.
2. **"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.
3. **"Audit Committee"** means "Audit Committee" constituted by the Board of Directors of the Company under the provisions of Listing Regulations and Companies Act, 2013, from time to time.
4. **"Board"** means the Board of Directors of the Company.
5. **"Key Managerial Personnel"** includes:
 - (i) the Chief Executive Officer or the Managing Director or the Manager;
 - (ii) the Company Secretary;
 - (iii) the Whole time Director;
 - (iv) the Chief Financial Officer;
 - (v) such other officer as may be prescribed.
6. **"Control"** includes the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner:

Provided that a director or officer of the company shall not be considered to be in control over such company, merely by virtue of holding such position;
7. **"Material related party transactions"** means those transactions entered into with the Company by a related party, which when individually or together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

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(s) to be entered into individually or taken together with previous transactions during a financial year, exceed two percent of the annual consolidated turnover of the Company as per the last audited financial statements."

8. **“Related Party”** means: A person or an entity shall be considered as related to the Company if:
- (i) such person or entity is a related party as defined under Section 2(76) of the Companies Act; or
 - (ii) such person or entity is a related party under the applicable accounting standard(s).
 - (iii) belonging to the promoter or promoter group of the Company and holding 20% or more of the shareholding in the Company

Related Parties under Section 2(76) of the Companies Act, 2013:

- (i) A director or his relative;
- (ii) A key managerial personnel or his relative;
- (iii) A firm, in which a director, manager or his relative is a partner;
- (iv) A private Company in which a director or manager or his relative is a member or director;
- (v) A public Company in which a director or manager is a director and holds along with his relatives, more than two per cent of its paid up share capital;
- (vi) Any body corporate whose Board of Directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager;
- (vii) Any person on whose advice, directions or instructions a director or manager is accustomed to act: Provided that nothing in sub-clauses (vi) and (vii) shall apply to the advice, directions or instructions given in a professional capacity.
- (viii) Any body corporate which is a holding, subsidiary or an associate company of the Company
- (ix) Any company which is a subsidiary of a holding Company to which it is also a subsidiary;
- (x) An investing company or the venture of the company.

Explanation. – For the purpose of this clause, “the investing company or the venture of a company” means a body corporate whose investment in the company would result in the company becoming an associate company of the body corporate.

- (xi) A Director (other than Independent Director) or Key Managerial Personnel (KMP) of the holding company of such company or his relative. The Accounting Standard 18 defines related party as “parties are considered to be related if at any time during the reporting period one party has the ability to control the other party or exercise significant influence over the other party in making financial and / or operating decisions.

9. **“Related Party transactions”** means transactions/ contracts/ arrangement between the Company and its related parties which fall under one or more of the following headings:

As per Section 188 of the Companies Act:

- (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) Such related party's appointment to any office or place of profit in the Company,
its subsidiary Company or associate Company; and
- (g) Underwriting the subscription of any securities or derivatives thereof, of the Company;

Further, as per SEBI (LODR) Regulations, 2015, "related party transaction" means a transfer of resources, services, or obligations between the Company and a related party, regardless of whether a price is charged. Further, a "transaction" with a related party shall be construed to include single transaction or a group of transactions in a contract.

10. "**Relatives**", as stated in Section 2(77) of the Companies Act, 2013, with reference to any person, means anyone who is related to another, if –

- (a) They are members of a Hindu Undivided Family;
- (b) They are husband and wife; or
- (c) One person is related to the other in the following manner, namely:
- (d) Father including step father
- (e) Mother including step mother
- (f) Son including step son
- (g) Son's Wife
- (h) Daughter
- (i) Daughter's Husband
- (j) Brother including step brother
- (k) Sister including step sister

11. "**Office or place of profit**" means any office or place:

- (i) where such office or place is held by a director, if the director holding it receives from the Company anything by way of remuneration over and above the remuneration to which he is entitled as director, by way of salary, fee, commission, perquisites, any rent-free accommodation, or otherwise;
- (ii) where such office or place is held by an individual other than a director or by any firm, private Company or other body corporate, if the individual, firm, private Company or body corporate holding it receives from the Company anything by way of remuneration, salary, fee, commission, perquisites, any rent free accommodation, or otherwise.

12. "**Total Share Capital**" means the aggregate of the paid-up Equity Share capital and Convertible Preference Share capital.

E. DETAILS REQUIRED FOR ASCERTAINING RELATED PARTY

The following details shall be required:

1. Declaration/ Disclosure of interest by all the Directors and KMPs in Form MBP 1.
2. Declaration of relatives by all Directors and KMPs.
3. Declaration about a firm in which a Director/ Manager or his relative is a partner.
4. Declaration about a private Company in which a Director or Manager is a member or director.
5. Declaration regarding a public company in which a Director or manager is a Director and holds along with the relatives more than 2% of the paid up share capital.
6. Notices from Directors of any change in particulars of Directorship or in other positions during the year.
7. Declaration by Holding Company regarding its Directors/ KMPs and their relatives.
8. Details of anybody corporate, whose Board of Directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager of the Company.
9. Details of any person on whose advice, directions or instructions a director or manager is accustomed to act:
10. Provided that nothing in point No. (viii) & (ix) shall apply to the advice, directions or instructions given in a professional capacity.
11. Details of any Company which is:
 - (a) a holding, subsidiary or an associate company of such company; or
 - (b) a subsidiary of a holding company to which it is also a subsidiary.

F. PROCEDURE

The Company shall enter into any contract(s) or arrangement(s) or transaction(s) with a Related Party only after seeking prior approvals of the following:-

1. Audit Committee:

All Related Party Transactions, whether entered on arm's length basis or not, shall require **prior** approval of the Audit committee either by circulation or at a meeting. The Audit Committee may also grant omnibus approval for Related Party Transactions proposed to be entered into by the Company subject to the following conditions:

The Audit Committee shall, after obtaining approval of the Board of Directors, lay down the criteria while granting omnibus approval and such approval shall be applicable in respect of transactions which are repetitive in nature.

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

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

Repetitiveness of the transactions (in past or in future),
Justification for the need of omnibus approval.
Such omnibus approval shall specify:-

- (a) the name(s) of the related party, nature of transaction, period of transaction, maximum amount of transactions that can be entered into, in aggregate in a year, maximum value per transaction which is allowed,
- (b) the indicative base price / current contracted price and the formula for variation in the price if any, and
- (c) such other conditions as the Audit Committee may deem fit.
- (d) However, where the need for Related Party Transaction 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 ₹1 crore per transaction.

Audit Committee shall review, at least on a quarterly basis, the details of related party transactions entered into by the company pursuant to each of the omnibus approval given.

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

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

2. Board of Directors:

All Related Party Transactions, which are proposed to be entered by the Company

- a. other than in ordinary course of business; and / or
- b. other than on arm's length basis, shall require **prior** approval of the Board of Directors of the Company, by means of passing of resolution at a meeting of the Board.
- c. Where any Director is interested in any Related Party Transaction, such Director will abstain from discussion and voting on the resolution relating to such transaction.

Details to be provided to the Audit Committee –

With respect to Related Party Transactions requiring approval of the Audit Committee, the following information, to the extent relevant, shall be presented to the Audit Committee:

- a) A general description of the transaction(s), including the material terms and conditions, nature, duration and particulars of the contract.

- b) The name of the Related Party and the basis on which such person or entity is a Related Party.
- c) Name of director or KMP who is related.
- d) any advance paid or received for the contract or arrangements
- e) Maximum amount of transaction that can be entered into and the manner of determining the pricing and other commercial terms
- f) The Related Party's interest in the transaction(s), including the Related Party's position or relationship with, or ownership of, any entity that is a party to or has an interest in the transaction(s).
- g) The indicative base price / current contracted price and the formula for variation in the price if any
- h) Any other material information regarding the transaction(s) or the Related Party's interest in the transaction(s).

Ordinary Course of business- Ordinary Course of Business includes but is not limited to a term for activities that are necessary, normal, and incidental to the business. These are common practices and customs of commercial transactions.

Arm's length transactions - The Audit Committee shall consider the following, while determining the transaction on arm's length basis: "The transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest." Each director/KMP who is a Related Party with respect to a particular Related Party Transaction shall disclose all material information to the Audit Committee/Board of Directors concerning such Related Party Transaction and his or her interest in such transaction.

The Audit Committee shall also review and approve any modification, renewal or extension of any Related Party Transaction.

The Audit Committee shall periodically review this Policy and may recommend amendments to this Policy to the Board from time to time as it deems appropriate.

This Policy is intended to augment and work in conjunction with other Company policies having any code of conduct, code of ethics and/or conflict of interest provisions.

G. IDENTIFICATION OF POTENTIAL RELATED PARTY TRANSACTION

The Company Secretary shall at all times maintain a database of Company's Related Parties containing the names of individuals and companies, identified on the basis of the definition set forth in Definition above, along with their personal/ company details including any revisions therein.

The Finance & Accounts Team shall be provided with a complete list of related parties in respect of the Company and its subsidiaries. Any proposed transaction with related party shall be communicated to the Company Secretary for consideration and approval by the Board of Directors of the Company. If the transactions are regular in nature, the Finance & Accounts Team shall seek an enabling approval from the Board with financial limit for such transaction each year.

The Related Party List shall be updated whenever necessary, by the Company Secretary and shall be reviewed on a quarterly basis.

In determining whether to approve or not a Related Party Transaction, the Board will take into account, among other factors, recommendations of the Audit Committee, whether the said Transaction is in the interest of the Company and its stakeholders and there is no actual or potential conflict of interests between the related parties.

H. APPROVAL OF RELATED PARTY TRANSACTIONS

In accordance with Section 188 of the Companies Act, 2013 and the Listing Regulations, the **Board of Directors and shareholders of the Company** shall accord prior approval for related party transactions, subject to the following:

Board of Directors and Shareholders' approval in terms of Companies Act, 2013:

All Related Party Transactions which are either not on arm's length basis or not in the Ordinary Course of Business shall be recommended by the Audit Committee for the approval of the Board of Directors. The Board of Directors shall further recommend the same for the approval of the Shareholders by way of resolution of the Company, in case the said transactions exceed the value of transactions as provided under Section 188 of the Companies Act, 2013.

Board of Directors and Shareholders' approval in terms of Listing Regulations:

In terms of Regulation 23 of the Listing Regulations, all material Related Party Transaction shall be recommended by the Board of Directors to the shareholders for their approval by way of a resolution.

All entities falling under the definition of related parties shall abstain from voting irrespective of whether the entity is a party to the particular transaction or not.

After the shares of the Company are listed in any stock exchange, the Company would also follow the guidelines under the listing agreement in so far as the process for approval of related party transactions by the Board and the Shareholders.

Where an omnibus approval is obtained, the Company Secretary shall obtain details of the related party transactions undertaken by the Company on a quarterly basis, review the value of such transactions and present the same before the Audit Committee for any additional approvals, where the limits laid down under the omnibus approval are likely to be breached.

Individual transactions with Related Parties, which are not in Ordinary Course of Business and not on an arm's length basis, shall be accompanied with Management's justification for the same. Before approving such transactions, the Committee will look into the interest of the Company and its Stakeholders in carrying out the Transactions and alternative options, if any, available. The Committee may accordingly approve or modify such transactions, in accordance with this policy and/or recommend the same to the Board for approval.

The Chairman of the audit Committee/Board shall pay sufficient attention and ensure that adequate deliberations are held before approving Related Party Transactions which are not in Ordinary Course of Business and not on arm's length and assure themselves that the same are in the interest of the Company and its shareholders.

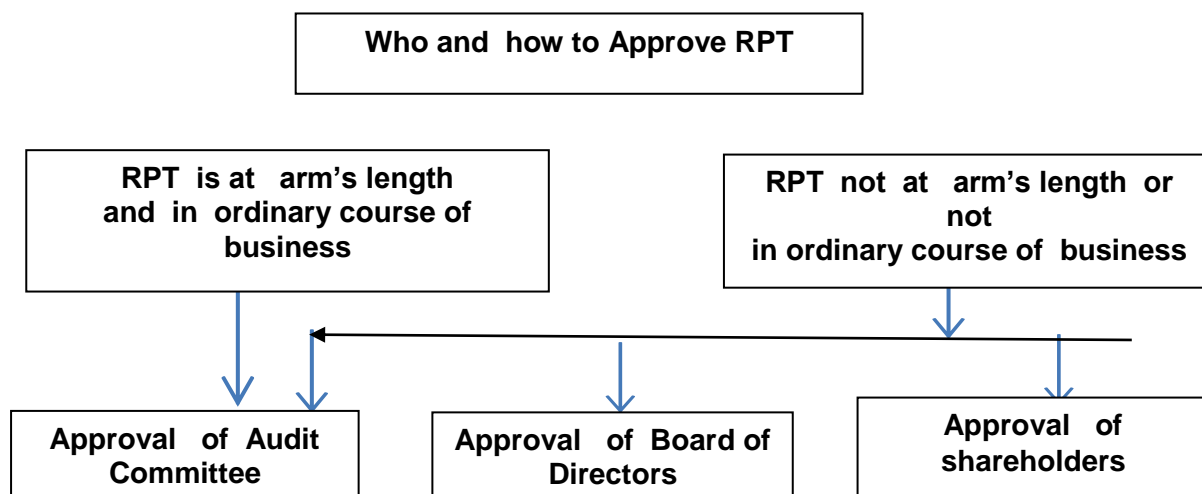
Related party Transactions that require prior approval of Shareholders

1. sale, purchase or supply of any goods or material, directly or through appointment of agent, amounting to ten percent or more of the turnover of the Company or Rupees One Hundred Crore, whichever is low
2. 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 Rupees One Hundred Crore, whichever is lower
3. leasing of property any kind amounting to 10% or more of the net worth of Company or 10% or more of turnover of the Company or Rupees One Hundred Crore, whichever is lower
4. availing or rendering of any services, directly or through appointment of agent, amounting 10% or more of the turnover of the Company or Rupees Fifty Crore, whichever is lower
5. Transaction is for appointment to any office or place of profit in the Company, its subsidiary company or associate company at a monthly remuneration exceeding Rupees Two Lakh Fifty Thousand

OTHER KEY ASPECTS

1. All existing material related party contracts or arrangements of which are likely to continue post listing shall be placed for approval of the shareholders in the first General Meeting subsequent to the listing.
2. In accordance with Section 188 of the Companies Act, 2013 read with related rules issued thereon, in case of wholly owned subsidiary, the resolution passed by the holding company shall be sufficient for the purpose of entering into the transactions between wholly owned subsidiary and holding company.

AUDIT COMMITTEE/BOARD/SHAREHOLDER APPROVAL MECHANISM FOR ENTERING INTO RELATED PARTY TRANSACTIONS



RATIFICATION OF THE RELATED PARTY TRANSACTIONS:

Where any contract or arrangement, which is considered as a related party transaction exclusively as per Companies Act, 2013, is entered into by a director or any other employee, without obtaining the consent of Audit Committee or the Board or the shareholders of the Company, such transaction shall be ratified by the Board or, as the case may be, by the shareholders at a meeting within three months from the date on which such contract or arrangement was entered into.

In case such transaction is not ratified within the specified period, such contract or arrangement shall be voidable at the option of the Board and if the contract or arrangement is with a related party to any director, or is authorized by any other director, the directors concerned shall indemnify the company against any loss incurred by it.

I. RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY

Where any contract or arrangement is entered into by a director or any other employee of the Company with a related party, without obtaining the consent of the Board or approval by a resolution in the general meeting, where required and if it is not ratified by the Board or, as the case may be, by the Shareholders, at a meeting within three months from the date on which such contract or arrangement was entered into, the matter shall be reviewed by the Audit Committee, which may consider all of the relevant facts and circumstances regarding the Related Party Transactions and evaluate all the options available with the Company. Such contract or arrangement shall be voidable at the option of the Board and if the contract or arrangement is with a related party to any director, or is authorized by any other director, the directors concerned shall indemnify the company against any loss incurred by it.

The Company may proceed against a director or any other employee who had entered into such contract or arrangement in contravention of this Policy for recovery of any loss sustained by it as a result of such contract or arrangement and

shall take any such action, it deems appropriate.

Audit Committee may also examine the facts and circumstances pertaining to the failure of reporting such Related Party Transaction to the Committee under this Policy and take any such action it deems appropriate.

RECORDS

The Company shall maintain adequate records, either physically or electronically, as required under applicable laws, giving separately the particulars of all contracts or arrangements to which this policy applies.

DISCLOSURES

Every Contract or arrangement entered with Related Parties to which Sub section (1) of Section 188 of the Companies Act 2013 is applicable shall be referred to in the Board's Report to the shareholders along with the justification for entering into such contract or arrangements. The disclosures required in terms of Companies Act, 2013 in Form AOC – 2

Details of all material transactions with related parties are to be disclosed quarterly along with the compliance report on corporate governance.

The Company shall disclose the contract or arrangements entered into with the Related Party in the Board Report to the shareholders along with the justification for entering into such contract or arrangement.

The Company shall disclose this policy relating to Related Party Transactions on its website and a weblink thereto shall be provided in the Annual Report in terms of the listing agreement with stock exchanges after the shares are listed.

The Company shall disclose such details of Related Party Transaction as may be prescribed by the Stock Exchanges.

EXEMPTION FROM APPLICABILITY OF THE POLICY

Notwithstanding the foregoing, but subject to the provisions of the applicable laws from time to time, this policy shall not apply to the following Related Party Transactions, which shall not require approval of Audit Committee or Shareholders:

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.

Any transaction that involves the providing of compensation to a director or Key Managerial Personnel in connection with his or her duties to the Company or any of its subsidiaries or associates, including the reimbursement of reasonable business and travel expenses incurred in the ordinary course of business.

Any transaction in which the Related Party's interest arises solely from ownership of securities issued by the Company and all holders of such securities receive the same benefits pro rata as the Related Party.

F. POLICY REVIEW

The Board of Directors of the Company, subject to applicable laws is entitled to amend, suspend or rescind this Policy at any time. However the Board of Directors shall review the policy mandatorily every three years and update accordingly. Any difficulties or ambiguities in the Policy will be resolved by the Board of Directors in line with the broad intent of the Policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy.

In the event of any conflict between the provisions of this policy and of the applicable law dealing with the related party transactions, such applicable law in force from time to time shall prevail over this policy.