

I. INTRODUCTION

Torrent Pharmaceuticals Limited (the "Company" or "TPL") recognizes that Related Party Transactions can present potential or actual conflicts of interest and may raise questions about whether such transactions are fair and on arm's length basis. The Company has been in compliance with various laws and regulations in this regards so far and ensured that such transactions are in the best interest of the Company and shareholders.

The Companies Act, 2013 and the revised Clause 49 of Equity Listing Agreement ("Listing Agreement") have laid down extensive requirements to be fulfilled in case of Related Party Transactions. Additionally, the revised Listing Agreement specifies that the Company is required to formulate a policy on materiality of related party transactions and also on dealing with Related Party Transactions. Therefore, the Company hereby seeks to formulate a robust Related Party Transaction Policy dealing with the identification, review and approval of Related Party Transactions and to ensure that all such transactions are in the best interest of the Company and its shareholders.

II. APPLICABILITY

The Policy shall be applicable to all Related Party Transactions to be entered into or modification of any Related Party Transactions w.e.f. 1st October, 2014.

III. SCOPE

This Policy is applicable to all Related Party Transactions as per Companies Act, 2013 and the Listing Agreement. Any subsequent amendment/modification in the applicable statutes in this regards shall automatically apply to this Policy.

IV. DEFINITIONS

In this Policy, unless the context otherwise requires:

- (a) "Act" shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modifications, amendments, clarifications, circulars or re-enactment thereof.
- (b) "Arm's length basis" means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest. For

determination of Arm's length basis, guidance may be taken from provisions of Transfer Pricing under Income Tax Act, 1961.

- (c) "Associate Company", means any other company, in which the Company has a significant influence, but which is not a Subsidiary company of the Company having such influence and includes a joint venture company.

Explanation—For the purposes of this clause, "significant influence" means Control of at least twenty percent of total share capital, or of business decisions under an agreement.

- (d) "Audit Committee" means the Audit Committee, by whatever name called, constituted by the Board of Directors of the Company in compliance with Section 177 of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) read with Clause 49 of the Listing Agreement entered into by the Company with the Stock Exchanges.

- (e) "Control" has the same meaning as defined under section 2(27) of the Act.¹

- (f) "Director" means a director appointed on the Board of a company.

- (g) "Financial Year" shall mean the period beginning from 1st April of every year to 31st March of the succeeding year.

- (h) "Holding company", in relation to one or more other companies, means a company of which such companies are subsidiary companies;

- (i) "office or place of profit" means any office or place—

- i. where such office or place is held by a director, if the director holding it receives from the company anything by way of remuneration over and above the remuneration to which he is entitled as director, by way of salary, fee, commission, perquisites, any rent-free accommodation, or otherwise;

¹

"control" shall include the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner.;

- ii. where such office or place is held by an individual other than a director or by any firm, private company or other body corporate, if the individual, firm, private company or body corporate holding it receives from the company anything by way of remuneration, salary, fee, commission, perquisites, any rent-free accommodation, or otherwise;
- (j) “Policy” means this Related Party Transactions Policy of the Company.
- (k) “Relative” shall mean “relative” as defined in section 2(77) of the Act.²
- (l) “Related Party/ies” shall have the meaning as ascribed to it/ them as per provision V of the Policy.
- (m) “Related Party Transactions” shall have the meaning as ascribed to them as per provision VI of the Policy.
- (n) “Subsidiary Company” or “subsidiary”, in relation to any other company (that is to say the holding company), means a company in which the holding company—
 - i. controls the composition of the Board of Directors; or
 - ii. exercises or controls more than one-half of the total share capital either on its own or together with one or more of its subsidiary companies

A company shall be deemed to be a subsidiary company of the holding company even if the control referred to in sub-clause (i) or sub-clause (ii) is of another subsidiary company of the holding company. The composition of a company’s Board of Directors shall be deemed to be controlled by another company if that other company by exercise of some power exercisable by it at its discretion can appoint or remove all or a majority of the directors.

Words and expressions used and not defined in the Policy shall have the same meanings respectively assigned to them in the Act and/or Listing Agreement.

²
Section 2(77): “relative”, with reference to any person, means anyone who is related to another, if— they are members of a Hindu Undivided Family; (ii) they are husband and wife; or (iii) one person is related to the other in such manner as may be prescribed;

Rule 4 of Companies (Specification of definitions details) Rules, 2014: A person shall be deemed to be the relative of another, if he or she is related to another in the following manner, namely:-

- | | |
|--|--|
| (1) Father (including step-father) | (2) Mother (including the step-mother) |
| (3) Son (including the step-son) | (4) Son’s wife |
| (5) Daughter | (6) Daughter’s husband |
| (7) Brother (including the step-brother) | (8) Sister (including the step-sister) |

V. IDENTIFICATION OF RELATED PARTIES

An entity shall be considered as related to the Company if:

- (i) such entity is a related party under Section 2(76) of the Act (Annexure 1); OR
- (ii) such entity is a related party under the applicable accounting standards (Annexure 2).

VI. RELATED PARTY TRANSACTION

A related party transaction ("RPT") is a transfer of resources, services or obligations between a company and a related party, regardless of whether a price is charged whether by way of any contract, arrangement or otherwise.

Explanation: A "transaction" with a related party shall be construed to include single transaction or a group of transactions in a contract.

VII. TYPES OF RELATED PARTY TRANSACTIONS

i. Category 'A' RPTs

Category 'A' RPTs shall mean such RPTs which, when entered into individually, or taken together with previous transactions, 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."

The identification of Category 'A' RPTs is done as per the definition of "Material RPTs" under the provisions of the Listing Agreement. Any subsequent amendment/modification in this regards in the Listing Agreement shall automatically apply to this Provision.

ii. Category 'B' RPTs

Category 'B' RPTs shall mean such RPTs which satisfy the three conditions mentioned below:

1. RPTs which are either not in the ordinary course of business or not at an arm's length basis;

2. RPTs are in respect of any of the following:

- (a) sale, purchase or supply of any goods or materials;
- (b) selling or otherwise disposing of, or buying, property of any kind;
- (c) leasing of property of any kind;
- (d) availing or rendering of any services;
- (e) appointment of any agent for purchase or sale of goods, materials, services or property;
- (f) related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
- (g) underwriting the subscription of any securities or derivatives thereof, of the company; and

3. The amount of RPTs mentioned in sub-provision (2) above exceeds such sum, as may be prescribed under Section 188(1) of the Act read with Companies (Meetings of Board and its Power) Rules, 2014.³

The identification Category 'B' RPTs is done with reference to Section 188(1) of the Act. Any subsequent amendment/modification in this regards in the Act shall automatically apply to this Provision.

iii. **Category 'C' RPTs**

Category 'C' RPTs shall mean those RPTs which fall under the criteria mention in provision VII(ii)(1) and (2) above, but does not fall under VII(ii)(3).

³ As on date, the Rules in this regards read as follows:

For the purposes of first proviso to sub-section (1) of section 188, except with the prior approval of the company by a resolution, a company shall not enter into a transaction or transactions, where the transaction or transactions to be entered into, –

(a) as contracts or arrangements with respect to clauses (a) to (e) of sub-section (1) of section 188, with criteria as mentioned below -

(i) sale, purchase or supply of any goods or materials, directly or through appointment of agent, exceeding ten per cent. of the turnover of the company or rupees one hundred crore, whichever is lower, as mentioned in clause (a) and clause (e) respectively of sub-section (1) of section 188;

(ii) selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent, exceeding ten per cent. of net worth of the company or rupees one hundred crore, whichever is lower, as mentioned in clause (b) and clause (e) respectively of sub-section (1) of section 188;

(iii) leasing of property of any kind exceeding ten per cent. of the net worth of the company or ten per cent. of turnover of the company or rupees one hundred crore, whichever is lower, as mentioned in clause (c) of sub-section (1) of section 188;

(iv) availing or rendering of any services, directly or through appointment of agent, exceeding ten per cent. of the turnover of the company or rupees fifty crore, whichever is lower, as mentioned in clause (d) and clause (e) respectively of sub-section (1) of section 188:

Explanation. – It is hereby clarified that the limits specified in sub-clauses (i) to (iv) shall apply for transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year.

(b) is for appointment to any office or place of profit in the company, its subsidiary company or associate company at a monthly remuneration exceeding two and half lakh rupees as mentioned in clause (f) of subsection of section 188; or

(c) is for remuneration for underwriting the subscription of any securities or derivatives thereof, of the company exceeding one per cent. of the net worth as mentioned in clause (g) of sub-section (1) of section 188.

Explanation.- (1) The Turnover or Net Worth referred in the above sub-rules shall be computed on the basis of the Audited Financial Statement of the preceding Financial year.

The identification Category 'C' RPTs is done with reference to Section 188(1) of the Act. Any subsequent amendment/modification in this regards in the Act shall automatically apply to this Provision.

iv. **Category 'D' RPTs**

Category D RPTs shall mean any other RPTs which are not included in VII (i), (ii) or (iii) above.

VIII. REVIEW AND APPROVAL PROCESS

The following provisions lay down the procedure for review and approval of various types of RPTs

a. Category 'A' RPTs

The following process shall be followed for all Category 'A' RPTs entered into for the first time as well as any subsequent modification(s):

I. Review and Approval by Audit Committee

- i. The Agenda for the Audit Committee Meeting (at which Category 'A' RPTs are to be placed) shall contain atleast the items as stated in Annexure 3 alongwith justification for entering into such RPTs.
- ii. Where any Audit Committee member is interested in Category 'A' RPT, such director shall not be present at the meeting during discussions on the subject matter of the resolution relating to such RPT.
- iii. The Audit Committee shall consider and, if thought fit, approve the Category 'A' RPT and recommend the same to the Board for its approval subject to approval of Shareholders by means of an Ordinary Resolution. Such approval of Audit Committee may be obtained only at a duly convened meeting where the Audit committee members may participate either in person or through video conferencing or other audio visual means or through any other permissible means.

II. Review and Approval by the Board of Directors

- i. The Agenda for the Board Meeting (at which Category 'A' RPTs are to be placed) shall contain at least the items as stated in Annexure 3 alongwith justification for entering into such RPTs.
- ii. Where any director is interested in Category 'A' RPT, such director shall not be present at the meeting during discussions on the subject matter of the resolution relating to such RPT.
- iii. The Board shall consider and, if thought fit, approve, subject to approval of Shareholders by means of an Ordinary Resolution the Category 'A' RPTs recommended by the Audit Committee. The Board shall further recommend the same to the Shareholders for their approval. Such an approval and recommendation of Board has to be obtained at a duly convened meeting of the Board where the Directors may participate either in person or through video conferencing, other audio visual means or thru any other permissible means.

III. Review and Approval by the Shareholders

- i. Category 'A' RPT approved by the Board shall require approval of Shareholders of the Company by way of Ordinary Resolution. The explanatory statement annexed to the notice calling General Meeting containing such resolution shall contain the particulars mentioned in Annexure 4.
- ii. Any entity who is a Related Party in terms of Provision V of the Policy, shall abstain from voting for such resolution irrespective of whether the entity is a party to the particular transaction or not.
- iii. A Copy of every resolution in relation to RPTs passed by Shareholders and together with the explanatory statement, annexed to the notice calling the meeting in which the resolution is proposed, shall be filed with the Registrar within thirty days of the passing or making thereof in such manner and as specified under section 403 of the Act.

Exception: Save as otherwise provided in the Policy, any transaction entered into by the Company with its wholly owned subsidiary (whose accounts are consolidated

with the Company and placed before the shareholders at the general meeting for approval) shall be exempted from any of the approvals mentioned in this provision VIII a.

b. Category 'B' RPTs

The following process shall be followed for all Category 'B' RPTs entered into for the first time as well as any subsequent modification(s):

I. Review and Approval by Audit Committee

- i. The Agenda for the Audit Committee Meeting (at which Category 'B' RPTs are to be placed) shall contain atleast the items as stated in Annexure 3 alongwith justification for entering into such RPTs .
- ii. Where any Audit Committee member is interested in Category 'B' RPT, such director shall not be present at the meeting during discussions on the subject matter of the resolution relating to such RPT.
- iii. The Audit Committee shall consider, and if thought fit, approve such RPTs and recommend the same to the Board for its approval, subject to prior approval of Shareholders by means of an Ordinary Resolution. Such approval of Audit Committee may be obtained only at a duly convened meeting where the Audit committee members may participate either in person or through video conferencing or other audio visual means or through any other permissible means.

II. Review and Approval by the Board of Directors

- i. The Agenda for the Board Meeting (at which Category 'B' RPTs are to be placed) shall contain atleast the items as stated in Annexure 3 alongwith justification for entering into such RPTs.
- ii. Where any Director is interested in such RPTs, such Director shall not be present at the meeting during discussions on the subject matter of the resolution relating to such contract or arrangement.
- iii. The Board shall consider and, if thought fit, approve, subject to prior approval of Shareholders by means of an Ordinary Resolution, Category 'B'

RPTs recommended by the Audit Committee. The Board shall further recommend the same to the Shareholders for their prior approval. Such an approval and recommendation of Board has to be obtained at a duly convened meeting of the Board where the Directors may participate either in person or through video conferencing or other audio visual means or through any other permissible means.

III. Review and Approval by the Shareholders

- i. Category 'B' RPT approved by the Board shall require prior approval of Shareholders of the Company by way of Ordinary Resolution. The explanatory statement annexed to the notice calling General Meeting containing such resolution shall contain the particulars mentioned in Annexure 4.
- ii. Any member who is a Related Party with reference to or in the context of such Category 'B' RPT for which the said Ordinary Resolution is being passed shall not be allowed to vote for such resolution.
- iii. Where such RPT is between the Company and its wholly-owned subsidiary, an Ordinary Resolution by the shareholders of the Company shall be sufficient approval for entering into such transaction.
- iv. A Copy of every resolution in relation to RPT passed by Shareholders and together with the explanatory statement, annexed to the notice calling the meeting in which the resolution is proposed, shall be filed with the Registrar of Companies within thirty days of the passing or making thereof in such manner as specified under section 403 of the Act.

Exception: Save as otherwise provided in the Policy, any transaction entered into by the Company with its wholly owned subsidiary (whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval) shall be exempted from the Shareholder's approval mentioned in this provision VIII b.

c. Category 'C' RPTs

The following process shall be followed for all Category 'C' RPTs entered into for the first time as well as any subsequent modification(s):

I. Review and Approval by Audit Committee

- i. The Agenda for the Audit Committee Meeting (at which Category C RPTs are to be placed) shall contain atleast the items as stated in Annexure 3 alongwith justification for entering into such RPTs .
- ii. Where any Audit Committee member is interested in Category 'C' RPT, such director shall not be present at the meeting during discussions on the subject matter of the resolution relating to such RPT.

The Audit Committee shall consider and, if thought fit, approve such RPTs and recommend the same to the Board for its approval. Such approval of Audit Committee may be obtained only at a duly convened meeting where the Audit committee members may participate either in person or through video conferencing or other audio visual means or through any other permissible means.

II. Review and Approval by the Board of Directors

- i. The Agenda for the Board Meeting (at which Category 'C' RPTs are to be placed) shall contain atleast the items as stated in Annexure 3 alongwith justification for entering into such RPTs.
- ii. Where any Director is interested in such RPT, such director shall not be present at the meeting during discussions on the subject matter of the resolution relating to such RPT.
- iii. The Board shall consider and, if thought fit, approve the Category 'C' RPTs recommended by the Audit Committee. Such an approval of Board has to be obtained at a duly convened meeting of the Board where the Directors may participate either in person or through video conferencing, other audio visual means or through any other permissible means.

d. Category 'D' RPT

The following process shall be followed for all Category 'D' RPTs entered into for the first time as well as any subsequent modification(s):

I. Review and Approval by Audit Committee

- i. The Agenda for the Audit Committee Meeting (at which such RPTs are to be placed) shall contain a statement of Category 'D' RPTs for its consideration and approval, prior to the Company entering into such transaction.
- ii. Where any Audit Committee member is interested in Category 'D' RPT, such director shall not be present at the meeting during discussions on the subject matter of the resolution relating to such RPT.
- iii. The Audit Committee shall consider and if thought fit, approve such RPTs. Such approval of Audit Committee may be obtained by way of circular resolution or at a duly convened meeting where the Audit committee members may participate either in person or through video conferencing or other audio visual means or through any other permissible means. The Audit Committee, in case it deems fit, may direct the Company to include any of the Category 'D' RPTs the list of other Categories for approval of Board or Shareholders, as the case may be, and the procedure for approval applicable to those transactions shall consequently apply.
- iv. The Audit Committee may grant omnibus approval for Category 'D' RPTs proposed to be entered into by the Company subject to the following conditions:
 - a. The Audit Committee shall lay down the criteria for granting the omnibus approval in line with the RPT Policy of the Company.
 - b. The proposed RPT is in line with the Policy and is repetitive in nature.
 - c. The Audit Committee shall satisfy itself the need for such omnibus approval and that such approval is in the interest of the company;
 - d. Such omnibus approval shall specify the following:

- i. the name(s) of the related party, nature of transaction, period of transaction, maximum amount of transaction that can 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;

Provided that where the need for RPT cannot be foreseen and aforesaid details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rs.1 crore per transaction.

- e. Audit Committee shall review, atleast on a quarterly basis, the details of RPTs entered into by the company pursuant to each of the omnibus approval given.
- f. Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.

Exception: Save as otherwise provided in the Policy, any transaction entered into by the Company with its wholly owned subsidiary (whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval) shall be exempted from the obtaining prior approval of the Audit Committee as mentioned in this provision. However, the same shall have to be placed before the Audit Committee for post approval.

IX. GENERAL PRINCIPLES

- i. It shall be the responsibility of the Board to monitor and manage potential conflicts of interest of management, board members and shareholders, including abuse in Related Party Transactions.
- ii. The Independent Directors of the Company shall pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company.

- iii. The Audit Committee shall have the following powers with respect to RPT:
 - To seek information from any employee.
 - To obtain outside legal or other professional advice.
 - To secure attendance of outsiders with relevant expertise, if it considers necessary
 - To investigate any RPT.
- iv. The CFO of the Company is authorised to issue necessary guidelines for implementation of this Policy.
- v. The Company shall always ensure that all RPTs entered into shall be at an arm's length basis unless exempted under the applicable laws.
- vi. The Company while entering into any RPT, shall ensure that such RPT is in the best interest of the Company and adheres to this Policy. All relevant facts and circumstances available, including but not limited to the following, shall be considered:
 - a. The benefits to the Company by entering into such RPT;
 - b. The extent of the Related Party's interest;
 - c. The availability of other sources of comparable products or services;
 - d. The extent to which the terms of the RPTs are less favourable than terms generally available in non-related transactions under like circumstances;
 - e. The aggregate value of the RPT; and
 - f. The impact on a Director's independence if the RPT is entered into with an Independent Director or a relative of such Director.
- vii. Where any transaction is covered under more than one Category of RPT as per Provision VII of the Policy, then such provisions of Review and Approval process shall apply to the transaction, as are stricter in nature.
- viii. Where any Category 'B' or Category 'C' RPTs is entered into by a director or any other employee, without obtaining the consent of the Board or approval by an Ordinary Resolution in the general meeting and if it is not ratified by the Board or, as the case may be, by the shareholders at a meeting **within 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 and if the contract or arrangement 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.

Without prejudice to the foregoing provisions, it shall be open to the Company to proceed against a director or any other employee who had entered into such RPT in contravention of the provisions of this section for recovery of any loss sustained by it as a result of such RPT.

X. REVIEW / DISCLOSURE REQUIREMENTS IN RELATION TO RPT

- i. Details of all Category 'A' RPTs shall be disclosed quarterly to the Stock Exchanges along with the compliance report on corporate governance.
- ii. All Category 'B' and Category 'C' RPTs are to be disclosed in Board's Report along with justification for entering into such RPT.
- iii. The following RPTs entered into by the Company, shall be placed before the Audit Committee for review on a quarterly basis:
 - a. RPTs entered into by the company pursuant to each of the omnibus approval given by the Audit Committee.
 - b. RPT entered into by the Company which are otherwise exempted from obtaining prior approval of Audit Committee.
- iv. The Company shall disclose the Policy on its website and a weblink of the same shall be given in the Annual Report.

XI. REVIEW OF THE POLICY

The Company shall review the Policy every two years unless such revision is necessitated earlier.

ANNEXURE 1

Definition of Related Parties as per Section 2(76) of the Companies Act, 2013

“Related party”, with reference to a company, means—

- (i) a director or his relative;
- (ii) a key managerial personnel or his relative;
- (iii) a firm, in which a director, manager or his relative is a partner;
- (iv) a private company in which a director or manager or his relative is a member or director;
- (v) a public company in which a director or manager is a director and holds along with his relatives, more than two per cent. of its paid-up share capital;
- (vi) any body corporate whose Board of Directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager;
- (vii) any person on whose advice, directions or instructions a director or manager is accustomed to act:
Provided that nothing in sub-clauses (vi) and (vii) shall apply to the advice, directions or instructions given in a professional capacity;
- (viii) any company which is—
 - (A) a holding, subsidiary or an associate company of such company; or
 - (B) a subsidiary of a holding company to which it is also a subsidiary;
- (ix) such other person as may be prescribed;

Additional requirement as per Rule 3 of Companies (Specification of definitions details) Rules, 2014

For the purposes of sub-clause (ix) of clause (76) of section 2 of the Act, a director, other than Independent Director, or key managerial personnel of the holding company or his relative with reference to a company, shall be deemed to be a related party.

ANNEXURE 2**Definition of Related Parties under applicable Accounting Standards****➤ Related Party with reference to a Company means:**

- (a) enterprises that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the reporting enterprise (this includes holding companies, subsidiaries and fellow subsidiaries);
- (b) associates and joint ventures of the reporting enterprise and the investing party or venturer in respect of which the reporting enterprise is an associate or a joint venture;
- (c) individuals owning, directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence over the enterprise, and relatives of any such individual;
- (d) key management personnel and relatives of such personnel; and
- (e) enterprises over which any person described in (c) or (d) is able to exercise significant influence. This includes enterprises owned by directors or major shareholders of the reporting enterprise and enterprises that have a member of key management in common with the reporting enterprise.

➤ In this context, the following are deemed not to be related parties:

- (a) two companies simply because they have a director in common, notwithstanding paragraph 3(d) or (e) above (unless the director is able to affect the policies of both companies in their mutual dealings);
- (b) a single customer, supplier, franchiser, distributor, or general agent with whom an enterprise transacts a significant volume of business merely by virtue of the resulting economic dependence; and
- (c) the parties listed below, in the course of their normal dealings with an enterprise by virtue only of those dealings (although they may circumscribe the freedom of action of the enterprise or participate in its decision-making process):
 - (i) providers of finance;
 - (ii) trade unions;
 - (iii) public utilities;
 - (iv) government departments and government agencies including government sponsored bodies.

ANNEXURE 3

Items for Audit Committee Meeting Agenda and Board Meeting Agenda:

- a) the name of the related party and nature of relationship;
- b) the nature, duration of the contract and particulars of the contract or arrangement;
- c) the material terms of the contract or arrangement including the value, if any;
- d) any advance paid or received for the contract or arrangement, if any;
- e) the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;
- f) whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and
- g) any other information relevant or important for the Audit Committee or Board, as may be applicable to take a decision on the proposed transaction.

ANNEXURE 4

Items for Explanatory Statement to be annexed to Notice of a General Meeting:

- a) name of the related party ;
- b) name of the director or key managerial personnel who is related, if any;
- c) nature of relationship;
- d) nature, material terms, monetary value and particulars of the contract or arrangement;
- e) any other information relevant or important for the members to take a decision on the proposed resolution.