Aurionpro Solutions Limited (ASL)

Policy on Related Party Transactions

1. PREAMBLE

In the course of business, the companies often have to seek business deals with the parties with whom they are related or have some common interest of the directors, shareholders, promoters or any other stakeholder. Such related party transactions are integral to functioning of the group companies and are often form important element of the business plans & strategies. However, the related party transactions also present actual or potential conflict interest and pose risk of manipulations by the vested interest by compromising the best interests of the company and other stakeholders. Therefore, the companies are required to provide framework to regulate the related party transactions. The Board of Directors and the Audit Committee have formulated this policy as a framework for regulating the related party transactions of Aurionpro Solutions Ltd and subsidiaries. This policy puts emphasis on the governance, transparency and reporting as three critical elements for regulating the related party transactions.

2. APPLICABILITY

This policy which may be called as 'ASL – Policy on Related Party Transactions' has been formulated for the governance of the related party transactions of Aurionpro Solutions Limited and its group companies. This policy has been formulated in compliance with all the relevant provisions concerning related party transactions as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) 2015 ("SEBI LODR)", the Companies Act, 2013 and any other applicable laws and regulations.

In the event of any inconsistency between this Policy and the Act / Listing Regulations, as may be amended from time to time, the provisions of the Act / Listing Regulations would prevail.

3. DEFINITIONS

a) "Act" means the Companies Act, 2013.

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) "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.

d) "Company" means Aurionpro Solutions Limited.

e) "Relative" with reference to a Director or KMP means persons as defined in Section 2(77) of the Act and rules prescribed thereunder.

f) "Related Party" have the meaning as defined in Section 2(76) of Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations.

g) "Related Party Transaction" (RPT) shall mean and include,

   i. for the purpose of the Act, specified transaction of the Company with Related Parties mentioned in clause (a) to (g) of sub-section 1 of Section 188 and clause (iv) of subsection 4 of Section 177 of the Act; and

   ii. for the purpose of Listing Regulation as defined in Regulation 2(1)(zc) of the Listing Regulations.

h) "Material Related Party Transaction" in terms of SEBI LODR means a transaction to be entered into with a Related Party, individually or taken together with previous transactions during a financial year:

   i. In case of transactions involving payments made with respect to brand usage or royalty, if it exceeds 5% of the annual consolidated turnover of the Company as per its last audited financial statements;

   ii. In case of any other transaction(s), if the amount exceeds Rs 1,000 crores or 10% (ten percent) of the annual consolidated turnover of the Company as per its last audited financial statements, whichever is lower..

i) "Material modification" shall mean a modification to an existing Related Party Transaction, of an amount exceeding 20% of the value of a transaction / contract.

   Provided further that in case of multiyear contracts with Related Parties, material modification shall mean and include any modification of an amount exceeding 20% of the transaction / contract value prevailing as at the end of the immediately preceding financial year.

j) Key Managerial Personnel" or "KMP" shall have the meaning as defined in the Companies Act 2013

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.

4. PROCEDURE

All Related Party Transactions where the Company is a party to such transactions, must be reported to the Audit Committee and referred for approval by the Committee in accordance with this policy.

A. Identification of Related Party Transactions

i. The Company shall identify Related Parties (including those of its subsidiaries), as per requirement of Companies Act, 2013 and SEBI LODR and keep the related party list updated from time to time;

ii. Every director, key managerial personnel (KMPs) and promoters shall at the beginning of the financial year provide information by way of written notice to the company regarding their 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 the Companies Act, 2013 and SEBI LODR. Directors, KMPs and promoters are also required to provide the

information regarding their engagement with other entity during the financial year which may be regarded as related party as per the Companies Act, 2013 and SEBI LODR. Every director, KMP and promoter shall also be required to immediately intimate (within not more than 7 days) to the Company Secretary, any change (addition or deletion) to previously provided disclosure of concern or interest in any entity or list of relatives.

iii. The identified Related Parties shall be tagged in accounting system of the Company or its subsidiaries.

iv. Further, before any new vendor/ customer is onboarded into the system of the Company or its subsidiaries, as a part of vendor/ customer due diligence process, it shall also be checked from (i) the list of related parties so prepared and (ii) the promoter group, whether the new vendor/ customer is a related party and if so, it shall be tagged as Related Party in the system.

The Company will identify potential transactions with Related Parties based on written notices of concern or interests received from its Directors / Key Managerial Personnel / Promoters as well as based on the list of related parties of the Subsidiary Companies, in the manner prescribed in the Companies Act, 2013 and the rules thereunder and SEBI LODR as amended from time to time.

B. Review and approval of Related Party Transaction

I. Audit Committee

i. Every Related Party Transaction and subsequent Material Modifications shall be subject to the prior approval of the Audit Committee. Members of the Audit Committee, who are independent directors, shall only approve related party transactions.

ii. The Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into by the Company or its subsidiaries subject to compliance of the conditions contained in the Companies Act, 2013 and SEBI LODR as amended from time to time.

iii. The Company shall place following information / documents before the Committee for its consideration of request for omnibus approval of Related Party Transactions:

- the name(s) of the Related Party;
- nature of transaction;
- period of transaction;
- maximum amount of transactions that shall be entered into;
- the indicative base price / current contracted price and the formula for variation in the price if any; and
- such other conditions as the Audit Committee may deem fit.

The omnibus approval shall be valid for a period of one year from the date of approval. Where the need for related party transaction(s) cannot be foreseen and specific details are not available, audit committee

may grant omnibus approval for such transaction(s), subject to value of such transactions not exceeding rupees one crore per transaction.

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

v. Prior approval of the Audit committee shall be required for:

- All RPTs and subsequent Material Modifications;
- a related party transaction to which the Company's subsidiary is a party but the Company is not a party, 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 such subsidiary.

  Provided that prior approval of the Audit Committee of the Company shall not be required for RPTs where a listed subsidiary of the Company is a party but the Company is not a party, if regulation 23 and 15 (2) of SEBI LODR are applicable to such listed subsidiary.

vi. Notwithstanding anything to the contrary in this Policy, the members of the Audit Committee, who are independent directors, may ratify related party transactions within three months from the date of the transaction or in the immediate next meeting of the Audit Committee, whichever is earlier, subject to the following conditions:

- the value of the ratified transaction(s) with a related party, whether entered into individually or taken together, during a financial year shall not exceed rupees one crore;
- the transaction is not material in terms of the provisions of Regulation 23(1) of SEBI LODR;
- rationale for inability to seek prior approval for the transaction shall be placed before the Audit Committee at the time of seeking ratification;
- the details of ratification shall be disclosed along with the disclosures of related party transactions in terms of the Regulation 23(9) of SEBI LODR;
- any other condition as specified by the Audit Committee:

Provided that failure to seek ratification of the Audit Committee shall render the transaction voidable at the option of the Audit Committee and if the transaction is with a party related to any director, key managerial personnel and promoters, or is authorised by any other director, key managerial personnel and promoters, the concerned director, key managerial personnel and promoters shall indemnify the Company against any loss incurred by it.

vii. If any additional Related Party Transaction is to be entered by the Company post omnibus approval granted by the Audit Committee, then the Company shall present such transaction before the Audit Committee in its next meeting for its prior approval.

viii. The Audit Committee shall also review the statement of significant related party transactions submitted by management as per its terms of reference.

ix. Any member of the Audit Committee who has a potential interest in any Related Party Transaction shall abstain from discussion and voting on the approval of the Related Party Transaction.

x. To review a Related Party Transaction, the Committee shall be provided with the necessary information (as prescribed under the Companies Act, 2013 and/or the SEBI LODR, from time to time), to the extent relevant, with respect to actual or potential Related Party Transactions.

xi. The Audit Committee shall recommend the Related Party Transactions for approval of Board of Directors / Shareholders, as per terms of this Policy.

II. Approval of the Board and the Shareholders

i. All Related Party Transactions which are not in the ordinary course of business or not at the arm's length price shall require prior approval of the Board of Directors of the Company. 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 RPT.

Further, all related party transactions which are not in the ordinary course of business or not at the arm's length price and are exceeding threshold limits prescribed in section 188 of the Act as amended from time to time shall also require prior approval of shareholders of the Company by way of Ordinary Resolution and all entities falling under the definition of Related Parties shall not vote to approve the relevant transaction, irrespective of whether the entity is a party to the particular transaction or not.

Further, the information as prescribed under the Companies Act, 2013 and/or the SEBI LODR, from time to time shall be provided in the Notice to the shareholders for consideration of RPTs.

ii. All the Material Related Party Transactions and subsequent Material Modifications shall require prior approval of the Board and shareholders through Ordinary Resolution and no Related Party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

Provided that prior approval of shareholders of the Company shall not be required for RPTs where listed subsidiary is a party but the Company is not a party, if Regulation 23 and 15(2) of SEBI LODR are applicable to such listed subsidiary.

Provided further that the aforesaid requirements shall not apply in respect of a resolution plan approved under section 31 of the Insolvency Code, subject to the event being disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

Provided further that the Related Party Transactions entered into by the Company with its wholly owned subsidiary(ies) whose accounts are consolidated with the company and placed before the shareholders at the general meeting for approval, shall not require approval of the audit committee, board or shareholders.

Provided further that the provisions pertaining to:

- Prior approval of the Audit Committee for all RPTs;
- Omnibus approval for RPTs; and
- Prior approval of audit committee, board or shareholders for Material Related Party Transactions and subsequent Material Modifications shall not be applicable when the transactions are entered into between two wholly-owned subsidiaries of the Company, whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.

5. TRANSACTIONS WHICH DO NOT REQUIRE APPROVAL

Any transaction in which the Related Party's interest arises solely from ownership of securities issued by the Company and all holders of such securities receive the same benefits pro rata as the Related Party including following:

i. the issue of specified securities on a preferential basis, subject to compliance of the requirements under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

ii. the following corporate actions which are uniformly applicable/offered to all shareholders in proportion to their shareholding:
   a. payment of dividend;
   b. subdivision or consolidation of securities;
   c. issuance of securities by way of a rights issue or a bonus issue; and
   d. buy-back of securities.

iii. retail purchases from the Company or its subsidiary by its directors or its employees, without establishing a business relationship and at the terms which are uniformly applicable/offered to all employees and directors.

iv. The remuneration and sitting fees paid by the Company or its subsidiary to its director, key managerial personnel or senior management, except who is part of promoter or promoter group provided that the same is not material in terms of the provisions of Regulation 23(1) of SEBI LODR.

6. RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY

If a Related Party Transaction is entered into by the Company without being approved under this Policy, the same shall be reviewed by the Audit Committee. The Audit Committee shall evaluate the transaction and may decide such action as it may consider appropriate including ratification (subject to terms of this Policy), revision or termination of the Related Party Transaction. The Audit Committee may examine the facts and circumstances of the case and take any such action it deems appropriate.

7. DISCLOSURES

i. Details of all material transactions with related parties shall be disclosed quarterly along with the compliance report on corporate governance.

   The Company shall submit information related to RPTs to the stock exchanges every six months, in the format specified by the SEBI LODR, simultaneously with the publication of financials and also publish the same on its website.

   Provided that the remuneration and sitting fees paid by the listed entity or its subsidiary to its director, key managerial personnel or senior management, except who is part of promoter or promoter group, shall not

require disclosure provided that the same is not material in terms of the provisions of sub regulation (1) of SEBI LODR.

ii. The Company shall disclose policy on dealing with Related Party Transactions on its website and also in the Annual Report.

iii. RPTs shall be disclosed in Annual Report, as per applicable provisions of Act and SEBI LODR.

8. POLICY REVIEW

This policy is framed based on the provisions of the Companies Act, 2013, and rules thereunder and the requirements of the SEBI LODR.

In case of any subsequent changes in the provisions of the Companies Act, 2013 and SEBI LODR or any other regulations ("the Regulations") which makes any of the provisions in the policy inconsistent with the Regulations, the provisions of the Regulations would prevail over the Policy and the provisions in the policy would be modified in due course to make it consistent with the Regulations.

The Policy shall be reviewed by the Audit Committee as and when any changes are to be incorporated in the policy due to change in the Regulations or as may be felt appropriate by the Committee. Any changes or modification on the Policy as recommended by the Committee would be presented for approval of the Board of Directors. Provided that this Policy shall be reviewed by the Board at least once every three years and updated accordingly.

This Policy is lastly amended as per the recommendations of the Audit Committee meeting held on 11th May, 2026 and approved by the Board of Directors at its meeting held on 11th May, 2026.