

## Disclosure to Audit Committee as per Industry Standards

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee	Disclosure	Balancesheet / P&L Classification
<b>A. Details of the related party and transactions with the related party</b>					
<b>A(1). Basic details of the related party</b>					
1	Name of the related party			Comprehensive / Minimum Disclosure	-
2	Country of incorporation of the related party			Comprehensive / Minimum Disclosure	-
3	Nature of business of the related party			Comprehensive / Minimum Disclosure	-
<b>A(2). Relationship and ownership of the related party</b>					
4	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.			Comprehensive / Minimum Disclosure	-
5	Shareholding or contribution % or profit & loss sharing % of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.  Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.	% Shareholding % Contribution % P&L Sharing		Comprehensive / Minimum Disclosure	-

6	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).  Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.			Comprehensive / Minimum Disclosure	-
<b>A(3). Financial performance of the related party</b>					
7	Standalone turnover of the related party for each of the last three financial years:			Comprehensive	-
	FY 20xx-20xx				
	FY 20xx-20xx				
	FY 20xx-20xx				
8	Standalone net worth of the related party for each of the last three financial years:			Comprehensive	-
	FY 20xx-20xx				
	FY 20xx-20xx				
	FY 20xx-20xx				
9	Standalone net profits of the related party for each of the last three financial years:			Comprehensive	-
	FY 20xx-20xx				
	FY 20xx-20xx				
	FY 20xx-20xx				
<b>A(4). Details of previous transactions with the related party</b>					



12	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?			Comprehensive / Minimum Disclosure	-
13	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.			Comprehensive / Minimum Disclosure	-
<b>A(5). Amount of the proposed transactions</b> (All types of transactions taken together)					
14	Total amount of all the proposed transactions being placed for approval in the current meeting.			Comprehensive / Minimum Disclosure	-
15	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?			Comprehensive / Minimum Disclosure	-
16	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	%		Comprehensive / Minimum Disclosure	-
17	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)			Comprehensive Minimum Disclosure	-

18	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.			Comprehensive / Minimum Disclosure	-
<b>B. Details for specific transactions</b>					
<b><u>B(1). Basic details of the proposed transaction</u></b>					
(In case of multiple types of proposed transactions, details to be provided separately for each type of the proposed transaction – for example, (i) sale of goods and purchase of goods to be treated as separate transactions; (ii) sale of goods and sale of services to be treated as separate transactions; (iii) giving of loans and giving of guarantee to be treated as separate transactions)					
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)			Comprehensive / Minimum Disclosure	-
2	Details of the proposed transaction			Comprehensive / Minimum Disclosure	-
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)			Comprehensive / Minimum Disclosure	-
4	Indicative date / timeline for undertaking the transaction			Comprehensive / Minimum Disclosure	-
5	Whether omnibus approval is being sought?			Comprehensive / Minimum Disclosure	-
6	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.			Comprehensive / Minimum Disclosure	-

7	<p>Whether the RPTs proposed to be entered into are:</p> <p>(i) not prejudicial to the interest of public shareholders, and</p> <p>(ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party</p>	<p>Certificate from the CEO or CFO or any other KMP of the listed entity and also from promoter directors of the listed entity (as referred in Para 3(2)(b) of these Standards)</p>		Comprehensive / Minimum Disclosure	-
8	<p>Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.</p>			Comprehensive / Minimum Disclosure	-
9	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.</p> <p>Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.</p>			Comprehensive Minimum Disclosure	-
	a. Name of the director / KMP				

	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	% Shareholding			
10	<p>Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity.</p> <p>Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.</p>			Comprehensive / Minimum Disclosure	-
	a. Name of the director / KMP/ partner				
	b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	% Shareholding			
11	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.		If any such report has been considered, it shall also be stated whether the Audit Committee has reviewed the basis for valuation contained in the report and found it to be satisfactory based on their independent evaluation.	Comprehensive / Minimum Disclosure	-
12	Other information relevant for decision making.			Comprehensive / Minimum Disclosure	-
<b>B(2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction</b>					

13	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.		If the number is less than 3, Audit Committee to comment upon whether the number of bids / quotations received are sufficient	Comprehensive / Limited Disclosure	-
14	Best bid / quotation received.  If comparable bids are available, disclose the price and terms offered.		Audit committee to provide justification for rejecting the best bid / quotation and for selecting the related party for the transaction	Comprehensive Limited Disclosure	-
15	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.		Audit committee to justify the additional cost to the listed entity or the subsidiary	Comprehensive / Limited Disclosure	-
16	Where bids were not invited, the fact shall be disclosed along with the justification for the same.			Comprehensive / Limited Disclosure	-
17	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.			Comprehensive / Limited Disclosure	-
<b>B(3). <u>Additional details</u> for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary</b>					
18	Source of funds in connection with the proposed transaction.  Explanation: This shall not be applicable to listed banks/ NBFCs.			Comprehensive Disclosure	Balance Sheet



19	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:  Explanation: This shall not be applicable to listed banks/ NBFCs.			Comprehensive Disclosure	Balance Sheet
	a. Nature of indebtedness				
	b. Total cost of borrowing				
	c. Tenure				
	d. Other details				
20	Material covenants of the proposed transaction				Balance Sheet
21	Interest rate charged on loans / inter-corporate deposits / advances by the listed entity (or its subsidiary, in case of transaction involving the subsidiary) in the last three financial years:  <ul style="list-style-type: none"> <li>• To any party (other than related party):</li> <li>• To related party.</li> </ul> <i>Explanations: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc .</i>		If the interest rate charged to the related party is less than the average rate charged, then Audit Committee to provide justification for the low interest rate charged.	Comprehensive Disclosure	Balance Sheet
22	Rate of interest at which the related party is borrowing from its bankers or the rate at which the related party may be able to borrow given its credit rating or credit score and its standing and financial position			Comprehensive Disclosure	Balance Sheet

23	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers or the rate at which the listed entity may be able to borrow given its credit rating or credit score and its standing and financial position			Comprehensive Disclosure	Balance Sheet
24	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.			Comprehensive Disclosure	Balance Sheet
25	Maturity / due date			Comprehensive Disclosure	Balance Sheet
26	Repayment schedule & terms			Comprehensive Disclosure	Balance Sheet
27	Whether secured or unsecured?			Comprehensive Disclosure	Balance Sheet
28	If secured, the nature of security & security coverage ratio			Comprehensive Disclosure	Balance Sheet
29	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.			Comprehensive Disclosure	Balance Sheet
30	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating))		If credit rating of the related party is not available, Audit Committee to comment on credit worthiness of the related party	Comprehensive Disclosure	Balance Sheet
31	Amount of total borrowings (long-term and short-term) of the related party over the last three financial years			Limited Disclosure	Balance Sheet
	FY 20xx-20xx				
	FY 20xx-20xx				
	FY 20xx-20xx				

32	Interest rate paid on the borrowings by the related party from any party in the last three financial years.  Explanation: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.		If the interest rate charged to the related party is less than the average rate paid by the related party, then the Audit Committee to provide justification for the low interest rate charged.	Limited Disclosure	Balance Sheet
33	Default in relation to borrowings, if any, made during the last three financial years, by the related party from the listed entity or any other person.		In case of defaults by the related party over the last three financial years, in relation to which the Listed Entity or any of its subsidiary has previously provided guarantee, indemnity or other such obligation, the management has to submit justification to Audit Committee for the proposed transaction and the capacity of the related party to service the debt (loan, deposit or advance) proposed to be given by the listed entity or its subsidiary.  Audit Committee to comment on the justification provided by Management.	Comprehensive Disclosure	Balance Sheet
	FY 20xx-20xx				
	FY 20xx-20xx				
	FY 20xx-20xx				
<b>Additional details relating to advances other than loan given by the listed entity or its subsidiary</b>					
34	Advances provided, their break-up and duration.			Comprehensive Disclosure	Balance Sheet

S. No.	Advance given to	Amount	Duration of advance given		
35	Advance as % of the total loan given during the preceding 12 months	%		Comprehensive Disclosure	
<b>B(4). Additional details for proposed transactions relating to any investment made by the listed entity or its subsidiary</b>					
36	Source of funds in connection with the proposed transaction.  Explanation: This shall not be applicable to listed banks/ NBFCs.			Comprehensive Disclosure	Balance Sheet
37	Purpose for which funds shall be utilized by the investee company.			Comprehensive Disclosure	Balance Sheet
38	Where any financial indebtedness is incurred to make investment, specify the following:  Explanation: This shall not be applicable to listed banks/ NBFCs.			Comprehensive Disclosure	Balance Sheet
	a. Nature of indebtedness				
	b. Total cost of borrowing				
	c. Tenure				
	d. Other details				
39	Material covenants of the proposed transaction			Comprehensive Disclosure	Balance Sheet

40	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating))  Explanation: This shall be applicable in case of investment in debt instruments.		If credit rating of the related party is not available, Audit Committee to comment on credit worthiness of the related party	Comprehensive Disclosure	Balance Sheet
41	Expected annualised returns  Explanation: This shall be applicable in case of investment in debt instruments.			Comprehensive Disclosure	Balance Sheet
42	Returns on past investments in the related party over the last three financial years	Return on Equity	In case of diminishing value of investments (negative returns) over the last three financial years, Audit Committee to provide justification for the proposed investment	Comprehensive Disclosure	Balance Sheet
43	Details of asset-liability mismatch position, if any, post investment  Explanation: This shall be applicable in case of investment in debt instruments.			Comprehensive / Limited Disclosure	Balance Sheet
44	Whether any regulatory approval is required. If yes, whether the same has been obtained.			Comprehensive Disclosure	Balance Sheet
<b>B(5). Additional details for proposed transactions relating to any guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary</b>					
45	Rationale for giving guarantee, surety, indemnity or comfort letter			Comprehensive Disclosure	Balance Sheet

46	Material covenants of the proposed transaction including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.			Comprehensive Disclosure	Balance Sheet
47	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.			Comprehensive Disclosure	Balance Sheet
48	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party		If credit rating of the related party is not available, Audit Committee to comment on credit worthiness of the related party	Comprehensive Disclosure	Balance Sheet
49	Details of solvency status and going concern status of the related party during the last three financial years:			Comprehensive Disclosure	Balance Sheet
	FY 20xx-20xx				
	FY 20xx-20xx				
	FY 20xx-20xx				

50	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.		<p>In case of defaults by the related party over the last three financial years, in relation to which the Listed Entity or any of its subsidiary has previously provided guarantee, indemnity or other such obligation, the management has to submit justification to Audit Committee for the proposed transaction and the capacity of the related party to service the debt (loan, deposit or advance) proposed to be given by the listed entity.</p> <p>Audit Committee to comment on the justification provided by Management.</p>	Comprehensive Disclosure	Balance Sheet
	FY 20xx-20xx				
	FY 20xx-20xx				
	FY 20xx-20xx				
<b>B(6). Additional details for proposed transactions relating to borrowings by the listed entity or its subsidiary</b>					
51	Material covenants of the proposed transaction			Comprehensive Disclosure	Balance Sheet
52	Interest rate (in terms of numerical value or base rate and applicable spread)			Comprehensive Disclosure	Balance Sheet
53	Cost of borrowing (This shall include all costs associated with the borrowing)			Comprehensive Disclosure	Balance Sheet
54	Maturity / due date			Comprehensive Disclosure	Balance Sheet
55	Repayment schedule & terms			Comprehensive Disclosure	Balance Sheet

56	Whether secured or unsecured?			Comprehensive Disclosure	Balance Sheet
57	If secured, the nature of security & security coverage ratio			Comprehensive Disclosure	Balance Sheet
58	The purpose for which the funds will be utilized by the listed entity / subsidiary			Comprehensive Disclosure	Balance Sheet
59	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements  Explanation: This shall not be applicable to listed banks.			Comprehensive Disclosure	Balance Sheet
	a. Before transaction				
	b. After transaction				
60	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements  Explanation: This shall not be applicable to listed banks.			Comprehensive Disclosure	Balance Sheet
	a. Before transaction				
	b. After transaction				
<b>B(7). Additional details for proposed transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate</b>					
61	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.		If the number is less than 3, Audit Committee to comment upon whether the number of bids / quotations received are sufficient	Comprehensive Disclosure	Balance Sheet



62	Best bid / quotation received If comparable bids are available, disclose the price and terms offered		Audit Committee to provide justification for rejecting the best bid / quotation and for selecting the related party for the transaction	Comprehensive Disclosure	Balance Sheet
63	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.		Audit committee to justify the additional cost to the listed entity or the subsidiary	Comprehensive Disclosure	Balance Sheet
64	Where bids were not invited, the fact shall be disclosed along with the justification for the same.			Comprehensive Disclosure	Balance Sheet
65	Wherever comparable bids are not available, state what is the basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.			Comprehensive Disclosure	Balance Sheet
66	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate.			Comprehensive Disclosure	Balance Sheet
67	Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years: (Refer Standards for detailed disclosures)			Comprehensive Disclosure	Balance Sheet

68	Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking			Comprehensive Disclosure	Balance Sheet
	a. Expected impact on turnover				
	b. Expected impact on net worth				
	c. Expected impact on net profits				
69	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity, or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.			Comprehensive Disclosure	Balance Sheet
70	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.			Comprehensive Disclosure	Balance Sheet
71	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?			Comprehensive Disclosure	Balance Sheet
72	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?			Comprehensive Disclosure	Balance Sheet
73	Are there any other major non-financial reasons for going ahead with the proposed transaction?			Comprehensive Disclosure	Balance Sheet
<b>B(8). Additional details for transactions relating to payment of royalty</b>					

74	Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial years			Comprehensive Disclosure	P&L
	FY 20xx-20xx	Amount of royalty			
	FY 20xx-20xx	Amount of royalty			
	FY 20xx-20xx	Amount of royalty			
75	Purpose for which royalty was paid to the related party during the last three financial years.		For companies with a composite license agreement that includes a bundle of intellectual property rights (IPRs) such as brands, patents, technology, and know-how, it is essential to understand the key components of such agreements and the reasons why these cannot be disclosed separately.	Comprehensive Disclosure	P&L
	a. For use of brand name / trademark	As a % of aggregate amount of royalty for the last 3 Fys			
	b. For transfer of technology know-how	As a % of aggregate amount of royalty for the last 3 Fys			
	c. For professional fee, corporate management fee or any other fee	As a % of aggregate amount of royalty for the last 3 Fys			
	d. Any other use (specify)	As a % of aggregate amount of royalty for the last 3 Fys			
76	Purpose for which royalty is proposed to be paid to the related party in the current financial year			Comprehensive Disclosure	P&L
	a. For use of brand name / trademark	As a % of total royalty proposed to be paid			
	b. For transfer of technology know-how	As a % of total royalty proposed to be paid			

	c. For professional fee, corporate management fee or any other fee	As a % of total royalty proposed to be paid			
	d. Any other use (specify)	As a % of total royalty proposed to be paid			
77	Royalty paid in last 3 FYs as % of Net Profits of previous FYs			Comprehensive Disclosure	P&L
	FY 20xx-20xx	%			
	FY 20xx-20xx	%			
	FY 20xx-20xx	%			
78	Dividend paid in last 3 FYs as % of Net Profits of previous Fys	Audit Committee to comment on the reasons for less dividend payment than royalty payment, if so.		Comprehensive / Limited Disclosure	P&L
	FY 20xx-20xx	%			
	FY 20xx-20xx	%			
	FY 20xx-20xx	%			
79	Royalty and dividend paid or proposed to be paid during the current FY Explanation: The dividend proposed to be paid shall mean dividend that has been declared but not been paid yet.			Comprehensive / Limited Disclosure	P&L
80	Rate at which royalty has increased in the past 5 years, if any, vis-à-vis rate at which the turnover, profits after tax and dividends have increased during the same period.			Comprehensive Disclosure	P&L
81	In case of new technology i.e. first year of technology transfer (to be provided separately for each new technology):			Comprehensive Disclosure	P&L
	a. Expected duration of technology transfer	in years			
	b. Benefits derived from the technology transfer				

82	In case of existing technology i.e. technology being imported (to be provided separately for each existing technology):			Comprehensive Disclosure	P&L
	a. Years since technology transfer initiated	in years			
	b. Expected duration of technology transfer	in years			
	c. Benefits derived from the technology transfer				
83	Details of in-house research & development, if any:		If no expenses were incurred, the Audit Committee shall provide justification or comment on the same.	Comprehensive Disclosure	P&L
	a. Total expenses incurred during the preceding financial year				
	b. Benefits derived				
	c. If any in-house R&D undertaken by the listed entity or its subsidiary that will reduce or eliminate the royalty currently paid for any technology or technical know-how. Additionally, the absolute value of R&D expenditure incurred by the listed entity or its subsidiary on such in-house R&D, along with the period required for completing the research to achieve the reduction or elimination of royalty, shall be disclosed to the Audit Committee.				

84	<p>If royalty is paid to the parent company, disclose royalty received by the parent company from foreign entities:</p> <ul style="list-style-type: none"> <li>• Minimum rate of royalty charged along with corresponding absolute amount</li> <li>• Maximum rate of royalty charged along with corresponding absolute amount</li> </ul> <p>Explanation:</p> <p>a) The disclosure shall be made on a gross basis (Cost to the Company), including taxes paid on behalf of the recipient of royalty.</p> <p>b) The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies. If so, this row shall not be applicable.</p>			Comprehensive / Limited Disclosure	P&L
85	Sunset Clause for Royalty payment			Comprehensive Disclosure	P&L
86	<p><b>Peer Comparison:</b></p> <p>Listed entity or its subsidiary paying royalty for any purpose shall also disclose whether any Industry Peer pays royalties for the same purpose, which is disclosed in its audited annual financial statements for the relevant period: (Refer Standards for detailed disclosure)</p>			Comprehensive / Limited Disclosure	P&L

87	Royalty paid or payable for imported technology, along with the turnover attributable to such technology.			Comprehensive Disclosure	P&L
88	Royalty paid or payable for brands or other intangible assets, along with the turnover attributable to their use.			Comprehensive Disclosure	P&L