Relicab Cable Manufacturing Limited

Registered Office: 57/1,(4-B) BENSLORE INDUSTRIAL ESTATE DUNETHA, DAMAN - 396210 (U. T), DAMAN, Daman and Diu, India, 392610
Tel: +91 - (022) 2512 3967/ (022) 3257 3092; website: www. relicab.com

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POLICY ON MATERIALITY OF RPTS AND DEALING WITH RPTS

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1. SCOPE AND OBJECTIVE OF THE POLICY

(i) RPTs can present a potential or actual conflict of interest which may be against the best interest of a company and its shareholders. Considering the requirements for approval of RPTs as prescribed under the Companies Act, 2013 ("**Act**") read with the Rules framed there under and Regulations 23 read with 2(1) of the Securities and Exchange Board of India ("**SEBI**") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") as amended from time to time, Relicab Cable Manufacturing Limited ("**Company**") the Board has to formulate guidelines for identification of related parties and the proper conduct and documentation of all RPTs.

(ii) In the light of the above, this Policy is to set out (a) the basis of identifying related parties as well as RPTs, (b) the materiality thresholds for RPTs and (c) the manner of entering into transactions between the Company and its related parties based on the Act read with the Listing Regulations and any other laws and regulations as may be applicable to the Company.

2. DEFINITIONS

(i) **"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.

(ii) **"Audit Committee"** means the Audit Committee of the Board of Directors of the Company constituted as per the provisions of the Company Act, 2013 and Listing Regulations, as amended.

(iii) **"Board"** means the Board of Directors of the Company.

(iv) **"Company"** means Relicab Cable Manufacturing Limited.

(v) **"Director"** means a director appointed to the Board of the Company.

(vi) **"Key Managerial Personnel"** or **"KMPs"** means Key Managerial Personnel as defined under the Act and includes:

(a) Managing Director, or Chief Executive Officer or Manager;
(b) Whole Time Director;
(c) Chief Financial Officer;
(d) Company Secretary;
(e) 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
(f) Such other officer as may be prescribed under the Act.

(vii) "**Listing Regulations**" means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended from time to time.

(viii) "**Material RPT**" means a transaction with a related party, where the transaction/transactions to be entered into individually or taken together with previous transactions with a Related Party during a financial year, exceeds Rupees One Thousand Crore or Ten per cent of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company, whichever is lower.

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 five percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

(ix) "**Material Modification**" shall mean:

(a) an amendment to the terms of an existing RPT, effect of which will be an increase of more than 10% (ten per cent) over the approved limit, during a financial year;
(b) any other modification which as per the directions of the Audit Committee may be determined as material on case to case basis.

Provided further that any modification to the transactions / agreements entered into:

1. for sale, purchase or supply of any goods or materials or availing or rendering of any services in the ordinary course of business and on arm's length basis;
2. between the Company and its wholly owned subsidiary;
3. transactions entered into between two wholly-owned subsidiaries of the Company, whose accounts are consolidated with the Company and placed before the shareholders at the annual general meeting for approval;
4. is required pursuant to amendment to the applicable laws,

shall be excluded from the applicability of above definition.

(x) **"Ordinary Course of Business"** with reference to a transaction with a related party means a transaction which is:
(a) 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;
(b) historical practice with a pattern of frequency;
(c) common commercial practice; or
(d) meets any other parameters/criteria as decided by the Board/Audit Committee, from time to time.

(xi) **"Policy"** means this policy, as amended from time to time.

(xii) "**Relative**" means a relative as defined under the Companies Act, 2013 or rules made thereunder and Listing Regulations, as amended from time to time.

(xiii) **"Related Party"/"RP"** means Related Party as defined under the Companies Act, 2013, Listing Regulations and/ or under the applicable accounting standards, as amended from time to time.

(xiv) **"RPT"/"RPT"** shall mean such transactions as specified under the provisions of the Act & Listing Regulations including any amendment or modification thereof, as may be applicable.

(xv) **"Industry Standards"** shall mean the Industry Standards on minimum information to be provided for review of the Audit Committee and shareholders for approval of RPT, as notified by SEBI vide its circular dated February 14, 2025, as amended.

3. INTERPRETATION

(i) Any words used in this Policy but not defined herein shall have the same meaning prescribed to it in the Act, the SEBI Act, 1992, as amended, or rules and regulations made thereunder including the Listing Regulations, the applicable accounting standards or any other relevant legislation/law applicable to the Company.

(ii) The reference to the masculine gender in the Policy shall be deemed to include a reference to feminine gender.

(iii) In case of any dispute or difference upon 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 shall be final. While interpreting such term/provision, the Audit Committee may seek the help of any of the officers of the Company or an external expert, as it deems fit.

4. IDENTIFICATION OF RELATED PARTIES AND TRANSACTIONS

(i) Every Director and Key Managerial Personnel shall at the beginning of each financial year, provide information by way of written notice to the Company regarding his concern or interest in the entity with specific concern to parties, which may be considered as Related Party with respect to the Company and shall also provide the list of relatives, which are regarded as Related Party as per this Policy.

(ii) The Director and Key Managerial Personnel are also required to provide the information regarding their engagement with other entity during the financial year, which may be regarded as related party according to this Policy, including any additional information about the transaction that the Board/Audit Committee may reasonably request. Audit Committee will determine whether a transaction does constitute a RPT requiring compliance with this Policy.

(iii) Any change in the list of relatives shall be intimated by the Directors and KMPs by way of a fresh declaration to the Company.

(iv) Based on above, the Company will determine, whether a transaction does constitute a RPT requiring compliance with this Policy and place for approval, accordingly.

(v) Besides the above, the Company will also identify other Related Parties, as required under the Companies Act and the Listing Regulations.

The Company strongly prefers to receive such notice of any potential RPT well in advance, so, that the Audit Committee / Board has adequate time to obtain and review information about the proposed transaction.

5. REVIEW AND APPROVAL OF RELATED PARTIES TRANSACTIONS

(i) Audit Committee

(a) All identified RPTs and any subsequent modification(s) thereto shall be approved by the Audit Committee before entering into such transaction, whether at a meeting or by resolution by circulation.

(b) Any member of the Committee or the Directors of the Board, who has potential interest in any RPT shall recuse himself, and abstain from discussion and voting on the approval of the RPT(s).

(c) Only those members of the Audit Committee, who are Independent Directors, shall approve RPT(s).

(d) The Audit Committee may consider the following factors, while deliberating the Related Party Transactions for its approval:

(i) whether the RPT is in the ordinary course of business of the Company;

(ii) whether the terms of the RPT are on arm's length basis;

(iii) whether there are any compelling business reasons / rationale for the Company to enter into the Related Party;
(iv) Whether the RPT would affect the independence of an independent Director;
(v) Whether the RPT would present a conflict of interest for any Director or Key Managerial Personnel of the Company, taking into account the size of the transaction(s), the overall financial position of the Director, Key Managerial Personnel or other Related Party, the direct or indirect nature of the Director's, Key Managerial Personnel's or other Related Party's interest in the transaction and the ongoing nature of any proposed relationship and any other factors the Board/Committee deems relevant.

(e) The Audit Committee may grant omnibus approval for RPT(s) proposed to be entered into by the Company or its Subsidiary, subject to the following conditions:

1. RPT(s), should be repetitive in nature and subject to such criteria/conditions as mentioned under the provisions of the Act, Listing Regulations and such other conditions, as it may consider necessary in line with this Policy and in the interest of the Company.
2. The Audit Committee, while granting any such omnibus approvals, shall specify the following:
   - name(s) of the Related Party;
   - nature and period of transactions;
   - maximum amount of transactions that can be entered into;
   - indicative base price / current contracted price and the formula for variation in the price, if any; and
   - minimum information about the RPTs as per the provisions of Industry Standards and such other conditions as the Audit Committee may deem fit.
3. The Audit Committee shall satisfy itself regarding the need for such omnibus approval and that such approval is in interest of the Company.
4. Audit Committee shall review, at least on a quarterly basis, the details of RPT(s)entered into by the Company, pursuant to each of the omnibus approval given.
5. Such omibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.
6. Provided that where the need for RPT(s) cannot be foreseen and aforesaid details are not available, Audit Committee may grant omnibus approval for such transactions, subject to their value not exceeding Rupees one crore per transaction.
7. Omnibus approval can be granted by the Audit Committee for RPTs of the Company as well as of its subsidiaries.

(f) RPT(s) 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 transaction(s) during a financial year exceeds 10% (ten per cent) of the annual standalone turnover, as per the last audited financial statements of the subsidiary.

Provided that the transactions entered into between two wholly-owned subsidiaries of the Company, whose accounts are consolidated with the Company

and placed before the shareholders at the annual general meeting for approval shall be excluded from this requirement under this sub-clause (f).

(g) All the information, as specified in Industry Standards read with the provisions of Listing Regulations, the Act as well as additional information specified by SEBI from time to time, for review of the Audit Committee while seeking prior approval of the RPTs.

(h) Subject to the applicable laws, the Audit Committee shall have the power to ratify, revise or terminate the RPTs, which are not in accordance with this Policy.

(ii) Board of Directors

(a) In case of RPTs which are not in the ordinary course of business or not at arm's length, whether or not it is a material RPT, prior approval of the Board through a resolution passed at the meeting of the Board shall be necessary.

(b) The Board will consider such factors as, nature of the transaction, material terms, the manner of determining the pricing and the business rationale for entering into such transaction. On such consideration, the Board may approve the transaction or may require such modifications to transaction terms as it deems appropriate under the circumstances.

(c) Where any director is interested in any contract or arrangement with a Related Party, such director shall not be present at the meeting during discussions on the subject matter of the resolution relating to such transaction(s).

(iii) Shareholder approval

(a) If a RPT and subsequent modifications is (i) a material transaction as per the provisions of Listing Regulations, or (ii) not in the ordinary course of business, or not at arm's length price and exceeds certain thresholds prescribed under the Act, it shall require shareholders' approval by a resolution.

(b) All Material RPT(s)and subsequent Material Modifications as defined by the Audit Committee, shall require prior approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

(c) All the information, as specified in Industry Standards read with the provisions of the Listing Regulations, the Act as well as additional information specified by SEBI from time to time, shall be provided in the statement to the notice being sent to shareholders seeking their approval for proposed RPTs, as applicable.

(d) However, the shareholders' approval for Material RPTs shall not be applicable for the following cases:

1. Transactions in respect of a resolution plan approved under section 31 of the Insolvency and Bankruptcy Code (IBC) 2016, subject to the event being disclosed to recognized stock exchange within one day of the resolution plan being approved.
2. RPTs, where the listed subsidiary of the Company is a party, but the Company is not a party, and if Regulation 23 and Regulation 15(2) of the Listing Regulations are applicable to such listed subsidiary.
3. RPTs of unlisted subsidiaries of the listed subsidiary of the Company, where the prior approval of the shareholders of the listed subsidiary is obtained.
4. 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.

5. Transactions entered into between two wholly-owned subsidiaries of the Company, whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.

6. TRANSACTIONS WHICH DO NOT REQUIRE APPROVAL

Notwithstanding the foregoing, the following RPTs shall not require approval of Audit Committee:

(i) 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.
(ii) Transactions involving corporate restructuring, mergers, demergers, etc. wherein the Board has approved such transactions and restructuring is subject to approval of Tribunals / Courts/ Authority of competent jurisdiction.
(iii) Remuneration and sitting fees paid by the Company or its subsidiary 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 this Policy

7. RELATED PARTIES TRANSACTIONSNOT APPROVED UNDER THIS POLICY

(i) The members of the Audit Committee, who are independent directors, may ratify the RPTs within three months from the date of the transaction or in the immediate next meeting of the Audit Committee, whichever is earlier. Ratification is subject to certain conditions as specified in the Listing Regulations.
(ii) The failure to seek ratification of the Audit Committee shall render RPTs voidable at the option of the Audit Committee and, if the transaction is with a Related Party to any Director or is authorized by any Director, the Director(s) concerned shall indemnify the Company against any losses incurred.

8. DISCLOSURES

(i) The Company shall provide disclosure of the RPTs to stock exchanges where the Company's securities are listed, in the format as specified by the SEBI/stock exchanges from time to time and within statutory timelines. The Company shall simultaneously upload the disclosure at its website.
(ii) The details of material transactions with Related Parties will be included in the corporate governance reports, which are required to be submitted to the stock exchanges on a quarterly basis.
(iii) Every contract or arrangement, which is required to be approved by the Board/shareholders under this Policy, shall be referred to in the Board's report to the shareholders along with the justification for entering into such contract or arrangement.
(iv) The Company shall disclose the policy on dealing with RPTs on its website and a web link thereto shall be provided in the Annual Report of the Company.

9. AMENDMENTS

The Audit Committee of the Company shall review and may recommend amendments to this Policy from time to time for the approval of the Board. The Policy shall be reviewed at least once in three years.

All provisions of this Policy would be subject to revision / amendment in accordance with applicable laws as may be issued by relevant statutory, governmental and regulatory

authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant statutory, governmental and regulatory authorities are not consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

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