

JUVENOR HEALTHCARE LIMITED
RELATED PARTY TRANSACTION POLICY

INTRODUCTION

The Board of Directors of JUVENOR HEALTHCARE LIMITED has adopted the following policy with regard to Related Party Transactions detailed below.

PURPOSE OF POLICY

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires all listed companies to formulate a policy on materiality of related party transactions and such policy shall be reviewed by the board of directors at least once every three years and updated accordingly. Hence this policy has been reviewed and updated for complying with above requirement.

DEFINITIONS

- **Arm's Length Transaction:** A transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.
- **Audit Committee:** Committee of Board of Directors of the Company Constituted under Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- **Board:** Board of Directors of the Company.
- **Key Managerial Personnel:** Key managerial personnel as defined under Section 2(51) under the Companies Act, 2013.
- **Material Related Party Transaction:** A transaction with a related party if the transaction 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 listed entity as per the last audited financial statements of the listed entity, whichever is lower.
- **Relative:** Relative as defined under Section 2(77) of the Companies Act, 2013.

POLICY

Audit Committee: All related party transactions shall require prior approval of the audit committee. All Related Party Transactions shall be reported to the Audit Committee. Provided that only those members of the audit committee, who are independent directors, shall approve related party transaction. In the event any Related Party Transaction as defined under Section 188 of the Companies Act, 2013 is not in the ordinary course of business or at arm's length, the Company shall comply with the provisions of Section 188 of the Companies Act, 2013. Further, all Material Related Party Transactions shall require approval of the shareholders.

Board of Directors: If the Committee does not approve the transaction shall make its recommendation to the Board then the Board shall consider and approve the Related Party Transaction

Shareholders: All Material Related Party Transactions and subsequent material modifications thereof shall require prior approval of the shareholders through resolution. Provided that prior approval of the shareholders of a Company shall not be required for a related party transaction to which the listed subsidiary is a party but the Company is not a party. All the transactions, other than the Material Related Party Transactions, with the Related Parties which are not in the ordinary course of business or at Arm's Length basis shall also require prior approval of the shareholders through resolution, if so required under any law, and the Related Parties shall abstain from voting on such resolution.

Consequence of failure to get approval to related party transaction: If a Related Party Transaction requiring prior approval of the Audit Committee is entered into by the Company without being approved under this Policy, the same shall be reviewed by the Committee. The Committee shall evaluate the transaction.

Disclosure: Every related party transaction shall be disclosed on the website of the company at juvenorhealthcare.com.

Limitation, Review and Amendment: In the event of any conflict between the provisions of this Policy and of the Act or the Listing Regulations, the provisions of Applicable Law shall prevail over this Policy. Any subsequent amendment / modification to the Applicable Law shall automatically apply to this Policy.

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. Every such promoter, director and KMP shall also provide any additional

information about the transaction, that the Board /Audit Committee may reasonably request.

OMNIBUS APPROVAL FROM AUDIT COMMITTEE

The Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered by the Company subject to the following conditions:-

1. The Audit Committee and the Board will lay down the criteria for granting the omnibus approval in line with this policy, after obtaining approval of the Board of Directors.
2. The Audit Committee should satisfy itself the need for such omnibus approval and that such approval is in the interest of the Company.
3. Such omnibus approval shall specify:
 - a) Name/s of the Related Party
 - b) Nature of transaction
 - c) Period of transaction
 - d) Maximum amount of transaction that can be entered into
 - e) The indicative base price/ current contracted price and formula for variation in price, if any
 - f) Other conditions which the Audit Committee deems fit.
4. Where the need for Related Party Transaction cannot be foreseen and the details are not available, the Audit Committee can give omnibus approval for such transactions subject to their value not exceeding Rs. 1 crore per transaction.
5. The Audit Committee will review on a quarterly basis, the details of all related party transactions entered into by the Company pursuant to each of the omnibus approval given.
6. Such omnibus approvals shall be valid for a period of not exceeding one year and shall require fresh approvals after expiry of one year. The Audit Committee will consider and review the omnibus approvals.
7. The omnibus approval shall not be made for transactions in respect of selling or disposing of the undertaking of the Company.

DISCLOSURE OF THE POLICY

This Policy will be uploaded on the website of the Company at www.juvenorhealthcare.com and a web link thereto shall be provided in the annual report.
