

**COCHIN SHIPYARD LIMITED**  
**RELATED PARTY TRANSACTIONS – POLICY & PROCEDURES**

**1. Preamble**

- 1.1 Cochin Shipyard Limited (“**CSL**” or “**Company**”) is committed to uphold the highest ethical and legal conduct in fulfilling its responsibilities and recognizes that related party transactions can present a risk of actual or apparent conflict of interest of the Directors, Senior Management etc. with the interest of CSL.
- 1.2 The board of directors of CSL (the “**Board of Directors**” or “**Board**”) adopts the following policy and procedures (the “**Policy**”) with regard to Related Party Transactions (“**RPT**”) as defined below, in compliance with the requirements of Section 188 of the Companies Act, 2013 and Rules made thereunder and any subsequent amendments thereto (the “**Act**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), as amended, and such other regulatory provisions, as may be applicable in order to ensure timely identification, approval, disclosure and reporting of transactions between the Company and any of its Related Parties (*as defined below*).

**2. Objective**

- 2.1 This Policy is intended to ensure systematic identification, approval and/ or reporting of transactions as applicable, between CSL and any of its Related Party in the best interest of CSL and its stakeholders. Provisions of this Policy are designed to govern the transparency in identification and approval process as well as disclosure requirements to ensure fairness in the conduct of Related Party Transactions, in terms of the applicable laws. This Policy shall supplement other policies of CSL that may be in force for identification, approval and/ or reporting of transactions with related parties.
- 2.2 The Board of Directors reserve the power to review and amend this Policy from time to time. Any exceptions to the Policy on Related Party Transactions shall be consistent with the Act including the rules promulgated thereunder and the Listing Regulations and shall be approved in the manner as may be decided by the Board of Directors.

**3. Transactions Covered by this Policy**

- 3.1 A transaction covered by this Policy includes any contract or arrangement with a related party with respect to transactions defined hereunder as “Related Party Transaction” and for which specific exemption is not provided in this Policy.

**4. Definitions**

- 4.1 “**Act**” means the Companies Act, 2013, as amended from time to time and the rules made thereunder.

- 4.2 **“Associate Company”**, in relation to another company, means a company in which CSL has a significant influence but which is not a subsidiary company of CSL having such influence and includes the joint venture companies of CSL, if any.

**Explanation:** “significant influence” means control of at least twenty percent of total share capital, or of business decisions under an agreement. Further, “Total Share Capital” means the aggregate of the paid-up equity share capital and convertible preference share capital.

- 4.3 **“Audit Committee”** means a committee of the board of directors of CSL constituted under the provisions of the Act and Listing Regulations.

- 4.4 **“Board”** or **“Board of Directors”** means the board of directors of CSL.

- 4.5 **“Control”** includes the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders’ agreements or voting agreements or in any other manner.

**Provided** that a director or officer of CSL shall not be considered to be in control over such company, merely by virtue of holding such position.

- 4.6 **“Key Managerial Personnel”** means

- (a) Chairman & Managing Director;
- (b) All Functional Directors;
- (c) Chief Financial Officer; and
- (d) Company Secretary of CSL.

- 4.7 **“Listing Regulations”** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

- 4.8 **“Office or place of profit”** means any office or place

- (a) where such office or place is held by a director, if the director holding it, receives from CSL anything by way of remuneration over and above the remuneration to which he is entitled as director, by way of salary, fee, commission, perquisites, any rent-free accommodation, or otherwise;
- (b) where such office or place is held by an individual other than a director or by any firm, private company or other body corporate, if the individual, firm, private company or body corporate holding it, receives from CSL anything by way of remuneration, salary, fee, commission, perquisites, any rent-free accommodation, or otherwise.

- 4.9 **“Related Party”** – Related Party means a Related Party as defined under:
- Section 2(76) of the Act; or
  - Regulation 2(1)(zb) of the Listing Regulations; or
  - Indian Accounting Standard (IND AS) 24 as notified by the Central Government.
- 4.10 **“Relatives”** – with reference to Director or Key Managerial Personnel of CSL, means anyone who is related to another, if –
- They are members of a Hindu Undivided Family; or
  - They are husband and wife; or
  - One person is related to the other in the following manner, namely:-
    - Father including step father; or
    - Mother including step mother; or
    - Son including step son; or
    - Son’s Wife; or
    - Daughter; or
    - Daughter’s Husband; or
    - Brother including step brother; or
    - Sister including step sister.
- 4.11 **“Related Party Transactions”** – Related Party Transactions means Transactions/ Contracts/ Arrangement which falls within the purview of:
- Section 188 of the Act; or
  - Regulation 2(1)(zc) of the Listing Regulations; or
  - Indian Accounting Standard (IND AS) 24 as notified by the Central Government.
- 4.12 **“Material Related Party Transactions”** means the following transaction with a related party:

(a) **As per the Act**

Sl. No.	Transaction or contract or arrangements not in the Ordinary Course of Business and/ or not at arm’s length basis for	*Limits for the time being in force (as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014)
1.	Sale, purchases or supply of any goods or materials, directly or through appointment of agent.	10% or more of the turnover of the Company.  For the transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year.

Sl. No.	Transaction or contract or arrangements not in the Ordinary Course of Business and/ or not at arm's length basis for	*Limits for the time being in force (as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014)
2.	Selling or otherwise disposing of, or buying property of any kind, directly or through appointment of agent.	10% or more of the net worth of the Company.  For the transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year.
3.	Leasing of property of any kind.	10% or more of the net worth of the Company.  For the transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year.
4.	Availing or rendering of any services, directly or through appointment of agent.	10% or more of the turnover of the Company.  For the transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year.
5.	For appointment to any office or place of profit in the Company, its Subsidiary Company or Associate Company.	Where monthly remuneration exceeds Rs. 2,50,000.
6.	Remuneration for underwriting the subscription of any securities or derivatives thereof, of the Company	Exceeding 1% of net worth of the Company.
<p>*shall be considered as amended from time to time in line with the amendment in Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 by the Central Government.</p> <p>Turnover and net worth referred above shall be computed as per audited financial statement for the preceding financial year.</p>		

**(b) As per the Listing Regulations**

Means those transactions to be entered into by CSL with a related party, individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of CSL as per the last audited financial statements of CSL.

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 CSL as per the last audited financial statements of CSL.

4.13 **“Material Modification”** means any modification to the terms of a Related Party transaction leading to a change of 25% or above (upward or downward) from the existing transaction value.

Provided further that any modification to the terms of a transaction entered into between the Company and its wholly owned subsidiary(ies) and between two wholly owned subsidiaries of the Company whose accounts are consolidated with CSL and placed before the shareholders at the general meeting for approval, shall be excluded from the applicability of above definition.

4.14 **“Transactions on arm’s length basis”** means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest. For determination of arm’s length basis, guidance may be taken from the provisions of transfer pricing under Income Tax Act, 1961.

4.15 All other words and expressions used but not defined in this Policy, but defined in the Act and/ or Listing Regulations shall have the same meaning as respectively assigned to them in such Act and/ or Listing Regulations, as the case may be.

## **5. Manner of dealing with Related Party Transactions**

### **5.1 Identification of Related Parties**

5.1.1 Each Director shall disclose the following to the Company at the time of appointment and thereafter at the start of every financial year and upon changes therein:

- (a) details of relatives;
- (b) details about the firm, if any, in which he/ she or his/ her relative is a partner;
- (c) details about the private company, if any, in which he/ she or his/ her relative is a member or director;
- (d) details about the public company, if any, in which he/ she is a Director and holds along with the relatives more than 2% of the paid-up share capital;
- (e) details about the body corporate, if any, whose Board of Directors, managing director or manager is accustomed to act in accordance with his/ her advice, directions of instructions; and
- (f) details about the person, if any, on whose advice, directions or instructions he/ she is accustomed to act;

Provided that nothing in sub-clauses (e) and (f) shall apply to the advice, directions or instructions given in a professional capacity.

5.1.2 Each Key Managerial Personnel shall disclose the details of relatives to the Company at the time of appointment and thereafter at the start of every financial year and upon changes therein.

5.1.3 The Company shall draw up the list of Related Parties in accordance with the definition given at clause 4.9 above, which would be updated as and when there is a change and information in this regard is received by the Company.

## 5.2 **Identification of Potential Related Party Transactions**

5.2.1 Each Director/ Key Managerial Personnel is responsible for providing written notice to the Company Secretary of any potential Related Party Transaction involving him/ her or his/ her relative(s), including any additional information about the transaction that the Company Secretary may reasonably request. Such notice of any potential Related Party Transaction should be given well in advance so that the Company Secretary has adequate time to obtain and review information about the proposed transaction and other matters incidental thereto and to refer it to the appropriate authority for approval.

5.2.2 The Company has constituted a Committee for reviewing the transactions with the subsidiary companies and all transactions involving CSL and its subsidiary companies shall require prior concurrence of the said Committee before the final approval of the Competent Authority. It is the duty of the Purchasing/ Indenting/ Dealing Officer of CSL/ subsidiary company, as applicable, to ensure that the proposed transaction has been placed before the said Committee for its concurrence.

## 5.3 **Ascertainment of Transaction on arm's length basis**

5.3.1 The Purchasing/ Indenting/ Dealing Officer of CSL/ subsidiary company, as applicable, shall examine the documents/ information with regard to the transaction before forming an opinion/ arriving at a conclusion that the concerned transaction is on arm's length basis. In particular, any or all of the following may be examined:

- (a) Whether the purported transaction between two related parties pursuant to an agreement/ memorandum of understanding is in accordance with the directives/ approval of the Government;
- (b) Whether the terms of the transaction is in the ordinary course of business;
- (c) How the consideration price has been arrived;
- (d) Is it comparable with internal and external industry benchmarks; and
- (e) Any other relevant documents/ information which supports the contention that the transaction is on arm's length basis.

## 5.4 **Review and Approval of Related Party Transactions**

### 5.4.1 **Audit Committee**

- (a) All Related Party Transactions and subsequent modifications including material modifications must be referred to the Audit Committee for its approval, accompanied with Management's justification for the same. Further, wherever applicable, the information specified in Section III-B 'Disclosure and other obligations of listed entities in relation to Related Party Transactions' of the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 and/ or the Industry Standards on "Minimum information to be provided for Review of the Audit Committee and Shareholders for Approval of Related Party Transaction (RPT)" recognised by SEBI, shall also be placed before the Audit Committee while submitting any proposal for the review and approval of Related Party Transactions.
- (b) All Related Party Transactions to which the subsidiary of CSL is a party but CSL is not a party, the value of which exceeds the thresholds as prescribed under Regulation 23 of the SEBI Listing Regulations, shall require prior approval of the Audit Committee of CSL.
- (c) Before approving such transactions, the Audit Committee will look into the interest of CSL and its stakeholders in carrying out the transactions and on the benefits of the same.
- (d) The Audit Committee may, thereupon, approve, reject or approve subject to modifications such transactions, in accordance with this Policy and/ or recommend the same to the Board for approval.
- (e) Only those members of the Audit Committee, who are Independent Directors, shall approve related party transactions.
- (f) In the event any member of the Audit Committee has potential interest in any Related Party Transaction, such member will not remain present at the meeting during discussions on the subject matter of the resolution relating to such contract or arrangement.
- (g) The Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into by CSL or its subsidiary subject to the following conditions:
  - (i) The Audit Committee, upon obtaining approval of the Board shall lay down the criteria for granting the omnibus approval which shall include the following:
    - (a) Maximum value of the transactions, in aggregate, which can be allowed under the omnibus approval route in a year;
    - (b) The maximum value per transaction which can be allowed;
    - (c) Extent and manner of disclosures to be made to the Audit Committee at the time of seeking omnibus approval;
    - (d) Review, at such intervals as the Audit Committee may deem fit, Related Party Transactions entered into by the Company pursuant to each of the omnibus approval made; and

- (e) Transactions which cannot be subject to the omnibus approval by the Audit Committee.
- (ii) The Audit Committee shall satisfy itself the need for such omnibus approval and that such approval is in the interest of CSL and shall consider the following factors while specifying the criteria for making omnibus approval:
  - (a) Repetitiveness of the transactions (in past or in future); and
  - (b) Justification for need of omnibus approval.
- (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; and
  - (c) such other conditions as the Audit Committee may deem fit.
- (iv) 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.
- (v) Audit Committee shall review, at least on a quarterly basis, the details of Related Party Transactions entered into by CSL or its subsidiary pursuant to each of the omnibus approval given.
- (vi) Omnibus approval shall not be made for transactions in respect of selling or disposing of the undertaking of the Company and for transactions which are either not on arm's length basis and/ or not in ordinary course of business.
- (vii) Such omnibus approvals shall be valid for a period not exceeding one financial year and shall require fresh approval after the expiry of such financial year.

#### 5.4.2 **Board**

- (i) All transactions specified under Section 188 of the Act, which are either not on arm's length basis and/ or not in ordinary course of business must be referred to the Board through Audit Committee for its approval, accompanied with Management's justification for the same.
- (ii) All Material Related Party Transactions and subsequent material modifications which are intended to be placed for prior approval of the shareholders must be referred to the Board for its approval, accompanied with Management's justification for the same.
- (iii) Such approval shall be granted only by means of a Resolution passed at a Meeting of the Board.
- (iv) The Board shall ensure that the transaction is in the interest of CSL and its shareholders before approving the relevant Related Party Transactions, which are not in ordinary course of business and/ or not on arm's length basis.

- (v) The agenda of the Board meeting at which the resolution is proposed to be considered shall disclose:
  - (i) the name of the related party and nature of relationship;
  - (ii) the nature, duration of the contract and particulars of the contract or arrangement;
  - (iii) the material terms of the contract or arrangement including the value, if any;
  - (iv) any advance paid or received for the contract or arrangement, if any;
  - (v) the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;
  - (vi) whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and
  - (vii) any other information relevant or important for the Board to take a decision on the proposed transaction.
- (vi) Every Director/ Key Managerial Personnel of CSL who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into shall disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in or exercise influence over any such meeting.
- (vii) Where any Director/ Key Managerial Personnel, who is not so concerned or interested at the time of entering into such contract or arrangement, he shall, if he becomes concerned or interested after the contract or arrangement is entered into, shall disclose his concern or interest forthwith when he becomes concerned or interested or at the first meeting of the Board held after he becomes so concerned or interested.
- (viii) A contract or arrangement entered into by CSL without disclosure or with participation by a Director/ Key Managerial Personnel who is concerned or interested in any way, directly or indirectly, in the contract or arrangement, shall be voidable at the option of CSL. If the contract or arrangement is with a Related Party to any director, or is authorised by any other director, the directors concerned shall indemnify CSL against any loss incurred by it.

#### 5.4.3 **Shareholders**

- (a) All Material Related Party Transactions and subsequent material modifications shall require prior Shareholders approval by way of resolution. However, no Shareholders approval is required for transactions with public sector company(ies) including government company(ies).
- (b) No related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

- (c) The explanatory statement to be annexed to the notice of the general meeting shall contain the following particulars namely:
- (i) name of the related party;
  - (ii) name of the Director or Key Managerial Personnel who is related, if any;
  - (iii) nature of relationship;
  - (iv) nature, material terms, monetary value and particulars of the contract or arrangement;
  - (v) any other information relevant or important for the members to take a decision on the proposed resolution; and
  - (vi) such information, wherever applicable, as specified in Section III-B 'Disclosure and other obligations of listed entities in relation to Related Party Transactions' of the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 and/ or the Industry Standards on "Minimum information to be provided for Review of the Audit Committee and Shareholders for Approval of Related Party Transaction (RPT)" recognised by SEBI.
- (d) The Shareholders may grant omnibus approval for Material Related Party Transactions in accordance with the Act and/ or the Listing Regulations. The omnibus approval granted 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 Act or rules, notifications, or circulars issued thereunder from time to time. In case of omnibus approvals granted in general meetings other than annual general meetings, the validity of such omnibus approvals shall not exceed one year from the date of such approval.

5.4.4 A matrix for approval of the Related Party Transactions has been given as Annexure I of this Policy.

#### 5.4.5 **Standards for review**

- (a) The Audit Committee/ Board while approving a Related Party Transaction shall review and consider the following, in accordance with the standards set forth in this Policy after full disclosure of the Related Party's interests in the transaction:
- (i) the Related Party's interest in the Related Party Transaction;
  - (ii) the approximate amount involved in the Related Party Transaction;
  - (iii) whether the Related Party Transaction was undertaken in the ordinary course of business of CSL;
  - (iv) whether the transaction with the Related Party is proposed to be, or was, entered on at arms' length basis;
  - (v) the purpose of, and the potential benefits to CSL from the Related Party Transaction;

- (vi) Whether there are any compelling business reasons for CSL to enter into the Related Party Transaction and the nature of alternative transactions, if any;
- (vii) Whether the Related Party Transaction includes any potential reputational risk issues that may arise as a result of or in connection with the Related Party Transaction;
- (viii) Whether the Related Party Transaction would impair the independence of an otherwise independent Director or nominee Director;
- (ix) Whether CSL was notified about the Related Party Transaction before its commencement and if not, why pre-approval was not sought for and whether subsequent ratification would be detrimental to CSL;
- (x) Whether the Related Party Transaction would present an improper conflict of interest, as per provisions of law, for any director or Key Managerial Personnel, taking into account the size of the transaction, the overall financial position of the Related Party, the direct or indirect nature of the Related Party's interest in the transaction and the ongoing nature of any proposed relationship and any other factors the Audit Committee/ Board deems relevant and appropriate;
- (xi) required statutory and public disclosure, if any; and
- (xii) any other information regarding the Related Party Transaction or the Related Party in the context of the proposed transaction that would be material to the Audit Committee/ Board, in light of the circumstances of the particular transaction.

## 5.5 **Related Party Transactions not previously approved**

5.5.1 A Related Party Transaction entered into without prior approval of the Audit Committee/ Board/ Shareholders, as applicable, shall not be deemed to violate this Policy, or be invalid or unenforceable, so long as the transaction is ratified by the Audit Committee/ Board/ Shareholders, as applicable, within three months of entering into such Related Party Transaction or in the immediate next meeting, 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 Rs. 1 crore;
- (ii) the transaction is not material in terms of this Policy;
- (iii) rationale for inability to seek prior approval for the transaction shall be placed before the Audit Committee/ Board/ Shareholders, as applicable, 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 Regulation 23(9) of the Listing Regulations;
- (v) any other condition as specified by the Audit Committee; and

- (vi) such information, wherever applicable, as specified in Section III-B 'Disclosure and other obligations of listed entities in relation to Related Party Transactions' of the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 and/ or the Industry Standards on "Minimum information to be provided for Review of the Audit Committee and Shareholders for Approval of Related Party Transaction (RPT)" recognised by SEBI.

5.5.2 In the event the Company becomes aware of a Related Party Transaction that has not been approved under this Policy prior to its consummation, the matter shall be reviewed by the Audit Committee. The Audit Committee shall consider all of 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. In any case, where the Audit Committee determines not to ratify a Related Party Transaction that has commenced without approval, the Audit Committee, as appropriate, may direct additional actions including, but not limited to, immediate discontinuation or rescission of the 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 shall take any such action it deems appropriate. In connection with any review of a Related Party Transaction, the Audit Committee has authority to modify or waive any procedural requirements of this Policy.

5.5.3 Where any contract or arrangement is entered into by a director or any other employee of CSL with a related party, without obtaining the consent of the Audit Committee/ Board/ Shareholders, as applicable and if it is not ratified by the Audit Committee/ Board/ Shareholders, as applicable, within three months from the date on which such contract or arrangement was entered into or in the immediate next meeting, whichever is earlier, such contract or arrangement shall be voidable at the option of the Board and if the contract or arrangement is with a related party to any director, or is authorized by any other director, the directors concerned shall indemnify CSL against any loss incurred by it.

5.5.4 CSL may proceed against a director or any other employee who had entered into such contract or arrangement in contravention of this Policy for recovery of any loss sustained by it as a result of such contract or arrangement and shall take any such action, it deems appropriate.

## 5.6 **Exemptions**

5.6.1 The following transactions shall not require separate approval under this Policy:

- (a) Any transaction pertaining to the appointment and remuneration of Directors by the President of India acting through the Ministry of Ports, Shipping and Waterways, Government of India, provided that the same is not material in terms of this Policy;
- (b) Sitting Fees to Independent Directors approved by the Board, provided that the same is not material in terms of this Policy;

- (c) Any transaction pertaining to appointment and remuneration of Key Managerial Personnel (other than Directors) and/ or senior management, provided that the same is not material in terms of this Policy;
- (d) Loans/ advances extended to the Key Managerial Personnel (including Chairman & Managing Director and Functional Directors) and/ or senior management as part of the conditions of service extended by the Company to all its employees;
- (e) Transactions that are approved by the Board under the specific provisions of the Act such as inter-corporate deposits, loans including guarantee/ security in respect of loans, borrowings, investments etc., with or in wholly owned subsidiaries;
- (f) Payment of Dividend including Interim Dividend;
- (g) Transactions involving corporate restructuring, such as buy-back of securities, sub-division or consolidation of securities, issuance of securities by way of rights issue or bonus issue, merger, demerger, hive-off etc., approved by the Board and carried out in accordance with the specific provisions of the Act and/ or the Listing Regulations;
- (h) Transactions with wholly owned subsidiary(ies) which are in the ordinary course of business and at arm's length basis;
- (i) Transactions entered into between two wholly owned subsidiaries of the Company whose accounts are consolidated with CSL and placed before the shareholders at the general meeting for approval;
- (j) Contribution to specific Trusts constituted by the Company for the benefit of its employees/ retired employees;
- (k) Transactions with public sector companies including government company(ies);
- (l) Transactions which are in the nature of payment of statutory dues, statutory fees or statutory charges by CSL or its subsidiary to the Central Government or any State Government or any combination thereof;
- (m) Transactions entered into between CSL or its subsidiary on one hand and the Central Government or any State Government or any combination thereof on the other hand.
- (n) Transactions covered under IND AS 24 which does not require approval under the Act and/ or Listing Regulations and considered for reporting purposes only; and
- (o) such other transactions as may be prescribed under the applicable laws/ regulations.

## **6. Registers and Disclosures**

- 6.1 The Company Secretary of the Company shall maintain a register, either physically or electronically, as prescribed in the Act, giving details of all contracts or arrangements to which this Policy applies.

- 6.2 Every Director/ Key Managerial Personnel shall, within a period of thirty days of his appointment, or relinquishment of his office in other companies, as the case may be, disclose to CSL the particulars relating to his/ her concern or interest in the other associations which are required to be included in the register maintained.
- 6.3 The Company Secretary shall provide extracts from such register to a member of CSL on his request, within seven days from the date on which such request is made upon the payment of such fee as may be specified in accordance with the relevant rules.
- 6.4 The register to be kept under this section shall also be produced at the commencement of every annual general meeting of CSL and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.
- 6.5 Every contract or arrangement entered into with a related party shall be referred to in the Board's report to the shareholders along with the justification for entering into such contract or arrangement.
- 6.6 CSL shall disclose this Policy relating to Related Party Transactions on its website and a web-link thereto shall be provided in the Annual Report of the Company.
- 6.7 CSL shall submit to the stock exchanges disclosures of Related Party Transactions in the format specified by SEBI from time to time, every six months on the date of publication of its standalone and consolidated financial results and also disseminate the same on its website.

## **7. Policy Review**

- 7.1 This Policy shall be subject to review/ changes by the Board of Directors as may be deemed necessary or at least once in every three years, based on the recommendations of the Audit Committee. However, such changes shall not be inconsistent with the applicable statutory provisions, as may be notified, from time to time.
- 7.2 However, the Chairman & Managing Director shall have the power to amend any of the clauses of this Policy in the light of changes in statutory provisions, as may be notified, from time to time. Any such revision shall be put up to the Board through the Audit Committee in the subsequent meeting for information.
- 7.3 Where the terms of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard will take precedence over this Policy and procedures until such time as this Policy is changed to conform to the law, rule, regulation or standard.

**Approval process**

**Matrix for approval of Related Party Transactions**

Nature of Transaction	Audit Committee Approval		Board of Directors Approval		Shareholders' Approval	
	Companies Act, 2013	Listing Regulation	Companies Act, 2013	Listing Regulation	Companies Act, 2013	Listing Regulation
Ordinary Course of Business and at arm's length (other than exempted transactions)	Yes	Prior approval. Exempted for transactions with and between public sector Company(ies) and wholly owned subsidiaries.	-	-	Exempted	Prior approval, if material related party transaction or subsequent material modifications to such material related party transaction. Exempted for transactions with and between public sector Company(ies) and wholly owned subsidiaries.
Not in Ordinary Course of Business and/ or at arm's length	Prior Approval	Prior approval. Exempted for transactions with and between public sector Company(ies) and wholly owned subsidiaries.	Prior Approval. Board may ratify the transactions within three months.	-	Prior Approval, if material related party transactions. However, Shareholders may ratify within three months. Exempted for transactions with Govt. Company(ies).	Prior Approval, if material related party transaction or subsequent material modifications to such material related party transaction. Exempted for transactions with and between public sector Company(ies) and wholly owned subsidiaries.