



Tirupati Starch & Chemicals Ltd.

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POLICY ON RELATED PARTY TRANSACTIONS

- A.) The Company shall enter into transactions with related parties only if such transactions are:
- ✚ Duly approved from Board of Directors.
 - ✚ After prior approval of shareholders if, transaction is of value exceeding as specified under first proviso to sub-section (1) of section 188 of the Companies Act, 2013.
- OR
- ✚ If, in the Ordinary Course of business and on arms length basis.
 - ✚ Duly approved by the audit committee.
- B.) In cases where the transactions are material in value in terms of Clause 49 VII of the Listing Agreement, the Company shall enter into transactions with related parties only if such transactions are duly approved by the shareholders by a Special Resolution.
- C.) In cases where the transactions are not in the ordinary course of the Company's business, the Company shall enter into transactions with related parties only if such transactions are duly approved by the Board of Directors in a meeting and pre approved by the shareholders by a Special Resolution.

For the above purpose, transactions with related parties shall be identified based on the definition of Related Party Transactions as given in section 2(76) of the Companies Act, 2013 read with Rule 3 of the Companies (Specification of definitions details) Rules, 2014 and also as given in Clause 49 VII of the Listing Agreement.

In determining whether the transaction is "material" or not, regard shall be had to the requirements of Clause 49 VII of the Listing Agreement.

The Audit Committee shall formulate and adopt adequate rules and shall assign responsibilities to the senior executives of the Company so as to ensure compliance with this Policy.
