PAJSON AGRO INDIA LIMITED

(Formerly Pajson Agro India Pvt Ltd)

POLICY ON DEALING WITH RELATED PARTY TRANSACTIONS

Dated: 02.11.2026

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PREFACE

Pajson Agro India Limited (**"the Company"**) is committed to maintaining high standards of corporate governance, transparency and accountability, particularly in relation to Related Party Transactions. The Company endeavors to ensure that all Related Party Transactions are undertaken in the ordinary course of business, on an arm's length basis, wherever applicable, and in compliance with the applicable provisions of law.

In accordance with Section 188 of the Companies Act, 2013 (**"the Act"**), read with the rules made thereunder, and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"the Listing Regulations"**), as amended from time to time, the Board of Directors of the Company has adopted the **Policy on Dealing with Related Party Transactions** (**"the Policy**) to establish a framework for the identification of Related Parties, the review, approval and conduct of Related Party Transactions, and the maintenance of appropriate records and disclosures in respect thereof.

All Related Party Transactions, as defined under this Policy, shall be reviewed and dealt with in accordance with the procedures and approval mechanisms prescribed herein and under applicable laws. The Board of Directors has entrusted the Audit Committee with the responsibility of reviewing and approving Related Party Transactions, wherever required, in accordance with the applicable statutory and regulatory provisions and this Policy.

DEFINITIONS

1. **"Audit Committee"** means Audit Committee of the Company as constituted under Section 177 of Companies Act, 2013.

2. **"Arm's Length Transaction"** means a transaction between two related parties that is conducted as if they were unrelated parties, so that there is no conflict of interest.

3. **"Ordinary Course of Business"** with reference to a transaction with a Related Party, means a transaction which is:

   (a) carried out in the normal course of business envisaged in accordance with the Memorandum of Association of the Company as amended from time to time;

   (b) meets any other parameters/ criteria as decided by the Board/ Audit Committee, from time to time.

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

5. **"Related Party"** shall have the meaning as defined in Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.

6. **"Related Party Transaction"** shall have the same meaning as defined under Section 188 of the Act read with Regulation 2(1)(zc) of the Listing Regulations, each as amended from time to time.

7. **"Key Managerial Personnel"** or **"KMPs"** shall have the same meaning as defined under Section 2(51) of the Act read with Regulation 2(1)(o) of the Listing Regulations, each as amended from time to time.

   Any other term not defined herein shall have the same meaning as defined in the Act, the SEBI Listing Regulations or any other applicable law or regulation, each as amended.

MATERIALITY THRESHOLDS

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 ten per cent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company or such other limit as may be prescribed under Regulation 23(1) of the Listing Regulations.

In case of a transaction involving payment to a Related Party for brand usage or royalty, it 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 or such other limit as may be prescribed under Regulation 23(1A) of the Listing Regulations.

"Material Modification" of Related Party Transaction in relation to the Company, shall mean and include any modification to an existing related party transaction having variance of 20% of the existing limit as sanctioned by the Audit Committee / Board / Shareholders, as the case may be.

Note: Consolidated Turnover for the abovementioned purpose shall be taken as audited consolidated turnover as on immediately preceding financial year.

APPROVAL BY AUDIT COMMITTEE

1. All Related Party Transactions and subsequent material modification shall require prior approval by the Audit Committee of the Board from time to time, whether or not such transactions are in the Ordinary Course of Business and/or on an Arm's Length basis.
   Provided that only those members of the Audit Committee, who are independent directors, shall approve related party transactions.

2. A related party transaction above rupees one crore, whether entered into individually or taken together with previous transactions during a financial year, to which the subsidiary of the Company is a party but the Company is not a party, shall require prior approval of the Audit Committee of the Company if the value of such transaction, exceeds such limit as prescribed under Regulation 23(2) of the Listing Regulations.

   In the event of a related party transaction above rupees one crore, whether entered into individually or taken together with previous transactions during a financial year, to which the subsidiary of Company is a party but the Company is not a party and such subsidiary does not have audited financial statements for a period of at least one year, prior approval of the audit committee of the Company shall be obtained if the value of such transaction exceeds such limit as prescribed under Regulation 23(2) of the Listing Regulations.

3. The prior approval of Audit Committee shall not be required in case of:

   (a) 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 the Listing Regulations,
   (b) a related party transaction to which the listed subsidiary is a party but the Company is not a party, if Regulation 23 and Regulation 15(2) of the Listing Regulations are applicable to such listed subsidiary,
   (c) a related Party Transactions of unlisted subsidiaries of listed subsidiary of the Company, where the prior approval of the audit committee of the listed subsidiary is obtained,
   (d) transactions entered into between the Company and its wholly owned subsidiary whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval,
   (e) transactions 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,
   (f) transactions which are in the nature of payment of statutory dues, statutory fees or statutory charges entered into between the Company on one hand and the Central Government or any State Government or any combination thereof on the other hand,
   (g) such other transactions to the extent excluded under the Act or the Listing Regulations.

4. Each Director who is a Related Party with respect to a particular Related Party Transaction shall disclose all material information to the Committee concerning such Related Party Transaction and his or her interest in such transaction.

5. The management shall present to the Audit Committee such information, to the extent relevant, as specified in the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and any other SEBI circulars/guidelines issued in connection to related party transaction, for their discussion and approval.

6. The Audit Committee shall, while approving any Related Party Transaction, satisfy itself that the transaction is in the interest of the Company and consider, among other things, whether it is in the Ordinary Course of Business

and on an Arm's Length basis, the business rationale and the potential conflict of interest. The Audit Committee may seek such additional information as it deems fit.

7. The Audit Committee shall also review the status of long term (more than one year) or recurring RPTs on an annual basis.

OMNIBUS APPROVAL BY AUDIT COMMITTEE

1. Audit Committee may grant omnibus approval for related party transactions proposed to be entered into by the Company or its subsidiary subject to the following conditions, namely-

   (a) the audit committee shall lay down the criteria for granting the omnibus approval in line with this Policy with the approval of the Board 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) the omnibus approval shall specify,
      (i) the name(s) of the related party, nature of transaction, period of transaction, maximum amount of transactions that shall 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 rupees one crore per transaction.
   (d) 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,
   (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.

2. A Related Party Transaction for which the audit committee has granted omnibus approval shall continue to be placed before the shareholders if it is material in terms of this Policy.

APPROVAL BY BOARD OF DIRECTORS

1. All Related Party Transactions approved by the Audit Committee, shall be placed before the Board of Directors for their consideration and approval, unless,

   (a) the transaction is entered into by the Company in its ordinary course of business and are on an arms' length basis, or
   (b) the transaction to be entered into individually or taken together with previous transactions during a financial year, does not exceed ten per cent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company or such other limit as may be prescribed under Regulation 23(1) of the Listing Regulations.

2. In case the approval of the Board is required, the agenda of the Board meeting at which the resolution is proposed to be moved shall disclose-

   (a) the name of the related party and nature of relationship;
   (b) the nature, duration of the contract and particulars of the contract or arrangement;
   (c) the material terms of the contract or arrangement including the value, if any;
   (d) any advance paid or received for the contract or arrangement, if any;
   (e) the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;
   (f) whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and
   (g) any other information relevant or important for the Board to take a decision on the proposed transaction.

3. Where any director is interested in any contract or arrangement with a related party, such director shall not vote and be present at the meeting during discussions on the subject matter of the resolution relating to such contract or arrangement.

APPROVAL BY SHAREHOLDERS

1. All material related party transactions and subsequent material modifications as defined under this policy shall require prior approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

2. The notice being sent to the shareholders seeking approval for any proposed RPT shall, in addition to the requirements under the Companies Act, 2013, include such information, to the extent relevant, as specified in the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and any other SEBI circulars/guidelines issued in connection to related party transaction, for their discussion and approval.

3. Prior approval of shareholders of the Company shall not be required in case of:

   (a) a related party transaction to which the listed subsidiary is a party but the Company is not a party, if Regulation 23 and Regulation 15(2) of the Listing Regulations are applicable to such listed subsidiary,
   (b) a related Party Transactions of unlisted subsidiaries of listed subsidiary of the Company, where the prior approval of the audit committee of the listed subsidiary is obtained,
   (c) transactions entered into between the Company and its wholly owned subsidiary whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval,
   (d) transactions 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,
   (e) transactions which are in the nature of payment of statutory dues, statutory fees or statutory charges entered into between the Company on one hand and the Central Government or any State Government or any combination thereof on the other hand,
   (f) such other transactions to the extent excluded under the Act or the Listing Regulations.

4. Where omnibus approval of the shareholders is obtained for Material Related Party Transactions, such approval

   (a) if granted at Annual General Meeting of the Company, shall be valid up to the date of the next Annual General Meeting held within the timelines prescribed under Section 96 of the Companies Act, 2013 or rules, notifications, or circulars issued thereunder from time to time, and
   (b) if granted at General Meeting other than Annual General Meeting of the Company, shall be valid for a period not exceeding one year from the date of such approval.

RATIFICATION OF RELATED PARTY TRANSACTIONS

1. By Audit Committee

   (a) 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 this policy;
      (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 half-yearly disclosure of Related Party Transactions under Regulation 23(9) of the Listing Regulations;
      (v) any other condition as specified by the Audit Committee.

   (b) The 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 related party to any director, or is authorised by any other director, the director(s) concerned shall indemnify the Company against any loss incurred by it.

2. By Board or Shareholders

(a) Where any contract or arrangement is entered into by a director or any other employee, without obtaining the consent of the Board or approval by a resolution in the general meeting and if it is not ratified by the Board or, as the case may be, by the shareholders at a meeting within three months from the date on which such contract or arrangement was entered into, such contract or arrangement shall be voidable at the option of the Board or, as the case may be, of the shareholders and if the contract or arrangement is with a related party to any director, or is authorised by any other director, the Directors concerned shall indemnify the company against any loss incurred by it.

(b) it shall be open to the Company to proceed against a director or any other employee who had entered into such contract or arrangement in contravention of the provisions of this point for recovery of any loss sustained by it as a result of such contract or arrangement.

The information placed before the Audit Committee, the Board or the shareholders, as the case may be, for ratification shall be the same as that required for prior approval under this Policy, together with the reasons for not obtaining prior approval.

DISCLOSURE REQUIREMENTS

1. The Company shall submit to the stock exchange(s) disclosures of Related Party Transactions, in the format specified by SEBI, every six months on the date of publication of its standalone and consolidated financial results, and shall publish the same on its website, in terms of Regulation 23(9) of the Listing Regulations. Such disclosure shall also include the details of transactions ratified by the Audit Committee.
2. Particulars of contracts or arrangements with Related Parties referred to in Section 188(1) of the Act, along with the justification for entering into such contracts or arrangements, shall be disclosed in the Board's Report in Form AOC-2 in terms of Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014.
3. The Annual Report shall contain the Related Party disclosures as required under Schedule V of the Listing Regulations.
4. The Company shall maintain a Register of Contracts or Arrangements in Form MBP-4, as required under Section 189 of the Act read with Rule 16 of the Companies (Meetings of Board and its Powers) Rules, 2014 to record the particulars of all contracts or arrangements to which Section 188 of the Act applies.

REVIEW AND AMENDMENT OF THE POLICY

1. The Board shall review this Policy at least once in every three years and may amend this Policy from time to time as it deems appropriate.

2. This Policy on Related Party Transactions shall be governed by the Companies Act, 2013 read with Rules made thereunder, as may be in force for the time being as well as SEBI (Listing Obligations and Disclosure Requirements) regulation 2015 or such other Rules / Regulations, as may be notified by SEBI from time to time.

3. In the event of any conflict between the provisions of this Policy and the Companies Act, 2013, the rules made thereunder, the Listing Regulations, or any circular, notification or guideline issued thereunder, the provisions of such law shall prevail.

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