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UNIVASTU
INDIA LTD

**Policy for Dealing with Related Party
Transactions**

OBJECTIVE:

The Board of Directors (the “Board”) of **UNIVASTU INDIA LTD** (the “Company”), acting upon the recommendation of its Audit Committee has adopted the following policy (the “policy”) and procedures with regard to Related Party Transactions (“RPT”). The Audit Committee shall review and may amend this policy from time to time. This policy is framed as per requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI Listing Regulations”)

The objective of this policy and procedure is to ensure that transactions between the Company and its related parties are based on principles of transparency and arm’s length pricing. Likewise, this policy aims at preventing and providing guidance in situations of potential conflict of interests in the implementation of transactions involving such related parties.

DEFINITIONS:

- a) “Audit Committee” means Committee of Board of Directors of the Company constituted under provisions of the SEBI Listing Regulations.
- b) “Related Party” shall mean a person or entity that is related to the company as defined under Section 2(76) of the Companies Act, 2013 or under Regulation 2. (1)(zb) of the SEBI Listing Regulations as may be amended from time to time.
- c) “Related Party Transaction” shall mean all transactions as per Regulation 2. (1)(zc) of the SEBI Listing Regulations as may be amended from time to time.
- d) “Material transaction” shall have the same meaning as defined under the SEBI Listing Regulations, as may be amended from time to time.
- e) “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.

POLICY:

All Related Party Transactions must be referred to the Audit Committee for approval in accordance with this Policy.

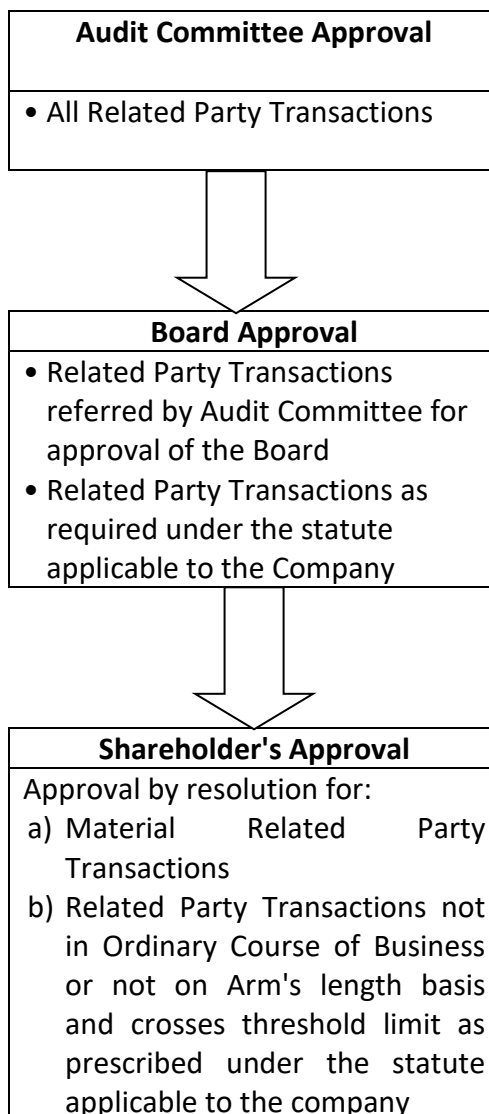
IDENTIFICATION OF RELATED PARTY AND RELATED PARTY TRANSACTIONS:

A Related Party will be brought to the attention of the Management and the Board/Audit Committee attention by the Legal and Secretarial Department at least on an annual basis. The Legal and Secretarial Department needs to inform any change in the Related Party List to Functional teams of the Company to identify the Related Party Transactions.

REVIEW AND APPROVAL OF RELATED PARTY TRANSACTIONS

Every Related Party Transaction shall be subject to the prior approval of the Audit Committee whether at a meeting or by resolution by way of circulation. 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.

The approval policy framework is given below:



GENERAL GUIDANCE FOR APPROVAL OF RELATED PARTY TRANSACTIONS

The Audit Committee shall be provided with the relevant information of Related Party Transactions in accordance with the requirements of the Companies Act, 2013, the Rules made thereunder and the SEBI Listing Regulations, as amended from time to time or as requested by the Audit Committee. Where a Board approval is required, the information

required under the Companies Act, 2013, the Rules made thereunder and the SEBI Listing Regulations, as amended from time to time shall be provided.

In determining whether to approve a Related Party Transaction, the Audit Committee shall consider (among other aspects it deems relevant), if there are clearly demonstrable reasons from the Company's business point of view, to enter into a transaction with a Related Party.

DECISION REGARDING TRANSACTION IN ORDINARY COURSE OF BUSINESS AND AT ARM'S LENGTH

The Audit Committee or the Board shall after considering the materials placed before them judge if the transaction is in the ordinary course of business and meets the arm's length requirements.

OMNIBUS APPROVAL BY AUDIT COMMITTEE FOR RELATED PARTY TRANSACTIONS

The Audit Committee grants omnibus approval for recurring transactions with related parties. The Audit Committee would review on a quarterly basis the aforesaid Related Party Transactions entered into by the Company pursuant to each of the omnibus approval given. The approval is valid for a period of one year.

RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY

In the event the Company becomes aware of a Related Party Transaction with a Related Party that has not been approved under this Policy prior to its consummation, the Company would obtain post facto approval from the Audit Committee. In case the Company is not able to take prior approval from the Audit Committee, such a transaction shall not be deemed to violate this Policy, or be invalid or unenforceable, so long as the transaction is brought to the Audit Committee as promptly as reasonably practical after it is entered into or after it becomes reasonably apparent that the transaction is covered by this policy.