

RISHIROOP LIMITED
POLICY ON MATERIALITY OF AND DEALING WITH RELATED PARTY
TRANSACTIONS ('RPT')

1. PREAMBLE:

- 1.1. The Board of Directors of Rishiroop Limited has formulated this Policy which shall be called 'Policy on materiality of Related Party Transactions and dealing with Related Party Transactions' to ensure proper approval, disclosure and reporting of transactions between the Company and its Related Parties.
- 1.2. This Policy was first adopted by the Board of Directors in its meeting held on 13th February, 2015 and thereafter amended and approved by them from time to time pursuant the provisions of Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended from time to time.

This Policy is reviewed based on the latest amendments and circulars issued by SEBI. The Board of Directors has also taken into consideration the latest RPT Industry Standards issued by Industry Standard Forums through the circulars issued on June 26, 2025 and October 13, 2025.

Reviewed and approved by the Board of Directors on 11th November, 2024.

Reviewed and approved by the Board of Directors on 15th May, 2025

Reviewed and approved by the Board of Directors on 7th August, 2026

2. SCOPE AND PURPOSE:

- 2.1. This Policy establishes a transparent mechanism to identify, review, approve and report transactions with related parties entered into by the Company. Related party transactions can present a potential or actual conflict of interest which may be against the best interest of the company and its shareholders. Hence, the purpose of this policy is to protect the interest of stakeholders and ensure compliance with statutory laws.

- 2.2. Considering the requirements for approval of related party transactions as prescribed under the Companies Act, 2013 ("Act") read with the Rules framed there under and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulation 23") and as amended from time to time, Rishiroop Limited has formulated guidelines for identification of related parties and the proper conduct and documentation of all related party transactions.

3. OBJECTIVE:

The objective of this Policy is to set out (a) the materiality thresholds for related party transactions and; (b) the manner of dealing with the transactions between the Company and its related parties based on the Act, Regulation 23 of the SEBI Listing Regulations and any other laws and regulations as may be applicable to the Company.

4. DEFINITIONS:

1. "Act" means the Companies Act, 2013;
2. "SEBI Listing Regulations" means SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended;
3. "Regulation 23" means the Regulation no. 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended from time to time;
4. "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;
5. "Ordinary course of business" means the usual transactions, customs and practices undertaken by the Company to conduct its business operations and activities and includes all such activities which the company can undertake as per Memorandum & Articles of Association. The Board and Audit Committee may lay down the principles for determining ordinary course of business in accordance with the statutory requirements and other industry practices and guidelines;
6. "Company" means Rishiroop Limited;

7. "Relative" with reference to a Director or KMP means persons as defined in Section 2(77) of the Act and rules prescribed thereunder;
8. "Related Party" have the meaning as defined in Section 2(76) of Companies Act, 2013 and Regulation 2(1)(zb) of the Securities and Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, as amended.
9. "Related Party Transaction" have the meaning as defined under Regulation 2(1)(zc) of the Securities and Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, as amended, transfer of resources, services or obligations between a listed entity and a related party, regardless of whether price is charged and a transaction with a related party shall be construed to include a single transaction or a group of transactions in a contract, including but not limited to the following –
 - a. sale, purchase or supply of any goods or materials;
 - b. selling or otherwise disposing of, or buying, property of any kind;
 - c. leasing of property of any kind;
 - d. availing or rendering of any services;
 - e. appointment of any agent for purchase or sale of goods, materials, services or property;
 - f. appointment to any office or place of profit in the company;
 - g. underwriting the subscription of any securities or derivatives thereof, of the company.
10. "Material Related Party Transaction" means a transaction with a Related Party if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% (ten percent) of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.
11. "Material Modification" means any subsequent change to an existing Related Party Transaction, having variance of 20% of the existing approved limit.
12. "Key Managerial Personnel" or "KMP" shall have the meaning as defined in the Companies Act 2013 and as amended from time to time.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law or regulation and as amended from time to time.

In case of any dispute or difference upon the meaning/interpretation of any word or provision in this Policy, the same shall be referred to the Audit Committee and the decision of the Audit Committee in such a case shall be final. In interpreting such term /provision, the Audit Committee may seek the help of any of the officers of the Company or an outside expert, as it deems fit.

5. MATERIALITY THRESHOLDS:

5.1. Regulation 23 of the SEBI Listing Regulations requires a company to provide materiality thresholds for transactions beyond which approval of the shareholders through resolution will be required.

5.2. Rishiroop Limited has fixed the following materiality threshold for the purpose of Regulation 23(1), 23 (1A) and 23(4) of the SEBI Listing Regulations:

(a) Any transactions with a Related Party shall be considered material, if the transactions to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the Company as per its last audited financial statements.

(b) Any 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, exceed 5 % (Five Percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

5.3. Related Party Transaction policy on materiality and its threshold limits shall be reviewed by the Board of Directors of the Company once in every three years, and updated accordingly.

6. APPROVAL OF RELATED PARTY TRANSACTIONS:

AUDIT COMMITTEE APPROVAL

6.1. Every Related Party Transaction entered into by the Company shall be subject to approval of the Audit Committee. The aforesaid approval shall be granted only by those members of the Audit Committee, who are independent Directors.

6.2. The approval of the Audit Committee can be granted by way of a circular resolution. However, the Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into by the company subject to the following conditions:

(a) 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.

(b) The Audit Committee shall satisfy itself regarding the need for such omnibus approval and that such approval is in the interest of the Company;

(c) 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 (One) crore per transaction and aggregate sum of all Related Party Transactions in a financial year not to exceed Rs. 5 (Five) crore.**

(d) the audit committee shall review, at least on a quarterly basis, the details of related party transactions entered into by the listed entity or its subsidiary pursuant to each of the omnibus approvals given.

- (e) Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.
- 6.3. The Board shall approve such Related Party Transactions as are required to be approved under Companies Act, 2013 and/or listing agreement and/or transactions referred to it by the Audit Committee.
- 6.4. Where any director is interested in any Related Party Transaction, such director will abstain from discussion and voting on the subject matter of the resolution relating to such Transaction.

SHAREHOLDERS APPROVAL

- 6.5. Further, all **Material Related Party Transactions** shall require approval of shareholders of the Company through special resolution (unless it is exempted pursuant to the provisions of listing agreement) and the Related Parties shall abstain from voting on such resolution(s).
- 6.6. All Related Party Transactions (other than Material Related Party Transactions) pursuant to section 188 of the Companies Act, 2013 which are not in the ordinary course of business or not an Arms' length transaction and which cross the threshold limits prescribed under Companies Act, 2013 shall also require the approval of shareholders of the Company through special resolution and the Related Parties shall abstain from voting on such resolution(s).
- 6.7. The Shareholders may grant omnibus approval for material related party transactions in an annual general meeting which shall remain valid till the date of the next annual general meeting held as per the provisions of Companies Act, 2013.
- 6.8. Further, in case of omnibus approvals granted for material related party transactions by the shareholders in a general meeting other than annual general meeting, the validity of such omnibus approval shall not exceed one year from the date of such approval.
- 6.9. The approval mechanism for Related Party Transactions shall be as stipulated in the provisions of listing agreement and/or Companies Act, 2013 and as amended from time to time.

The listed entity shall also comply with the minimum information to be provided to the Audit Committee and Shareholders for the approval of related party transactions prescribed under RPT Industry Standards formulated by Industry Standards Forum (“ISF”) comprising of representatives from three industry associations, viz. ASSOCHAM, CII and FICCI, under the aegis of the Stock Exchanges and in consultation with SEBI in accordance with latest Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 issued by SEBI dated October 13, 2025.

7. DISCLOSURES:

Under Companies Act, 2013:

- 7.1. The Company shall disclose, in the Board’s report, transactions prescribed in Section 188(1) of the Act with related parties, which are not in ordinary course of business or not at arm’s length basis along with the justification for entering into such transaction.
- 7.2. The aforesaid related party transactions shall be disclosed in Board Report of the Company in Form AOC-2.

Under SEBI (LODR) Regulations, 2015:

Regulation 23(9) of the SEBI LODR Regulations inter-alia requires listed entities to disclose to the stock exchange, the Related Party Transactions (RPTs), on a half-yearly basis, as a part of Integrated Filing of financial results in the format specified by the Board and within the timelines specified in the regulations.

The company shall provide disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large in the Corporate Governance Report annexed to the Annual Report of the Company.

REVIEW AND AMENDMENTS:

The Board shall have the power to amend and update any of the provisions of this policy, substitute any of the provisions with a new provision or replace this policy entirely with a new policy in order to adhere to the amendments issued by the regulatory authorities from time to time.

Last updated on: August 7, 2026
