

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

1. Introduction and Background

Reliance Industrial Infrastructure Limited (the “Company” or “RIIL”) 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, definition of material modification in related party transactions and dealing with related party transactions.

3. Terms and References

3.1 Related Party Transactions

“Related Party Transactions” mean related party transaction as defined under Regulation 2 (1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”).

3.2 Related Party Transaction(s) of the Company

Related Party Transaction(s) where the Company is a party to the transaction(s) / contract(s) / arrangement(s) with a related party.

3.3 Materiality of Related Party Transactions

3.3.1 Transactions with a related party shall be considered as material related party transactions if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceed rupees one thousand crore or ten percent of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower or such sum or limit as may be prescribed under the Listing Regulations.

3.3.2 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, exceed five percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

3.4 Material Modifications

Material modifications in relation to the Related Party Transaction(s) shall mean any change / variation / modification in an existing related party transaction / contract / arrangement, the financial effect of which is an increase by 20% of the relevant contract/ arrangement subject to a maximum of 10% of the annual consolidated turnover of the Company as per the last audited financial statement.

All other terms and references used but not defined herein shall have the same meaning as is assigned to them under the Companies Act, 2013 ('Act'), the Listing Regulations and rules, regulations, notifications and circulars issued thereunder.

4. Policy

- 4.1** All Related Party Transactions shall be in ordinary course of business and on arm's length basis.
- 4.2** In exceptional circumstances, where permitted by law, Related Party Transaction(s) of the Company may deviate from the principle of ordinary course of business and/or arm's length, after obtaining approval from Audit Committee, the Board of Directors and Shareholders of the Company, as the case may be.
- 4.3** All Related Party Transaction(s) shall be in compliance with the provisions of the Act, Listing Regulations and applicable Accounting Standards, as amended from time to time.
- 4.4** All domestic Related Party Transactions 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.
- 4.5** All international Related Party Transactions 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.

5. Approval

- 5.1** All Related Party Transaction(s) of the Company and subsequent Material Modifications thereto, shall require prior approval of the Audit Committee or the Board of Directors or the Shareholders of the Company, as the case may be, as required under and subject to the Act and/or the Listing Regulations.
- 5.2** The Audit Committee may grant omnibus approval to Related Party Transactions subject to such conditions as are, or may be, prescribed.
- 5.3** Details of all related party transactions shall be periodically disclosed as may be required.

6. Amendment

Any subsequent amendment / modification in the Listing Regulations or the Act or any other governing Act/Rules/Regulations or re-enactment, impacting the provisions of this Policy, shall automatically apply to this Policy and the relevant provision(s) of this Policy shall be deemed to be modified and/or amended to that extent, even if not incorporated in this Policy.

7. Review

This Policy will be reviewed as and when required but atleast once in three years.

This Policy was approved by the Board of Directors at its meeting held on September 30, 2014 and modified on July 11, 2018, July 20, 2022 and October 26, 2023.