

## WALWHAN RENEWABLE ENERGY LIMITED

### Related Party Transactions Policy

#### 1) **Scope and purpose of the Policy**

- 1.1 This policy on Related Party Transaction(s) ("RPT") (hereinafter referred to as "**RPT Policy**" or "**Policy**") of Walwhan Renewable Energy Limited ("**WREL**" or "**the Company**") is framed considering the requirements for approval of RPT as prescribed under the Companies Act, 2013 ("the **Act**") read with the Rules framed there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**"), as amended from time to time, including SEBI LODR (Sixth Amendment) Regulation 2021 to the extent applicable to the Company. The Company has formulated the RPT policy and guidelines for identification of related parties and the proper conduct and documentation of all RPT.
- 1.2 This Policy has been adopted by the Board of Directors of the Company, based on recommendations of the Audit Committee. This Policy may be amended by the Board of Directors of the Company from time to time.

#### 2) **Objective of the Policy**

- 2.1 The objective of this Policy is to set out (a) the manner of dealing with the transactions between the Company and its related parties and (b) the materiality thresholds for RPTs, based on the Act, SEBI LODR and any other statute as may be applicable to the Company.

#### 3) **Definitions**

- 3.1 "**Act**" means Companies Act, 2013 including any statutory modification or re-enactment thereof.
- 3.2 "**Applicable Law(s)**" includes (a) the Act and the rules made thereunder; (b) SEBI LODR, any other statute, law, standards, regulations or other governmental instruction relating to RPT and amendments made thereto.
- 3.3 "**Listed Entity**" means an entity which has listed, on a recognised stock exchange(s), the designated securities issued by it or designated securities issued under schemes managed by it, in accordance with the listing agreement entered into between the entity and the recognised stock exchange(s)
- 3.4 "**Material RPT**" means a transaction with a Related Party if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹1,000 crore or 10% of the annual consolidated turnover of the Listed Entity as per the last audited financial statements of the Company, whichever is lower. In case of transaction involving payment to a Related Party for brand usage or royalty, it will be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed 5% percent of the annual consolidated turnover of the Listed Entity as per the last audited financial statements of the Company.
- 3.5 "**Material Modification(s)**" means and include any modification to an existing RPTs, in aggregate with a related party, having variance of 25% in value of the transaction already approved by the Audit Committee or Board or Shareholders, as the case may be or such modification as may be decided by the Audit Committee.
- 3.6 "**Ordinary course of business**" means the usual transactions, customs and practices undertaken by the Company to conduct its business operations and activities and includes all such activities which the Company can undertake as per its Memorandum & Articles of Association. The Board and Audit Committee may lay down the principles for determining ordinary course of business in accordance with the statutory requirements and other industry practices and guidelines.
- 3.7 "**Related Party**" means a related party as defined under sub-section (76) of section 2 of the Companies Act, 2013 or under the applicable accounting standards:  
Provided that:  
(a) any person or entity forming a part of the promoter or promoter group of the Listed Entity; or

(b) any person or any entity, holding equity shares:  
(i) of twenty per cent or more; or  
(ii) of ten per cent or more, with effect from 1<sup>st</sup> April 2023;  
in the Listed Entity 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;  
shall be deemed to be a related party.”

3.8 “RPT” shall have the same meaning as specified under the Act and Rules made thereunder and Regulation 2(1)(zc) of the SEBI LODR, as amended and shall mean a transaction involving a transfer of resources, services or obligations between:

- a. the Company or any of its subsidiaries on one hand and a related party of Company/Listed Entity or any of its subsidiaries on the other hand;
- b. 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/Listed Entity or any of its subsidiaries with effect from 1<sup>st</sup> April 2023.

regardless of whether a 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.

Following shall not be considered RPT of the Company in terms of SEBI LODR:

- (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) payment of dividend by the Company
- (c) subdivision or consolidation of securities by the Company
- (d) issuance of securities by way of a rights issue or a bonus issue and
- (e) buy-back of securities.

#### 4) Manner of dealing with RPT

##### A) Identification of related parties

- i. The Company shall identify Related Parties as per the definition provided in the Act and SEBI LODR.
- ii. The Company shall obtain the list of Related Parties of its Holding Company including its ultimate Holding Company, Subsidiary Companies and Fellow Subsidiary Companies as per the definition provided in the Act and SEBI LODR.
- iii. The Company shall regularly verify and update the Related Party List and review and confirm (at least once a quarter) in accordance with the Act and SEBI LODR.

##### B) Identification of RPT

As a policy, the Company will identify the RPT as per the applicable laws, which requires consent of its Audit Committee, Board of Directors and shareholders, as the case may be and/or the consent of the Audit Committee/Shareholders of the Listed Company.

Any other RPT identified during the periodic review not covered under any specific broad category shall be independently reviewed, approved and included for confirmation as a part of RPT Policy mechanism.

The Company shall report the RPTs entered into with related parties identified as per Clause 4(A) of this RPT Policy, and put the same for necessary approvals required as per the applicable law.

##### C) Materiality Thresholds

The Board of the Company has prescribed the below materiality thresholds for RPTs beyond which approval of the shareholders through a resolution shall be required:

- a. As per SEBI LODR:
- i. Any transaction with a related party, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company or ₹ 1,000 crore, whichever is lower.
- ii. Notwithstanding the above, 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 5% of the annual consolidated turnover of Company as per the last audited financial statements of Company.
- b. As per the Act:
- RPTs falling under Section 188(1) of the Act read with Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended from time to time and exceed limits provided under the said rules.
- D) Procedure for approval of RPT
1. Approval of the Audit Committee:
- i) Prior approval of the Audit Committee is required for all RPTs, any modification to the transaction with Related Parties as per the provisions of the Act, and subsequent material modifications to the transaction with Related Parties, if applicable, as per the provisions of the SEBI LODR.
- ii) The Company may obtain omnibus approval from the Audit Committee for RPTs subject to compliance with the conditions stipulated under the Act read with the Rules framed thereunder and the SEBI LODR including the following:
- The Audit Committee shall lay down the criteria/Framework and Guidelines for granting the omnibus approval in line with this Policy and such approval shall be applicable in respect of transactions which are repetitive in nature (either in the past or in the future);
  - The Audit Committee shall satisfy itself the need for such omnibus approval and that such approval is in the interest of the Company;
  - The omnibus approval shall specify (i) the name/s of the related party, nature of transaction, period of transaction, maximum amount of transactions, in aggregate, that can be entered into in a year, maximum value per transaction which can be allowed, maximum value of transaction during the year (ii) the indicative base price / current contracted price and the formula for variation in the price if any, (iii) transactions which cannot be subject to the omnibus approval by the Audit Committee and (iv) such other conditions as the Audit Committee may deem fit.
- Provided that where the need for RPT cannot be foreseen and the aforesaid details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding ₹ 1 crore per transaction;
- The Audit Committee shall review, at least on a quarterly basis, the details of RPTs entered into by the Company pursuant to each of the omnibus approvals given;
  - Such omnibus approvals shall be valid for a period not exceeding 1 financial year and shall require fresh approvals after the expiry of such financial year.
  - Omnibus approval shall not be made for transactions in respect of selling or disposing of the undertaking of the Company.
- iii) For each category of transaction identified as per the Clause 4(B) of this policy, the Company has framed specific Framework and Guidelines explaining the arm's length criteria to be followed by the Company while entering into transactions falling under contracts and agreements with related parties identified as per Clause 4(A) of this policy. The Company, while

entering into RPTs will ensure adherence with the Framework and Guidelines and will maintain necessary documents for the same.

- iv) While assessing a proposal put up before the Audit Committee for approval, the Audit Committee shall review the following documents / seek the following information from the management in order to determine if the transaction is in the ordinary course of business and at arm's length or not:
- Type, nature, material terms and particulars of the proposed transaction;
  - Name of the related party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise);
  - Tenure of the proposed transaction (particular tenure shall be specified);
  - Value of the proposed transaction;
  - The percentage of the Company'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 percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);
  - If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company 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, inter-corporate 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.
  - Justification as to why the RPT is in the interest of the Company;
  - A copy of the valuation or other external party report, if any such report has been relied upon
  - Any other relevant information or such information as may be prescribed under SEBI LODR.
- v) The audit committee shall also review the status of long-term (more than one year) or recurring RPTs on an annual basis.
- vi) In case of transactions, other than transactions referred to in Section 188 of the Act and where the Audit Committee does not approve any transaction, it shall make its recommendation to the Board.

## 2. Approval of the Board of Directors of the Company

- i) As per the provisions of Section 188 of the Act, all kinds of transactions specified under the said Section, which are not in the ordinary course of business or at arm's length basis, shall be placed before the Board for its approval. Such approval shall be granted only by means of a Resolution passed at a Meeting of the Board. The Company may if it considers necessary and shall if the Audit Committee or Board so requires, seek external professional opinion to determine whether a RPT is in the Ordinary Course of Business and/ or at Arms' Length.
- ii) In addition to the above, the following kinds of transactions with related parties are also placed before the Board for its approval:
- Transactions which may be in the ordinary course of business and at arm's length basis, but which are as per the Policy determined by the Board from time to time (i.e. value threshold and/or other parameters) require Board approval in addition to Audit Committee approval;
  - Transactions in respect of which the Audit Committee is unable to determine whether or not they are in the ordinary course of business and/or at arm's length basis and decides to refer the same to the Board for approval;

- Transactions which are in the ordinary course of business and at arm's length basis, but which in Audit Committee's view requires Board approval.
  - Material RPT and subsequent material modifications to such transactions, which are intended to be placed before the shareholders for approval.
- iii) Where any director is interested in any contract or arrangement with a related party, such director shall not participate during discussions and vote on the subject matter of the resolution related to such contract or arrangement.
3. Approval of the Shareholders of the Company
- i) All kinds of transactions specified under Section 188 of the Act which (a) are not in the ordinary course of business or are not at arm's length basis; and (b) exceed the thresholds laid down in Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, shall be placed before the shareholders for approval.
  - ii) The requirement for seeking Shareholders approval shall not be applicable to transactions between the Company and its 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) Further, the requirement for seeking shareholders' approval shall not be applicable for RPTs between the 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.
  - iv) No related party shall vote to approve such resolutions irrespective of whether the entity is a related party to the particular transaction or not.
  - v) The following information shall be provided to the shareholders while seeking their approval for RPTs:
    - i) A summary of the information provided by the management of the Company to the audit committee
    - ii) Reasons/justification for why the proposed transaction is in the interest of the Company;
    - iii) Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary, the details specified under:
      - 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, inter-corporate 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.
    - iv) A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be made available through the registered email address of the shareholders;
    - v) Any other relevant information or such information as may be prescribed under SEBI LODR.
- E) Procedure for approval of RPT and material modification as per the RPT policy of the Listed Entity
1. Approval of the Audit Committee
- i. Prior approval of the Audit Committee of the Listed Entity:
    - a. In addition to approval of the Audit Committee (if applicable) or Board of Directors of the Company, prior approval of Audit Committee of the Listed Entity is required if the aggregate value of RPTs in a Financial Year exceeds 10% of the annual consolidated turnover of the Listed Entity (annual standalone turnover of the Company w.e.f. 1<sup>st</sup> April 2023).

- b. Prior approval of the Audit Committee of the Listed Entity shall not be required in case the Company is a wholly owned subsidiary of Listed Entity and entering into transaction with another wholly owned subsidiary of the Listed Entity.
- c. In case of unlisted subsidiary of a Debt Listed Company, approval of the Audit Committee of such Debt Listed Company shall suffice and no approval of the Audit Committee of Tata Power is required.
- d. The Company shall place the information, required hereinabove under clause 4(D)(1)(iv), before the Audit Committee of the Listed Entity / Debt Listed Entity, as the case may be, for prior approval of RPTs.

## 2. Approval of the Shareholders

- i) Prior approval of the shareholders of the Listed Entity / Debt Listed Company, as the case may be, is required for all material RPTs and subsequent material modifications by unlisted subsidiary companies as per SEBI LODR [as defined hereinabove under clause 4(C)(a)].

It is hereby clarified that in case of approval of the shareholders of the Debt Listed Company is not possible under Regulations 23 of SEBI LODR (all shareholders being related parties of the Company and cannot vote), approval of the Shareholders of the Listed Entity shall be obtained for RPTs of INR 1000 crores or more.

- ii) Prior approval of the shareholders of the Listed Entity shall not be required in case the Company is a wholly owned subsidiary of Listed Entity and entering into transaction with another wholly owned subsidiary of the Listed Entity.
- iii) The information, required hereinabove under clause 4(D)(3)(v), shall be provided to the shareholders of the Listed Entity while seeking their approval for RPTs.
- iv) The Audit Committee (if applicable) or Board of Directors of the Company shall also approve the RPTs before obtaining prior approval of the shareholders of the Listed Entity.

## 5. **Ordinary Course of Business**

The Framework and Guidelines shall provide for determining whether transactions are in the ordinary course of business.

## 6. **Disclosure and Reporting**

The Company shall provide details of RPTs to the Listed Entity in the format as prescribed by SEBI under Regulation 23 of SEBI LODR.

## 7. **RPT not approved under this Policy**

In the event the Company becomes aware of a transaction with a related party that has not been approved in accordance with this Policy prior to its consummation, the matter shall be reviewed by the Audit Committee. The Audit Committee shall consider all of the relevant facts and circumstances regarding the RPTs, and shall evaluate all options available to the Company, including ratification, revision or termination of the RPT as per the Act or SEBI LODR, as may be applicable. The Audit Committee shall also examine the facts and circumstances pertaining to the failure of reporting such RPTs to the Audit Committee under this Policy and failure of the internal control systems, and shall take any such action it deems appropriate.

Further, in case any transaction (not being a specified transaction under the Act between the Company and its wholly owned subsidiary) involving any amount not exceeding ₹ 1 crore is entered into by a Director or Officer of the Company without obtaining the approval of the Audit Committee and which is not ratified by the Audit Committee within 3 months from the date of the transaction, such transaction will be voidable at the option of the Audit Committee, and if the transaction is with a related party to any Director or is authorised by any other Director, the Director concerned shall indemnify the Company against any loss incurred by it.

Further, in case any transaction (not being a specified transaction under the Act between the Company and its wholly owned subsidiary) involving any amount not exceeding ₹ 1 crore is entered into by a Director or Officer of the Company without obtaining the approval of the Audit Committee and which is not ratified by the Audit Committee within 3 months from the date of the transaction, such transaction will be voidable at the option of the Audit Committee, and if the transaction is with a related party to any Director or is authorised by any other Director, the Director concerned shall indemnify the Company against any loss incurred by it.

Further, if any contract / arrangement is entered into by a Director or any other employee without obtaining the consent of the Board / shareholders (by a Resolution) under Section 188(1) of the Act, and if it is not ratified by the Board / shareholders, as the case may be, within 3 months from the date on which such contract / arrangement was entered into, such contract / arrangement shall be voidable at the option of the Board / shareholders, as the case may be, and if the contract / arrangement is with a related party to any Director, or is authorised by any other Director, the Director concerned shall indemnify the Company against any loss incurred by it.

Without prejudice to anything contained in Section 188(3) of the Act, it shall be open to the Company to proceed against a Director or any other employee who has entered into such contract or arrangement in contravention of the provisions of this section for recovery of any loss sustained by it as a result of such contract / arrangement.

## **8. Amendments**

The Board of the Company may subject to the applicable laws amend any provisions(s) or substitute any of the provisions(s) with the new provision(s) or replace the RPT Policy entirely with a new policy. The RPT Policy is subject to review from time to time.

In the event of any conflict between the provisions of this RPT Policy and applicable laws, the provisions of such applicable laws shall prevail over this Policy.

This Policy is amended and approved by the Board on and effective from 14<sup>th</sup> October 2022.