



RAJ POLYPACK LIMITED

Related Party Transaction Policy

(Policy approved by the Board of Directors on September 25, 2025)

1. Preamble

Raj Polypack Limited ("the Company") recognizes that Related Party Transactions ("RPTs") can present potential or actual conflicts of interest. The Board of Directors of the Company has adopted this policy to regulate RPTs in accordance with:

- **Section 188** of the **Companies Act, 2013** and Rules made thereunder
- **Regulation 23** of the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** ("SEBI LODR")
- Applicable Indian Accounting Standards (IND AS 24 / AS 18)

This Policy will ensure transparency in the approval process and proper disclosures for RPTs in the interest of all stakeholders.

2. Objective

The objective of this Policy is to:

- Define the procedure to identify, review, and approve related party transactions
- Ensure compliance with regulatory requirements
- Promote good corporate governance and protect minority shareholders' interests

3. Definitions

Unless otherwise stated, the terms used in this policy shall have the same meaning as defined in the Companies Act, 2013 and SEBI LODR.

a. Related Party:

As defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI LODR.

b. Related Party Transaction (RPT):

A transaction involving a transfer of resources, services, or obligations between the Company and a related party, regardless of whether a price is charged, as defined in Section 188 of the Companies Act, 2013 and Regulation 2(1)(zc) of SEBI LODR.

c. Material Related Party Transaction:

As per **Regulation 23(1)** of SEBI LODR, a transaction with a related party shall be considered material if:

- The transaction 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 Company as per the last audited financial statements, **whichever is lower.**

4. Policy Framework

4.1 Identification of Related Parties

- The Company Secretary shall maintain an updated list of related parties based on disclosures from Directors and KMPs in Form MBP-1.
- This list will be reviewed and updated periodically or upon any change.

4.2 Approval Matrix

Type of Transaction	Approval Required	Legal Reference
RPTs in ordinary course of business and at arm's length	Board (not mandatory, but recommended for record)	Sec. 188(1), CA 2013
RPTs not at arm's length or not in ordinary course	Prior Board + Shareholders' Approval (Ordinary Resolution)	Sec. 188(1), CA 2013
Material RPTs	Prior Audit Committee + Shareholders' Approval (Ordinary Resolution)	Reg. 23(4), SEBI LODR
Subsequent material modifications to approved RPTs	Audit Committee + Shareholders' Approval (as applicable)	Reg. 23(1), SEBI LODR
Transactions with wholly owned subsidiaries at arm's length	Exempt from shareholder approval	Rule 15(3), CA 2013 & Reg. 23(5), SEBI LODR

4.3 Role of Audit Committee

Post-listing, the **Audit Committee** shall:

- Approve all RPTs and material modifications thereof
- Assess whether transactions are at arm's length and in the ordinary course of business
- Review RPT disclosures periodically

5. Disclosures

The Company shall make the following disclosures:

- RPTs in the **Board's Report** in Form AOC-2 (if applicable)
- Disclosures in the **Financial Statements** as per applicable accounting standards





- **Half-yearly disclosure** to stock exchange(s) of RPTs (within 30 days of half-year end) in the format specified by SEBI
- **Policy publication** on the Company's website

6. Arm's Length & Ordinary Course of Business Assessment

Arm's length transaction means a transaction between two related parties conducted as if they were unrelated, to ensure fairness.

Ordinary course of business covers transactions that are usual or customary to the company's business operations.

These assessments shall be documented in every RPT proposal submitted to the Audit Committee or Board.

7. Register of Contracts and Arrangements

The Company shall maintain a register of all contracts/arrangements with related parties in Form MBP-4 and keep it at the registered office for inspection.

8. Policy Review

The Board shall review this Policy at least once every three years or as may be required due to changes in applicable laws or regulations.

