



# ADITYA BIRLA FASHION AND RETAIL LIMITED

## Related Party Transactions Policy

### Version

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## Introduction & Purpose

Aditya Birla Fashion and Retail Limited (the "Company") is governed, amongst others, by the rules and regulations framed by the Securities and Exchange Board of India [SEBI]. SEBI has mandated every listed company to formulate a policy on materiality of Related Party Transactions and also dealing with Related Party Transactions.

Accordingly, the Company has formulated this Policy to:

- a) regulate transactions of the Company with its Related Parties;
- b) ensure high standards of Corporate Governance while dealing with Related Parties; and
- c) ensure optimum compliance with various applicable laws prescribed for Related Party Transactions.

## Definition

- a) Act: the Companies Act, 2013 and Rules made thereunder as amended from time to time.
- b) Accounting Standards: the standards of accounting or any addendum thereto, as recommended by the Institute of Chartered Accountants of India in consultation with and after examination of the recommendations made by the National Finance Reporting Authority.
- c) Listing Regulations: the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
- d) Related Party: as defined under the Act, applicable Accounting Standards and the Listing Regulations, as amended from time to time.
- e) Related Party Transaction (RPT): transactions with related parties as defined under the Act; Listing Regulations; applicable accounting standards, as amended from time to time.

All capitalized terms used in this Policy but not defined herein shall have the meaning assigned to such term in the Act and the Rules thereunder and the Listing Regulations, as amended from time to time.

## Terms and References

- a) **Arm's Length Basis:** Terms will be treated as on 'Arm's Length Basis' if the commercial and key terms are comparable and are not materially different with similar transactions with non-related parties considering all the aspects of the transactions such as quality, realizations, other terms of the contract, etc. In case of contracts with related parties for specified period/ quantity/ services, it is possible that the terms of one off comparable transaction with an unrelated party are at variance, during the validity of contract with related party. In case the Company is not doing similar transactions with any other non- related party, terms for similar transactions between other non- related parties of similar standing can be considered to establish 'arm's length basis'. Other methods prescribed for this purpose under any law can also be considered for establishing this principle.
- b) **Ordinary Course of Business:** Transactions with related parties will be considered in ordinary course if they are entered in pursuance of the business objective of the Company and necessary for Company's operations or related financial activities, including the fixed assets transactions and pursuant to the objects of the Company.

- c) **Materiality of RPT:** The materiality of any RPT will be ascertained as per the thresholds prescribed under the Act or the Listing Regulations, whichever is lower:
- (i) **Materiality threshold under the Act**  
A transaction with a related party shall be considered material if it exceeds threshold as prescribed under section 188 of the Act read with Rules made thereunder or any subsequent amendment thereto.
- (ii) **Materiality threshold under Listing Regulations**  
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 thresholds:
- In case of transactions involving payments made with respect to brand usage or royalty, if it exceeds 5% of the annual consolidated turnover of the Company as per its last audited financial statements;
  - In case of any other transaction(s), if the amount exceeds Rs 1,000 (one thousand) crore or 10% (ten percent) of the annual consolidated turnover of the Company as per its last audited financial statements, whichever is lower.
- d) **Material Modification:** A modification to a RPT shall be considered material, if the:
- a. value of the modification individually or taken together with modifications during a financial year, exceeds 10% of the original transaction as approved by the Audit Committee and / or the shareholders, whichever is lower.
  - b. material terms of the contract resulting in novation of the contract, change in tenure of the contract, deferment of security / guarantee shall also be treated as a material modification of the transaction.

### **Policy**

- a) The RPTs should be in conformity with the Act, Listing Regulations and applicable Accounting Standards, as amended from time to time.
- b) All RPTs shall be entered on arms' length basis and in the ordinary course of business.
- c) Any RPT which is not in the ordinary course of business of the Company or not at arm's length basis shall be effected only with prior approval of the Board of Directors of the Company, on recommendation of the Audit Committee, as the case may be.
- d) All RPTs specified in the Act which are not in the ordinary course of business of the Company or not at arms' length basis and exceed the thresholds laid down in the Act shall be placed before the shareholders' for their approval.
- e) The Audit Committee may grant omnibus approval for RPTs which are repetitive in nature, provided that such approval shall remain valid for period not exceeding one year. Further, where the need for RPTs cannot be foreseen and requisite details are not available, the Audit Committee may grant omnibus approval for such transactions provided that value of each such transaction shall not exceed ₹ 1 crore.
- f) All RPTs and subsequent material modifications shall be placed before the Audit Committee for prior approval and only independent members of Audit Committee shall approve the RPTs as required under the provisions of the Act and the Listing Regulations.

A RPT to which any of the Company's subsidiary is a party but the Company is not, will require prior approval of the Company's Audit Committee if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds 10% of the Company's annual consolidated turnover, as per the Company's last audited financial statements. With effect from 1<sup>st</sup> April, 2023, a RPT to which the Company's subsidiary is a party but the Company is not, will require prior approval of the Company's Audit Committee if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the subsidiary's annual standalone turnover, as per the subsidiary's last audited financial statements. Prior approval of the Company's Audit Committee will not be required, if the subsidiary is listed and the Company is not a party, if applicable provisions of the listing regulations are applicable to such listed subsidiary. For transactions of unlisted subsidiaries, prior approval of the Company's Audit Committee shall suffice.

Notwithstanding, the RPTs which cross the materiality threshold as defined under the Listing Regulations and subsequent material modifications thereof, shall be entered by the Company only with the prior approval of the shareholders of the Company and no related party shall vote to approve, whether the Related Party is a party to a particular transaction or not.

Prior approval of the Company's shareholders will not be required for a RPT to which the listed subsidiary is a party but Company is not, if applicable provisions of the listing regulations are applicable to such listed subsidiary. For RPTs of unlisted subsidiaries, prior approval of the Company's shareholders shall suffice.

Remuneration and sitting fees paid by the Company or its subsidiary to its directors, key managerial personnel, or senior management by the listed entity or its subsidiary do not require audit committee approval if the individual is not part of the promoter or promoter group and the payment is not material.

Members of Audit committee who are Independent Directors shall have the power to ratify the RPTs within a period of 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.

- 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 Listing Regulations.
- 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 Listing Regulations.
- v. Any other condition as specified by audit committee.

If the Audit Committee's ratification is not sought, the transaction can be voided by 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.

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.

- g) Any transaction that is specifically excluded from applicability of the related party provisions under

the Act and / or the Listing Regulations shall not require a separate approval under this policy.

- h) All domestic RPTs shall, wherever applicable, comply with Domestic Transfer Pricing Requirement under 92BA of Income Tax Act, 1961 including certification from Independent accountants under the Transfer Pricing Regulations.
- i) All international RPTs shall comply with the International Transfer Pricing Requirement under Section 92B of Income Tax Act, 1961 including certification from Independent accountants under the Transfer Pricing Regulations.

### **Administrative Measures**

The Company's management shall institute appropriate administrative measures to ensure that all RPTs entered into by the Company are in compliance with applicable laws and this Policy. All persons dealing with the related party(ies) shall, irrespective of their level, be responsible for compliance with this Policy. All Unit Heads and Finance & Commercial Heads shall certify compliance with this Policy, on a quarterly basis, to the Audit Committee. The detailed processes relating to implementation of this Policy, as may be approved by the Audit Committee from time to time, shall be followed by all concerned. The Internal Auditors of the Company shall review the RPTs entered into by the Company on a periodic basis and report their observations to the Audit Committee. The Company Secretary shall be responsible to maintain/update the list of related parties (as required by applicable laws) and provide the same to all concerned. It is the duty of all employees of the Company to ensure that they do not deal with related parties under any kind of influence or coercion. The cases involving any unwarranted pressure should be promptly reported as per mechanism provided under the Whistle Blower Policy of the Company.

### **Interpretation**

In any circumstance where the provisions of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the relevant law, rule, regulation or standard will take precedence over this Policy until such time as this Policy is changed to conform to the said law, rule, regulation or standard. In case of any clarification required with respect to this Policy, kindly contact the Company Secretary of the Company.

### **Disclosure**

The Policy is available on the website of the Company and a web link thereto shall be provided in the Company's Annual Report.

### **Review**

This Policy shall be reviewed by the Board of Directors at least once every three years, effective December 12, 2024 and updated accordingly.