



## **HINDUJA VENTURES LIMITED**

### **RELATED PARTY TRANSACTIONS POLICY**

*Adopted by the Board of Directors on August 12, 2014 pursuant to the Listing Agreement.*

*Amended by the Board of Directors on February 11, 2016 in order to align with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

#### **1. Introduction**

This policy is framed by Hinduja Ventures Limited (hereinafter referred to as “HVL”) pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

#### **2. Definitions**

- i. “Act” means Companies Act, 2013 including any statutory modification or re-enactment thereof
- ii. “HVL” means Hinduja Ventures Limited
- iii. “Board” means Board of Directors of HVL.
- iv. “Related Party” with reference to the Company, means an entity where:
  - a. such entity is a related party as defined under section 2(76) of the Act; or
  - b. such entity is a related party under the applicable accounting standards.
- v. “Related Party Transactions” means a transaction between HVL and a related party which is of the nature specified in sub-clause (a) to (g) of section 188 (1) of the Act, or is a related party transaction under Regulation 2(1)(zc) of the Listing Regulations.

#### **3. Transactions between HVL and Related Parties and Materiality Threshold**

The transactions between HVL & Related Parties shall be entered into in a manner that is compliant with the applicable provision of the Act and Regulation 23 of the Listing Regulations.

A transaction with a Related Party shall be treated as “material” if the transaction /transaction(s) to be entered into individually or taken together with the previous transaction(s) during a financial year, with such related party exceed(s) 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

#### **4. Internal processes in regard to Related Party Transactions**

The Company shall, with the approval of the Board, establish appropriate internal processes for the purpose of identification of Related Parties and any transactions with them, determination of whether the transaction(s) is in the ordinary course of business, whether the transaction(s) is on an arm's length basis, monitoring "materiality" threshold, and other relevant matters to ensure adherence to this policy in entering into transactions with Related Parties.

#### **5. Amendment**

The Board reserves its right to amend or modify this policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification shall be inconsistent with the applicable provision of the Listing Regulations, Act or any law for the time being in force.