



# **RELATED PARTY TRANSACTIONS (RPT) POLICY**

Applicable w.e.f. June 01, 2026

## I. INTRODUCTION

The Company may enter into transactions with related parties to leverage scale, size and drive operational synergies while ensuring that such transactions are in compliance with the applicable legal requirements. The Board of Directors of the Company ("the Board"), on the recommendation of the Audit Committee, has adopted this Policy and associated procedures for regulating related party transactions, in line with the requirements of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR) Regulations, 2015"]. This Policy is intended to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and its related parties.

This Policy specifically deals with the review and approval mechanism of material related party transactions keeping in mind the potential or actual conflicts of interest that may arise because of such transactions. This Policy has been formulated in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of Section 177 and 188 of the Companies Act, 2013 ("the Act") & relevant rules made thereunder as amended from time to time to regulate transactions between the Company and its Related Parties based on the laws and regulations applicable to the Company.

## II. OBJECTIVE

The Company recognizes that Related Party Transactions ("RPT") may have potential or actual conflicts of interest and may raise questions whether such transactions are consistent with the best interest of the Company and its shareholders. This policy is framed primarily to ensure the governance and reporting of transactions between the Company and its Related Parties. The policy is also prepared for the identification and regulation of the RPTs keeping in view the provisions of the Act read with the rules made thereunder and SEBI Regulations.

## III. DEFINITIONS

- i. **"Applicable Accounting Standards"** or "Accounting Standards" shall include Ind AS 24 - Related Party Disclosures, as amended from time to time.

- ii. "**Audit Committee**" or "Committee" means the Committee of Board of Directors of the Company constituted under provisions of Section 177 of Companies Act, 2013 and SEBI (LODR) Regulations, 2015.
- iii. "**Board**" means the Board of Directors of OBCL Limited.
- iv. "**Company**" means OBCL Limited.
- v. "**Key Managerial Personnel**" or "**KMPs**" means Key Managerial Personnel of the Company in terms of the Companies Act, 2013 and the Rules made thereunder and the SEBI (LODR) Regulations, 2015. The term KMP includes but is not limited to:
  - a. Managing Director or Chief Executive Officer or the Manager or a whole-time Director;
  - b. Company Secretary;
  - c. Chief Financial Officer;
  - d. such other officer, not more than one level below the Directors who is in whole-time employment, designated as key managerial personnel by the Board; and
  - e. such other officer as may be prescribed.
- vi. "**Arm's length transaction**" means a transaction between two related parties that is carried on as if they were unrelated, so that there is no conflict of Interest.
- vii. "**Material Related Party Transaction**" shall mean a Related Party Transaction which individually or taken together with previous transactions during a financial year exceeds the threshold prescribed under Regulation 23 of SEBI (LODR) Regulations, 2015, as amended from time to time.
- viii. "**Material Modification**" of related party transaction will mean and include any modification to an existing related party transaction having variance exceeding 10% of the approved value or such threshold as may be determined by the Audit Committee / Board / Shareholders, as the case may be.
- ix. "**Policy**" means this policy on materiality of Related Party Transactions and dealing with related party transactions.

- x. **"Related" or "Related Party"** means a person or entity:
  - a. which is a related party under Section 2(76) of the Companies Act, 2013, as amended from time to time; or
  - b. which is a related party under the applicable accounting standards;
  - c. which is a related party under Regulation 2(1) (zb) of the SEBI (LODR) Regulations, 2015 including any person or entity deemed to be a related party pursuant to subsequent amendments of SEBI (LODR) Regulations, 2015.
  
- xi. **"Related Party Transaction"** shall have the meaning assigned under Regulation 2(1)(zc) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and shall also include transactions specified under Section 188 of the Companies Act, 2013.
  
- xii. **"Relative"** means relative as defined under sub-section (77) of section 2 of the Companies Act, 2013 and rules prescribed there under and Regulation 2(1) (zd) of the SEBI (LODR) Regulations, 2015.
  
- xiii. **"Transaction"** with a related party shall be construed to include a single transaction or a group of transactions.

Words and expression used in this policy but not defined herein shall have the meaning ascribed to them in the Companies Act, 2013 and the Rules framed there under and the SEBI (LODR) Regulations, 2015, as amended from time to time.

#### **IV. MANNER OF DEALING WITH RELATED PARTY TRANSACTIONS:**

##### **A. Identification of related parties:**

The Company shall identify and update the list of related parties as per the definition of related parties as provided in the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

##### **B. Identification of related party transactions:**

The Company shall identify related party transactions as per the definition of related party transaction as provided in the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 and also determine whether the same are in the ordinary course of business and at arm's length. The Company may seek professional opinion for this purpose, if necessary.

All Directors, KMPs and Senior Management Personnel shall annually disclose their related party details and any changes thereto during the year.

**C. Procedure for approving related party transactions:**

**1. AUDIT COMMITTEE**

All related party transactions and subsequent material modifications shall require prior approval of the Audit Committee. Only those members of the Audit Committee, who are independent directors, shall approve related party transactions. Based on the terms and conditions of a transaction, and applicable regulatory requirements, the Audit Committee shall recommend/refer it for the approval of Board of Directors and/or Shareholders.

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 shall lay down the criteria for granting omnibus approval in line with the policy on related party transactions and such approval shall be applicable in respect of transactions which are repetitive in nature;
- ii. The Audit Committee shall review the criteria for granting omnibus approvals at least once in every financial year.
- iii. The Audit Committee shall satisfy itself the need for such omnibus approval and that such approval is in the interest of the Company;
- iv. Such omnibus approval shall specify (a) the name/s of the related party, nature of transaction, period of transaction, maximum amount of transaction that can be entered into, (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;

Provided that 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 the limits prescribed under applicable law from time to time;

- v. The 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; and
- vi. Such omnibus approvals shall be valid for a period of one year and shall require fresh approvals after the expiry of one year.

- vii. The Audit Committee shall review and approve Related Party Transactions entered into by the Company's subsidiaries to the extent prescribed under Regulation 23 of the SEBI (LODR) Regulations, 2015.
- viii. All Related Party Transactions shall be placed before the Audit Committee along with the information prescribed under the Industry Standards Note and recognized by SEBI, as amended from time to time.
- ix. Transactions involving promoter(s), promoter group entities and persons covered under Regulation 2(1)(zb) shall be reviewed in accordance with Regulation 23 of the SEBI (LODR) Regulations, 2015.
- x. Where considered necessary by the Audit Committee, an independent valuation report or fairness opinion shall be obtained.
- xi. Transactions involving transfer of business undertakings, intellectual property, brand usage, guarantees or securities shall be subject to enhanced scrutiny.
- xii. All Material Related Party Transactions and Material Modifications thereto requiring approval of the Audit Committee shall be placed along with detailed information as specified in **Annexure-I**.

## **2. BOARD OF DIRECTORS**

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, all transactions which are not in the ordinary course of business and on arm's length, shall be placed before the Board and/or its Shareholders, as applicable, for approval.

The following transactions with related parties shall also be placed before the Board for its approval:

- Transactions in respect of which the Audit Committee is unable to determine whether or not they are in the ordinary course of business and/or on arm's length and decides to refer the same to the Board for approval;
- Transactions which are in the ordinary course of business and on arm's length, but which in the view of the Audit Committee requires approval of the Board; and
- Related party transactions which are to be mandatorily approved by the Board under any law.

### 3. SHAREHOLDERS OF THE COMPANY

All transactions enumerated in the first proviso to Section 188(1) of the Companies Act, 2013, which (a) are not in the ordinary course of business and on arm's length; and (b) exceeding the thresholds laid down in Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, shall be approved by the Shareholders.

All Material Related Party Transactions and Material Modifications thereto shall require prior approval of shareholders of the Company through a Resolution on which, no related party shall vote, whether the entity is a related party to the particular transaction or not.

The detailed information as specified in **Annexure-II** shall form part of the Explanatory Statement to the Notice of Shareholder's meeting for All Material Related Party Transactions and Material Modifications thereto requiring approval of the Shareholders.

### V. **RELATED PARTY TRANSACTIONS THAT SHALL NOT REQUIRE APPROVAL**

The following RPTs will not be put up for approval as permitted under law:

- a) transactions between the Company and its wholly owned subsidiary, if any, whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval;
- b) transactions entered into between two wholly owned subsidiaries of the Company, if applicable, whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval;
- c) issue of specified securities on preferential basis subject to compliance of applicable SEBI Regulations;
- d) corporate actions as under as the same are uniformly applicable to all shareholders:
  - Payment / receipt of dividend
  - Sub-division or consolidation of securities
  - Issue of securities as rights or bonus
  - Buy-back of securities

In addition to the above, since the transactions or arrangements mentioned below are specifically dealt under different provisions of the Law/policy of the Company and executed under separate approvals, no approval of Audit Committee will be taken for:

- a) Any RPTs approved by the Nomination & Remuneration Committee and the CSR Committee;

- b) Any transaction by the Company with its employee, who is a related party of the Company, pursuant to the employment terms;
- c) Employer's contribution to Provident Fund / Gratuity / Superannuation etc. to a recognized Trust as part of its statutory obligations; and
- d) Reimbursement of expenses at actuals based on supporting documents.

All exemptions available under Regulation 23(5) of SEBI (LODR) Regulations, 2015 and the Companies Act, 2013 shall automatically apply to this Policy.

#### **VI. ACTIONS TO BE TAKEN IN CASE ANY RELATED PARTY TRANSACTION IS NOT APPROVED AS PRESCRIBED BY THIS POLICY:**

In the event the Company becomes aware of a transaction with a related party that has not been approved in accordance with this Policy prior to its consummation, the matter shall be reviewed by the Audit Committee. The Audit Committee shall consider all the relevant facts and circumstances regarding the related party transaction, and shall evaluate all options available to the Company, including ratification, revision or termination of the related party transaction. The Audit Committee shall also examine the facts and circumstances pertaining to the failure of reporting such related party transaction to the Audit Committee under this Policy and failure of the internal control systems and shall take such action as it deems appropriate. The Independent Directors forming part of the Audit Committee may ratify Related Party Transactions subject to monetary limits, timelines and conditions prescribed under Regulation 23 and applicable SEBI Circulars.

Where the Audit Committee determines not to ratify a related party transaction that has been commenced without proper approval, it may direct additional actions including, but not limited to, termination of the transaction or seek the approval of the Board or Shareholders, payment of compensation for the loss suffered by the related party etc. In connection with any review/approval of a related party transaction, the Audit Committee has the authority to modify or waive any procedural requirements of this Policy.

#### **VII. DISCLOSURE(S)**

- a. The Company shall make disclosures of Related Party Transactions in the manner and timelines specified under Regulation 23, Regulation 27, Schedule V of SEBI (LODR) Regulations, 2015 and applicable SEBI Circulars
- b. The Company shall submit on the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a

consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website.

- c. The Company shall disclose this Policy on its website and provide the weblink in the Annual Report. In addition to the disclosures required under the Accounting Standards, Related Party Transactions that are not at arm's length basis and Material Related Party Transactions that are at arm's length or such other transactions as may be statutorily required, shall be disclosed in the Annual Report of the Company as part of the Board's Report.
- d. The Company shall make disclosures in the format and manner prescribed by SEBI from time to time, including disclosures under Regulation 23(9) of SEBI (LODR) Regulations, 2015, Corporate Governance Report, Annual Report and website disclosures.

#### **VIII. AMENDMENTS TO THE POLICY**

This Policy shall be deemed to have become effective from November 11, 2022 and subsequently amended in the Board Meetings held on October 28, 2025 and May 29, 2026 respectively.

Any amendment in the Companies Act, 2013, SEBI LODR Regulations or any other applicable law relating to Related Party Transactions shall automatically apply to this Policy.

#### **IX. REVIEW**

The Audit Committee of the Company shall review this Policy from time to time, but at least once every three years, and may recommend amendments to the same for approval of the Board. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities not being consistent with the provisions laid down in this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions herein and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

#### **X. COMMUNICATION**

This Policy will be communicated to all Directors, KMPs, Senior Management Personnel and Functional Heads and other concerned persons of the Company.

## ANNEXURE - I

### **MINIMUM INFORMATION TO BE PLACED BEFORE THE AUDIT COMMITTEE FOR REVIEW AND APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS AND MATERIAL MODIFICATIONS THERETO**

The following information and documents, to the extent applicable, shall be placed before the Audit Committee for review and approval of Material Related Party Transactions and Material Modifications thereto:

1. Details of the Related Party

- a) Name of the Related Party;
- b) Nature of relationship with the Company, including ownership and control structure;
- c) Whether the Related Party is a promoter, promoter group entity, subsidiary, associate, joint venture, director, Key Managerial Personnel, relative of director/KMP or any other related party under applicable law.

2. Details of the Transaction

- a) Nature, duration and particulars of the proposed transaction;
- b) Type and category of transaction;
- c) Proposed commencement date and tenure;
- d) Value of the proposed transaction and aggregate value during the financial year;
- e) Frequency of the transaction;
- f) Terms of payment, credit period and settlement mechanism;
- g) Whether the transaction is a new transaction or renewal/modification of an existing transaction.

3. Business Rationale

- a) Purpose and business justification for entering into the transaction;
- b) Expected benefits accruing to the Company;
- c) Strategic, operational or financial necessity of the transaction;
- d) Consequences if the transaction is not undertaken.

4. Arm's Length and Ordinary Course Assessment

- a) Whether the transaction is proposed to be undertaken in the ordinary course of business;
- b) Basis for determining arm's length pricing;
- c) Comparable market prices, quotations, benchmarking reports or other supporting evidence;
- d) Independent valuation report, fairness opinion or external expert report, wherever obtained.

## 5. Financial Information

- a) Estimated monetary value of the transaction;
- b) Percentage of annual turnover, net worth, assets or other relevant financial parameter represented by the transaction;
- c) Impact of the transaction on the financial statements of the Company;
- d) Details of any advance, loan, guarantee, security or investment involved.

## 6. Materiality Assessment

- a) Whether the transaction qualifies as a Material Related Party Transaction under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Whether shareholder approval is required;
- c) Whether the proposal constitutes a Material Modification of an existing Related Party Transaction.

## 7. Conflict of Interest Assessment

- a) Interest of Directors, Key Managerial Personnel, Senior Management Personnel and Related Parties in the transaction;
- b) Potential conflict of interest and measures proposed to mitigate the same;
- c) Confirmation that interested directors or committee members have abstained from deliberation and voting, wherever required.

## 8. Compliance Confirmation

A note from the Company Secretary and/or Chief Financial Officer confirming:

- a) Compliance with the Companies Act, 2013 and rules made thereunder;
- b) Compliance with SEBI (LODR) Regulations, 2015 and applicable SEBI Circulars;
- c) Compliance with this Policy and other internal governance requirements;
- d) Whether the transaction requires approval of the Board and/or Shareholders.

## 9. Material Modifications

For approval of any Material Modification, the following additional details shall be placed before the Audit Committee:

- a) Existing approved value and terms;
- b) Proposed revised value and terms;
- c) Percentage variation from the approved transaction value;
- d) Justification for the proposed modification;
- e) Impact on the Company and stakeholders.

## 10. Additional Information

The Audit Committee may seek any additional information, records, valuation reports, certificates, declarations or independent professional opinions as it may deem necessary for evaluating the proposed Related Party Transaction.

The information specified in this Annexure shall be read together with the requirements prescribed under the Companies Act, 2013, SEBI (LODR) Regulations, 2015, applicable SEBI Circulars and the Industry Standards recognized by SEBI, as amended from time to time.

## ANNEXURE - II

### **MINIMUM INFORMATION TO BE PROVIDED TO SHAREHOLDERS FOR APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS AND MATERIAL MODIFICATIONS THERETO**

The Explanatory Statement accompanying the Notice seeking approval of shareholders for Material Related Party Transactions ("RPTs") and Material Modifications thereto shall contain, to the extent applicable, the following information:

#### 1. Particulars of the Related Party

- a) Name of the Related Party;
- b) Nature of relationship with the Company;
- c) Whether the Related Party belongs to the promoter/promoter group;
- d) Details of Directors, Key Managerial Personnel, Senior Management Personnel or their relatives having an interest in the transaction.

#### 2. Details of the Transaction

- a) Nature, material terms and particulars of the transaction;
- b) Duration / tenure of the transaction;
- c) Value of the proposed transaction;
- d) Aggregate value of transactions during the financial year;
- e) Percentage of annual consolidated turnover, net worth or other relevant financial parameter represented by the transaction;
- f) Whether the transaction is a new transaction, renewal or modification of an existing transaction.

#### 3. Commercial Terms

- a) Pricing methodology and basis for determination of consideration;
- b) Payment terms;
- c) Credit period and other significant contractual obligations;
- d) Security, guarantee or indemnity obligations, if any;
- e) Any other material commercial terms.

#### 4. Business Rationale

- a) Purpose of entering into the transaction;
- b) Benefits expected to accrue to the Company;
- c) Strategic, operational or financial necessity of the transaction;
- d) Consequences if the transaction is not undertaken.

## 5. Arm's Length and Ordinary Course Confirmation

- a) Whether the transaction is in the ordinary course of business;
- b) Whether the transaction is at arm's length basis;
- c) Basis of arm's length determination, including benchmarking studies, market comparisons, quotations or valuation reports, wherever applicable.

## 6. Audit Committee Review

- a) Date of Audit Committee approval;
- b) Summary of Audit Committee's review and recommendation;
- c) Confirmation that the Audit Committee has reviewed the information prescribed under applicable law and Industry Standards.

## 7. Board Recommendation

- a) Date of Board approval, where applicable;
- b) Recommendation of the Board to the shareholders;
- c) Confirmation that interested Directors abstained from participation and voting on the relevant agenda item.

## 8. Financial Impact

- a) Impact of the transaction on the Company's financial position;
- b) Impact on profitability, liquidity, net worth and cash flows, wherever material;
- c) Impact on minority shareholders.

## 9. Material Related Party Transaction Criteria

- a) Basis on which the transaction qualifies as a Material Related Party Transaction under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Details of previous transactions undertaken with the Related Party during the relevant financial year.

## 10. Material Modification (Where Applicable)

For approval of a Material Modification, the explanatory statement shall additionally contain:

- a) Existing approved transaction value and terms;

- b) Revised transaction value and terms proposed for approval;
- c) Extent and percentage of variation from the previously approved transaction;
- d) Detailed justification for the proposed modification;
- e) Impact of such modification on the Company and its stakeholders.

#### 11. Additional Disclosures

- a) Any valuation report, fairness opinion or external expert opinion relied upon by the Company;
- b) Any information relevant or material for shareholders to make an informed decision;
- c) Any other disclosures prescribed under the Companies Act, 2013, SEBI (LODR) Regulations, 2015, applicable SEBI Circulars, Secretarial Standards and Industry Standards recognized by SEBI.

#### 12. Voting Restriction

The notice shall contain an appropriate statement that:

"No Related Party shall vote to approve the relevant resolution, irrespective of whether such Related Party is a party to the particular transaction or not, except as may be permitted under applicable law."

This Annexure shall be read in conjunction with the provisions of the Companies Act, 2013, SEBI (LODR) Regulations, 2015, applicable SEBI Circulars and the Industry Standards recognized by SEBI, as amended from time to time.