

STAR DELTA TRANSFORMERS LIMITED



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POLICY ON MATERIALITY OF RELATED PARTY TRANSACTIONS AND ON DEALING WITH RELATED PARTY TRANSACTIONS (Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Revised on 14/04/2025

1. INTRODUCTION

The Board of Directors ("Board") of Star Delta Transformers Limited ("Company") has adopted a policy on Related Party Transactions ("Policy") and procedures with regard to Related Party Transactions ("RPT") after considering the recommendation of the Audit Committee, in line with the requirements of Companies Act, 2013 ("Act") and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as may be applicable to the Company.

This Policy is intended to ensure that proper reporting, approval and disclosure processes are in place to regulate transactions between the Company and its Related Parties based on the laws and regulations applicable to the Company. This Policy specifically deals with the review and approval of Related Party Transactions.

2. OBJECTIVE OF THE POLICY

This policy is framed based on SEBI Listing Regulations and the provisions of the Act and is intended to govern the transactions between the Company and its Related Parties. The objective of this Policy is to set out:

- a) Materiality thresholds for Related Party Transactions; and
- b) The manner of dealing with the transactions between the Company and its Related Parties.

3. DEFINITIONS

"Audit Committee" means **"the Committee"** constituted by the Board of the Company under provisions of SEBI Listing Regulations and the Act, as amended from time to time.

"Associate company", in relation to another company, means a company in which that other Company has a significant influence, but which is not a subsidiary company of the Company having such influence and includes a joint venture company.

“Board of Directors” or “the Board” means the Board of Directors of Star Delta Transformers Limited , as constituted from time to time.

“Company” means Star Delta Transformers Limited , registered under the Companies Act, 2013.

“Key Managerial Personnel” - As per 2(51) of the Act, Key Managerial Personnel (KMP), in relation to a company, means—

- i. the Chief Executive Officer or the Managing Director or the Manager;
- ii. the Company Secretary;
- iii. the Whole-time Director;
- iv. the Chief Financial Officer;
- v. such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
- vi. such other officer as may be prescribed.

“Material Related Party Transaction(s)”: means a transaction with a related party where the transaction(s) to be entered into individually or taken together with previous transaction(s) during a financial year exceeds Rs. 1,000 crores or 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company, whichever is lower;

“Material Modifications”: means any modification in the existing related party transaction wherein the modification in the approved limit is Rs. 1 crore or 10% of existing approved limit, whichever is higher.

Whereas, with respect to material related party transactions, the material modification will be decided by the Audit Committee from time to time.

“Policy” means Policy on Related Party Transactions.

“Related Party(ies)” means a person or entity that is related to the Company. Parties are related if one party has the ability to control the other party or exercise significant influence over the other party directly or indirectly in making the financial and/or operating decisions and includes:

- 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 the Company; or
 - b. a subsidiary of a holding company to which the Company is also a subsidiary;
 - c. an investing company or venture of the Company
(For the purpose of this clause, “the investing company or the venturer of a company” means a body corporate whose investment in the company would result in the company becoming an associate company of the body corporate.)
- ix. A director (other than an 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.
- x. any person or entity that is classified as the promoter or promoter group of the Company; and
- xi. any person or entity, holding equity shares in the Company either directly or on a beneficial interest basis as provided under section 89 of the Companies Act, 2013, at any time, during the immediate preceding financial year as follows:
 - a. 20% or more;
 - b. 10% or more effective from April 1, 2023.
- xii. Any other persons as may be prescribed under the Act or as defined under the applicable accounting standards.

“Related Party Transaction”, means a transaction involving a transfer of resources, services or obligations between:

1. the Company or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or
2. the Company or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the Company or any of its subsidiaries;

regardless of whether price is charged and a transaction with a related party shall be construed to include a single transaction or a group of transactions in a contract.

Provided that the following shall not be a related party transaction:

- a. the issue of specified securities on a preferential basis, subject to compliance of the requirements under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- b. the following corporate actions which are uniformly applicable/offered to all shareholders in proportion to their shareholding:
 - i. payment of dividend;
 - ii. sub-division or consolidation of securities;
 - iii. issuance of securities by way of a rights issue or a bonus issue; and
 - iv. buy-back of securities.
- c. retail purchases from the Company or its subsidiary by its directors or its employees, without establishing a business relationship and at the terms which are uniformly applicable/offered to all employees and directors.

“Relative”, with reference to any person, means anyone who is related to another, if —

- i. they are members of a Hindu Undivided Family;
- ii. they are husband and wife; or
- iii. one person is related to the other in the following manner- :
 - a. Father (including step-father)
 - b. Mother (including step-mother)
 - c. Son (including step-son)
 - d. Son’s wife
 - e. Daughter
 - f. Daughter’s husband
 - g. Brother (including step-brother)
 - h. Sister (including step-sister)

Explanation: Any words / terms used in the Policy but not defined herein shall have the same meaning ascribed to it, in the Act or rules made thereunder, the SEBI Listing Regulations, the Indian Accounting Standards or any other relevant legislation / law applicable to the Company.

4. IDENTIFICATION OF POTENTIAL RELATED PARTY TRANSACTIONS

Each Director and Key Managerial Personnel is responsible for providing notice to the Company Secretary of any potential Related Party Transaction involving him/her or his/ her Relative, including any additional information about the transaction that the Board/Audit Committee may request, for being placed before the Audit Committee and/or the Board.

The Board shall record the disclosure of interest and the Audit Committee will determine whether the transaction does, in fact, constitute a Related Party Transaction requiring compliance with this Policy.

The Company has to receive such notice of any potential Related Party Transaction well in advance to place it before the Audit Committee, so that the Audit Committee has adequate time to obtain and review information about the proposed transaction.

4.1. Review of Related Party Transactions

All Related Party Transactions and subsequent Material Modifications shall be subject to prior approval of the Audit Committee except for the transactions for which exemption is available under law and mentioned in para of “Level 1 Audit Committee’s Approval” under overall framework of Approval for RPTs.

In case the transactions entered into between a holding company and its wholly owned subsidiary which are not in ordinary course of business and/or not on arm’s length basis, they shall mandatorily require prior approval of the Audit Committee.

Any member of the Committee who has a potential interest in any Related Party Transaction will abstain from discussion and voting on the approval of the Related Party Transaction.

To review a Related Party Transaction, the Committee will be provided with all relevant material information of the Related Party Transaction specifically mentioned in **Annexure 1**, including the terms of the transaction, the business purpose of the transaction, the benefits to the Company and to the Related Party, and any other relevant matters.

4.2. Considerations for approval of Related Party Transactions

In determining whether to approve a Related Party Transaction, the Committee will consider the following factors, among others, to the extent relevant to the Related Party Transaction:

- i. Whether the terms of the Related Party Transaction are fair and on arm’s length basis to the Company and would apply on the same basis if the transaction did not involve a Related Party;
- ii. Whether there are any undue compelling business reasons or exigency for the Company to enter into the Related Party Transaction and the nature of alternative transactions, if any;
- iii. Whether the Related Party Transaction would affect the independence of the directors/KMP;
- iv. Whether the proposed transaction includes any potential reputational risk issues that may arise as a result of or in connection with the proposed transaction;
- v. Where the ratification of the Related Party Transaction is allowed by law and is sought from the Committee, the reason for not obtaining the prior approval of the Committee and whether subsequent ratification / post-facto approval would be detrimental to the Company;
- vi. Compare existing contracts/agreements (if any) and its terms with one or more identical or similar transactions and compare the market terms known for such similar transactions and;
- vii. Whether the Related Party Transaction would present an improper conflict of interest for any

Director or Key Managerial Personnel of the Company, taking into account the size of the transaction, the overall financial position of the Director, or other Related Party, the direct or indirect nature of the Director's, Key Managerial Personnel's or other Related Party's interest in the transaction and the ongoing nature of any proposed relationship and any other factors the Board/Committee deems relevant.

If the Committee determines that a Related Party Transaction should be brought before the Board, or if the Board in any case elects to review any such matter or it is mandatory under any law for the Board to approve the Related Party Transaction, then the Board shall consider and approve the Related Party Transaction at a meeting /resolution by circulation and the considerations set forth above shall apply to the Board's review and approval of the matter, with such modification as may be necessary or appropriate under the circumstances.

If a Related Party Transaction will be ongoing, the Audit Committee may establish guidelines for the management to follow in its ongoing dealings with the Related Party. Thereafter, the Committee shall periodically review and assess ongoing relationships with the Related Party. Any material amendment, renewal or extension of a transaction, arrangement or relationship previously reviewed under this Policy shall also be subject to subsequent review under this Policy.

5. OVERALL FRAMEWORK OF APPROVAL FOR RELATED PARTY TRANSACTIONS

Level 1 - Audit Committee's Approval

All Related Party Transactions and subsequent Material Modifications shall be subject to prior approval of the Audit Committee whether at a meeting or by resolution passed by circulation (in case of business exigencies) and only those members of the Audit Committee, who are independent directors, shall approve Related Party Transactions.

In case of a Related Party Transaction where subsidiary of the Company is a party, but the Company is not a party, they shall require prior approval of the Audit Committee of the Company, if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds:

- a. 10% of the annual standalone turnover as per the last audited financial statements of the subsidiary.

Prior approval of the Audit Committee shall not be required for following transactions:

- i. Transactions entered into between the company and its wholly owned subsidiary, whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.
- ii. Transactions entered into between two wholly owned subsidiaries of the Company, whose accounts are consolidated with the Company and placed before the shareholders at the general

meeting for approval;

- iii. Transactions which are in the nature of payment of statutory dues, statutory fees or statutory charges entered into between an entity on one hand and the Central Government or any State Government or any combination thereof on the other hand.
- iv. Transaction to which the listed subsidiary is a party but the Company is not a party, if Regulation 23 and sub-regulation (2) of Regulation 15 of SEBI Listing Regulations are applicable to such listed subsidiary. For related party transactions of unlisted subsidiaries of a listed subsidiary as referred above, the prior approval of the audit committee of the listed subsidiary shall suffice.

In case the transactions entered into between a holding company and its wholly owned subsidiary which are not in ordinary course of business and/or not on arm's length basis, such transactions shall mandatorily require prior approval of the Audit Committee and only those members of the Audit Committee, who are independent directors, shall approve related party transactions.

Level 2 – Board's Approval

All Related Party Transactions approved by the Audit Committee may be noted by the Board. However, all related party transactions which are not in the ordinary course of business and not in arm's length basis shall be mandatorily approved by passing a resolution at the meeting of the Board. Where any director is interested in any contract or arrangement with a related party, such director shall not participate in discussions on the subject matter during the meeting relating to such contract or arrangement and shall not vote on the item of business.

Level 3 – Shareholder's Approval

i. Material Related Party Transaction:

All Material Related Party Transactions and subsequent Material Modifications shall require prior approval of the shareholders and no related party shall vote to approve such resolutions, whether the entity is a related party to the particular transaction or not.

However, prior approval of the shareholders of the Company will not be required in the following cases:

- Material Related Party Transactions entered between the Company and its wholly owned subsidiaries, whose accounts are consolidated with the Company and placed before the general meeting for approval of shareholders, shall not require prior approval of shareholders as stipulated under Regulation 23(5) of SEBI Listing Regulations.
- A related party transaction to which the listed subsidiary is a party but the Company is not a party, if Regulation 23 and sub-regulation (2) of Regulation 15 of SEBI Listing Regulations are applicable to such listed subsidiary. 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.

- Transactions entered into between two wholly-owned subsidiaries of the Company, whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.
- Transactions which are in the nature of payment of statutory dues, statutory fees or statutory charges entered into between an entity on one hand and the Central Government or any State Government or any combination thereof on the other hand.

ii. Transactions other than Material Related Party Transactions:

All transactions, other than the Material Related Party Transactions, which are not in the ordinary course of business and / or not at Arms' Length Basis except Related Party Transactions entered between the Company and its wholly owned subsidiaries, whose accounts are consolidated with the company and placed before the shareholders at the general meeting for approval of shareholders shall require the prior approval of the shareholders on exceeding the following limits and no related parties shall vote to approve such resolution:

- i. Sale, purchase or supply of any goods or material, directly or through appointment of agent, amounting to 10% (ten percent) or more of the turnover of the Company;
- ii. Selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent, amounting to 10% (ten percent) or more of the net worth of the Company;
- iii. Leasing of property of any kind amounting to 10% (ten percent) or more of the turnover of the Company;
- iv. Availing or rendering of any services, directly or through appointment of agent, amounting to ten percent or more of the turnover of the Company;
- v. Appointment of Related Party to any office or place of profit in the Company, its subsidiary Company or associate company at a monthly remuneration exceeding two and a half lakh rupees.
- vi. Remuneration for underwriting the subscription of any securities or derivatives thereof, of the Company, exceeding 1% (one percent) of the net worth of the Company.

6. STANDING PRE-APPROVAL / OMNIBUS APPROVAL BY AUDIT COMMITTEE

In the case of frequent / regular / repetitive transactions proposed to be entered into by the Company or its subsidiary, which are in the normal/ordinary course of business, the Audit Committee may grant standing pre-approval / omnibus approval. While granting such approval, the Audit Committee shall lay down the criteria for granting the omnibus approval in line with the policy and as per applicable laws and satisfy itself of the need for the omnibus approval and that the same is in the interest of the Company / its subsidiary and/or the Related Party Transactions that are repetitive in nature. The omnibus approval shall specify the following:

- a. Name of the Related Party

- b. Nature of the transaction
- c. Period of the transaction
- d. Maximum amount of the transactions that can be entered into
- e. Indicative base price / current contracted price and formula for variation in price, if any
- f. Such other conditions as the Audit Committee may deem fit.

Such transactions will be deemed to be pre-approved and may not require any further approval of the Audit Committee for each specific transaction unless the price, value or material terms of the contract or arrangement have been varied / amended. Any proposed variations / amendments to these factors shall require a prior approval of the Committee.

Further, where the need of the Related Party Transaction cannot be foreseen and all prescribed details are not available, Committee may grant omnibus approval subject to the value per transaction not exceeding Rs. 1,00,00,000/- (Rupees One Crore only). The details of such transaction shall be reported at the next meeting of the Audit Committee for noting. The Committee shall review, at least on a quarterly basis, the details of related party transactions entered into by the company or its subsidiary, as may be applicable, pursuant to each of the omnibus approvals given.

The omnibus approval shall be valid for a period of one financial year and fresh approval shall be obtained after the expiry of one financial year.

7. EXCEPTIONS

Notwithstanding the foregoing, the following Related Party Transactions shall not require specific approval of the Audit Committee shall be deemed to have been approved under this Policy, in compliance with provisions of Applicable Laws:

- a) Any transaction involving the providing of compensation (including stock options) to a Director or Key Managerial Personnel in connection with his duties to the Company including the reimbursement of reasonable business and travel expenses incurred in the ordinary course of business, and in line with the terms of Appointment.

However, any remuneration and sitting fees paid by the Company or any of its subsidiary to its Director, Key managerial Personnel or senior management, who is part of promoter or promoter group shall require approval of the audit committee.

Further, any remuneration and sitting fees paid by the Company or any of its subsidiary to its Director, Key managerial Personnel or senior management, shall require approval of the audit Committee if the same is a material related party transaction as per SEBI Listing Regulations, 2015.

- b) Any transaction in which the Related Party's interest arises solely from ownership of securities issued by the Company and all holders of such securities receive the same benefits pro rata as the Related Party.

- c) Transactions that have been approved by the Board under specific provisions of the Act e.g. inter-corporate deposits, borrowings, investments etc. with or in wholly owned subsidiaries or other Related Parties;
- d) Transactions arising out of corporate restructuring, compromises, arrangements and amalgamations dealt with under specific provisions of the Act, will not attract the requirements of Section 188 of the Act. (MCA vide General Circular No. 30/2014 dated July 17, 2014).
- e) Contribution to Corporate Social Responsibility (CSR) obligations, subject to approval of CSR Committee and within the overall limits approved by the Board of Directors of the Company.

8. DEVIATIONS

In the event the Company becomes aware of a Transaction with a Related Party that has not been approved under this Policy prior to its consummation, the details of such transactions may be placed before the audit committee for ratification. The members of the audit committee, who are independent directors, may ratify related party transactions within 3 (three) months from the date of the transaction or in the immediate next meeting of the audit committee, whichever is earlier, subject to the following conditions:

- (i) the value of the ratified transaction(s) with a related party, whether entered into individually or taken together, during a financial year shall not exceed Rs. 1 crore;
- (ii) the transaction is not a material related party transaction;
- (iii) rationale for inability to seek prior approval for the transaction shall be placed before the audit committee at the time of seeking ratification;
- (iv) the details of ratification shall be disclosed along with the disclosures of related party transactions to the stock exchanges in terms of the provisions of regulation 23(9) of SEBI Listing Regulations, 2015;
- (v) any other condition as specified by the audit committee.

The Committee shall consider all of the relevant facts and circumstances regarding the Related Party Transaction, and shall evaluate all options available to the Company, including continuation, revision or termination of the Related Party Transaction. The Committee shall also examine the facts and circumstances pertaining to the failure of reporting such Related Party Transaction to the Committee under this Policy and failure of the internal control systems and shall take any such action it deems appropriate.

In any case, failure to seek ratification of the audit committee or where the Committee determines not to approve a Related Party Transaction that has been commenced without approval, the Committee, as appropriate, may direct additional actions including, but not limited to, rendering the transaction voidable, discontinuation of the transaction or seeking the approval of the shareholders, payment of compensation for the loss suffered by the related party etc. In connection with any review of a Related Party Transaction, the Committee has authority to modify or waive any procedural requirements of this Policy.

If the transaction is with a related party to any director, or is authorised by any other director, the director(s) concerned shall indemnify the Company against any loss incurred by it.

9. DISCLOSURE

The Company shall disclose the Policy on dealing with Related Party Transactions on its website and provide web link in the Annual Report. In addition to the disclosures required under Accounting Standards, Related Party Transactions that are not at arm's length basis and Material Related Party Transactions that are at arm's length or such other transactions as may be statutorily required, shall be disclosed in the Annual Report of the Company.

The Company shall submit every 6 months on the date of publication of its standalone and consolidated financial results for the half year ended, disclosures of related party transactions on a consolidated basis, in the specified format, to the stock exchanges and publish the same on its website.

The remuneration and sitting fees paid by the Company or its subsidiary to its director, key managerial personnel or senior management, except who is part of promoter or promoter group, shall not require the above disclosure provided that the same is not a material related party transaction.

10. AMENDMENTS AND UPDATES

The Audit Committee periodically shall review this Policy and may recommend amendments to this Policy from time to time as it deems appropriate. In addition to guidelines for ongoing Related Party Transactions, the Audit Committee may, as it deems appropriate and reasonable, establish from time to time guidelines regarding the review of other Related Party Transactions. The Board shall have the power to amend any of the provisions of this Policy, substitute any of the existing provisions with a new provision or replace this Policy entirely with a new Policy. However, the Board shall review this policy at least once in every three years.

The amended provisions of the Policy shall come into force with effect from the date of Board approval unless otherwise specified in the respective provision of this Policy.

11. INTERPRETATION

Any words used in this Policy but not defined herein shall have the same meaning ascribed to it in the Act or Rules made thereunder, SEBI Act or Rules and Regulations made thereunder, SEBI Listing Regulations, Accounting Standards or any other relevant legislation / law applicable to the Company.

This Policy is framed based on the provisions of the SEBI Listing Regulations and Section 188 of the Act read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014. In case of any subsequent changes in the provisions of the aforementioned statutes, the statutes would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with prevailing law. Any subsequent amendment/modification in SEBI Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.

ANNEXURE 1

INFORMATION TO BE PROVIDED TO THE AUDIT COMMITTEE / BOARD IN RELATION TO THE PROPOSED RELATED PARTY TRANSACTION (TO THE EXTENT RELEVANT TO THE TRANSACTION):

- a. Type, material terms and particulars of the proposed transaction;
- b. Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);
- c. Tenure of the proposed transaction (particular tenure shall be specified);
- d. Value of the proposed transaction;
- e. The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such % calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);
- f. If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:
 - i. details of the source of funds in connection with the proposed transaction;
 - ii. where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments,
 - nature of indebtedness,
 - cost of funds and
 - tenure;
 - iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and
 - iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.
- g. Justification as to why the RPT is in the interest of the listed entity;
- h. A copy of the valuation or other external party report, if any such report has been relied upon;
- i. Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;
- j. Any other information that may be relevant.

The Audit Committee shall also review the status of long-term (more than one year) or recurring related party transactions on an annual basis.

INFORMATION TO BE PROVIDED TO SHAREHOLDERS FOR CONSIDERATION OF RPTS

The notice being sent to the shareholders seeking approval for any proposed RPT shall, in addition to the requirements under the Companies Act, 2013, include the following information as a part of the explanatory statement:

- a. A summary of the information provided by the management of the listed entity to the audit committee as specified above;
- b. Justification for why the proposed transaction is in the interest of the listed entity;
- c. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made

or given by the listed entity or its subsidiary, the details specified under point (f) above; (The requirement of disclosing source of funds and cost of funds shall not be applicable to listed banks/NBFCs.)

- d. A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;
- e. Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;
- f. Any other information that may be relevant.