



# ROOTS INDUSTRIES INDIA PRIVATE LIMITED

( Formerly Known as “ Roots Industries India Limited ” )

## POLICY ON RELATED PARTY TRANSACTIONS

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All transactions entered by the Company with Related Parties were in the ordinary course of business and at arm's length pricing basis. The Audit Committee granted omnibus approval for the transactions (which are repetitive in nature) and the same was reviewed by the Audit Committee and the Board of Directors.

### POLICY ON RELATED PARTY TRANSACTIONS

The broad policy covering various aspects of review, approval mechanism and implementation is described below:

#### APPROVING AUTHORITY:

##### A. BY THE AUDIT COMMITTEE:

Under the Companies Act, 2013:

Any transaction or any subsequent modification of transactions of the Company with related parties shall require the approval of the Audit Committee at a Meeting of the Audit Committee or by Circulation.

##### B. BY THE BOARD OF DIRECTORS:

Under the Companies Act, 2013:

All “Related Party Transactions which are not in ordinary course of business or not at an arm's length” shall require the prior approval of the Board of Directors at a Meeting of the Board and cannot be passed by Circulation.

##### C. BY THE SHAREHOLDERS:

Under the Companies Act, 2013:

All “Related Party Transactions which are not in ordinary course of business or not at an arm's length” and exceeding the prescribed criteria under Section 188 of the Companies Act, 2013 shall require prior approval of the Shareholders by means of a Resolution passed at a General Meeting or through Postal Ballot.

In case of wholly owned subsidiary, the Resolution passed by the Company shall be sufficient (for the wholly owned subsidiary company) for the purpose of entering into the transactions between the wholly owned subsidiary and the company.

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