

## CYQURE INDIA PRIVATE LIMITED

### POLICY ON RELATED PARTY TRANSACTIONS AND ON MATERIALITY OF RELATED PARTY TRANSACTIONS

#### 1. INTRODUCTION

According to Regulation 15 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**LODR**"), Corporate Governance provisions contained in regulation 16 to regulation 27 shall also apply to a listed entity which has listed its non-convertible debt securities and has an outstanding value of listed non-convertible debt securities of Rupees Five Hundred Crore and above (a **High Value Debt Listed Entity**).

Cyqure India Private Limited ("**Company**") is a High Value Debt Listed Entity in terms of Regulation 15 of LODR. Company's Non-Convertible Debentures are listed on BSE LTD w.e.f. September 20, 2024.

As per Regulation 23 of the LODR (as amended from time to time), the Board of Directors ("**Board**") of the Company is required to frame a policy to deal with Related Party Transactions including formulating a policy on materiality of Related Party Transactions. Therefore, in terms of Regulation 23 of the LODR, the **Company** has adopted the Related Party Policy at its meeting held on February 10, 2025 (the "**Policy**") to ensure the proper approval and reporting of transactions between the Company and its Related Parties.

#### 2. PURPOSE

The objective of the Policy is to frame a policy to deal with Related Party Transactions including formulating a policy on materiality of Related Party Transactions including clear threshold limits.

#### 3. DEFINITIONS

"**Act**" means Companies Act, 2013, including any statutory modification or re-enactment thereof.

"**Arm's Length Transaction**" shall have the meaning ascribed to such term under section 188 of the Act. "**Associate Company**" shall have the meaning ascribed to such term under sub-section (6) of Section 2 of the Act.

"**Audit Committee or Committee**": is the committee which is constituted by the Company pursuant to section 177 of the Companies Act, 2013 read with the

Companies (Meetings of Board and its Powers) Rules, 2014 and/or Regulation 18 of the LODR.

**“Board”** means Board of Directors of the Company.

**“Body Corporate”** shall have the meaning ascribed to such term under sub-section (11) of Section 2 of the Act. **“Control”** shall have the meaning ascribed to such term under sub-section (27) of Section 2 of the Act. **“Compliance Officer”** means Company Secretary of the Company.

**“Holding Company”** in relation to one or more Companies means a Company of which such Companies are Subsidiary Companies as per sub-section (46) of Section 2 of the Act.

**“Key Managerial Personnel” (“KMP”)** shall have the same meaning ascribed to such term under sub-section (51) of Section 2 of the Act.

**“Material Related Party Transaction”** shall have the same meaning ascribed to such term under Regulation 23 (1) read with 23 (1A) of the LODR.

**“Material Modification”** to a Related Party Transaction shall mean any one or more of the following:

- a) An increase over the approved limit for such a transaction, by an amount of more than ten percent (10%) of the approved limit;
- b) Modification of the price or value of the contract / arrangement or rate of interest (in case of a loan) by 20% or more;
- c) Extending or reducing the contract period by 1 year or more.

**“Materiality Threshold”** means limits for Related Party Transactions beyond which the shareholders' approval will be required as specified in Act and rules thereof and amendments thereto.

**“Net Worth”** shall have the meaning ascribed to such term under sub-section (57) of Section 2 of the Act.

**“Related Party”** shall have the meaning ascribed to such term under Regulation 2(1) (zb) of the LODR and under sub-section (76) of Section 2 of the Act.

**“Relative”** shall have the meaning ascribed to such term under sub-section (77) of Section 2 of the Act and under Regulation 2(1) (zd) of the LODR.

**“Related Party Transaction”** shall have the meaning ascribed to such term under Regulation 2(1) (zc) of the LODR and under Section 188 of the Act.

**“Securities”** means the Securities as defined in clause (h) of Section 2 of the

Securities Contracts (Regulations) Act, 1956.

**“Office or Place of Profit”** shall have the meaning ascribed to such term under section 188 of the Act.

**“Ordinary course of business”** if transactions satisfy any of the following criteria, such transactions will be generally in the ordinary course of business:

- I. The memorandum of Association of the Company should cover such transaction;
- II. There are previous instances of the Company having carried out such transaction;
- III. These transactions are frequent over a period of time;
- IV. The transaction should be in furtherance of the business objectives of the Company;
- V. The transactions, if not frequent, are important to the business objectives of the Company;
- VI. The transactions are incidental to pharma industry/ part of standard industry practice or but for which the business would be adversely affected.

This is not exhaustive criteria and the Company should assess each transaction considering its specific type, nature, value and circumstances.

#### **4. INTERPRETATION**

In case of any dispute or difference upon the meaning/interpretation of any provision in the Policy, the same shall be referred to the Committee and the decision of the Committee in such a case shall be final. In interpreting such term / provision, the Committee may seek the help of any of the officers of the Company or an outside expert as it deems fit.

#### **5. APPROVING AUTHORITY**

##### **A) Approval of Audit Committee:**

All related party transactions and subsequent material modifications shall require prior approval of the audit committee of the Company as provided under regulation 23(2) of LODR:

Provided that only those members of the audit committee, who are independent directors, shall approve related party transactions. Provided further that members of the audit committee, who are independent directors, may ratify related party 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 under regulation 23(2).

**Omnibus Approval:** The Committee may also grant omnibus approval for the Related Party Transactions proposed to be entered into by the Company or its subsidiary, which are routine and repetitive in nature, if the transactions satisfy the following conditions:

- I. Such related party transactions are repetitive in nature.
- II. Specific need of such omnibus approval i.e. the transactions are in the best interest of the Company.

In terms of Regulation 23 (3) of the LODR, the Audit Committee may grant omnibus approval for the Related Party Transactions proposed to be entered into by the Company or its subsidiary and such omnibus approval shall specify (a) the name/s of the related party, (b) nature of transaction, (c) duration/period of transaction, (d) maximum amount of transaction that can be entered into, (e) the indicative base price / current contracted price and the formula for variation in the price, if any and (f) such other conditions as the Audit Committee may deem fit.

Where the need for Related Party Transaction cannot be foreseen and the aforesaid details are not available, the Committee may grant omnibus approval for such transactions subject to their value not exceeding Rupees One (1) crore per transaction.

In terms of Regulation 23 (3) (b) of the LODR, the Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into by the Company only after satisfying itself regarding the need for such omnibus approval is in the interest of the Company.

In term of Regulation 23 (3) (e), the omnibus approval shall be valid for a period not exceeding one financial year and shall require fresh approval after the expiry of such financial year.

In case any member of the Committee is interested in any potential Related Party Transaction, such member shall abstain from voting when such transaction is being considered.

#### B) Approval of the Board of Directors

All Material Related Party Transactions which are subject to the approval of the shareholders of the Company shall require the approval of the Board at a meeting thereof. Further, all Related Party Transactions which are not in the ordinary course of business or not on an Arm's Length basis shall require the prior approval of the Board at a meeting thereof and required compliances prescribed

under section 188 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, from time to time.

### C) Approval of the Shareholders of the Company

All Material Related Party Transactions and subsequent material modifications as defined by the audit committee under the LODR shall require prior approval of the shareholders by way of a resolution and all entities/individuals falling under the definition of “Related Parties” shall not vote to approve on such shareholders’ resolution, whether such entities/individuals are a party to the transaction or not.

## **6. DEEMED APPROVAL**

The transactions or arrangements which are specifically dealt under the separate provisions of the Law and executed under separate approvals/procedures from relevant competent authority or committee shall be deemed to be approved under this Policy. Such transactions are enumerated below:

- a) Appointment and payment of remuneration, including any variations thereto, to Key Managerial Personnel pursuant to the Nomination and Remuneration Committee/Audit Committee approval;
- b) Payment of remuneration, fees, commission, etc. to directors pursuant to the Nomination and Remuneration Committee approval.
- c) Share based incentive plans for the benefits of the Directors or Key Managerial Personnel pursuant to shareholders including ESOPs.
- d) Any benefits, interest arising to Related Party solely from the ownership of Company shares at par with other holders, for example, dividends, right issues, stock split or bonus shares approved by the Nomination and Remuneration Committee or any other Board composed committee.
- e) Contribution with respect to Corporate Social Responsibility to eligible entity pursuant to approval of Board or the Corporate Social Responsibility Committee.

## **7. RATIFICATION OF THE RELATED PARTY TRANSACTION**

Where any contract or arrangement is entered into by a Director or employee of the Company with Related Party without obtaining the consent of the Board or approval of Shareholders, and if the same is not ratified by the Board or Shareholders as the case may be within 3 (three) months from the date on which such contract or arrangement was entered into, such contract or arrangement

shall be voidable at the option of the Board or, as the case may be, at the option of the Shareholders.

## **8. REPORTING OF RELATED PARTY TRANSACTIONS**

The Company is required to disclose in its annual financial statements and directors' report, certain transactions between the Company and its Related Parties as well as the Policy relating thereto. This Policy shall also be disclosed under a separate section on the website of the Company and a web link thereto shall be provided in the Annual Report of the Company.

## **9. ARM'S LENGTH**

Any transaction *viz.* sale/ purchase of products, goods, or availing/ rendering of services in the normal course of business would be levied upon at cost plus appropriate margin.

Contracts/ arrangements with Company's subsidiaries and group companies would result in Related Party Transactions. Generally, such contracts/ arrangements would be in the Ordinary Course of Business. Once such contracts/ arrangements are approved by the Audit Committee, transactions arising out of same would not be subject to evaluation when they are executed. The Chief Financial Officer of the Company is authorized to continuously monitor the process contained herein.

## **10. PROCEDURE**

Chief Financial Officer of the Company will refer the Related Party Transactions to the Committee for such approval and material Related Party Transactions to the Board for its approval. Material RPTs after approval of the Board shall be taken up for approval of shareholders at a general meeting. Chief Financial Officer of the Company will bring the deviations, to the Committee/ Board for ratification.

## **11. POLICY REVIEW**

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.

## **12. AMENDMENTS**

The Company may amend the Policy as and when it deems necessary either pursuant to any change in law or otherwise. The Company shall be free to devise

and implement any supplementary or other policies and guidelines in respect hereof for better implementation of this Policy.

### **13. DISCLOSURE**

In terms of Regulation 23 of the LODR, the Company shall, in relation to a Related Party, make the following disclosures:

- a) Details of the Related Party Transactions during the quarter shall be disclosed in the Audit Committee. The 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 approval given, if any.
- b) Details of all material transactions with related parties are to be disclosed quarterly along with the compliance report on corporate governance.
- c) The Company shall disclose the contract or arrangements entered into with the Related Party in the Board report to the shareholders.
- d) The Company shall submit such disclosure along with its standalone / consolidated financial results, to the stock exchange(s) and publish the same on its website.
- e) The Company shall disclose this Policy in the Annual Report by providing a web link to this Policy.

### **14. DISSEMINATION OF THE POLICY**

The Policy shall be uploaded under a separate section on the website of the Company.

[As approved by the Board on Feb 10, 2025]

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