

Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions”

(“RPT Industry Standards”)

Date: June 26, 2025

INDEX

| Para | Subject | Page No. |
|-------------|---|-----------------|
| | Executive Summary | [2-3] |
| 1. | Applicability of the RPT Industry Standards | [4] |
| 2. | Words and expressions used in the RPT Industry Standards | [5] |
| 3. | Guidelines for placing information to the Audit Committee | [6] |
| 4. | Minimum Information to be provided to the Audit Committee for approval (including ratification) of RPTs. | [7] |
| | PART A. Minimum information of the proposed RPT, applicable to all RPTs. (Para A1 to A5) | [8-11] |
| | PART B. Information to be provided only if a specific type of RPT is proposed to be undertaken and is in addition to Part A. <i>Seven types of RPTs have been specified</i> (Para B1 to B7) | [12-19] |
| | PART C. Information to be provided only if a specific type of RPT proposed to be undertaken is a <u>material RPT</u> and is in addition to Part A and Part B (with respect to such RPT). (Para C1 to C6) | [20-28] |
| 5. | Minimum Information to be provided to the shareholders for approval of Material RPTs. | [29] |

EXECUTIVE SUMMARY

1. In accordance with the provisions of Regulation 23(2), (3) and (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”), prior approval of the Audit Committee and shareholders, as the case may be, is required for the Related Party Transactions¹ (“**RPTs**”).
2. The objective of these RPT Industry Standards is to provide a standard format for minimum information to be provided to the Audit Committee and Shareholders (as applicable) for review and approval of RPT.
3. Accordingly, the Industry Standards Forum (“**ISF**”) comprising of representatives from three industry associations, viz. ASSOCHAM, CII and FICCI, under the aegis of the Stock Exchanges, formulated standards for “Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction (“**Industry Standards**”), in consultation with SEBI, which were notified vide SEBI Circular dated February 14, 2025 and effective from April 01, 2025. On receipt of feedback from various stakeholders requesting extension of timeline for applicability of the Industry Standards, SEBI notified that the effective date of the Circular shall be July 01, 2025.
4. Further, stakeholders also requested for simplification of the Industry Standards. SEBI, accordingly, advised the ISF to take into consideration such feedback and review the Industry Standards. Such revised Industry Standards (referred as “**RPT Industry Standards**”) have been now finalized by the ISF, in consultation with SEBI, which will substitute the Industry Standards notified by SEBI vide Circular dated February 14, 2025, and are structured as under:
 - **Part A:** This Part of the Standards captures the minimum information of the proposed RPT and is **applicable to all RPTs**.
 - **Part B:** This Part is **applicable only if a specific type of RPT is proposed to be undertaken** and is in addition to Part A. *Seven types of RPTs have been specified.*
 - **Part C:** This Part is **applicable only if a specific type of RPT proposed to be undertaken is a Material RPT** as defined under Regulation 23(1) & (1A) of the LODR Regulations (“**Material RPTs**”); and is in addition to Part A and Part B (with respect to such RPT).

For example, if a listed entity seeks approval for a proposed RPT relating to loans, it must disclose information under Part A [sub-paras A(1) to A(6)] and Part B – Para B(2). If the proposed RPT is a Material RPT, then in addition to the disclosures under Part A and Part B – Para B(2), information under Part C – Para C(1) must also be provided.
5. The minimum information to be provided to the shareholders for approval of Material RPTs is specified in **Para 5**.

¹ The terms “related party” and “related party transaction” are as defined under LODR Regulations.

Note:

- (a) The RPT Industry Standards are only procedural in nature; the substantive compliance requirements are covered under the relevant provisions of the LODR Regulations.*
- (b) The RPT Industry Standards have been prepared in consultation with SEBI. Any modification to the RPT Industry Standards can be made only in consultation with SEBI.*
- (c) The RPT Industry Standards are in conformity with the provisions of the LODR Regulations and/or applicable SEBI Circulars. However, if a particular part of the RPT Industry Standards becomes inconsistent with subsequent changes in the LODR Regulations and/or SEBI Circular/s, the provisions of the LODR Regulations and/or the SEBI Circular/s shall prevail.*

1. Applicability of the RPT Industry Standards:

- (1) The RPT Industry Standards shall be applicable for all RPTs placed for review and approval by the Audit Committee of the listed entity, in terms of Regulation 23(2) and 23(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”).
- (2) The RPT Industry Standards shall be applicable in case of material RPTs as defined under Regulation 23(1) & 23(1A) of the LODR Regulations, which are placed for approval of both the Audit Committee and the shareholders.
- (3) The RPT Industry Standards shall not be applicable to:
 - (a) Transactions exempted under Regulation 23(5) of the LODR Regulations; and
 - (b) Quarterly review of RPTs by the Audit Committee in terms of Regulation 23(3)(d) of the LODR Regulations.
 - (c) Transaction(s) with a related party to be entered into individually or taken together with previous transactions during a financial year (including which are approved by way of ratification) **do not exceed Rs. One Crore.**
- (4) The RPT Industry Standards shall be applicable from **the date as may be specified by the SEBI (“effective date”)**. However, it is clarified that:
 - (a) If the Audit Committee and/or shareholders have granted approval before **effective date**, for RPTs to be executed on or after **effective date**, then it will not be necessary for the listed entity to seek approval during the validity of the approval unless there is any material modification to such RPTs which is presented to Audit Committee after **effective date**.
 - (b) If omnibus approval has been granted before **effective date** for RPTs for the financial year 2025-26, then the listed entity is not required to seek fresh approval with disclosures as per the RPT Industry Standards. However, any material modification to such RPTs on or after **effective date**, shall be subject to the RPT Industry Standards.
 - (c) If a Material RPT is approved by Audit Committee before **effective date**, the RPT Industry Standards shall not apply, irrespective of whether the notice to shareholders is sent either before or on or after the **effective date**.

2. Words and expressions used in the RPT Industry Standards:

The “words and expressions” used in the RPT Industry Standards shall be construed in the following manner:

- (1) Words and expressions defined under the LODR Regulations, shall be construed in the manner they have been defined in LODR Regulations;
- (2) Words and expressions used but not defined in LODR Regulations, but defined under the SEBI Act, 1992 or the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules thereof and regulations made thereunder shall have the same meaning as assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

3. Guidelines for placing information to the Audit Committee:

- (1) The management of the listed entity, while providing the information to the Audit Committee, shall:
 - (a) Provide information in the format specified in the RPT Industry Standards. Where a field is not applicable, it shall be indicated as 'NA', and the reason for non-applicability shall be disclosed to the Audit Committee, unless it is self-evident.
 - (b) Provide Certificate from the Chief Executive Officer (CEO)/Managing Director/Whole Time Director/ Manager and Chief Financial Officer (CFO) of the Listed Entity confirming that the terms of RPTs proposed to be entered into are in the interest of the Listed Entity.
 - (c) Provide a copy of the valuation or other report of external party, if any.
 - (d) If the audited financial statements of the related party are not available for immediately preceding financial year, it shall provide the financial extracts as relevant to/for the minimum information to be provided under the RPT Industry Standards, duly certified by the related party, as drawn from its books of accounts.
 - (e) When the related party follows a different financial year, such fact shall be disclosed.
 - (f) In case of multiple types of proposed transactions, details to be provided separately for each type of the proposed transaction – *for example, (i) the sale of goods and the purchase of goods would need to be treated as separate transactions; (ii) the sale of goods and the sale of services would need to be treated as separate transactions; (iii) the giving of loans and the giving of guarantee would need to be treated as separate transactions*
- (2) The Audit Committee may, at its discretion, comment on information provided by the management. Such comments and the rationale for not approving a RPT shall be recorded in the minutes of the meeting of the Audit Committee.
- (3) The Audit Committee may seek any additional information from the management, as it deems necessary and reasonable, to evaluate the proposed RPT.

4. Minimum Information to be provided to the Audit Committee for approval (including ratification) of RPTs.

PART A

Minimum information of the proposed RPT, applicable to all RPTs

Note: This part requires disclosure in sub-para(s) (A1 to A5) under the following headings in case of all Related Party Transaction(s):

- A(1): Basic details of the related party
- A(2): Relationship and ownership of the related party
- A(3): Details of previous transactions with the related party
- A(4): Amount of the proposed transaction(s)
- A(5): Basic details of the proposed transaction

A(1).

Basic details of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|--|
| 1. | Name of the related party | |
| 2. | Country of incorporation of the related party | |
| 3. | Nature of business of the related party | |

A(2).

Relationship and ownership of the related party

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|--|
| 1. | <p>Relationship between the listed entity/subsidiary¹ (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). <p>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control².</p> <p>While calculating indirect shareholding, shareholding held by relatives³ shall also be considered.</p> | |

¹ The term “subsidiary”, is as defined under LODR Regulations, and accessible here: ([Link](#))

² The term “control” is as defined under LODR Regulations, and accessible here: ([Link](#))

³ The term “relative” is as defined under LODR Regulations, and accessible here: ([Link](#))

A(3).

Details of previous transactions with the related party

| S. No. | Particulars of the information | Information provided by the management | | | | | | | | | |
|--------|---|--|------------------------|--------------------|--|--|--|--|--|--|--|
| 1. | <p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</p> <table border="1"> <thead> <tr> <th>S. No.</th><th>Nature of Transactions</th><th>FY 20xx-20xx (INR)</th></tr> </thead> <tbody> <tr> <td></td><td></td><td></td></tr> <tr> <td></td><td></td><td></td></tr> </tbody> </table> <p><i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i></p> | S. No. | Nature of Transactions | FY 20xx-20xx (INR) | | | | | | | |
| S. No. | Nature of Transactions | FY 20xx-20xx (INR) | | | | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| 2. | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. | | | | | | | | | | |
| 3. | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. | | | | | | | | | | |

A(4).

Amount of the proposed transaction(s)

| S. No. | Particulars of the information | Information provided by the management | | | | | | | | |
|------------------|--|--|-----------------------|----------|--|------------------|--|-----------|--|--|
| 1. | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | | | | | | | | | |
| 2. | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes or No? | | | | | | | | |
| 3. | Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year | % | | | | | | | | |
| 4. | Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | % | | | | | | | | |
| 5. | Value of the proposed transactions as a percentage of the related party’s annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | % | | | | | | | | |
| 6. | <div>Financial performance of the related party for the immediately preceding financial year:<table><tr><th>Particulars</th><th>FY 20xx-20xx (INR)</th></tr><tr><td>Turnover</td><td></td></tr><tr><td>Profit After Tax</td><td></td></tr><tr><td>Net worth</td><td></td></tr></table></div> <div>Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</div> | Particulars | FY 20xx-20xx (INR) | Turnover | | Profit After Tax | | Net worth | | |
| Particulars | FY 20xx-20xx (INR) | | | | | | | | | |
| Turnover | | | | | | | | | | |
| Profit After Tax | | | | | | | | | | |
| Net worth | | | | | | | | | | |

A(5).

Basic details of the proposed transaction

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1. | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | |
| 2. | Details of each type of the proposed transaction | |
| 3. | Tenure of the proposed transaction (tenure in number of years or months to be specified) | |
| 4. | Whether omnibus approval is being sought? | <i>Yes or No</i> |
| 5. | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | |
| 6. | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | |
| 7. | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control. | |
| | a. Name of the director / KMP | |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | |
| 8. | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | |
| 9. | Other information relevant for decision making. | |

PART B

Information to be provided *only* if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A,

- B(1): Sale, purchase or supply of goods or services or any other similar business transaction and trade advances
- B(2): Loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary
- B(3): Investment made by the listed entity or its subsidiary
- B(4): Guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee)), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.
- B(5): Borrowings by the listed entity or its subsidiary
- B(6): Sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate¹.
- B(7): Transactions relating to payment of royalty

¹ The term “associate” is as defined under LODR Regulations, and accessible here: ([Link](#))

B(1).

Disclosure *only* in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1. | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | |
| 2. | Basis of determination of price. | |
| 3. | In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following: | |
| | a. Amount of Trade advance | |
| | b. Tenure | |
| | c. Whether same is self-liquidating? | |

B(2).

Disclosure *only* in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1. | Source of funds in connection with the proposed transaction. <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.</i> | |
| 2. | Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i> | |
| | a. Nature of indebtedness | |
| | b. Total cost of borrowing | |
| | c. Tenure | |
| | d. Other details | |
| 3. | Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. <i>Note:</i> (1) <i>This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i> (2) <i>Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.</i> | |
| 4. | Proposed interest rate to be charged by listed entity or its subsidiary from the related party. | |
| 5. | Maturity / due date | |
| 6. | Repayment schedule & terms | |
| 7. | Whether secured or unsecured? | |
| 8. | If secured, the nature of security & security coverage ratio | |
| 9. | The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction. | |

B(3).

Disclosure *only* in case of transactions relating to investment made by the listed entity or its subsidiary

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1. | Source of funds in connection with the proposed transaction. <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i> | |
| 2. | Where any financial indebtedness is incurred to make investment, specify the following: <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies.</i> | |
| | a. Nature of indebtedness | |
| | b. Total cost of borrowing | |
| | c. Tenure | |
| | d. Other details | |
| 3. | Purpose for which funds shall be utilized by the investee company. | |
| 4. | Material terms of the proposed transaction | |

B(4).

Disclosure *only* in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1. | (a) Rationale for giving guarantee, surety, indemnity or comfort letter | |
| | (b) Whether it will create a legally binding obligation on listed entity? | <i>Yes or No</i> |
| 2. | Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked. | |
| 3. | The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified. | |

B(5).

Disclosure *only* in case of transactions relating to borrowings by the listed entity or its subsidiary

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1. | Material covenants of the proposed transaction | |
| 2. | Interest rate (<i>in terms of numerical value or base rate and applicable spread</i>) | |
| 3. | Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i> | |
| 4. | Maturity / due date | |
| 5. | Repayment schedule & terms | |
| 6. | Whether secured or unsecured | |
| 7. | If secured, the nature of security & security coverage ratio | |
| 8. | The purpose for which the funds will be utilized by the listed entity / subsidiary | |

B(6).

Disclosure *only* in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1. | Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity. | |
| 2. | Basis of determination of price. | |
| 3. | Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate. | |
| 4. | Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years: | |
| | | |
| | | |
| | | |
| | | |
| 5. | Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking. | |
| | a. Expected impact on turnover | |
| | b. Expected impact on net worth | |
| | c. Expected impact on net profits | |

B(7).

Disclosure only in case of transactions relating to payment of royalty

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1. | Purpose for which royalty is proposed to be paid to the related party in the current financial year. <i>Note: For companies with a composite license agreement that includes a bundle of intellectual property rights (IPRs) such as brands, patents, technology and know-how, <u>state the key components</u> of such agreements and <u>the reasons</u> royalty attributable to those key components could not be furnished separately.</i> | |
| | a. For use of brand name / trademark | <i>As a % of total royalty proposed to be paid</i> |
| | b. For transfer of technology know-how | <i>As a % of total royalty proposed to be paid</i> |
| | c. For professional fee, corporate management fee or any other fee | <i>As a % of total royalty proposed to be paid</i> |
| | d. Any other use (specify) | <i>As a % of total royalty proposed to be paid</i> |
| 2. | <p>(a) The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies in other jurisdiction.</p> <p>(b) If No, furnish information below.</p> <p>If royalty is paid to the parent company, disclose royalty received by the parent company from group entities in other jurisdiction:</p> <ul style="list-style-type: none"> Minimum rate of royalty charged along with corresponding absolute amount Maximum rate of royalty charged along with corresponding absolute amount <p><i>Note: The disclosure shall be made on a gross basis (Cost to the Company), including taxes paid on behalf of the recipient of royalty.</i></p> | <p>Yes or No?</p> <p>%</p> |
| 3. | Sunset Clause for Royalty payment, if any. | |

PART C

Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a *material RPT* and is in addition to Part A and B

Note: This part requires disclosure under sub-para C1 to C6, as may be applicable, in addition to disclosures in Part A and Part B, only in case of material RPTs relating to:

- C(1): Transactions relating to any loans and advances (other than trade advance) or inter-corporate deposits given by the listed entity or its subsidiary.
- C(2): Investment made by the listed entity or its subsidiary.
- C(3): Guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.
- C(4): Borrowings by the listed entity or its subsidiary.
- C(5): Sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.
- C(6): Transactions relating to payment of royalty.

C(1).

Disclosure *only* in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|--|
| 1. | <p>Latest credit rating of the related party</p> <p><i>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</i></p> | |
| 2. | <p>Default on borrowings, <i>if any</i>, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p> <p>In addition, state the following:</p> <ol style="list-style-type: none"> Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting; Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p> | |
| | FY 20xx-20xx | |
| | FY 20xx-20xx | |
| | FY 20xx-20xx | |

C(2).

Disclosure *only* in case of transactions relating to any investment made by the listed entity or its subsidiary

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1. | <p>Latest credit rating of the related party</p> <p><i>Note:</i></p> <p>a. <i>Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i></p> <p>b. <i>This shall be applicable in case of investment in debt securities.</i></p> | |
| 2. | Whether any regulatory approval is required. If yes, whether the same has been obtained. | |

C(3).

Disclosure *only* in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| 1. | <p>If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party</p> <p><i>Note:</i></p> <p>a. <i>Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i></p> <p>b. <i>This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p> | |
| 2. | <p>Details of solvency status and going concern status of the related party during the last three financial years:</p> <p><i>FY 20xx-20xx</i></p> <p><i>FY 20xx-20xx</i></p> <p><i>FY 20xx-20xx</i></p> | |
| 3. | <p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee)-surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p> | |
| 4. | <p>Default on borrowings, <i>if any</i>, over the last three financial years, by the related party from the listed entity or any other person.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p> | |

| | | |
|--|---|--|
| | <p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p> | |
| | FY 20xx-20xx | |
| | FY 20xx-20xx | |
| | FY 20xx-20xx | |

C(4).

Disclosure *only* in case of transactions relating to borrowings by the listed entity or its subsidiary

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|--|
| 1. | Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.</i> | |
| | a. Before transaction | |
| | b. After transaction | |
| 2. | Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.</i> | |
| | a. Before transaction | |
| | b. After transaction | |

C(5).

Disclosure *only* in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate

| S. No. | Particulars of the information | Information provided by the management |
|--------|---|--|
| 1. | Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months. | |
| 2. | Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details. | |
| 3. | Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary? | |
| 4. | Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary? | |
| 5. | Are there any other major non-financial reasons for going ahead with the proposed transaction? | |

C(6).

Disclosure *only* in case of transactions relating to payment of royalty

| S. No. | Particulars of the information | Information provided by the management |
|-----------|--|---|
| 1. | Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial years | |
| | <i>FY 20xx-20xx</i> | <i>Amount of royalty</i> |
| | <i>FY 20xx-20xx</i> | <i>Amount of royalty</i> |
| | <i>FY 20xx-20xx</i> | <i>Amount of royalty</i> |
| 2. | Purpose for which royalty was paid to the related party during the last three financial years. <i>Explanation: For companies with a composite license agreement that includes a bundle of intellectual property rights (IPRs) such as brands, patents, technology and know-how, state the key components of such agreements and the reasons royalty attributable to those key components could not be furnished separately.</i> | |
| | a. For use of brand name / trademark | <i>As a % of aggregate amount of royalty for the last 3 FYs</i> |
| | b. For transfer of technology know-how | <i>As a % of aggregate amount of royalty for the last 3 FYs</i> |
| | c. For professional fee, corporate management fee or any other fee | <i>As a % of aggregate amount of royalty for the last 3 FYs</i> |
| | d. Any other use (specify) | <i>As a % of aggregate amount of royalty for the last 3 FYs</i> |
| 3. | Royalty paid in last 3 FYs as % of Net Profits of previous FYs | |
| | <i>FY 20xx-20xx</i> | <i>%</i> |
| | <i>FY 20xx-20xx</i> | <i>%</i> |
| | <i>FY 20xx-20xx</i> | <i>%</i> |
| 4. | Percentage or Rate at which royalty has increased in the past 3 years, if any, vis-à-vis rate at which the turnover and profits after tax have increased during the same period. | <i>%</i> |

5.

Peer Comparison:

Listed entity or its subsidiary paying royalty for any purpose shall also disclose whether any relevant Industry Peer pays royalties for the same purpose, which is disclosed in its audited annual financial statements for the relevant period:

| | Listed Entity / Subsidiary | Peer 1 | Peer 2 | Peer 3 |
|--|----------------------------|------------------|------------------|------------------|
| Royalty payment over last 3 years | Aggregate amount | Aggregate amount | Aggregate amount | Aggregate amount |
| Royalty paid as a % of net profits over the last 3 years | % | % | % | % |
| Annual growth rate of Turnover over last 3 years | % | % | % | % |

Explanation: In the case of the payment of, the criteria for comparison with Industry Peers shall be as follows:

a.

The Listed Entity will compare the royalty payment with a minimum of three suitable and relevant Industry Peers (i.e. apple to apple comparable Industry Peers), where feasible.

b.

In cases where fewer than three Industry Peers are available, the listed entity will disclose, that only one or two peers are available for comparison.

c.

If the listed entity is part of any sectoral index, the listed entity is to consider the other constituents of such sectoral index for the purpose of peer comparison which are in similar line of business.

d.

In case there are no Industry Peers, the Listed Entity shall state that no Industry Peers are available for comparison.

5. Minimum Information to be provided to the shareholders for approval of Material RPTs:

- (1) The explanatory statement contained in the notice to the shareholders for seeking their approval for an RPT shall provide the minimum information so as to enable the shareholders to take a view whether the terms and conditions of the RPT are favorable to the listed entity.
- (2) The notice to the shareholders seeking approval for any material RPT shall, in addition to the requirements under the Companies Act, 2013, include the following information as a part of the explanatory statement:
 - (a) Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.
 - (b) Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.
 - (c) Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.
 - (d) Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.
 - (e) Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.
 - (f) The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.
 - (g) Any other information that may be relevant.
