Related Party Transactions (RPT) Policy – Version 1.1

1. OBJECTIVE:

This Related Party Transactions (RPT) Policy is framed pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013. It provides a governance framework for identifying, reviewing, approving, and disclosing transactions with related parties, ensuring that such transactions are conducted in a transparent and compliant manner.

The Board of Directors shall review this Policy at least once every three years, or as required by applicable law or regulatory updates.

2. DEFINITIONS:

- ***Related Party:*** Defined under Section 2(76) of the Companies Act and Regulation 2(1)(zb) of SEBI LODR.
- ***Related Party Transaction:*** As defined under Regulation 2(1)(zc) of SEBI LODR.
- ***Material RPT:*** A transaction with a related party shall be considered material if it, individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company, based on the last audited financial statements.
- ***Arm's Length Transaction:*** A transaction conducted as if the parties were unrelated, ensuring fairness.

3. APPROVAL FRAMEWORK:

- All RPTs and subsequent material modifications require prior approval of the Audit Committee.
- Omnibus approval may be granted for repetitive transactions subject to SEBI LODR conditions.
- Board approval is required for RPTs not in the ordinary course of business or not at arm's length.
- Shareholders' approval is required for material RPTs or transactions exceeding prescribed thresholds. Related parties shall abstain from voting.

3A. POST-FACTO APPROVAL:

In exceptional circumstances where prior approval of the Audit Committee could not be obtained for a Related Party Transaction, such transaction may be placed for post-facto ratification by the Audit Committee. This shall be done at the earliest opportunity, with proper justification and corrective action noted. Such transactions shall not be considered compliant until formally ratified, and shall be reported in applicable

regulatory and audit reports. This mechanism is strictly for unforeseen omissions and shall not be construed as a general practice.

4. REVIEW AND MONITORING:

- The Audit Committee shall review a register of RPTs and evaluate their terms.
- Transactions shall be reviewed quarterly and presented in the format mandated by SEBI.

5. DISCLOSURES:

- The Company shall disclose all material RPTs quarterly and include details in the Annual Report.
- Half-yearly disclosure under Regulation 23(9) to be filed with stock exchange in XBRL format.
- The Policy shall be published on the website of the Company.

6. EXEMPTIONS:

- Transactions between the Company and its wholly owned subsidiaries (WOS) are generally exempt unless they meet materiality thresholds.
- Government company exemptions and transactions entered into in the ordinary course of business under arm's length terms, as per applicable regulations.

7. AMENDMENT:

This Policy shall be reviewed by the Audit Committee and approved by the Board periodically or whenever there is a regulatory change.

8. EFFECTIVE DATE:

This updated Policy has been approved by the Board of Directors and shall be effective from 21st May, 2025.

Approved by:
The Board of Directors
Ashirwad Steels & Industries Ltd.
Date of Approval: 21st May, 2025