



रेलटेल कार्पोरेशन ऑफ इंडिया लिमिटेड

RailTel Corporation of India Ltd.

Policy for consideration and approval of Related Party Transactions

{Pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015}

POLICY FOR CONSIDERATION AND APPROVAL OF RELATED PARTY TRANSACTIONS

1. Preamble

The Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**") have laid down extensive requirements to be fulfilled in case of Related Party Transactions. Additionally, SEBI Regulations specifies that the Company is required to formulate a policy on materiality of related party transactions and on dealing with Related Party Transactions including clear threshold limits duly approved by the Board of Directors and such policy shall be reviewed by the Board of Directors atleast once every three years and updated accordingly. Therefore, the Board of Directors (the "**Board**") of RailTel Corporation of India Ltd. ("**RailTel**" or "**the Company**") at its meeting held on 22/12/2020 has adopted this Related Party Transaction policy ("**Policy**") in line with the requirements of Regulation 23 of **SEBI Listing Regulations**. This Policy was effective from 22/12/2020. The Policy is being further revised with effect from 24/01/2024.

1.1 Objective of the Policy

The objective of this Policy is to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and its Related Parties in accordance with the Applicable Law.

2. Definitions

2.1 Applicable Law:

"**Applicable Law**" means the Companies Act, 2013 (the "**Act**") and the Rules prescribed thereunder, the SEBI Listing Regulations and includes any other statute, law, standards, regulations or other governmental instruction relating to Related Party Transactions.

2.2 Arm's Length Transaction:

"**Arm's Length Transaction**" means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest as defined in explanation (b) to section 188 (1) of the Act.

2.3 Associate:

"**Associate**" means a company as defined under section 2(6) of the Act, or under applicable accounting standard".

2.4 Audit Committee:

"**Audit Committee**" means the Audit Committee of the Board of Directors of the Company constituted under the provisions of the Act and SEBI Listing regulations.

2.5 Director

"**Director**" means a person as defined in Section 2(34) of the Act.

2.6 Key Managerial Personnel

"Key Managerial Personnel" mean the officers of the Company as defined in Section 2(51) of the Act.

2.7 Employees

"Employees" mean the employees and office-bearers of the Company, including but not limited to Whole-Time Directors.

2.8 Ordinary Course of Business

"Ordinary Course of Business" means all such acts and transactions undertaken by the Company in the normal routine to conduct its business operations and activities and includes all such activities which the Company can undertake as per the Objects clause of the Memorandum of Association of the Company.

2.9 "Material Modification"

"Material Modification" in relation to a related party transaction approved by the Audit committee or a material related party transaction approved by the shareholders as the case may be, means any variation having an impact on the monetary limits already approved by the Audit committee or Shareholders, exceeding 25% of the originally approved transaction.

Provided that in the value of RPT on account of following shall not be considered as material modification:

1. Change in quantity or rate of the existing RPT due to the reasons beyond control of the related parties; and
2. Change due to revision / imposition of statutory levies like taxes, duties, etc.

2.10 Material Related Party Transactions

"Material Related Party Transactions" means a transaction with a Related Party as specified under SEBI Listing Regulations and as amended from time to time.

2.11 Relative

"Relative" shall have the meaning assigned to it in Section 2(77) of the Act and the Rules prescribed thereunder and SEBI Listing Regulations.

2.12 Related Party

"Related Party" means related party as defined in Section 2(76) of the Act, and regulation 2(1)(zb) of the SEBI Listing Regulations; or under the applicable Accounting Standards.

2.13 Related Party Transactions

"Related Party Transactions" means such transactions as specified under Section 188 of the Act, or Rules prescribed thereunder and Regulation 2 (1) (zc) of the SEBI Listing Regulations including any amendment or modification thereof, as may be applicable.

2.14 Senior Management

"Senior Management" means officers/personnel of the Company who are members of its core management team excluding Board of Director normally this shall comprise all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include the functional heads, by whatever name called company secretary and chief financial officer.

2.15 Subsidiary

"Subsidiary" means a company as defined in Section 2(87) of the Act read with relevant Rules prescribed thereunder.

2.16 Any other term not defined herein shall have the same meaning as defined in the Act, the SEBI Listing Regulations, Securities Contracts (Regulation) Act, 1956 or any other Applicable Law or Regulation in force.

3. Review And Approval Of Related Party Transactions

3.1 Audit Committee Approval:-

All Related Party Transactions and subsequent material modifications shall require prior approval of the Audit Committee and while considering any transaction, the Committee shall take into account all relevant facts and circumstances including the terms of the transaction, the business purpose of the transaction, the benefits to the Company, or any other relevant matters.

Provided that only those members of the audit committee, who are independent directors, shall approve related party transactions.

Provided further that:

- (a) the audit committee of a listed entity shall define "material modifications" and disclose it as part of the policy on materiality of related party transactions and on dealing with related party transactions;
- (b) with effect from April 1, 2023, a related party transaction to which the subsidiary of a listed entity is a party but the listed entity is not a party, shall require prior approval of the audit committee of the listed entity if the value of such transaction whether entered into individually or taken together with previous transactions during a financial

year, exceeds ten per cent of the annual standalone turnover, as per the last audited financial statements of the subsidiary;

(c) prior approval of the audit committee of the listed entity shall not be required for a related party transaction to which the listed subsidiary is a party but the listed entity is not a party, if regulation 23 and regulation 15(2) of these regulations are applicable to such listed subsidiary.

Explanation: For related party transactions of unlisted subsidiaries of a listed subsidiary as referred to in (c) above, the prior approval of the audit committee of the listed subsidiary shall suffice.

The Audit Committee may grant omnibus approval for the proposed Related Party Transaction subject to the following conditions:

- a) The Audit Committee shall laydown the criteria for granting omnibus approval in line with this Policy and such approval shall be applicable in respect of transactions which are repetitive in nature;
- b) The Audit Committee shall satisfy itself regarding the need for such omnibus approval and that such approval is in the interest of the Company;
- c) Such omnibus approval shall specify the following:
 - Name(s) of the Related Party;
 - Nature of the transaction;
 - Period of transaction;
 - Maximum amount of transaction that can be entered into;
 - The indicative base price / current contracted price and the formula for variation in the price, if any, and;
 - Such other conditions as the Audit Committee may deem fit.
- d) In such cases where the need for Related Party Transaction cannot be foreseen and details as required above are not available, the Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rs. 1 crore per transaction;
- e) 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 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.

3.2 Board of Directors Approval:-

(a) All Related Party Transactions that are beyond the prescribed limits as per Companies (Meetings of Board & its Powers) Rules, 2014, as amended from time to time and being not in the ordinary course of business of the company and/ or not on an arm's length basis, shall require approval of the Board.

(b) All Material Related Party Transactions, requiring the approval of the shareholders, shall also need to be approved by the Board.

- Such approval of Board may be obtained at a duly convened meeting.

3.3 Shareholder's Approval:-

(a) All Related Party Transactions that are beyond the prescribed limits as per Companies (Meetings of Board & its Powers) Rules, 2014 and being not in the ordinary course of business of the company and/ or not on an arm's length basis, shall require approval of shareholders through resolution (after due approval by the Board).

(b) All material related party transactions and subsequent material modifications as defined by the audit committee under shall require prior approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not:

Provided that prior approval of the shareholders of a listed entity shall not be required for a related party transaction to which the listed subsidiary is a party but the listed entity is not a party, if regulation 23 and regulation 15(2) of these regulations are applicable to such listed subsidiary.

Explanation: For related party transactions of unlisted subsidiaries of a listed subsidiary as referred above, the prior approval of the shareholders of the listed subsidiary shall suffice.

- General Points:-

- a) All entities falling under the definition of related parties shall not vote to approve the relevant transaction irrespective of whether the entity is a party to the particular transaction or not.
- b) Point No. 3 shall not be applicable for the following transactions:-
 - i) Transactions entered into between two Government Companies;
 - ii) Transactions entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval;
 - iii) Transactions entered into between two wholly-owned subsidiaries of the listed holding company, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.
 - iv) A resolution plan approved under section 31 of the Insolvency and Bankruptcy Code, 2016, as amended.

Explanation: For the purpose of (i) above, "Government Company" shall have the same meaning as defined in Section 2(45) of the Companies Act, 2013."

In case, there is a material or substantial change in terms and conditions of existing related party transaction, then it would be governed by this policy.

In the event of inadvertent omission to seek the approval of the Related Party Transaction in accordance with the policy, the Audit Committee/Board/Shareholders reserve the right to ratify as they may deem fit.

4. Identification of Potential Related Party Transactions

The respective Directors/ Key Managerial Personnel/ Executive Directors/ Functional Heads 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. Board/Audit Committee will determine whether the transaction does, in fact, constitute a Related Party Transaction requiring compliance with this policy.

Executive Directors/ Functional Heads shall intimate to Corporate Finance and to Company Secretary Department within 10 days of end of each quarter all the transactions with related parties. Based upon above, all the Related Party Transaction shall be put up to the Audit Committee/Board.

5. Disclosures

All required disclosures with respect to Related Party Transactions shall be made in accordance with the requirement of Companies Act and SEBI Regulations. As per Regulation 23(9) of the SEBI (LODR) Regulations, 2015, the Company shall submit to the Stock Exchanges disclosures of related party transactions in the format as specified by SEBI from time to time, and publish the same on its website.

Provided further that the Company shall make such disclosures every six months on the date of publication of its standalone and consolidated financial results w.e.f. 01.04.2023

6. Limitation

In the event of any conflict between the provisions of this Policy and of the SEBI Regulations/ Companies Act, 2013 or any other statutory enactments, rules, then, the provisions of the Regulations / Companies Act, 2013 or other statutory enactments, rules, as the case may be shall prevail over this Policy and shall be adhered to accordingly by all concerned.

7. Policy on Materiality of Related Party Transactions

A transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceed the threshold limits prescribed SEBI Regulations and/or under Section 188 of the Companies Act, 2013 as may be applicable to a particular related party transaction.

“Material Related Party Transactions”:

A transaction with a related party shall be considered material if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds the threshold limits prescribed under SEBI Regulations and /or under Section 188 of the Companies Act, 2013 as may be applicable to a particular related party transaction.

Materiality Threshold for Related Party Transaction:

Sr. No.	Nature of Transaction	Materiality as per Companies Act, 2013	Materiality as per SEBI Regulations
1	Sale, purchase or supply of any goods or materials directly or through appointment of agents.	Amounting to 10% or more of Turnover of the Company.	Exceeds Rs. 1000 Crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower or as amended by SEBI from time to time.
2	Buying, selling or disposing of property of any kind directly or through appointment of agents	Amounting to 10% or more of Net worth of the Company.	
3	Leasing of any kind of property	Amounting to 10% or more of Turnover of the Company.	
4	Availing or rendering of any services directly or through appointment of agents	Amounting to 10% or more of Turnover of the Company.	
5	Appointment to any office or place of profit in the company its subsidiary company or associate company	Monthly remuneration exceeding Rs.2,50,000	
6	Remuneration for underwriting the subscription of any securities in or derivatives thereof	Exceeding 1% of net worth of the Company.	

Further, with effect from July 01, 2019, a Transaction involving payments made to a Related Party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed five percent of the annual consolidated Turnover of the Company as per the last audited financial statements of the Company.

The limits specified in sub-clauses 1 to 6 shall apply for transaction(s) to be entered into either individually or taken together with the previous transactions during a financial year.

The Turnover or Net Worth mentioned in above table shall be computed on the basis of the Audited Financial Statement of the preceding financial year. Annual consolidated Turnover shall be as per the last audited financial statements of the RailTel Corporation of India Ltd.

Provided that the requirements specified under this sub-regulation shall not apply in respect of a resolution plan approved under section 31 of the Insolvency Code, subject to the event being disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

8. Amendment

The policy shall be reviewed by the Board of Directors at least once every three years and updated accordingly.

Any or all provisions of this policy would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications, etc. on the subject as may be issued by relevant statutory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereunder and this policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

Summary of the approval and consideration/recommendation mechanism under the Listing Regulations and the Companies Act, 2013

Details of Transaction(s)	Details of Transaction(s) Approving Authority
All Related Party Transactions and any subsequent modification	Audit Committee
RPTs which are not in Ordinary Course of Business or not on arm's length basis or both (below threshold limits)	Recommendation by Audit Committee to the Board for approval. Approval by the Board
Material RPTs & RPT which are not in Ordinary Course of Business or not on arm's length basis or both (above threshold limit) Except the following: i) Transactions entered into between two Government Companies; ii) Transactions entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval; iii) Transactions entered into between two wholly-owned subsidiaries of the listed holding company, whose accounts are consolidated with such holding company and placed before the shareholders at	Recommendation by Audit Committee to the Board for approval. Recommendation by the Board to Shareholders. Approval by the Shareholders

the general meeting for approval. iv) A resolution plan approved under section 31 of the Insolvency and Bankruptcy Code, 2016, as amended	
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