



**POLICY ON MATERIALITY OF RELATED PARTY
TRANSACTIONS**

Under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement)
Regulations, 2015

CIN: [U15520DL2002PLC117974]

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1. Introduction

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**Listing Regulations**") requires every listed company to formulate a Policy on materiality of related party transactions and also on dealing with related party transactions including clear threshold limits duly approved by the Board.

Accordingly, The Board of Directors ("**the Board**") of Alcobrew Distilleries India Limited ("**the Company**") has adopted the this policy on Related Party Transactions ("**Policy**") to regulate transactions between the Company and its Related Parties based on the laws and regulations applicable on the Company. The Audit Committee shall review and may propose amendments to this Policy as may be required. The Policy shall also be reviewed by Board at least once in every three years. and may amend it from time to time.

2. Objectives of the Policy

The objective of this Policy is to set out as under:-

- (a) Identification of the Related Parties;
- (b) The materiality threshold for related party transactions;
- (c) Material modification thereof and
- (d) The manner of dealing with the transaction between the Company and its related parties based on the Act, Listing Regulations and any other laws and regulations as may be applicable to the Company.

All Related Party Transactions ("**RPT**") should be referred to the Audit Committee of the Company for prior approval. The Audit Committee shall also approve any subsequent modifications of the RPT even if such modification is not material in terms of SEBI (LODR) Regulations. . The Audit Committee may also grant omnibus approval for certain categories of transactions, which shall be valid for period not exceeding one financial year and shall require fresh approval for the next financial year and shareholders' approval obtained for omnibus approval in the annual general meeting shall be valid upto the date of next annual general meeting for a period not exceeding 15 (fifteen) months.

3. Definitions

- a) "**Act**" shall mean the Companies Act, 2013 and the Rules framed there under, including any modifications, amendments, clarifications or re-enactment thereof.
- b) "**Arm's length transaction**" means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.
- c) "**Associate Company**" means any other company, in which the Company has a significant influence, but which is not a Subsidiary Company of the Company having such influence and includes a Joint Venture Company.
Explanation - for the purpose of this clause, "Significant Influence" means Control of at least twenty per cent of total voting power, or control of or participation in business decisions under an Agreement.
- d) "**Audit Committee**" means a Committee of Directors of the Company, as constituted from time to time under Section 177 of the Act and read with Regulation 18 of the Listing Regulations.
- e) "**Board**" means the Board of directors of the Company.
- f) "**Company**" means Alcobrew Distilleries India Limited.
- g) "**Key Managerial Personnel**" or "**KMPs**" means Key Managerial Personnel as defined under the Act and rules made thereunder;

- h) **"Material Related Party Transaction"** means a transaction with a Related Party shall be considered material if the transaction/s to be entered into individually or taken together with previous transactions during a Financial Year, exceeds 10% (ten per cent) of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

A transaction involving payments made to a Related Party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 5% (five percent) of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

- i) **"Materiality Threshold"** means limits for related party transactions beyond which approval of the shareholders' as specified in the Act and rules thereof and amendments thereto will be required.
- j) **"Ordinary Course of Business"** with reference to a transaction with a related party means a transaction which is:
- (i) carried out in the normal course of business envisaged in accordance with the Memorandum of Association of the Company as amended from time to time;
 - (ii) historical practice with a pattern of frequency;
 - (iii) common commercial practice: or meets any other parameters / criteria as decided by the Board/Audit Committee, from time to time.
- k) **"Policy"** means this policy, as amended from time to time.
- l) **"Related Party"** A Party shall be deemed to be a Related Party if it is a Related Party as defined either under the Act or Listing Regulations, including all the amendments and modifications thereof from time to time.
- m) **"Related Party Transaction"** A Transaction shall be deemed to be a Related Party Transaction if it is a Related Party Transaction as defined either under the Act or Listing Regulations, including all the amendments and modifications thereof from time to time.
- n) **"Relative"** means any person as per Section 2(77) of the Act and rules prescribed there under and as per Regulation 2(1) (zd) of the Listing Regulations as amended from time to time;

Any term or reference not defined in this policy shall have the same meaning and reference as defined under the Act and Listing Regulations as amended from time to time.

4. Material Modification of Related Party Transaction:

Material Modification to such RPT means and includes any modification to an existing related party transaction having a variance of 15% of the existing limit as sanctioned by the Audit Committee / Board / Shareholders, as the case may be or Rs 2.5 Crores crore, whichever is higher subject to the conditions as specified in Listing Regulations and Act.

5. Ascertaining And Identification Of Related Party

A. Ascertaining Related Party:

- 5.1 Every director/KMP shall at the beginning of the financial year at the first meeting of the Board in which he participates and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, provide information by way of written notice to the Company regarding his concern or interest in the entity with specific concern to parties which may be considered as Related Party with respect to the Company and shall also provide the list of Relatives which are regarded as Related Party as per this Policy. The Board shall record the disclosure of Interest and the Audit Committee will determine whether the transaction does, in fact, constitute a Related Party Transaction requiring compliance with this policy.
- 5.2 Directors/KMPS are also required to provide information regarding their engagement with other entity during the financial year which may be regarded as related party according to this Policy.

5.3 All of the subsidiaries of the Company, before entering into a Related Party Transaction which may require approval of the Audit Committee & members of the Company under this Policy, shall bring to the attention of the Company about such proposed Related Party Transaction(s), so that the requisite approvals shall be obtained by the Company.

5.4 The Company Secretary shall at all times maintain a database of Company's Related Parties in Management Information System (MIS) & it shall be updated whenever necessary and shall be reviewed in each quarter.

B. Identification of Related Party:

5.5 Every Director, KMP, CEO/CFO & the Departmental Heads will be responsible for providing prior notice to the Company Secretary/CFO of any potential transaction with Related Party. Notice of any potential Related Party Transaction shall be provided well in advance to the Audit Committee so that it has adequate time to review the proposed Transaction.

5.6 The CFO & the Departmental Heads shall submit to the Chairman of the Audit Committee the details of all existing/proposed transaction along with supporting information as per Table-A below:-

Table-A	
Details required for Approval of Audit Committee	
Sr. No.	Particulars
1	The name/s of the Related Party
2	Nature of transaction
3	Name of the director or Key Managerial Personnel who is related
4	Period of transaction
5	Nature, material terms and monetary value of the contract or arrangement along with justification;
6	The indicative base price/current contracted price and the formula for variation in the price, if any
7	Such other conditions/ information as required under the Act and Listing Regulations, as amended from time to time

5.7 CFO shall submit his notes to the Audit Committee giving his comments as to whether existing/proposed transaction(s) are on arms' length basis and in ordinary course of business.

5.8 The Committee will give due consideration to the CFO's notes while deciding whether a transaction does, in fact, constitute a Related Party Transaction requiring compliance with this policy.

6. Approval to Related Party Transactions

6.1 Approval of Audit Committee

All Related party transactions (and subsequent material modifications) will require prior approval of Audit Committee, provided that only those members of the Audit Committee, who are independent directors, shall approve related party transactions. Further, related party transaction to which the subsidiary of the Company is a party but the Company is not a party, shall require prior approval of the Audit Committee if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds ten per cent of the annual standalone turnover, as per the last audited financial statements of the listed entity. Any member of the Audit Committee who has potential interest in any Related Party Transaction will in terms of Rule 15(2) of the Companies (Meeting of Board and its Powers) Rules, 2014 shall not be present at the meeting during the discussions on the subject matter and shall recuse himself or herself and abstain from discussion and voting on the approval of the Related Party Transaction.

The Audit Committee shall consider the following factors while deliberating the related party transactions for its approval:

- ✓ Name of party and details explaining nature of relationship
- ✓ Duration of the contract and particulars of the contract and arrangement
- ✓ Nature of transaction and material terms thereof including the value, if any.
- ✓ Manner of determining the pricing to ascertain whether the same is on arm's length
- ✓ Business rationale for entering into such transaction
- ✓ Whether the terms of Related Party Transaction are fair and on arm's length basis?
- ✓ Whether the Related Party Transaction is in the ordinary course of business of the Company?
- ✓ Whether there are any compelling business reasons for the Company to enter into the Related Party Transaction and the nature of alternative transactions, if any?
- ✓ Whether the Related Party Transaction would affect the independence of an independent director.
- ✓ Whether the Related Party Transaction would present an improper conflict of interest for any Director or Key Managerial Personnel of the Company
- ✓ In case of ratification, Where the ratification of the RPTs is allowed by law and is sought from the Committee, the reason for not obtaining the prior approval of the Committee and the relevance of business urgency and whether subsequent ratification would be detrimental to the Company; and
- ✓ Any other information relevant or important for the Board to take a decision on the proposed transaction.

Omnibus approval of RPTs

The Audit Committee may grant Omnibus Approval for Related Party Transactions proposed to be entered into by the Company subject to the following conditions:

- The Audit Committee shall lay down the criteria for granting the omnibus approval in line with the Policy on Related Party Transactions of the Company and such approval shall be applicable in respect of transactions which are repetitive in nature.
- The Audit Committee shall satisfy itself the need for such Omnibus Approval and that such approval is in the interest of the Company.
- The aggregate amount of transactions/any particular transactions approved/to be approved under Omnibus Approval shall not exceed the limit specified by the Audit Committee of the company.
- Such Omnibus Approval shall specify (i) the name/s of the related party, nature of transaction, period of transaction, maximum amount of transaction that can be entered into, (ii) the indicative base price / current contracted price and the formula for variation in the price if any and (iii) such other conditions as the Audit Committee may deem fit.

Provided that where the need for Related Party Transaction cannot be foreseen and aforesaid details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rs.1 crore per transaction.

- Audit Committee shall review, at least on a quarterly basis, the details of Related Party Transactions entered into by the Company pursuant to each of the omnibus approval given.
- Such Omnibus Approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.
- Omnibus approval shall not be made and shall not be applicable for the following: (i) transaction(s) in respect of selling or disposing off the undertaking of the Company; (ii) transactions which are not at arm's length or not in the Ordinary Course of Business.
- Where the Audit Committee is not convinced on the need for granting omnibus approvals, the Audit Committee may reject the proposal placed before it with a reasonable explanation for the same.

6.2 Approval of Board of Directors

i. RPTs shall require Board approval in the following cases:

- a) If the RPTs are not in the ordinary course of business or not at Arm's Length Basis; or

- b) the Audit Committee determines that a Related Party Transaction should be brought before the Board; or the Board, in any case elects to review any RPTs suo moto; or
- c) the Related Party Transaction needs to be approved by the Board under any law for the time being in force.

ii. The considerations set forth above in case of Audit Committee shall also apply to the Board's review and approval of the proposed Related Party Transaction with such modification as may be necessary or appropriate under the given circumstances.

iii. Pursuant to section 184 of the Act, any member of the Board who has a potential interest in any Related Party Transaction will recuse himself and abstain from discussion and voting on the approval of the Related Party Transaction.

6.3 Approval of Shareholders

6.3.1. All material related party transactions shall require prior approval of the shareholders through resolution and no Related Party shall vote on such resolutions whether the entity is a Related Party to the particular transaction or not. However, the said requirement would not be applicable in respect of a resolution plan approved under section 31 of the Insolvency and Bankruptcy Code, 2016 subject to the event being disclosed to the recognized stock exchanges within one day of the resolution plan being approved. The explanatory statement to be annexed to the notice of a postal ballot or general meeting convened to consider the special resolution to approve a Related Party Transaction shall inter alia contain the following particulars:

- ✓ Name of the related party;
- ✓ Name of the director or key managerial personnel who is related, if any;
- ✓ Nature of relationship; – Nature, material terms, monetary value and particulars of the contract or arrangement;
- ✓ Any other information relevant or important for the members to take a decision on the proposed resolution.

6.3.2. All Related Party Transactions as per Section 188 of the Act, if such related party transaction is not in the ordinary course of business, or not at arm's length price and exceeds the thresholds limits as prescribed in the Act and rules thereof, shall require shareholders' approval by a special resolution. The Related Parties shall abstain from voting as shareholders in case of Related Party Transactions which require the approval of shareholders.

7. Minimum information to be provided for review of Audit Committee and Shareholders for approval of Related Party Transaction

- The Company shall ensure compliance with the Industry Standards on "Minimum information to be provided for Review of the Audit Committee and Shareholders for Approval of Related Party Transaction (RPT)" as made applicable by SEBI vide its Circular dated 26th June, 2025.
- The Company shall provide the following information, for review of the Audit Committee for approval of proposed RPT;
 - a) Type, material terms and particulars of the proposed transaction
 - b) Name of the related party and its relationship with the listed entity, including nature of its concern or interest (financial or otherwise);
 - c) Tenure of the proposed transaction (particular tenure shall be specified)
 - d) Value of the proposed transaction;
 - e) The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction ()
 - f) If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity

- ✓ details of the source of funds in connection with the proposed transaction
 - ✓ where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments
 - nature of indebtedness;
 - cost of funds; and
 - tenure
 - ✓ applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and
 - ✓ the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT
- g) Justification as to why the RPT is in the interest of the listed entity
- h) A copy of the valuation or other external party report, if any such report has been relied upon
- i) Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis
- j) Any other information that may be relevant.

The above minimum information as provided in the said circular, shall be deemed to be amended as and when SEBI amends, repeals or replaces the said Circular.

7. Related Party Transactions Not Approved Under This Policy

- Subject to the provisions of the Act, in the event the Company becomes aware of a transaction with a related party that has not been approved in accordance with this Policy prior to its consummation, the matter shall be reviewed by the Audit Committee. The Audit Committee shall consider all relevant facts and circumstances regarding the related party transaction, and shall evaluate all options available to the Company, including ratification, revision or termination of the related party transaction.
- RPTs entered into without obtaining the prior approval of the Audit/ Board / Shareholders (respective authority /ies) may be ratified, with or without the modification(s), subject to the applicable provisions of the Act and the Listing Regulations, if post review of the said transaction/contract, the appropriate authority is satisfied, that the said RPTs are not detrimental to the interest of the Company.
- Where any contract or arrangement is entered into without obtaining the requisite consent of the Audit Committee, Board or Shareholders, and if it is not ratified by the respective authority within three months from the date on which such contract or arrangement was entered into, such contract or arrangement shall be voidable at the option of the Company.
- In any case, where the Audit Committee determines not to ratify a related party transaction that has been commenced without approval, the Audit Committee, as appropriate, may direct additional actions including, but not limited to, discontinuation of the transaction or seeking the approval of the shareholders, payment of compensation for the loss suffered by the related party, etc. In connection with any review/approval of a related party transaction, the Audit Committee has authority to modify or waive any procedural requirements of this Policy. In such cases, the appropriate authority may further require the related party to reimburse the benefits which might have accrued to it and/or indemnify the Company against any losses. RPTs not ratified shall also be subject to such repercussions as may be provided under the Act and the Listing Regulations
- The Audit Committee shall, in all such instances, also examine the facts and circumstances pertaining to the failure of reporting such related party transaction to the Audit Committee under this Policy and failure of the internal control systems, and shall take any such action as it deems appropriate.

8. Reporting Of Related Party Transactions

8.1 Every contract or arrangement which is required to be approved by the Board/ shareholders under this Policy, shall be referred to in the Board's report to the shareholders along with the justification for entering into such contract or arrangement.

8.2 The Company shall maintain a register pursuant to the provisions of the Act and enter therein the particulars of all the Related Party Transactions with a Related Party.

8.3 Every material RPT or RPT which is not on Arm's Length basis or such other details as may be required under the Act or Regulations shall be disclosed in the Annual Report in form AOC-2 with proper justification for entering into such transactions.

8.4 The Company shall disclose the policy on dealing with Related Party Transactions on its website and a web link thereto shall be provided in the Annual Report of the Company.

8.5 Details of RPTs shall be submitted to the stock exchanges in the format as specified by SEBI from time to time on half-yearly basis and copy of the same will be posted on the website of the Company.

8.6 The Company shall submit on the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website.

9. Amendments

The Policy shall be reviewed by the Board at least once every three years and updated accordingly. Any subsequent amendment / modification in the Act or the Listing Regulations and / or any other laws in this regard shall automatically apply to this Policy. Any amendment in the applicable provisions of the Companies Act or SEBI Listing Regulations or any other regulations, which are in force, in relation to the related party transactions, which is in contradiction to the clauses stated in the Policy, then such amendment in the applicable laws shall prevail over the applicable clauses as stated in the Policy.

10. Scope Limitation

In the event of any conflict between the provisions of this Policy and of the Listing Regulations / the Act or any other statutory enactments, rules, the provisions of such Listing Regulations / the Act or statutory enactments, rules shall prevail over this Policy.

Effective Date: 16.09.2025

