

RPP INFRA PROJECTS LIMITED

POLICY ON RELATED PARTY TRANSACTIONS & MATERIALITY

I. PREAMBLE

The Board of Directors (the "Board") of RPP INFRA PROJECTS LIMITED (the "Company") has adopted the following policy and procedures with regard to Related Party Transactions.

This Policy on the Related Party Transactions (the "Policy") of the Company set forth the procedures to be followed for approval of Related Party Transactions in compliance with applicable laws and regulations.

II. PURPOSE AND OBJECTIVE OF THE POLICY

This policy is framed as per the requirement of Regulation 23(1) of SEBI (LODR) Regulations (the "Regulations"), which mandates the Company to formulate a policy on materiality of related party transactions and dealing with related party transactions and in terms of Section 188 of the Companies Act 2013 (the "Act"). This Policy is intended to ensure the proper approval, disclosure and reporting requirements of transactions between the Company and its Related Parties. Such Related Party transactions are considered appropriate only if they are in the best interests of the Company and its shareholders.

The Objective of the Policy is to set out:

(a) the materiality thresholds for related party transactions and

(b) The manner of dealing with the transactions between the Company and its related parties based on the Act, Regulation 23 of the Regulations and any other laws and regulations as may be applicable to the Company.

The Company is required to disclose each year in the Financial Statements and in the Annual Report all transactions between the Company and Related Parties as well as policies concerning transactions with Related Parties.

III. DEFINITIONS

The definitions in this Policy are as per the Act and Regulations. "**Act**" means the Companies Act, 2013 & the rules & regulations notified thereunder as amended from time to time.

"**Arm's Length Transaction**" means a transaction among two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.

"**Audit Committee or Committee**" means Committee of Board of Directors of the Company constituted under regulation 18 of the Regulations and Section 177 of the Act.

"**Board**" means Board of Directors of the Company

"**Key Managerial Personnel**" mean Key managerial personnel as defined under Section 2(51) the Act.

"Material Related Party Transaction" means 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 the thresholds specified in Schedule XII of SEBI (LODR) Regulations, 2015 from time to time**

"Material Modification" shall mean 'modification of any terms of trade with a related party which has a financial impact in the transaction value crossing the material threshold limit as specified in Schedule XII of SEBI (LODR) Regulations, 2015 from time to time

"Brand usage or Royalty" means a transaction involving payments to a related party with respect to brand usage or royalty or payment of trade mark fees or any other arrangements incidental thereto shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, **exceeds five per cent of the annual consolidated turnover** of the company as per the last audited financial statements of the company.

"Ordinary Course of Business" means all such acts and transactions undertaken by the company, including, but not limited to sale or purchase of goods, property or services, leases, transfers, providing of guarantees or collaterals, in the ordinary course of its trade or business.

"Policy" means Related Party Transaction Policy/ Policy on Related Party Transactions and Materiality

"Regulations" means SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time.

"Related Party" means related party as defined in regulation 2(zb) of Regulations, Companies Act 2013 and Accounting Standards.

"Related Party Transactions" (RPTs) have the meaning as defined under Regulation 2(1)(zc) of the Regulations, as means a transfer of resources, services or obligations between

- (i) the Company or any of its subsidiaries on one hand and a related party of the Company on the other hand; or
- (ii) the Company on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the Company (w.e.f April 01, 2023)

Regardless of whether a price is charged and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract.

The following shall not be construed as 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 Company 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.

"Relative" means relative as defined under section 2(77) of Act, read with rule 4 of the Companies (Specification of Definition Details) Rules 2014.

IV. MATERIAL RELATED PARTY TRANSACTION

- i. a transaction with a Related Party if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, **exceeds the thresholds specified in Schedule XII of SEBI (LODR) Regulations, 2015 from time to time**
- ii. 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 the Company as per the last audited financial statements.] Is a material Related Party transaction.

V. MATERIALITY THRESHOLDS AND APPROVALS

All related party transactions and subsequent modifications shall require prior approval of the audit committee of the Company:

Only those members of the audit committee, who are independent directors, shall approve related party transactions. The audit committee of the Company shall define "material modifications"

VI. APPROVAL OF RELATED PARTY TRANSACTIONS BY AUDIT COMMITTEE

- i. All Related Party Transactions (**one time or ongoing**) shall be put up before the Audit Committee for its consideration and approval.
- ii. The Audit Committee shall determine whether the Transactions are on Arms' Length Basis and in Ordinary Course of Business, while providing its approval and for this, the CFO and Compliance Officer shall provide background information and details to establish that it is an arms-length transaction.
- iii. If the Audit Committee determines that the Transactions are not on Arms' Length Basis or not in Ordinary Course of Business, or are "Material", or in any case requires the Board's approval, then it shall recommend such transactions to the Board for its approval.
- iv. Further, if the Board determines that such transactions are "material" and material modifications as defined by the audit Committee shall require prior approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.
- v. The Audit Committee may also provide an Omnibus approval to such transactions, which are repetitive in nature, on such terms and conditions as it may deem fit.

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: 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 rupees one crore per transaction

Such omnibus approval shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.

- vi. The details of transactions for which the Audit Committee give the Omnibus approvals, shall be placed on quarterly basis before the Committee, for its review.

VII. APPROVAL OF THE BOARD OF DIRECTORS OF THE COMPANY

As per the provisions of Section 188 of the Act, all kinds of transactions specified under the said Section and which are not in the ordinary course of business or not at arm's length basis, are placed before the Board for its approval. In addition to the above, the following kinds of transactions with related parties are also placed before the Board for its approval:

- a. Transactions which may be in the ordinary course of business and at arm's length basis, but which are as per the policy determined by the Board from time to time (i.e. value threshold and/or other parameters) require Board approval in addition to Audit Committee approval;
- b. 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;
- c. Transactions which are in the ordinary course of business and at arm's length basis, but which as per Audit Committee requires Board approval
- d. Transactions meeting the materiality thresholds laid down above in the Policy, which are intended to be placed before the shareholders for approval.

VIII. APPROVAL OF THE SHAREHOLDERS OF THE COMPANY

All the transactions with related parties exceeding the materiality thresholds, laid down in the Policy, are placed before the shareholders for approval.

In addition to the above, all kinds of transactions specified under Section 188 of the Act which

- (a) are not at Arm's Length or not in the ordinary course of business; 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.

Validity of omnibus approval for material related party transactions by shareholders shall be in case of

AGM approval: valid till next AGM

EGM approval: valid for 1 year from the date of approval

IX. AMENDMENTS

Notwithstanding the above, the applicable provisions and amendments, if any, under the Act and/ or Regulations 2015 in respect of Related Party Transactions shall be implemented by the Company. The Audit Committee is empowered by the Board to recommend the amendments to this Policy from time to time as it deems appropriate.

X. DISCLOSURE

The Related Party Transactions shall be disclosed in the Company's applicable filings as required by the Act and Regulations and the said Policy shall be disclosed on Company's Website as required under Regulation.

The Company shall submit on the same date of publication of its standalone financial results for the half year, disclosures of related party transactions, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on the website.

The Company shall submit such related party disclosures on the date of publication of its standalone financial results for the half year ended in the format specified in the relevant accounting standards for the results to the stock exchanges and publish the same on the website

XI. STATUTORY REGISTERS

- i) The Company shall maintain a register, physically or electronically, giving separately the particulars of all contracts or arrangements to which this policy applies and such register shall be placed for signing/taken note of before the meeting of the Board of directors.
- ii) The Company shall maintain such register at the Registered Office of the Company and provide extracts from such register to a member of the Company on his request, as per the applicable provisions of the Act.
- iii) Such register shall also be produced at the commencement of every Annual General Meeting of the Company and shall remain open and accessible during the continuation of the meeting to any person having the right to attend the meeting.
- iv) Such register shall be preserved permanently and shall be kept in the custody of the Company Secretary.

XII. RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY

In the event the Company becomes aware of a transaction with a related party that has not been approved in accordance with this Policy prior to its consummation, the matter shall be reviewed by the Audit Committee. The Audit Committee shall consider all 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. 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 failure of the internal control systems and shall take any

such action it deems appropriate.

In any case, where the Audit Committee determines not to ratify a related party transaction that has been commenced without approval, the Audit Committee, as appropriate, may direct additional actions including, but not limited to, discontinuation of the transaction or seeking the approval of the shareholders, payment of compensation by the defaulting person (as may be decided by the Audit Committee) to the related party or the Company as the case may be, etc. In connection with any review/approval of a related party transaction, the Audit Committee has authority to modify or waive any procedural requirements of this Policy.

XIII. REVIEW OF THE POLICY

The policy will be reviewed once in three years or as and when regulatory changes are notified, whichever is earlier.

Last Reviewed and Approved	12 th February 2026
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