

## **POLICY ON RELATED PARTY TRANSACTIONS & ARMS LENGTH POLICY**

### **1. SCOPE AND PURPOSE**

Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 provide for various regulations which govern the Related Party Transactions of a Company which has listed its securities in the Stock Exchanges. Regulation 23(1) of the SEBI Listing Regulations requires a Company to formulate a policy on materiality of Related Party Transactions and dealing with Related Party Transactions. Considering the requirements, Kosamattam Finance Limited has formulated these guidelines for identification of related parties and the proper conduct, documentation and approval of all Related Party Transactions.

In light of the above requirements, Company has framed this Policy on Related Party Transactions ("Policy").

### **2. OBJECTIVE**

The objective of this Policy is to set out (a) the materiality thresholds for Related Party Transactions; (b) the manner of dealing in Related Party Transactions based on the provisions of the Act, the SEBI Listing Regulations and any other laws and regulations as may be applicable to the Company from time to time; and (c) to provide guidance on various disclosure and reporting requirements for Related Party Transactions.

### **3. DEFINITIONS**

- 3.1 "Audit Committee" shall mean the Audit Committee of the Board of Directors of Kosamattam Finance Limited duly constituted pursuant to the provisions of Section 177 of the Companies Act, 2013.
- 3.2 "Company" shall mean Kosamattam Finance Limited, a Company incorporated under the Companies Act, 1956 and having its registered office at Kosamattam Mathew K. Cherian Building Market Junction, M.L. Road Kottayam – 686001, Kerala
- 3.3 "Material Modifications" means any modification or amendment to the related party agreement / transaction which is likely to result in a 50% upward or downward revision in the original contractual value of the related party agreement / transaction approved by the Audit Committee.
- 3.4 "Material Related Party Transactions" shall have the same meaning as defined in Regulation 23 of the SEBI Listing Regulations.
- 3.5 "Relative" in relation to a Related Party shall have the same meaning assigned to in Section 2(77) of the Companies Act.
- 3.6 "Related Party" shall have the same meaning as defined under Section 2(76) of the Companies Act read with Regulation 2(1)(zb) of the SEBI Listing Regulations.
- 3.7 "Related Party Transactions" shall have the meaning as defined under Regulation 2(1)(zc) of the SEBI Listing Regulations or as envisaged in Section 188(1) of the Act. Provided that the following shall not be a related party transaction:

- (a) the issue of specified securities on a preferential basis, subject to compliance of the requirements under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (b) the following corporate actions by the listed entity which are uniformly applicable/offered to all shareholders in proportion to their shareholding:
    - (i) payment of dividend;
    - (ii) subdivision or consolidation of securities;
    - (iii) issuance of securities by way of a rights issue or a bonus issue; and
    - (iv) buy-back of securities.
  - (c) acceptance of fixed deposits by banks/Non-Banking Finance Companies at the terms uniformly applicable/offered to all shareholders/public, subject to disclosure of the same along with the disclosure of related party transactions every six months to the stock exchange(s), in the format as specified by the Board; and
  - (d) any other transactions that may be specifically exempted by the SEBI or any other applicable regulator from time to time.
- 3.8 "SEBI Listing Regulations" shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
- 3.9 "Stock Exchange" shall mean the Stock Exchange where the securities of the Company are listed.
- 3.10 "Transaction" shall be construed to include single transaction or a group of transactions in a contract;
- 3.11 Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law or regulation.

Reference and reliance may be placed on any clarification issued by the Ministry of the Corporate Affairs, Government of India and SEBI and other Authorities from time to time on the interpretation of any of the terms defined hereinabove".

#### **4. MATERIALITY THRESHOLDS**

- 4.1 Regulation 23 of the SEBI Listing Regulations requires the Company to provide materiality thresholds for transactions with related parties which mandates prior approval from the shareholders of the Company.
- 4.2 Materiality Thresholds for any Related Party Transactions shall be as under:
- 4.2.1 5% (five percent) of the annual consolidated turnover of the Company as per the last audited financial statements for related party transaction involving payments made / to be made to any Related Party with respect to brand usage or royalty.
  - 4.2.2 Rs. 10,00,00,00,000/- (Rupees One Thousand Crores) or 10% (ten percent) of the annual consolidated turnover of the Company as per the last audited financial

statements of the Company, whichever is lower, for all other related party transaction to be entered into, individually or taken together with the previous transactions during the financial year.

## **5. MANNER OF DEALING WITH RELATED PARTY TRANSACTIONS**

### **5.1. Identification of related parties**

Audit Committee of the Board of Directors shall formulate the list of related parties as prescribed under Section 2(76) of the Act read with the Rules framed there under and Regulation 2(1)(zb) of the SEBI Listing Regulations with the assistance of the senior management of the Company. Audit Committee shall review the list of related parties on an annual basis.

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

All Related Party Transactions requiring approvals and/or reporting shall be identified by the Company on a continuous basis. Related Party Transactions identified by the Company shall be reported to the Audit Committee of the Company at frequent intervals as may be decided by the Committee from time to time.

## **6. APPROVAL REQUIREMENTS FOR RELATED PARTY TRANSACTIONS**

### **6.1. Approval of the Audit Committee**

#### **6.1.1. Related Party Transaction to which Company is a party:**

6.1.1.1. All Related Party Transactions to which the Company is a party to and subsequent Material Modifications thereof shall require prior approval of the Audit Committee of Company;

#### **6.1.2. Related Party Transaction to which Company is not a party:**

6.1.2.1. With effect from April 1, 2022 or such other date as may be notified by SEBI, prior approval of the Audit Committee of the Company shall be obtained for all Related Party Transactions to which subsidiary of Company is a party to but Company is not a party, if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds 10% (ten per cent) of the annual consolidated turnover, as per the last audited financial statements of the Company;

6.1.2.2. With effect from April 1, 2023 or such other date as may be notified by SEBI, prior approval of the Audit Committee of the Company shall be obtained for all Related Party Transactions to which subsidiary of Company is a party to but Company is not a party, if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds 10% (ten per cent) of the annual standalone turnover, as per the last audited financial statements of the subsidiary;

6.1.2.3. Prior approval of the Audit Committee of the Company shall not be required for any related party transaction to which the listed subsidiary is a party but



the Company is not a party to, if the provisions of Regulation 23 and sub-regulation (2) of Regulation 15 of the SEBI Listing Regulations are applicable to such listed subsidiary.

## 6.2. Omnibus approval from the Audit Committee

6.2.1. Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into, subject to following conditions:

- (i) the Audit Committee shall lay down the criteria for granting the omnibus approval in line with the policy on Related Party Transactions of the Company and such approval shall be applicable in respect of transactions which are repetitive in nature;
- (ii) the audit committee shall satisfy itself regarding the need for such omnibus approval and that such approval is in the interest of the Company;
- (iii) the omnibus approval shall specify;
  - a) the name(s) of the related party, nature of transaction, period of transaction, maximum amount of transactions that shall 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:

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 the provisions of Companies Act, 2013 and SEBI as prescribed.

- (iv) the Audit Committee shall review, at least on a quarterly basis, the details of Related Party Transactions entered into by the Company pursuant to each of the omnibus approvals given.
- (v) Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.

## 6.3. Approval of the Board of Directors of the Company

6.3.1. As required under the provisions of Section 188 of the Act, all transactions specified under the said Section 188 and which are not in the ordinary course of business or not at arm's length basis, shall be placed before the Board for its approval.

## 6.4. Approval of the Shareholders of the Company

6.4.1. All the transactions with related parties meeting the materiality thresholds, laid down in Clause 4 of the Policy and as prescribed under the Companies Act, 2013, shall be placed before the shareholders for their approval.

6.4.2. All kinds of transactions specified under Section 188 of the Act which:

- (a) are not in the ordinary course of business or not at arm's length basis; and



(b) exceed the thresholds laid down in Companies (Meetings of Board and its Powers) Rules, 2014 are placed before the shareholders for its approval.

(c) For this purpose, no related party shall vote to approve the relevant resolution irrespective of whether the entity is a related party to the particular transaction or not.

(d) Pursuant to Regulation 23(5)(b) of the SEBI Listing Regulations and Section 188(1) of the Act, the requirement for seeking shareholders' approval shall not be applicable to transactions entered into between a holding Company and its wholly owned subsidiary whose accounts are consolidated with such holding Company and placed before the shareholders at the general meeting for approval.

(e) Pursuant to Regulation 23(5)(c) of the SEBI Listing Regulations, the requirement for seeking shareholders' approval shall not be applicable to transactions entered into between two wholly-owned subsidiaries of the listed holding Company, whose accounts are consolidated with such holding Company and placed before the shareholders at the general meeting for approval.

## **7. DISCLOSURES & REPORTING REQUIREMENTS**

### **7.1. Disclosures in the Board's Report**

Company shall, along with the Board's Report placed before the shareholders in the Annual General Meeting, include a statement in Form AOC 2 containing the particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 of the Act.

### **7.2. Disclosures to Stock Exchanges**

Company shall submit to the stock exchanges on a half yearly basis, within the timelines as prescribed by the Securities and Exchange Board of India from time to time, the disclosures relating to Related Party Transactions in the format as specified by Securities and Exchange Board of India from time to time and publish the same on the website of the Company at [www.kosamattam.com](http://www.kosamattam.com)

As long as the Company remains a 'high value debt listed entity', it shall submit such disclosures along with its half yearly standalone financial results.

## **8. CONFLICT IN POLICY**

In the event of a conflict between this Policy and the extant regulations or laws (as may be amended, replaced, restated, from time to time), the relevant provisions contained in the regulations and laws shall prevail over this Policy.

## **9. AMENDMENTS IN POLICY**

To the extent any change/ amendment is required in terms of any applicable law or change in regulations, the regulations would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with law, however, notwithstanding such non-modification or pending such modification, the applicable law and regulations (as changed) shall prevail over the Policy, and the Policy shall be read accordingly. The Audit Committee shall review

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**Kosamattam  
Finance Ltd.**

the Policy periodically and may propose to amend the same from time to time and no alteration in the policy will be made without approval of Board of Directors.

**For Kosamattam Finance Limited**

**Mathew K. Cherian**  
**Managing Director**  
**DIN : 01286073**

