



RAJAPALAYAM MILLS LIMITED

**RELATED PARTY
TRANSACTION POLICY**

(Last Reviewed on 18-11-2025)

RELATED PARTY TRANSACTION POLICY

[Under Section 188 of Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. This policy is formulated on materiality of Related Party Transactions and on dealing with Related Party Transactions in terms of Section 188 of Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per RPT Industry Standards.
2. An entity shall be considered Related to the Company, if
 - i. such entity is a related party under Section 2(76) of the Companies Act, 2013.
 - ii. such entity is a related party under the applicable accounting standards.
 - iii. any person or entity which is deemed to be a related party in Regulation 2(1)(zb) of LODR.
3. No Related Party Transaction may be entered into by the Company, except in accordance with the provisions of this policy.
4. Transaction with a related party shall be construed to include single transaction or a group of transactions in a contract or arrangement.
5. "Related Party Transaction" means transfer of resources, services or obligations between a company and a related party, regardless of whether a price is charged and would include
 - i. transactions specified under Section 188(1) of the Companies Act, 2013.
 - ii. transactions specified under Regulation 2(1)(zc) of LODR.
- 5 (a). "RPT Industry Standards" refers to Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" formulated by Industry Standards Forum ("ISF") comprising of representatives from three industry associations, viz. ASSOCHAM, CII and FICCI, under the aegis of the Stock Exchanges, in consultation with SEBI. (click here to view Industry Standards)¹

1 Inserted in accordance with the SEBI-LODR Third Amendment Regulations, 2024 dated 12th December 2024, effective from 13th December, 2024.

6. A transaction with a Related Party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds the thresholds specified in Schedule XII of SEBI LODR (attached as Annexure).
7. Arm's length basis means, a transaction between two related parties that is conducted as if they are unrelated, so that there is no conflict of interest.
8. The Related Parties are obligated to disclose complete information about the proposed transaction with the Company, so as to enable the Company to determine whether the transaction constitutes a Related Party Transaction requiring compliance with this policy.
9. No Related Party Transaction shall be entered into by the Company without the prior approval of the Audit Committee (except for omnibus approval by the Audit Committee as in Clause 13). Any subsequent material modifications of transactions of the company with related parties will also require prior approval of Audit Committee.

Provided that only those members of the audit committee, who are independent directors, shall approve related party transactions.

Material modification means, a modification in the Contract or Memorandum of Understanding (MOU) with regards to alteration

- a. by way of extending or reducing the time duration of the Contract / MOU, by a period of three months or more
- b. by way of changing the value of the transaction exceeding 10% of the contract value or rate or quantity
- c. by way of changing the interest rate of loan transactions, where the change in the interest is 10% or more
- d. by way of extending or reducing the credit period by more than three months in the case of commercial transactions
- e. by way of extending or reducing the repayment period by more than six months in the case of financial transactions

- 9A. Approval of the Audit Committee of the Company shall not be required for the remuneration and sitting fees paid by the Company to its director, key managerial personnel or senior management, except who is part of promoter or promoter group, provided that the same is not material in terms of the provisions of Regulation 23(1) of LODR.²
- 9B. In terms of SEBI Circular no. SEBI/HO/CFD/CFD-PoD/P/CIR/2025/135 dated 13th October 2025, the Company shall provide the Audit committee with the information as specified in the Industry Standards, while placing any proposal for review and approval of an RPT. If a transaction with a related party, whether individually or taken together with previous transaction(s) during a financial year (including transaction(s) which are approved by way of ratification), do not exceed 1% of annual consolidated turnover of the listed entity as per the last audited financial statements of the company or Rupees Ten Crore, whichever is lower, the company shall provide 'Minimum information to the Audit Committee for approval of Related Party Transactions' as specified in the said circular. The Minimum information to the Audit Committee for approval of Related Party Transactions as stipulated in the said circular are available in the following link (Click here to view).
- 9C. Clause 9B shall not be applicable to transaction(s) with a related party to be entered into individually or taken together with previous transactions during a financial year (including which are approved by way of ratification) which does not exceed Rs. One Crore³.
- 9D. A Certificate from the Chief Executive Officer (CEO)/Managing Director/Whole Time Director/ Manager / President and Chief Financial Officer (CFO) of the Company to be place before the Audit Committee, confirming that the terms of RPTs proposed to be entered into are in the interest of the Company.
- 9DA. In case of multiple types of proposed transactions, details to be provided separately for each type of the proposed transaction – for example,
- (i) the sale of goods and the purchase of goods would need to be treated as separate transactions;

2 Inserted in accordance with the SEBI-LODR Third Amendment Regulations, 2024 dated 12th December 2024, effective from 13th December, 2024.

3 Points No: 9B and 9C were inserted as per Circular SEBI/HO/CFD/CFD-PoD/P/CIR/2025/135 dated 13th October 2025, effective from 13th October, 2025.

- (ii) the sale of goods and the sale of services would need to be treated as separate transactions;
 - (iii) the giving of loans and the giving of guarantee would need to be treated as separate transactions.
- 9DB. The Audit Committee may, at its discretion, comment on information provided by the Company. Such comments and the rationale for not approving a RPT shall be recorded in the minutes of the meeting of the Audit Committee.⁴
- 9E. The audit committee shall also review the status of long-term (more than one year) or recurring RPTs on an annual basis.
- 10. In the event such a Related Party Transaction is not in the ordinary course of business or at arm's length, the Company shall comply with the provisions of the Companies Act 2013 and the Rules framed thereunder and obtain approval of the Board or its shareholders, as applicable, for such Transaction.
- 11. No director who is interested in any such transaction shall be present at the meeting during discussions on the subject matter of the resolution proposed for Board/ Audit Committee Approval.
- 12. All material Related Party Transactions and subsequent material modifications shall require the prior approval of the shareholders through Resolution⁵ and the Related Parties shall abstain from voting on such resolutions, whether the entity is a related party to the particular transaction or not.
- 12A. Information to be provided to shareholders for consideration of Related Party Transactions:

The Notice being sent to the Shareholders seeking approval for any RPT shall, in addition to the requirements under the Companies Act, 2013 include the information as part of the explanatory statement as specified in the Industry Standards.

4 Points No: 9D, 9DA and 9DB were inserted as per Circular No: SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 issued by SEBI, effective from 1st September, 2025.

5 The word "Resolution" was substituted in place of words "Special Resolution" by the Companies (Meeting of Board and its Powers) Second Amendment Rules, 2015, vide Notification No. G.S.R.971(E) dated 14-12-2015.

Provided that if a transaction with a related party, whether individually or taken together with previous transaction(s) during a financial year (including transaction(s) which are approved by way of ratification), do not exceed 1% of annual consolidated turnover of the Company as per the last audited financial statements of the Company or Rupees Ten Crore, whichever is lower, the company shall provide 'Minimum information to the Shareholders for approval of Related Party Transactions'. The minimum information to the shareholders for approval of related party transactions as stipulated in the said circular are available in the following link (click here to view).

- 12AB. Clause 12A, shall not be applicable to transaction(s) with a related party to be entered into individually or taken together with previous transactions during a financial year (including which are approved by way of ratification) which does not exceed Rs. One Crore.⁶
- 12B. The RPT Industry Standards shall not be applicable to the following:
- (a) Transactions exempted under Regulation 23(5) of the LODR Regulations; and
 - (b) Quarterly review of RPTs by the Audit Committee in terms of Regulation 23(3)(d) of the LODR Regulations.
 - (c) Transaction(s) with a related party to be entered into individually or taken together with previous transactions during a financial year (including which are approved by way of ratification) do not exceed Rs. One Crore.⁷
13. The Audit Committee may grant an omnibus approval for Related Party Transaction proposed to be entered into by the Company, subject to the following conditions:
- i. The Transaction is at arm's length and is in the ordinary course of business and is of repetitive nature.
 - ii. The Transaction is not a transaction that requires approval by the Board/ Shareholders under the provisions of the Companies Act, 2013 and rules framed thereunder.

6 Point Nos. 12A & 12AB were Inserted as per Circular SEBI/HO/CFD/CFD-PoD/P/CIR/2025/135 dated 13th October 2025, effective from 13th October, 2025.

7 Point No: 12B had been inserted as per Circular No: SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 issued by SEBI, effective from 1st September, 2025.

- iii. 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;
 - c. Minimum information about the RPTs as per provisions of Industry Standards; and
 - d. 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, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rs.1 crore per transaction.

- iv. Audit Committee shall review on a quarterly basis, the details of Related Party Transactions entered into by the Company, pursuant to each of the omnibus approval given.
- v. Such omnibus approvals shall be valid for a period of one year and shall require fresh approvals after the expiry of one year.
- vi.⁸ The omnibus approval granted by the shareholders for material related party transactions in an annual general meeting shall be valid till the date of the next annual general meeting held within the timelines prescribed under Section 96 of the Companies Act, 2013 or rules, notifications, or circulars issued thereunder from time to time:

Provided further that in case of omnibus approvals for material related party transactions, granted by shareholders in general meetings other than annual general meeting, the validity of such omnibus approvals shall not exceed one year from the date of such approval.

13A. RATIFICATION⁹

The members of the audit committee, who are independent directors, may ratify related party transactions within three months from the date of the transaction or in the immediate next meeting of the audit committee, whichever is earlier, subject to the following conditions:

⁸ Inserted in accordance with the SEBI-LODR Fifth Amendment Regulations, 2025 dated 18th November, 2025, effective from 19th December, 2025.

⁹ Inserted in accordance with the SEBI-LODR Third Amendment Regulations, 2024 dated 12th December 2024, effective from 13th December, 2024.

- (i) the value of the ratified transaction(s) with a related party, whether entered into individually or taken together, during a financial year shall not exceed rupees one crore;
- (ii) the transaction is not material in terms of the provisions of Regulation 23(1) of LODR;
- (iii) rationale for inability to seek prior approval for the transaction shall be placed before the audit committee at the time of seeking ratification;
- (iv) the details of ratification shall be disclosed along with the disclosures of related party transactions in terms of the provisions of Regulation 23(9) of LODR;
- (v) any other condition as specified by the audit committee:

Provided that failure to seek ratification of the audit committee shall render the transaction voidable at the option of the audit committee and if the transaction is with a related party to any director, or is authorised by any other director, the director(s) concerned shall indemnify the listed entity against any loss incurred by it.

14. DISCLOSURES

- i. The Company shall comply with the disclosures of related party transactions as mandated in Regulation 23(9) of LODR and other applicable statutory requirements from time to time.

15. REVIEW AND UPDATION OF THIS POLICY

- i. The Board of Directors shall review this Related Party Transaction Policy, at least once every three years and update it accordingly.
- ii. Shri P.R. Venketrama Raja, Chairman (or) Shri A.V.Dharmakrishnan, Director are severally authorised to make changes in this policy in line with the statutory modifications/regulations and for smoother implementation from time to time and the same shall be placed before the Board for its approval.

Schedule XII
RELATED PARTY TRANSACTIONS
[See Regulation 23(1)]

A 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 a financial year exceeds the following:

Consolidated Turnover of Listed Entity	Threshold
(I) Up to ₹20,000 Crore	10% of the annual consolidated turnover of the listed entity
(II) More than ₹20,000 Crore to upto ₹40,000 Crore	₹2,000 Crore + 5% of the annual consolidated turnover of the listed entity above ₹20,000 Crore
(III) More than ₹40,000 Crore	₹3,000 Crore + 2.5% of the annual consolidated turnover of the listed entity above ₹40,000 Crore or ₹5000 Crores, whichever is lower.

Explanation: For the purpose of computing the thresholds stated above, the annual consolidated turnover of the listed entity shall be determined based on the last audited financial statements of the listed entity.

Illustration 1. For listed entities in (I)	
If the annual consolidated turnover of a listed entity is ₹950 Crore	10% of the annual consolidated turnover of the listed entity. i.e. ₹ 95 Crore.
Illustration 2. For listed entities in (I)	
If the annual consolidated turnover of a listed entity is ₹1200 Crore	10% of the annual consolidated turnover of the listed entity. i.e. ₹ 120 Crore.
Illustration 3. For listed entities in (II)	
If the annual consolidated turnover of a listed entity is ₹30,000 Crore	₹2,000 Crore + 5% of the remaining ₹10,000 Crore = ₹ 2,500 Crore.

¹⁰ Inserted in accordance with the SEBI-LODR Fifth Amendment Regulations, 2025 dated 18th November, 2025, effective from 19th December, 2025.