

POLICY ON MATERIALITY OF RELATED PARTY TRANSACTIONS AND DEALING WITH RELATED PARTY TRANSACTIONS

1. Introduction:

The Board of Directors (“**Board**”) of RSB Retail Limited (“**RCML**” or the “**Company**”) has adopted this Policy (“**Policy**”) upon the recommendation of the Audit Committee and the said Policy includes materiality threshold of Related Party Transactions and dealing with Related Party Transactions.

This Policy has been formulated in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“**SEBI Listing Regulations**”) read with the provisions of Section 177 and 188 of the Companies Act, 2013 (“**the Act**”) & relevant rules made thereunder as amended from time to time to regulate transactions between the Company and its Related Parties based on the laws and regulations applicable to the Company.

2. Policy Objective:

The Company recognizes that Related Party Transactions (“**RPT**”) may have potential or actual conflicts of interest and may raise questions whether such transactions are consistent with the best interest of the Company and its shareholders. This policy is framed primarily to ensure the governance and reporting of transactions between the Company and its Related Parties. The policy is also prepared for the identification and regulation of the RPTs keeping in view the provisions of the Act read with the rules made thereunder and SEBI Listing Regulations.

3. Definitions:

- a. **“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.
- b. **“Audit Committee”** means “Audit Committee” constituted by the Board of Directors of the Company from time to time under the provisions of the Act and SEBI Listing Regulations.
- c. **“Company”** means RSB Retail Limited.

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d. "Key Managerial Personnel" means "Key Managerial Personnel" as defined under the Companies Act, 2013 and the rules made thereunder.

e. "Material Related Party Transaction" means the following transactions:

I. A transaction with a related party, if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 Crore or 10% 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 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 the previous transactions during a financial year exceeds 5% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

II. A transaction with related party, if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year which is not in ordinary course of business or not on arm's length basis, exceeds the limit prescribed under the Companies Act, 2013 and rules made thereunder.

f. "Material Modifications" means any modification to an existing related party transaction, having variance of 25% of the existing limit.

g. "Policy" means policy on materiality of Related Party Transactions and dealing with Related Party Transactions.

h. "Related Party" means a related party as defined under the Act or rules made thereunder and SEBI Listing Regulations including any amendment or modification thereof, as may be applicable.

i. "Related Party Transaction" means such transactions as specified under Section 188 of the Act or rules made thereunder and Regulation 2(zc) & 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 including any amendment or modification thereof, as may be applicable ("RPT").

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- j. **“Relative”** means a relative as defined under the Act and SEBI Regulations.
- k. **“Subsidiary Company”** or **“Subsidiary”** means a company as defined under Section 2(87) of the Act.
- I. **“Transaction”** with a related party shall be construed to include a single transaction or a group of transactions.

Any other term not defined herein shall have the same meaning as defined in the Act, the SEBI Listing Regulations, Securities Contracts (Regulation) Act, 1956 or any other applicable law or regulation.

4. Policy:

All RPTs must be reported to the Audit Committee and referred for approval by the Committee in accordance with this Policy, whether at a meeting or by resolution by circulation or any other manner as provided by the Act or Rules made thereunder.

a) Disclosure by Directors and KMP's:

- i. Every year, the Directors shall provide declaration to the Company Secretary his concern or interest in any Company or Companies or bodies corporate, firms, or other association of individuals in the format prescribed under the Companies Act, 2013.
- ii. The declarations will be updated by the Directors, in case of any change and intimated to the Company Secretary for placing before the Board of Directors.
- iii. Any individual appointed as Director or KMP shall provide declaration to the Company Secretary in the prescribed format.

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b) Identification of Potential RPTs:

Each Director and Key Managerial Personnel is responsible for providing notice to the Company of any potential RPT, if not given already in the first Board Meeting of the financial year, involving him/her or his/her relative, including any additional information about the transaction that the Board/ Audit Committee may request, for being placed before the Audit Committee/ Board. The Board shall record the disclosure of Interest and the Audit Committee will determine whether the transaction does, in fact, constitute an RPT requiring compliance with this policy.

The Directors and KMPs will ensure that their notice of any potential RPT is delivered well in advance so that the Audit Committee has adequate time to obtain and review information about the proposed transaction.

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 contract or arrangement.

c) Review and Approval of RPTs:

i. Audit Committee

a. For approval of Related Party Transactions

- All RPTs and subsequent material modifications shall require prior approval of the Audit Committee. Provided that only those members of the audit committee, who are independent directors, shall approve related party transactions.

- All RPTs to which the Subsidiary Company is a party but the Company is not a party, shall require prior approval of the audit committee of the Company if the transaction value (individually or taken together with previous transactions during a financial year) exceeds 10% of the annual standalone turnover as per the last audited financial statements of the subsidiary company.

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- 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, shall not require approval of the audit committee provided that the same is not material in terms of regulation 23(1) of the Listing Regulations.

b. For Omnibus approval of Related Party Transactions

The Audit Committee shall lay down the criteria for granting the omnibus approval in line with the policy on RPTs and such approval shall be applicable in respect of transactions which are repetitive in nature.

However, the Audit Committee may grant omnibus approval for RPTs proposed to be entered into by the Company or its subsidiary Company subject to the following conditions:

- The Audit Committee shall satisfy itself the need for such omnibus approval and that such approval is in the interest of the Company;
- Such omnibus approval shall specify the following:
 - the name(s) of the related party and its relationship with the Company, including nature of its concern or interest (financial or otherwise);
 - nature, material terms and particulars of the proposed of transaction;
 - period of transaction;
 - maximum amount of transaction that shall be entered into;
 - the indicative base price/ current contracted price and the formula for variation in the price if any; and
 - such other conditions as the Audit Committee may deem fit.

Provided that where the need for RPT cannot be foreseen and aforesaid details are not available, Audit Committee may grant omnibus approval

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for such transactions subject to their value not exceeding Rs. 1 Crore per transaction.

- Audit Committee shall review, atleast on a quarterly basis, the details of RPTs entered into by the Company or its subsidiary company pursuant to each of the omnibus approval given.
- Such omnibus approvals shall be valid for a period not exceeding one financial year and shall require fresh approvals after the expiry of one financial year.
- Omnibus approvals shall not be made for transactions in respect of selling or disposing of the undertaking of the Company.

In determining whether to approve a RPT, the Audit Committee will consider the following factors, among others, to the extent relevant to the RPT:

- Whether the terms of the RPT are fair and on arm's length basis to the Company.
- Whether there are any compelling business reasons for the Company to enter into the RPT and the nature of alternative transactions, if any;
- Whether the RPTs are entered in the past;
- Whether the nature of the proposed transaction is something that the Company would have ordinarily done in the course of its business;
- Whether the proposed transaction includes any potential reputational risk issues that may arise as a result of or in connection with the proposed transaction;
- Whether the Related Party Transaction would affect the independence of the Directors/ KMP and

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- Any other factor the Audit Committee deems relevant for reviewing and approving such RPT.

ii. Board of Directors

The Board shall consider and approve the RPT as required to be approved under the Act or rules made thereunder and/ or SEBI Listing Regulations and/ or transactions referred to it by the Audit Committee including the following:

- Transactions in respect of which the Audit Committee is unable to determine whether or not they are in the ordinary course of business and/ or at arm's length basis and decides to refer the same to the Board for approval;
- Where the transaction is not in ordinary course of business and/ or not at arm's length as specified in Section 188(1) of the Act;
- Transactions which are in the ordinary course of business and at arm's length basis, but which in Audit Committee's view requires Board approval; and
- Material Related Party Transactions including Material Modifications thereto, as defined above.

iii. Shareholders' Approval

All the Material RPTs and subsequent Material Modifications shall require approval of the shareholders (unless exempted pursuant to SEBI Listing Regulations and Act) irrespective of the fact whether the transaction, contract or arrangement is in the ordinary course of business or at arm's length. No related party shall vote to approve such resolution irrespective of whether the entity is a party to a particular transaction or not. The transactions which fall under Section 188 of the Act which are not in the ordinary course of business and/ or not an Arms' length basis and which exceeds the threshold limits prescribed under the rules made thereunder, shall require approval of the shareholders. No related party shall vote to approve such resolution irrespective of whether the entity is a party to the particular transaction or not.

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Provided that the requirement under this point shall not apply in respect of resolution plan approved under Section 31 of the Insolvency Code, subject to the event being disclosed to the recognized stock exchanges within one day of resolution plan being approved.

iv. Decision regarding transaction in the ordinary course of business and at arm's length basis

“Ordinary course of business” would include usual transactions, customs and practices undertaken by the Company to conduct its business operations and activities and all such activities which the Company can undertake as per Memorandum & Articles of Association.

The Audit Committee or the Board shall, in respect of the RPTs referred to them for approval and after considering the matter placed before them, shall judge if the transaction is the ordinary course of business and at arm's length basis. In case the Audit Committee is not able to arrive at such a decision, it may seek advice from any outside specialist(s)/ professional(s) from the relevant field in helping them to arrive at a decision.

In case there is still no consensus amongst the Audit Committee Members, the matter then shall be referred to the Board, which shall decide if the transaction is the ordinary course of business and at arm's length basis.

5. RPTs not approved under this Policy

In the event the Company becomes aware of a transaction with a Related Party 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 RPT, and shall evaluate all options available to the Company, including ratification, revision or termination of the RPT. The Committee shall also examine the facts and circumstances pertaining to the failure of reporting such

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RPT to the Committee under this Policy and failure of the internal control systems, and shall take any such action it deems appropriate.

If a Related Party Transaction has been entered into without prior approval, the members of the Audit Committee, who are independent directors, may ratify such 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:

- 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 the provisions of Regulation 23(1) of SEBI Listing Regulations;
- iii. The rationale for the 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);
- v. Any other condition as specified by the Audit Committee.

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 Company against any loss incurred by it.

6. Review/ Amendment(s):

The Board of Directors may review or amend this policy, in whole or in part, from time to time, at least once in every three years, after taking into account the recommendations from the Audit Committee.

7. Disclosures:

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- a. Board's Report shall contain details of RPTs as required under applicable law.
- b. Details of all material transactions with related parties shall be disclosed quarterly along with the compliance report on corporate governance.
- c. 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.
- d. A register of RPTs shall be maintained as per the Act and placed before the next Board Meeting and signed by all the directors present at the Meeting.
- e. The Company shall disclose to the Stock Exchange along with the compliance report on corporate governance on a quarterly basis details of all material transactions with related parties. In addition, as required under Regulation 23(9) of the SEBI Listing Regulations, the Company shall submit to the stock exchanges disclosures of related party transactions in the specified format and publish the same on its website, every six months on the date of publication of its standalone and consolidated financial results.

8. Interpretation:

In the event of any conflict between the provisions of this Policy and the Act or SEBI Listing Regulations or any other statutory enactments/ rules, the provisions of such Act or SEBI Listing Regulations or statutory enactments shall prevail over this Policy.

9. Version History:

Version	Date of approval of Audit Committee and Board of Directors
1.0	March 19, 2025