

**ORIANA POWER LIMITED**  
**CIN: L35101DL2013PLC248685**  
**RELATED PARTY TRANSACTIONS POLICY**



**ORIANA POWER LIMITED** (Formerly Known as Oriana Power Private Limited)

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**ORIANA POWER LIMITED**  
**RELATED PARTY TRANSACTIONS POLICY**

**1. INTRODUCTION**

The Board of Directors (the “Board”) of Oriana Power Limited (the “Company”) has adopted the following policy and procedures with regard to Related Party Transactions as defined below. The Audit Committee will review and may amend this policy from time to time.

This policy is to regulate transactions between the Company and its Related Parties based on the laws and regulations applicable on the Company.

**2. DETERMINATION**

This policy is framed as per the requirements of Regulation 23 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modification(s) / amendment(s) / re-enactment(s) thereof (“**SEBI LODR**”) and in terms of Section 188, of the Companies Act, 2013 and is intended to ensure proper approval, disclosure and reporting requirements of transactions between the Company and its Related Parties.

**3. DEFINITIONS**

- A. “**Act**” shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modifications, clarifications, circulars 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. “**Audit Committee/ Committee**” means “Audit Committee” constituted by the Board of Directors of the Company under provisions of SEBI LODR and the Act.
- D. “**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.*
- E. “**Board of Directors**” or “**Board**” means the Board of Directors of the Company, as constituted from time to time.
- F. “**Control**” shall include the right to appoint majority of the Directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner.

- G. **“Key Managerial Personnel”** - As per 2(51) of the Act, Key Managerial Personnel (KMP), in relation to a company, means—
- i. the Chief Executive Officer or the Managing Director or the Manager;
  - ii. the Company Secretary;
  - iii. the Whole-time Director;
  - iv. the Chief Financial Officer;
  - v. such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
  - vi. such other officer as may be prescribed.
- 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 any other transaction(s), if the amount exceeds Rs 50 crores or 10% (ten percent) of the annual consolidated turnover of the Company as per its last audited financial statements, whichever is lower;
- (II) 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;
- I. **“Material Modification”** in terms of SEBI LODR means any modification(s) in the pricing, quantity or overall transaction value having a variance of 20% (twenty percent) or more, in the relevant previously approved related party transaction or as may be decided by the Audit Committee on case-to-case basis.
- J. **“Policy”** means Related Party Transaction Policy.
- K. **“Related Party”** means related party as defined under Section 2(76) of the Companies Act, 2013 and the rules framed thereunder or under the applicable accounting standards:

The following shall also be treated as the Related Party –

- (I) all persons or entities forming part of promoter or promoter group (including entities over which the promoter or promoter group may have control or significant influence) irrespective of their shareholding;
  - (II) any person/entity holding equity shares in the listed entity, as below, either directly or on a beneficial interest basis at any time during the immediately preceding financial year to the extent of 10% or more.
- L. **“Related Party Transaction or transaction (“RPT)”** means a transaction except for those which have been exempted under the SEBI LODR, involving transfer of resources, services or obligations between:
- (i) the Company or any of its subsidiaries on one hand and a related party of the Company or any of its subsidiaries on the other hand; or
  - (ii) the Company or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the Company or any of its subsidiaries.

regardless of whether a price is charged and a “transaction” with a Related Party shall be construed to include single or a group of transactions in a contract.

M. **“Relative”** with reference to any person, means anyone who is related to another, if —

- i they are members of a Hindu Undivided Family;
- ii they are husband and wife; or
- iii one person is related to the other in the following manner- :
  - a. Father (including step-father)
  - b. Mother (including step-mother)
  - c. Son (including step-son)
  - d. Son’s wife
  - e. Daughter
  - f. Daughter’s husband
  - g. Brother (including step-brother)
  - h. Sister (including step-sister)

N. **“Subsidiary”** means a subsidiary as defined under Section 2(87) of the Act.

*Explanation: Any words / terms used in the Policy but not defined herein shall have the same meaning as prescribed to it, in the Act or rules made thereunder, the SEBI Listing Regulations, the Indian Accounting Standards or any other relevant legislation / law applicable to the Company.*

## **1. 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 to the Company Secretary, any change (addition or deletion) to previously provided disclosure of concern or interest in any entity or list of relatives.

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.

## **2. REVIEW AND APPROVAL OF RELATED PARTY TRANSACTION**

### **I. Approval from the Audit Committee**

- a. 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.
- b. 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.

- c. Prior approval of the Audit committee shall be required for:
  - i. All RPTs and subsequent Material Modifications;
  - ii. 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

- d. 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.

The Company shall place the (i) details of transaction(s) requiring omnibus approval; (ii) need for such omnibus approval; and (iii) explanation as to how the transaction(s) is in the interest of the Company, before the Committee for its consideration of request for omnibus approval of Related Party Transactions.

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.

- e. 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.
- f. 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:
  - i. 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;
  - ii. the transaction is not material in terms of the provisions of Regulation 23(1) of SEBI LODR;
  - iii. rationale for inability to seek prior approval for the transaction shall be placed before the Audit Committee at the time of seeking ratification;
  - iv. 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;

- v. 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.

- g. 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.
- h. The Audit Committee shall also review the statement of significant related party transactions submitted by management as per its terms of reference.
- i. To review a Related Party Transaction, the Committee shall be provided with the necessary information as prescribed under the Companies Act 2013 and/or SEBI LODR and other applicable laws, from time to time, to the extent relevant, with respect to actual or potential Related Party Transactions.
- j. The Audit Committee shall recommend the Related Party Transactions for approval of Board of Directors / Shareholders, as per terms of this Policy.

## **II. Approval from the Board and Shareholders**

- a. All Related Party Transactions which are not in the ordinary course of business or not at the arm's length as specified in Section 188(1) of the Act, such Related Party Transaction 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 and other applicable laws, from time to time shall be provided in the Notice to the shareholders for consideration of RPTs.

- b. 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.

### **3. 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.

### **4. TRANSACTIONS EXEMPT FROM 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:

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

### **5. DISCLOSURES**

- a. The Company shall disclose policy on dealing with Related Party Transactions on its website and also in the Annual Report.
- b. RPTs shall be disclosed in Annual Report, as per applicable provisions of Act and SEBI LODR.

- c. 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.

- d. This Policy will be communicated to all operational employees and other concerned persons of the Company.

## 6. REVIEW AND AMEDMENT OF THE POLICY

The Board of Directors shall, upon the recommendation of the Audit Committee assess the adequacy of this Policy at least once in every three years and make any necessary or desirable amendments to ensure that it remains consistent with Board's objectives, applicable laws and the best practices from time to time.

*In case of any amendment(s), clarification(s), circular(s), etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under amendment(s), clarification(s), circular(s), etc.*

This Policy is lastly amended as per the recommendations of the Audit Committee meeting held on 28<sup>th</sup> August 2025 and approved by the Board of Directors at its meeting held on 28<sup>th</sup> August 2025.

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