



RELATED PARTY TRANSACTION POLICY

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1. Introduction

The Board of Directors (the “Board”) of Peoples Investment Limited (the “Company”), adopts the following policy and procedures with regard to Related Party Transactions (RPT) as defined below, in compliance with the requirements of Section 188 of the Companies Act 2013 (the “Act”) and Rules made thereunder and any subsequent amendments thereto and in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), in order to ensure the transparency and procedural fairness of Related Party Transactions.

2. Purpose

This policy aims to chart out procedures to ensure that the transactions with related parties are fair.

Regulation 23 of Listing Regulations *inter alia* provides that the Company shall formulate a Policy on materiality of Related Party Transactions and on dealing with Related Party Transactions. This Policy intends to comply with the requirements of Listing Regulations (as may be amended from time to time) and the Act, read with Rules made thereunder, to ensure proper approval and reporting of dealings with Related Parties.

This policy also intends to ensure the transparency of approval process and disclosures requirements to ensure fairness in the conduct of related party transactions, in terms of the applicable laws. This Policy shall supplement the Company’s other policies in force that may be applicable to or involve transactions with related persons.

3. Definition

- **“Act”** means Companies Act, 2013.
- **“Applicable Law”** includes (a) the Act and the rules made thereunder; (b) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 any other statute, law, standards, regulations or other governmental instruction relating to Related Party Transactions and amendments made thereto.

- **“Audit Committee or Committee”** means Committee of Board of Directors of the Company constituted under provisions of Listing Regulations and the Act.
- **“Board”** means Board of Directors of the Company.
- **“Key Managerial Personnel or KMP”** in relation to a Company, means:
 - i. the Chief Executive Officer or the Managing Director or the Manager;
 - ii. the Company Secretary;
 - iii. the Whole-time Director;
 - iv. the Chief Financial Officer;
 - v. such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board.
- **“Listing Regulations”** means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
- **“Material Related Party Transaction under the Act”** means transactions by the Company with related parties defined under Section 2 (76) of the Act of following nature, that are either not in the ordinary course of business or not on an arm’s length basis:
 - a. sale, purchase or supply of any goods or materials, directly or through appointment of agent, amounting to 10% or more of the turnover of the Company;
 - b. selling or otherwise disposing of, or buying, property of any kind directly or through appointment of agent, amounting to 10% or more of the net worth of the Company;
 - c. leasing of property of any kind amounting to 10% or more of the turnover of the Company;
 - d. availing or rendering of any services directly or through appointment of agent, amounting to 10% or more of the turnover of the Company;
 - e. such related party's appointment to any office or place of profit in the Company, its subsidiary company or associate company at a monthly remuneration exceeding Rs. 2,50,000; and
 - f. remuneration for underwriting the subscription of any securities or derivatives thereof, of the Company exceeding 1% of the net worth.

Explanation – (1) The turnover or net worth referred above shall be computed on the basis of the audited financial statement of the preceding financial year.

(2) Limits specified in sub-clause (a) to (d) shall apply for transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year.

➤ **“Material Related Party Transactions under the Listing Regulations”**

means:

- a. such Related Party Transactions to be entered into with a Related Party, value whereof individually or taken together with previous Related Party Transaction during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company or such other threshold as may be laid down from time to time by Applicable Law; or
 - b. A transaction involving payments made to a related party with respect to brand usage or royalty, value whereof taken 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 of the Company or such other threshold as may be laid down from time to time by Applicable Law.
- **“Policy”** means Related Party Transaction Policy.
- **“Related Party”** means any person or entity who is:
- a. a related party under Section 2(76) of the Act read with rules issued thereunder;
 - b. a related party under the applicable accounting standards;
 - c. any person or entity belonging to the promoter or promoter group of the listed entity and holding 20% or more of shareholding in the Company; or
 - d. any other person or entity as may be covered under Applicable Law from time to time.
- **“Related Party Transactions”** means any transaction, including a single transaction or a group of transactions in a contract, with a Related Party involving a transfer of resources, services or obligations regardless of whether a price is charged.

- **“Relative”** with reference to any person, means anyone who is related to another, in the following manner –
 - They are members of a Hindu Undivided Family;
 - They are husband and wife; or
 - Father (including step-father)
 - Mother (including step-mother)
 - Son (including step-son)
 - Son’s wife
 - Daughter
 - Daughter’s husband
 - Brother (including step-brother)
 - Sister (including step-sister)

4. Policy

4.1 Identification

- **Responsibility of directors and KMPs:** Each director and KMP is responsible for providing notice to the Board or Audit Committee of any potential Related Party Transaction involving him or her or his or her Relative, including any additional information about the transaction that the Board/Audit Committee may reasonably request.
- **Timeline:** The Company strongly prefers to receive such notice of any potential Related Party Transaction well in advance so that the Audit Committee/Board has adequate time to obtain and review information about the proposed transaction. Every director or KMP shall, within a period of thirty days of his appointment, or relinquishment of his office in other Companies, as the case may be, disclose to the Company the particulars relating to his/her concern or interest in other associations.
- **From Transfer Pricing Perspectives:** The related parties as defined under the Income Tax Act, 1961 shall also be determined by the Legal/ Finance Team in accordance with the relevant sections of the Act.

4.2 Review

- The management will determine whether the transaction does, in fact, constitute a Related Party Transaction requiring compliance with this policy.
- Audit Committee to be provided with all relevant information for review:
 - terms of the transaction,
 - business purpose of the transaction, and
 - any other relevant matters.
 - Guidance will be sought under the guidelines for transfer pricing as per the Income Tax Act, 1961.
 - Whether the transaction affects the independence of any independent director;
 - Whether there are any compelling business reasons for the Company to enter into the Related Party Transaction and the nature of alternative transactions, if any;
 - 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 prior approval of the Company was taken for the transaction; If prior approval was not taken, can the transaction be ratified; would such ratification be detrimental to the Company;
 - *In any case, where the Committee determines not to ratify a Related Party Transaction that has been commenced without approval, the Committee, as appropriate, may direct additional actions including, but not limited to, immediate discontinuation or rescission of the transaction. In connection with any review of a Related Party Transaction, the Committee has authority to modify or waive any procedural requirements of this Policy.*
 - Whether the Related Party Transaction would present an improper conflict of interest for any director or KMP of the Company, taking into account the size of the transaction, the overall financial position of the director, Executive Officer or other Related Party, the direct or indirect nature of the director's, KMP's or other Related Party's interest in the transaction and the ongoing nature of any proposed relationship and any other factors the Board/Committee deems relevant.

4.3 Approval

4.3.1 Approval of Audit Committee

- All Related Party Transactions shall require prior approval of Audit Committee
- The Audit Committee may grant omnibus approval for Related Party Transactions considering the repetitive nature of the transactions
- The Audit Committee shall specify the criteria for granting omnibus approvals to the Related Party Transactions proposed to be entered into by the Company in the manner and to the extent prescribed under the Applicable Laws. Such omnibus approvals shall be valid for one financial year. The Audit Committee shall, while granting such omnibus approvals, satisfy itself about the adherence to the criteria so specified by it.
- The omnibus approval shall specify:
 - (i) the name(s) of the Related Party, nature of transaction, period of transaction, maximum amount of transactions that shall be entered into,
 - (ii) the indicative base price / current contracted price and the formula for variation in the price if any; and
 - (iii) 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, the Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding rupees one crore per transaction.
- In case of transaction, other than transactions referred to in section 188 of the Act, where the Audit Committee does not approve the transaction, it shall make its recommendations to the Board.
- 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.
- The Audit Committee shall also review the statement containing Significant Related Party Transactions.
- In case, any transaction is entered into without obtaining the approval of the Audit Committee and is not ratified by the Audit Committee within three months from the date of the transaction, such transaction shall be voidable at the option of the Audit Committee and if the transaction is with the Related Party to any director or is authorised by any other director, the director concerned shall indemnify the Company against any loss incurred by it.

4.3.2 Approval of the Board

- All Related Party Transactions provided under Section 188 (1) (a) to (g) of the Act and that are not entered into in the ordinary course of business or not on an arm's length basis will require prior approval of the Board of Directors.
- Additionally, transactions that are recommended by the Audit Committee shall require approval of the Board.
- In case any director is interested in any transaction 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 transaction.
- In case, any related party transaction is entered into without obtaining Board's approval and it is not ratified by the Board at a meeting within three months from the date of the transaction, such transaction shall be voidable at the option of the Board and if the transaction is with a related party to any director, or is authorised by any other director, the directors concerned shall indemnify the Company against any loss incurred by it.

4.3.3 Approval of the shareholders

- All Material Related Party Transactions under the Act shall require prior approval of the shareholders through ordinary resolution if that are not entered into in the ordinary course of business or not on an arm's length basis. In case, any Material Related Party Transaction is entered into without obtaining shareholders' approval and it is not ratified by the shareholders at a meeting within three months from the date of the transaction, such transaction shall be voidable at the option of the shareholders and if the transaction is with a Related Party to any director, or is authorised by any other director, the directors concerned shall indemnify the Company against any loss incurred by it.
- All Material Related Party Transactions under the Listing Regulations shall require approval of the shareholders through ordinary resolution.
- All the Related Parties shall not vote to approve such resolutions irrespective of whether the Related Party is a party to the particular transaction or not.

4.4 Transactions Not Requiring Approval

Notwithstanding the foregoing, the following Related Party Transactions shall not require approval of Audit Committee or Shareholders:

- a. Any transaction that involves the providing of compensation to a director or KMP in connection with his or her duties to the Company, including the reimbursement of reasonable business and travel expenses incurred in the ordinary course of business.
- b. Any transaction in which the Related Party's interest arises solely from ownership of securities issued by the Company and all holders of such securities receive the same benefits pro rata as the Related Party.

5. Communication of this Policy

This Policy will be communicated to all operational employees and other concerned persons of the Company.

6. Maintenance of Register

The Company shall keep and maintain a register, either physically or electronically giving separately the particulars of all contracts or arrangements to which section 188 of the Act applies. If section 188(1) is not applicable because of the exception under the fourth proviso to section 188(1) i.e. transaction with related party at arms' length basis and in the ordinary course of business, the requirement regarding entries in the Register under section 189 of the Act would not apply and hence no entries in the register would be necessary.

The Company shall maintain such register in the registered office of the Company and provide extracts from such register to a member of the Company on his request, within seven days from the date on which such request is made upon the payment of such fee as may be specified in the articles of the Company but not exceeding ten rupees per page.

The register to be kept under this section shall also be produced at the commencement of every annual general meeting of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.

The register shall be preserved permanently and shall be kept in the custody of the Company Secretary /Chief Financial Officer of the Company or any other person authorized by the Board for the purpose.

7. Disclosure

- The Company shall submit within 30 days from the date of publication of its standalone and consolidated financial results for the half year, disclosures of Related Party Transactions on a consolidated basis, in the format specified in the relevant accounting

standards for annual results to the stock exchanges and publish the same on its website.

- The Company shall disclose the particulars of contract or arrangements entered into with the Related Party in the Board Report in Form AOC-2 to the shareholders along with the justification for entering into contracts or arrangements which are not at arm's length basis.
- The Company shall disclose this policy relating to Related Party Transactions on its website and also in the Annual Report.

8. Amendment

The Board of Directors reserves the power to review and amend this policy from time to time as required under the Act or Listing Regulations. Any exceptions to the Policy on Related Party Transactions must be consistent with the Act, including the rules promulgated thereunder and the Listing Regulations.