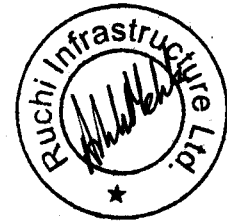


POLICY  
ON  
MATERIALITY OF  
RELATED PARTY TRANSACTIONS  
AND  
ON DEALING WITH  
RELATED PARTY TRANSACTIONS



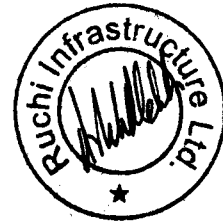
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# RUCHI INFRASTRUCTURE LIMITED

## POLICY ON MATERIALITY OF RELATED PARTY TRANSACTIONS AND ON DEALING WITH RELATED PARTY TRANSACTIONS

### 1. Introduction and Background

Ruchi Infrastructure Limited (the "Company" or "RIFL") recognizes that related party transactions can present potential or actual conflicts of interest and may raise questions about whether such transactions are consistent with the Company's and its stakeholders' best interests.

### 2. Scope & Inclusion

This policy sets definition of materiality of related party transactions and dealing with related party transactions.

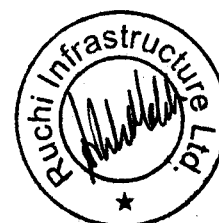
### 3. Terms and References

#### 3.1 Materiality of related party transactions

Contracts / arrangements with a related party shall be considered as "material related party contracts / arrangements" if the transactions during a financial year under such contracts / arrangements exceed the threshold prescribed by explanation to Regulation 23 (1) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.

### 4. Policy

- 4.1 All related party contracts / arrangements shall be entered on arms' length basis.
- 4.2 In exceptional circumstances, where permitted by law, related party contracts / arrangements may deviate from the principle of arm's length, after approval from Audit Committee.
- 4.3 All related party contract / arrangements shall comply with the Companies Act, 2013.
- 4.4 All related party contract / arrangements shall comply with applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 4.5 All related party contract / arrangements shall comply with Accounting Standards.
- 4.6 All domestic related party contracts / arrangements shall, wherever applicable, comply with Domestic Transfer Pricing Requirement under section 92BA of Income Tax Act, 1961



including certification from independent accountants under the Transfer Pricing Regulations.

- 4.7 All international related party contract / arrangements shall comply with International Transfer Pricing Requirement under section 92B of Income Tax Act, 1961 including certification from independent accountants under the Transfer Pricing Regulations.
- 4.8 Approval of Audit Committee shall be taken for related party contracts / arrangements as required under the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.
- 4.9 All material related party transactions shall be approved by the shareholders of the Company through resolution.

*The present revision in Policy on Materiality of Related Party Transactions and on dealing with related party transactions has been approved by the Board of Directors at its meeting held on February 10, 2016 and is effective with immediate effect.*

