

FERMENTA BIOTECH LIMITED
Related Party Transaction Policy
[Pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

[Reviewed at the Board meeting dated February 11, 2021]

(Amendment dates :

- Amended at the Board Meeting dated May 29, 2023.
- February 11, 2025, pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 and other statutory amendments, if any.)
- May 28, 2025, pursuant to introduction of Industry Standards on minimum information to be provided for review of the audit committee and shareholders for approval of Related Party Transactions.

I. Preamble:

Pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rules framed there under and Regulation 23 of the newly Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be enacted or amended from time to time (Listing Regulations), the Company's Board of Directors on the recommendation of the Audit Committee has adopted this revised policy on Related Party Transactions (in substitution of the existing Related Party Transactions Policy) ("RPT Policy" or "Policy") for regulating and dealing with the Related Party Transaction(s). The Audit Committee and/or Board of Directors may review / amend this Policy from time to time.

II. Definitions:

"Audit Committee or Committee" means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Act and Regulation 18 of the Listing Regulations.

"Board of Directors" or "Board", means Board of Directors or Board (of the Company) as defined in Section 2(10) of the Act.

"Company Secretary" means a Company Secretary (of the Company) as defined in Section 2(24) of the Act.

"Industry Standards" means the Industry Standards on "minimum information to be provided for review of the audit committee and shareholders for approval of Related Party Transactions (RPT)."

"Key Managerial Personnel" / "KMP" shall mean key managerial personnel as defined in section 2(51) of the Act.

"Listing Regulations" means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

"Material Related Party Transaction(s)" means a transaction with a related party:

- (a) if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower; or
- (b) transaction involving payments made to a Related Party with respect to brand usage or royalty, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed 5% percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company; or
- (c) transaction with a Related Party covered under Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014 exceeding the limits provided under the Companies Act, 2013 read with Section 188 of the Companies Act, 2013, to the extent applicable.

"Material modification" means any modification made in the value/exposure of any ongoing or proposed Related Party Transaction, as originally approved by the Audit Committee and/or shareholders, which has the effect of variation in the approved value of the transaction, by 20% or more or by which the transaction ceases to be in ordinary course and/or on arm's length basis or such other parameter as may be determined by the Audit Committee from time to time. \$

"Transaction(s)" with a Related Party shall be construed to include a single transaction or a group of transactions in a contract.

“Related Party” / “Related Parties” will have the same meaning as defined under Section 2(76) of the Act and/or Regulation 2(1)(zb) of the Listing Regulations.

“Related Party Transaction(s)” means all transaction(s), contract(s) and arrangement(s) between the Company and Related Party/ies, as envisaged in Section 188(1) of the Act and/or Regulation 2(1)(zc) of the Listing Regulations.

“Relative” in relation to a related party shall have the same meaning assigned to in Section 2(77) of the Act read with Rule 4 of Companies (Specification of definitions details) Rules, 2014 and/or Regulation 2(1)(zd) of the Listing Regulations.

Other capitalised terms which are not defined in this Policy shall have the meaning as defined in the Regulations.

III. Purpose:

The purpose of this Policy is to authorize, monitor, regulate and report contracts, arrangements and transactions between the Company and a Related Party. This Policy lays down the process to be adopted by the Company for: (a) identification of potential Related Party/ies (b) materiality thresholds for RPT(s) (c) manner of dealing with the transactions between the Company and its Related Parties based on the applicable provisions of the Regulations.

IV. Applicability:

This Policy applies to all the Related Party Transactions (“RPTs”) of the Company (or its subsidiary, as may be applicable as per Listing Regulations) including any contract / arrangement with any Related Party and any modifications, from time to time. This Policy is applicable effective from December 1, 2015.

V. Policy and procedure for review and approval of Related Party Transactions:

1. The RPT Policy may be reviewed and amended from time to time by the Audit Committee and the Board of Directors of the Company.
2. All RPT(s) and any subsequent modifications thereto, shall require the approval of the Audit Committee; subject to the provisions of Regulation 23(2) of Listing Regulations.

Subject to the applicable provisions of the Regulations, Accounting Standards and the following conditions, the Audit Committee may, from time to time, grant omnibus approvals for RPT(s) proposed to be entered into by the Company or its subsidiary subject to the conditions led down in regulation 17(3), 17(5) and other applicable provisions of Listing Regulations.

3. The Audit Committee shall on periodically review the RPTs entered into by the Company as per the statutory requirements.
4. In addition to the approval of the Audit Committee and the Board and subject to the applicable provisions of the Regulations, approval of the shareholders of the Company shall be required by way of resolution, in case of any Material Related Party Transaction(s) or and subsequent Material Modification(s); provided that the Audit Committee is authorised to approve upto 20% of the thresholds or limits approved by the Members of the Company without requiring separate approval of the Board or members as the case may be (i.e. any variation including upward variation to the extent of less than 20% of the thresholds or limits approved by the Members will not be considered as Material Modification requiring Board's/Members' approval.

5. No Director on the Board or Key Managerial Personnel of the Company shall participate in any discussion or approval of a Related Party Transaction for which he or she is a Related Party as per the requirements of statutory provisions, except that the Director / Key Managerial Personnel shall provide all material information concerning the Related Party Transaction and the nature of interest to the Audit Committee / Board.
6. Points to be considered by the Audit Committee / Board for approving RPTs: as stated in the Listing regulations read with Industry Standards, as amended from time to time.

VI. Disclosures:

- (a) Identification of Potential Related Party/ies: Every Director on the Board / Key Managerial Personnel of the Company shall disclose his/her concern or interest in any company or companies or bodies corporate, firms, or other association of individuals which shall include the shareholding, within such time and in such manner as prescribed under Section 184 of the Companies Act, 2013 read with Rule 9 of Companies (Meetings of Board and its Powers) Rules, 2014 and under Regulation 4(2)(f) of the Listing Regulations. On an annual basis (every financial year), the Company Secretary shall request such disclosure from each Director on the Board and KMP of the Company, as may be required by the Regulations.
- (b) The Company is required to disclose Related Party Transactions, if any, in the Board's Report to shareholders of the Company, on an annual basis as per statutory requirements.
- (c) The Company is also required to disclose this Policy on its website and web link thereto shall be provided in the Annual Report of the Company.
- (d) The Company shall keep one or more registers giving separately the particulars of all contracts or arrangements with any Related Party, as required by the applicable provisions of the Act.
- (e) This Policy shall be communicated to the concerned functional heads including KMPs and other concerned officials of the Company.

VII. Criteria for determining Ordinary Course of Business and Arm's Length Transactions:

The following guidelines will be used to determine whether a transaction with Related Party is in ordinary course and on arm's length basis:

"Ordinary Course of Business":

Ordinary Course of Business means a transaction which is:

- carried out in the normal course of business envisaged in accordance with the Memorandum of Association of the Company as amended from time to time; or
- a common commercial practice of the Company; or
- any other parameter/ criteria as may be decided by the Audit Committee / Board from time to time.

"Arm's Length Transaction":

"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.

In this regard, the following guidelines can be used by the Audit Committee for determining the Arm's Length Transaction

- whether the transaction is commercially negotiated;
- whether the terms of the transaction are fair and would apply on the same basis if the transaction did not involve a Related Party;
- whether the transaction would affect the independence of an independent director;
- whether the transaction would present an improper conflict of interest for any director or KMP, taking into account the size of the transaction, the overall financial position of the director/KMP or other Related Party, the direct or indirect nature of the director's, KMP's or other Related Party's interest in the transaction and the ongoing nature of any proposed relationship;
- whether comparative quotes for similar transaction has been obtained;
- the Transfer Pricing guidelines issued by the relevant authorities under the provisions of Income-tax law may be used to determine the Arms' Length Transaction on a case-to-case basis;
- any other matter(s), the Audit Committee considers relevant.

VIII. Violation of the Policy:

The Audit Committee of the Company, subject to supervision of the Board, shall be the competent authority for investigating and taking appropriate actions / steps for prevention or remedy of any breach and / or defaults in complying with this Policy. Any disciplinary action taken by the Audit Committee shall be in addition to the penal provisions of the Regulations.

IX. Amendment:

Any change in the Policy shall be approved by the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding. Notwithstanding above, any amendment to Listing Regulations and introduction of any standard, guidance note, or document having the effect of prescribing the law or procedure shall automatically be covered in this Policy and, in such case, the Company Secretary, without requiring the Board's approval, is authorised to make necessary alterations to the Policy provided that the amended Policy shall be placed before the Board for its noting and ratification or further amendments, if any.

In the event of any conflict between the provisions of this Policy and the Listing Regulations, the provisions of such Listing Regulations shall prevail over this Policy.

For and on behalf of the Board of Directors of
Fermenta Biotech Limited



PRADEEP CHANDAN
CHAIRMAN

Date: May 28, 2025