

# Steelman Telecom Limited

(Formerly known as Steelman Telecom Private Limited)



## RELATED PARTY TRANSACTIONS POLICY

### STEELMAN TELECOM LIMITED

#### 1. PURPOSE OF THIS POLICY:

Steelman Telecom Limited ("Company") is governed, amongst others, by the Companies Act, 2013 and the rules framed thereunder, as amended ("Act"), and regulations framed by Securities and Exchange Board of India ("SEBI"). The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") has mandated every listed company to formulate a policy on materiality of Related Party Transactions and on dealing with Related Party Transactions ("Policy").

Accordingly, the Company has formulated this, Policy. This Policy regulates all transactions between the Company and its Related Parties.

#### 2. DEFINITIONS:

##### Related Party:

[Section 2(76) of the Companies Act, 2013]

1. Director or his relative
2. Key Managerial Personnel or his relative
3. Firm where a Director, Manager or their relative is a Partner
4. Private Company where a Director, Manager or their relative is a member or Director
5. Public Company where a Director or Manager, along with their relative, holds more than 2% of its Paid-up share capital
6. Any Body Corporate whose Board, Managing Director or manager acts according to the advice, directions or instructions of a director or manager
7. Any Person whose advice, directions or instructions a director or manager is accustomed to follow
8. Any Company which is
  - (a) holding, subsidiary or an associate; or
  - (b) a subsidiary of e holding company to which it is also a subsidiary; or
  - (c) an investee company or venturer company.

##### Deemed Related Party: [Regulation 2(1)(zb) of SEBI LODR, 2015]

- a. Person or Entity forming part of the promoter or promoter group of the listed entity
- b. Person or Entity, holding 10% or more equity shares in the listed entity either directly or on a beneficial interest basis as provided u/s 89 of Companies Act, 2013, at any time, during immediately preceding financial year

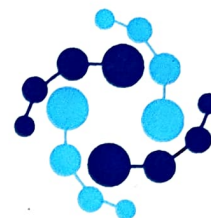
**Provided following shall not be considered as RPT:-**

- a. Issue of specified securities on a preferential basis, by complying with SEBI(ICDR), Regulations, 2018;
- b. Corporate actions by listed entity that apply equally to all shareholders in proportion to their shareholding:
  - Payment of dividend
  - Subdivision or consolidation of securities
  - Issuance of securities by way of rights or bonus issue
  - Buy-back of securities
  - Banks or NBFCs accepting fixed deposits on terms applicable to all shareholders, subject to disclosure of same along with disclosure of RPT every six months to the stock exchange.



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## Material Transaction

Provided that 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 rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower

## Applicability of RPT in SME Listed Company

In case of a listed entity which has listed its specified securities on the SME Exchange, 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 Rupees fifty crore or ten per cent. of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

**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.

**Material modification** means any subsequent change to an existing Related Party Transaction, having variance of 20% of the existing limit or Rs.10 crores whichever is lower.

**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.

All capitalized terms used in this Policy but not defined herein shall have the meaning assigned to such term in the Act and the Listing Regulations, as amended from time to time.

## **3. IDENTIFICATION OF RELATED PARTIES AND THE RELATED PARTY TRANSACTIONS:**

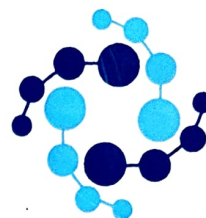
- i. Every promoter, director and key managerial personnel (KMP) of the Company and its subsidiaries/ Joint venture shall,
  - a. at the time of appointment;
  - b. periodically – as required by the Company or applicable law
  - c. whenever there is any change in the information already submitted,

provide requisite information about his / her Relatives and all firms, companies, body corporates, or other association of individuals, in which such promoter, director or KMP is interested, whether directly or indirectly, to the Company or the subsidiary/ Joint venture (as the case may be). Every such promoter, director and KMP shall also provide any additional information about the transaction, that the Board /Audit Committee may reasonably request.



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## 4. REVIEW AND APPROVAL OF RELATED PARTY TRANSACTIONS:

### *Approval of Related Party Transactions*

#### A. Audit Committee

- i. All the transactions which are identified as Related Party Transactions and modifications thereof, shall be approved by the Audit Committee in the manner specified under the Listing Regulations. The Audit Committee shall consider all relevant factors while deliberating the Related Party Transactions for its approval.
- ii. Any member of the Audit Committee who has a potential interest in any Related Party Transaction shall recuse himself and abstain from discussion and voting on the approval of the Related Party transaction. A Related Party Transaction which is (i) not in the ordinary course of business, or (ii) not at arm's length basis, would require approval of the Board or of shareholders, as detailed in subsequent paragraphs.
- iii. The Audit Committee may grant omnibus approval for Related Party Transactions which are repetitive in nature and subject to such criteria / conditions as mentioned under the Act and the Listing Regulations and such other conditions as it may consider necessary in line with this Policy and in the interest of the Company.
- iv. The Audit Committee shall review, on a quarterly basis, the details of Related Party Transactions and Material modifications thereof, entered into by the Company pursuant to the omnibus approval. Certain procedural aspects concerning review of a Related Party Transaction may be modified or waived by the Committee, at its discretion.
- v. Such omnibus approval shall be valid for a period not exceeding one year and shall require fresh approval after the expiry of one year.
- vi. A Related Party Transaction entered into by the Company, which is not under the omnibus approval or otherwise pre-approved by the Audit Committee, will be placed before the Audit Committee for consideration, and ratification, if appropriate.
- vii. The Audit Committee shall also pre-approve Related Party Transactions, where the Company is not a party, but the Company's subsidiary is a party, if the value of such transaction crosses the thresholds as prescribed under the Listing Regulations.

#### B. Board of Directors

In case any Related Party Transactions are referred by the Company to the Board for its approval due to the transaction being (i) not in the ordinary course of business, or (ii) not at an arm's length basis, the Board will *inter alia* consider factors such as, nature of the transaction, material terms, the manner of determining the pricing and the business rationale for entering into such transaction and any other information the Board may deem important/relevant for taking decision on a proposed transaction. On such consideration, the Board may approve the transaction or may require such modifications to transaction terms as it deems appropriate under the circumstances. Any member of the Board who has any interest in any Related Party Transaction will recuse himself and abstain from discussion and voting on the approval of the Related Party Transaction.



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## C. Shareholders

- i. If a Related Party Transaction is (i) a material transaction as per Regulation 23 of the Listing Regulations, or (ii) not in the ordinary course of business, or not at arm's length basis and exceeds certain thresholds prescribed under the Act, then such Related Party Transaction and any subsequent Material modification thereto, shall require shareholders' approval by a resolution. In such case, any member of the Company who is a Related Party, irrespective of being related to the said transaction or not, shall not vote on resolution passed for approving such Related Party Transaction.
- ii. The provisions of Regulation 23(2), (3) and (4) of the Listing Regulations shall not be applicable in case of transactions entered into between a holding company and its wholly owned subsidiary and between two wholly owned subsidiaries, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.
- iii. In the event the Company becomes aware of a Related Party Transaction that has not been approved under this Policy prior to its consummation, the Company would seek post facto approval from the Audit Committee, the Board and/or shareholders as per applicable laws/ regulations.

### *Reporting of Related Party Transactions*

- i. Every contract or arrangement, which is required to be approved by the Board or the 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.
- ii. The details of all transactions with Related Parties shall be submitted, in the prescribed format to the stock exchanges, and requisite disclosures shall be made in other public documents/certificates as legally required, in the manner and as per the timelines set out in the Listing Regulations and the same shall be published on the Company's website.

## 5. LIMITATION, REVIEW AND AMENDMENT:

In the event of any conflict between the provisions of this Policy and of the Act or the Listing Regulations or any other legal requirement ("Applicable Law"), the provisions of Applicable Law shall prevail over this Policy. Any subsequent amendment / modification to the Applicable Law shall automatically apply to this Policy.

The Board may review this Policy periodically (and at least once every three years) and make amendments from time to time, as may be deemed necessary (including based on recommendation(s) of the Audit Committee).

## 6. DISCLOSURE OF THE POLICY:

This Policy will be uploaded on the website of the Company and a web link thereto shall be provided in the Annual Report.

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Steelman Telecom Limited  
  
Director  
DIN: 00484964

Amended as on dated 03-02-2025



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