



ALFA ICA (INDIA) LIMITED

POLICY ON RELATED PARTY TRANSACTION

(As revised and amend by board of directors on February 03, 2022 and its effective from April 01,2022)

1. INTRODUCTION & PURPOSE

The Board of Directors of ALFA ICA (INDIA) LIMITED ("the Company"), on recommendation of the Audit Committee, has adopted this policy to regulate transactions of the Company by Related Parties in compliance with various applicable laws, including under the Companies Act, 2013 (the "Act") and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as LODR), prescribed for related party transactions.

2. DEFINITION

- a) "Act" shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modification(s)/ amendment(s)/ re-enactment(s), clarifications and circulars thereof
- b) "Arm's Length Transactions" means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.
- c) "Material Related Party Transactions" means transaction defined as Material Related Party Transactions under Listing Regulations.
- d) "Material Modifications to Related Party Transactions" means any subsequent alterations or modifications to an existing Related Party Transactions approved by the Audit Committee or the Board of Directors or the Shareholders, having variance of 20% of the existing limits.
- e) "Ordinary Course of Business" means the usual transactions, customs and practices undertaken by the Company to conduct its business operations and activities and includes all such activities which the Company can undertake as per Memorandum & Articles of Association
- f) "Policy" means Policy on Related Party Transactions.

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

3. REVIEW AND APPROVAL OF RELATED PARTYTRANSACTIONSS

- All the transactions which are identified as Related Party Transactions and subsequent alterations or modifications thereof, shall be approved by the Audit Committee in the manner specified under the Listing Regulations (as amended from time to time) issued by SEEL The Audit Committee shall consider all relevant factors while deliberating the Related Party Transactions while according its approval.
- Any member of the Audit Committee who has any kind of interest in any Related Party Transactions shall recuse himself /herself and abstain from discussion and voting on the approval of the Related Party Transactions. A Related Party Transactions which is (i) not in the ordinary course of business, or (ii) not at arm's length price, would require approval of the Board of Directors or of shareholders, as detailed in subsequent paragraphs'

- The Audit Committee may grant omnibus approval for Related Party Transactions which are repetitive in nature and subject to such criteria/conditions as mentioned under Regulation 23(3) of the Listing Regulations and such other conditions as it may consider necessary in line with this Policy and in the interest of the Company. Such omnibus approval shall be valid for a period not exceeding one year and shall require fresh approval after the expiry of one year.
- Provided that where the need for Related Party Transactions 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.
- The Audit Committee shall review, on a quarterly basis, the details of Related Party Transactions and material modifications thereof, entered into by the Company pursuant to the omnibus approval. In connection with any review of a Related Party Transactions, the Committee has authority to modify or waive any procedural requirements of this Policy
- A Related Party Transactions entered into by the Company, which is not under the omnibus approval or otherwise pre-approved by the Audit Committee, will be placed before the Audit Committee for review /ratification.
- In case any Related Party Transactions are referred by the Company to the Board for its approval due to the transaction being (i) not in the ordinary course of business, or (ii) not at an arm's length price, 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.
- Any member of the Board who has any interest in any Related Party Transactions will recuse himself /herself and abstain from discussion and voting on the approval of the Related Party Transactions.
- If a Related Party Transactions is (i) a material transaction as per Regulation 23 of the 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, then such Related Party Transactions and any subsequent material modifications thereto, shall require prior approval of shareholders' by a resolution. In such a case, any member of the Company who is a Related Party, irrespective of being related to the said transaction or not, shall not vote on resolution passed for approving such Related Party Transactions.

4. EXEMPTIONS:

In terms of Regulation 23(5) of the Listing regulations, following transactions are exempted from the requirement of obtaining approval:

- i) 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.
- ii) 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.

5. POSTFACTOAPPROVAL:

In the event the Company becomes aware of a Related Party Transactions with a Related Party that has not been approved under this Policy, the Company would obtain post facto approval from the Audit Committee, the Board of Directors and/or shareholders as required under applicable laws/ regulations. In case the Company is not able to take such prior approval from the Audit Committee, the Board of Directors and/or shareholders, such a transaction shall not be deemed to violate this Policy, or be invalid or unenforceable, so long as post facto approval is obtained as promptly as reasonably practical after it is entered into or after it becomes reasonably apparent that the transaction is covered by this policy..

6. DISCLOSURE

The Policy shall be made available on the website of the Company.

7. LIMITATION AND AMENDMENT:

In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments and rules, such Act or Listing Regulations or any other statutory enactments and rules, shall prevail over this Policy. Any subsequent amendments / modifications in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.
