

# **POLICY ON RELATED PARTY TRANSACTIONS**

## **1. SCOPE AND PURPOSE OF THE POLICY**

Related party transactions can present a potential or actual conflict of interest which may be against the best interest of the company and its shareholders. Considering the requirements for approval of related party transactions as prescribed under the Companies Act, 2013 ("Act") read with the Rules framed there under and Regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Wintac Limited ("Wintac" or "the Company") has formulated guidelines for identification of related parties and the proper conduct and documentation of all related party transactions.

In light of the above, Wintac has framed this Policy on Related Party Transactions ("Policy").

## **2. ABOUT THE COMPANY**

Wintac is the Contract Manufacturing Company engaged in the Manufacturing of Pharmaceutical Formulations of Sterile Injectable and Ophthalmic Products. The Company has its Manufacturing Facility at Nelamangala, Bangalore and the Manufacturing facility has been approved by overseas Regulatory Authorities such as USFDA (USA), ANSM (France), TGA (Australia), etc.

## **3. OBJECTIVE OF THE POLICY**

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

## **4. DEFINITIONS**

**"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.

**"Related Party"**, with reference to a Company, shall have the same meaning as defined in Section 2(76) of the Companies Act, 2013.

**"Related Party Transaction" (RPT)** means –

- All transactions mentioned in clause (a) to (g) of sub-section 1 of Section 188 of the Act read with the Rules framed there under.
- for the purpose of SEBI (LODR) Regulations means a transfer of resources, services or obligations between a listed entity and a related party, 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

## **5. MATERIALITY THRESHOLDS**

A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

## **6. MANNER OF DEALING WITH RELATED PARTY TRANSACTIONS**

### **I Procedure for approval of related party transactions**

- a. Approval of the Audit Committee - All related party transactions require prior approval of the Audit Committee.
- b. Omnibus approval - The Company may obtain omnibus approval from the Audit Committee for such transactions, subject to compliances with the following conditions:
  - 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 provide -
    - (i) the name/s of the related party, nature of transaction, period of transaction, maximum amount of transaction that can be entered into,
    - (ii) such other conditions as the Audit Committee may deem fit.
  - 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;
  - Such omnibus approval shall be valid for a period of one year and shall require fresh approvals after the expiry of one year.

### **II Approval of the Board of Directors of the Company**

As per the provisions of Section 188 of the Act, all kinds of transactions specified under the said Section and which are not in the ordinary course of business and at arm's length basis, are placed before the Board for its approval. 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.
- Transactions meeting the materiality thresholds laid down Clause 5 of the Policy and which are intended to be placed before the shareholders for approval.

While assessing a proposal put up before the Audit Committee / Board for approval, the Audit Committee / Board may 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:

- Nature of the transaction i.e. details of goods or property to be acquired / transferred or services to be rendered / availed – including description of functions to be performed, risks to be assumed and assets to be employed under the proposed transaction;
- Key terms (such as price and other commercial compensation contemplated under the arrangement) of the proposed transaction, including value and quantum;
- Key covenants (non-commercial) as per the draft of the proposed agreement/ contract to be entered into for such transaction;
- Special terms covered / to be covered in separate letters or undertakings or any other special or sub arrangement forming part of a composite transaction;
- Benchmarking information that may have a bearing on the arm's length basis analysis, such as: market analysis, research report, industry trends, business strategies, financial forecasts, etc.;
- third party comparable, valuation reports, price publications including stock exchange and commodity market quotations;
- management assessment of pricing terms and business justification for the proposed transaction;

### III Approval of the Shareholders of the Company

All the transactions with related parties meeting the materiality thresholds as provided in Section 188(1) of the Act read with Rules made thereunder and as laid down in Clause 5 of the Policy, are placed before the shareholders for approval.

For this purpose, all entities falling under the definition of related parties shall abstain from voting irrespective of whether the entity is a party to the particular transaction or not.

In addition to the above, all kinds of transactions specified under Section 188 of the Act which (a) are not in the ordinary course of business and at arm's length basis; and (b) exceed the thresholds laid down in Companies (Meetings of Board and its Powers) Rules, 2014 are placed before the shareholders for its approval.

**7. DISCLOSURES**

Wintac shall disclose, in the Board’s report, transactions prescribed in Section 188(1) of the Act with related parties, which are not in ordinary course of business or arm’s length basis along with the justification for entering into such transaction.

**8. RELATED PARTY TRANSACTIONS 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 related party transaction, and shall evaluate all options available to the Company, including ratification, revision or termination of the related party transaction. The Audit Committee shall also examine the facts and circumstances pertaining to the failure of reporting such related party transaction to the Audit Committee under this Policy and failure of the internal control systems, and shall take any such action it deems appropriate.

In any case, where the Audit Committee determines not to ratify a related party transaction that has been commenced without approval, the Audit Committee, as appropriate, may direct additional actions including, but not limited to, 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/approval of a related party transaction, the Audit Committee has authority to modify or waive any procedural requirements of this Policy.

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