

Landmark Property Development Company Limited

Regd. Office – 11th Floor, Narain Manzil,

23, Barakhamba Road,

New Delhi- 110001

CIN : L13100DL1976PLC188942

Phone No. 011-43621200 Fax No. 011-41501333

Email: info@landmarkproperty.in Web Site: www.landmarkproperty.in

RELATED PARTY TRANSACTIONS POLICY **{AMENDED POLICY DATED 7TH NOVEMBER, 2023}**

1. Preamble

The Board of Directors (the “Board”) of Landmark Property Development Company Limited (the “Company” or “LPDC”), has adopted this policy and procedures with regard to Related Party Transactions as per recommendation of the Audit Committee. The Board reserves the right to review and amend this policy from time to time based on recommendation received from the Audit Committee.

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

Any amendment in the Companies Act, 2013, rules and regulations, Accounting Standards and the Listing Agreement governing the Related Party Transactions shall automatically have the effect of amending this policy to that extent without the need of recommendation by the Audit Committee and approval by the Board. However, any such amendment shall be placed before the Audit Committee and the Board of Directors in the next meeting and put on the website of the Company for ready reference of all concerned.

Any amendment in this Policy shall be marked in italics.

2. Purpose

This policy is framed as per requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and intended to ensure that proper approvals are obtained and proper reporting is made of transactions between the Company and Related Parties.

3. Disclosures

- a. The details of all Material Transactions with Related Parties shall be disclosed quarterly to the Audit Committee and to Stock Exchanges along with the compliance report on Corporate Governance.
- b. Every Contract or arrangement entered into with a Related Party with Board/Shareholders' approval shall be referred to in the Board's Report to the shareholders along with the justification for entering into such contract or arrangement.
- c. The Related Party relationships and Transactions shall be disclosed in the Annual Report as per Indian Accounting Standard 24.
- d. The policy of the Company on dealing with Related Parties Transactions shall be disclosed on website of the Company and in the Annual Report.

[Instead of disclosing the policy on dealing with Related Party Transactions in the Annual Report a web-link shall be provided therein.]

As per SEBI Circular No. CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014.]

4. Definitions

"Arms 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.

"Audit Committee" means Committee of the Board of Directors of the Company constituted under provisions of Listing agreement and Section 177 of the Companies Act, 2013.

"Board" means Board of Directors of the Company.

"Key Managerial Personnel" means Key Managerial Personnel as defined under section 2 (51) of the Companies Act, 2013.

"Material Related Party Transaction" means a transaction with a related party where the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten percent of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower.

However, a transaction involving payments made to a related party with respect to brand usage or royalty 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.

"Material Modifications" means any modification to the existing Related Party Transaction(s) which has the effect of modification in the value of original contract(s) / transaction(s) / arrangement(s) etc. by 20% or Rs. 10 Lakhs, whichever is higher.

"Policy" means Related Party Transactions Policy.

“**Relative**” means a relative as defined under sub-section (77) of section 2 of the Companies Act, 2013 and rules prescribed thereunder.

“**Related Party**” means a related party as defined under sub-section (76) of section 2 of the Companies Act, 2013 or under the applicable accounting standards:

Provided that:

- (a) any person or entity forming a part of the promoter or promoter group of the listed entity; or
- (b) any person or any entity, holding equity shares:
 - (i) of twenty per cent or more; or
 - (ii) often per cent or more, with effect from April 1, 2023; in the listed entity either directly or on a beneficial interest basis as provided under section 89 of the Companies Act, 2013, at any time, during the immediate preceding financial year; shall be deemed to be a related party.

“**Related Party Transaction**” is a transfer of resources, services or obligations between:

- (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or
- (ii) a listed entity 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 listed entity or any of its subsidiaries, with effect from April 1, 2023;

regardless of whether a price is charged and a “transaction” with a related party shall be construed to include a single transaction or a group of transactions in a contract:

Provided that the following shall not be a related party transaction:

- (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 by the listed entity 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) acceptance of fixed deposits by banks/Non-Banking Finance Companies at the terms uniformly applicable/offered to all shareholders/public, subject to disclosure of the same along with the disclosure of related party transactions every six months to the stock exchange(s), in the format as specified by the Board.

5. Policy

- (i) All related party transactions and subsequent material modifications shall require prior approval of the audit committee of the listed entity.

Provided that only those members of the audit committee, who are independent directors, shall approve related party transactions.

Provided further that:

(a) the audit committee of a listed entity shall define "material modifications" and disclose it as part of the policy on materiality of related party transactions and on dealing with related party transactions;

(b) a related party transaction to which the subsidiary of a listed entity is a party but the listed entity is not a party, shall require prior approval of the audit committee of the listed entity 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 consolidated turnover, as per the last audited financial statements of the listed entity;

(c) with effect from April 1, 2023, a related party transaction to which the subsidiary of a listed entity is a party but the listed entity is not a party, shall require prior approval of the audit committee of the listed entity 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 the subsidiary;

(d) prior approval of the audit committee of the listed entity shall not be required for a related party transaction to which the listed subsidiary is a party but the listed entity is not a party, if regulation 23 and sub-regulation (2) of regulation 15 of these regulations are applicable to such listed subsidiary.

Explanation: For related party transactions of unlisted subsidiaries of a listed subsidiary as referred to in (d) above, the prior approval of the audit committee of the listed subsidiary shall suffice.]

(ii) The Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into by the company subject to the following conditions:

(a) The Audit Committee shall lay down the criteria for granting the omnibus approval in line with the policy on Related Party Transactions of the company and such approval shall be applicable in respect of transactions which are repetitive in nature.

(b) The Audit Committee shall satisfy itself the need for such omnibus approval and that such approval is in the interest of the company.

(c) Such omnibus approval shall specify (i) the name/s of the related party, nature of transaction, period of transaction, maximum amount of transaction that can 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 Rs.1 Crore per transaction.

(d) Audit Committee shall review, at least on a quarterly basis, the details of RPTs entered into by the company pursuant to each of the omnibus approval 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.

(iii) All material related party transactions and subsequent material modifications as defined by the audit committee under sub-regulation (2) 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:

Provided that prior approval of the shareholders of a listed entity shall not be required for a related party transaction to which the listed subsidiary is a party but the listed entity is not a party, if regulation 23 and sub-regulation (2) of regulation 15 of these regulations are applicable to such listed subsidiary.

Explanation: For related party transactions of unlisted subsidiaries of a listed subsidiary as referred above, the prior approval of the shareholders of the listed subsidiary shall suffice.

Provided further that the requirements specified under this sub-regulation 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;

(iv) The provisions of this regulation shall be applicable to all prospective transactions.

(v) The listed entity shall submit to the stock exchanges disclosures of related party transactions in the format as specified by the Board from time to time, and publish the same on its website:

Provided that a 'high value debt listed entity' shall submit such disclosures along with its standalone financial results for the half year:

Provided further that the listed entity shall make such disclosures every six months within fifteen days from the date of publication of its standalone and consolidated financial results:

Provided further that the listed entity shall make such disclosures every six months on the date of publication of its standalone and consolidated financial results with effect from April 1, 2023.

5.1 Identification of Related Parties

Each Director and Key Managerial Personnel is responsible for intimating the Board the names of the Firms/Companies/Bodies Corporate/Association of Individuals in which they have concern or interest as a Partner/Director or Member and the Related Party(ies) at the first meeting of the Board in every financial year and any change therein at the first Board meeting held after such change.

Further, every Director/Key Managerial Personnel who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement entered into or to be entered into with a Body Corporate/Firm shall disclose nature of concern or interest at the meeting of Board in which such contract or arrangement is discussed.

Secretarial Department shall prepare the list of Related Parties on the basis of aforesaid information and Statutory Auditors to verify the process of ascertaining the Related Parties. The said list shall be circulated to Managing Director/Chief Executive Officer/Business Heads/Branch Heads, the Finance and Accounts Department, Statutory Auditors and Management Audit Team.

5.2 Restrictions for Related Party Transactions

- a. All Related Party Transactions shall require prior approval of Audit Committee except the transactions entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.
- b. Except with the consent of the Board of Directors given by a resolution at a meeting of the Board, the Company shall not enter into any contract or arrangement with a Related Party.
- c. All Material Related Party Transactions shall require approval of the shareholders through special resolution and all entities falling under the definition of Related Party shall abstain from voting on such resolutions irrespective of whether the entity is a party to the particular transaction or not.

Provided that no Board and Shareholders' approval shall be required to the transactions entered into by the Company in its ordinary course of business other than transactions which are not on arms length basis.

5.3 Review and Approval of Related Party Transactions

The following shall be the process of approving Related Party Transactions:

- (a) Related Party Transactions will be normally referred to the next regularly scheduled meeting of Audit Committee/Board for their review and approval.
- (b) For seeking the approval of the Audit Committee in respect of regular/routine related party transactions, before end January of every financial year, the Accounts Department shall identify the transactions likely to occur during the next financial year with the related parties and the value of such transactions which are likely to take place during the next financial year. On the basis of the information gathered, the following information is required to be sent by the concerned unit to the Chief Financial Officer at least 30 days in advance of the last Audit Committee meeting to be held in the said financial year:
 - (i) Name of the related party and nature of relationship;
 - (ii) Nature and Duration of Contract;
 - (iii) Particulars of Contract or Arrangement;
 - (iv) Material terms of Contract or Arrangement
 - (v) Value of Contract or Arrangement (total value of contracts for the year to be given);
 - (vi) Advance paid for Contract or Arrangement;
 - (vii) Manner of determining pricing and other commercial terms both included as part of contract and not considered as part of contract;

- (viii) Comparison of the pricing with market, past transactions etc., to help appreciation of Arms length;
 - (ix) Whether all factors relevant to the contract have been considered, if not the details of factors not considered and the reasons thereof;
 - (x) Any other relevant information to enable the Audit Committee/Board to take a decision on the matter.
- (c) In case of other contracts which arise during the course of the year, information as in (b) above to be sent to the Chief Financial Officer at least 30 days in advance of the Audit Committee Meeting before entering into the contract. The contract can be entered into only after the approval of the Audit Committee is granted to the particular Related Party Transaction.
- (d) The Chief Financial Officer should certify whether the contracts/transactions are at arms' length basis. Similarly, the Statutory Auditors should examine the entire documentation and certify the same.
- (e) Any member of the Board who has a potential interest in any Related Party Transaction will excuse himself or herself and abstain from discussion and voting on the approval of the Related Party Transaction, if he/she is a member of the Committee.
- (f) The Committee will be provided with all relevant material information of the Related Party Transaction, including the benefits to the Company and any other relevant matters.
- (g) In determining whether to approve a Related Party Transaction, the Audit Committee, will consider the following factors, amongst others, to the extent relevant:
- Whether the terms of the Related Party Transaction are fair and on arms length basis to the Company and would apply on the same basis if the transaction did not involve a Related Party;
 - Whether there are any compelling business reasons for the Company to enter into the Related Party Transaction and the nature of alternative transactions, if any;
 - Whether the Related Party Transaction would give rise to a conflict of interest for any Director or Key Managerial Personnel of the Company, considering the size of the transaction, the overall financial position of the Related Party, and the ongoing nature of any proposed relationship and any other factors the Audit Committee deems relevant.
- (h) If the Audit Committee is of the view that the Related Party Transaction is material (even though at arms-length pricing basis) and hence requires the approval of the Shareholders, then such transaction shall be placed before the Shareholders at a General Meeting to be convened for such purposes or by way of Postal Ballot and approval sought. The transaction shall not be put into action before receipt of the shareholder's approval.
- (i) If the Audit Committee is of the view that the Related Party Transaction is not material but is also not at arms-length pricing basis, then it shall refer the matter to the Board for its approval. Such transaction shall not be put into action before receipt of the Board's

approval. Needless to mention if such transaction is material then it would require the shareholder's approval prior to it being put into action.

- (j) The approval shall not be required in case of the under-mentioned transactions:
- Transaction that involves the providing of compensation to a Director or Key Managerial Personnel in connection with his or her duties to the Company or any of its subsidiaries or associates, including the reimbursement of reasonable business and travel expenses incurred in the ordinary course of business.
 - Transaction for allotment or transfer of securities issued by the Company.
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