

BRIGADE HOTEL VENTURES LIMITED
POLICY ON RELATED PARTY TRANSACTIONS

Policy Ownership

Owner : Company Secretarial

Policy Change Log

Version	Issued on	Effective from
1	<i>October 5, 2024</i>	<i>October 5, 2024</i>
2	<i>January 28, 2026</i>	<i>January 28, 2026</i>

1) PREAMBLE

Related party transactions can present a potential or actual conflict of interest which may be against the best interest of the company and its shareholders. Considering the requirements for approval of related party transactions as prescribed under the Companies Act, 2013 (“Act”) read with the Rules framed there under and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Brigade Hotel Ventures Limited (“BHVL” or “the Company”) has formulated a Policy on Related Party Transactions.

2) OBJECTIVE

The objective of this Policy is to set out:

- a) the materiality thresholds for related party transactions;
- b) the manner of dealing with the transactions between the Company and its related parties based on the Act, Regulation 23 the Listing Regulations and any other laws and regulations as may be applicable to the Company; and
- c) lay down the guiding principles and mechanism to ensure proper approval, disclosure and reporting of transactions as applicable, between the Company and any of its related parties in the best interest of the Company and its stakeholders.

3) DEFINITIONS

- a) “**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.
- b) “**Audit Committee or the Committee**” means the Audit Committee constituted by the Board of Directors of the Company in accordance with the provisions of Section 177 of the Act read with Regulation 18 of the Listing Regulations.
- c) “**Board**” means the Board of Directors of the Company.
- d) “**Key Managerial Personnel**” (KMP) means KMP as defined under Section 2(51) of the Act read with Regulation 2(o) of the Listing Regulations.
- e) “**Material Related Party Transaction/ Material RPT**” means such transactions as prescribed in the Act or the Listing Regulations, as may be applicable.
- f) “**Material Modification**” means any modification to an existing related party transaction having variance of 25% of the existing limit as sanctioned by the Audit Committee/ Board/ Shareholders, as the case may be.
- g) “**Ordinary Course of Business**” for the purpose of this policy will cover the business of the Company and its Group, usual transactions, customs and practices of a business including incidental and/ or facilitative activities of the business of the Company and its Group.

The following factors have been considered for determination of whether the transactions are in the ordinary course of business:

- 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; or
 - activity in furtherance to carry on business; or
 - historical practice with a pattern of frequency; or
 - common commercial practice; or
 - meets any other parameters/ criteria as decided by the Board/ Audit Committee.
- h) **“Related Party”** with reference to a Company, shall have the meaning as defined in Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations.
- i) **“Related Party Transaction”** (RPT) means:
- for the purpose of the Act, specified transaction of the Company with Related Parties mentioned in clause (a) to (g) of sub-section 1 of Section 188 and clause (iv) of sub-section 4 of Section 177 of the Act; and
 - for the purpose of the Listing Regulations, transaction mentioned under Regulation 2(1)(zc) of the Listing Regulations.
- j) **“Relative”** means relative as defined under Section 2(77) of the Act and Rules prescribed there under.
- k) **“Subsidiary”** means a subsidiary as defined under sub-section (87) of section 2 of the Act.

4) MATERIALITY THRESHOLDS

BHVL has formulated this Policy on materiality of related party transactions and on dealing with related party transactions including clear threshold limits duly approved by the Board of Directors and at the level prescribed under explanation to Regulation 23(1) of the SEBI Listing Regulations as under:

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 the thresholds specified in Schedule XII* of Listing Regulations.

Note: Schedule XII forms part of the policy as Annexure I

- Transaction(s) involving payments made to a related party with respect to brand usage or royalty, if individually or taken together with the previous transactions during a financial year exceeds 5% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

5) MANNER OF DEALING WITH RELATED PARTY TRANSACTIONS

The approval of the Audit Committee shall be obtained for all related party transactions and subsequent modifications before entering into the same.

Only those members of the Audit Committee, who are Independent Directors, shall approve Related Party Transactions.

a) Identification of related parties

- i. Each Director and Key Managerial Personnel is responsible to bring to the notice of the Board/ Audit Committee of any potential Related Party Transaction involving him or her or his or her Relative, including any additional information about the transaction that the Board/ Audit Committee may reasonably request.
- ii. The Board/ Audit Committee will determine whether the transaction does, in fact, constitute a Related Party Transaction requiring compliance with this policy.
- iii. The Director and Key Managerial Personnel shall send notice of any potential Related Party Transaction.
- iv. In addition to the above, Senior management shall make disclosures to the Board/ Audit Committee relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the Company at large.

Conflict of interest relates to dealing in the shares of the entity, commercial dealings with bodies, which have shareholding of management and their relatives etc.

b) Identification of related party transactions

The company shall identify related party transactions based on the list of Related Parties identified under (a) above, in accordance with Section 177 and 188 of the Act and Regulation 23 of the Listing Regulations.

Thereafter the concerned department entering into the transaction shall establish whether the transaction is at arm's length and in the ordinary course of business or whether the transaction is Material.

c) Procedure for approval of related party transactions (RPTs)

i. Approval of the Audit Committee of the Company:

- **Approval of RPTs where Company is party to a transaction:** All RPTs and subsequent Material Modification(s) are subject to prior approval of the Audit Committee, irrespective of its materiality, subject to exceptions listed below.
- **Approval of RPTs where Company is NOT party to a transaction:** Prior approval from Audit Committee of the Company shall be sought for RPTs to which the subsidiary of a Company is a party but the Company is not a party:

a) For RPTs above rupees one crore, whether entered into individually or taken together with previous transactions during a financial year if the value of such transaction, exceeds the lower of the following:

- ten percent of the annual standalone turnover of the subsidiary as per the last audited financial statements of the subsidiary; or
- the threshold for material related party transactions of the Company as specified in Schedule XII* of Listing Regulations.

**Note: Schedule XII forms part of the policy as Annexure I*

b) For RPTs above rupees one crore, whether entered into individually or taken together with previous transactions during a financial year and such subsidiary does not have audited financial statements for a period of at least one year shall obtain prior approval of the audit committee of the company if the value of such transaction exceeds the lower of the following:

- ten percent of the aggregate value of paid-up share capital and securities premium account of the subsidiary; or
- the threshold for material related party transactions of the Company as specified in Schedule XII* of Listing Regulations:

Provided that the aggregate value of paid-up share capital and securities premium account of the subsidiary shall be taken as on a date, not older than three months prior to the date of seeking approval of the audit committee.

**Note: Schedule XII forms part of policy as Annexure I*

c) 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.

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

Related Party Transactions which are either not in the ordinary course of business or are not at arms basis shall also require prior approval of the Board of Directors of the Company.

Any member of the Audit Committee or Board who has a potential interest in any Related Party Transaction will abstain from discussion and voting on the approval of the Related Party Transaction. Only Independent Directors who are members of the Audit Committee, shall approve related party transactions in line with Listing Regulations.

Minimum Information to be placed before the Audit Committee for review and approval of a proposed RPT is enclosed as Para A of Annexure II.

Omnibus approval of the Audit Committee

In the case of frequent/ regular/ repetitive transactions which are in the normal course of business of the Company or its Subsidiary, the Audit Committee may grant omnibus approval.

While granting such approval, Audit Committee shall satisfy itself of the need for the omnibus approval and that same is in the interest of the Company.

The omnibus approval shall specify the following:

- the name(s) of the related party, nature of transaction, period of transaction, maximum amount of transaction in aggregate that can be entered into during the year;

- the indicative base price/ current contracted price and the formula for variation in the price if any (for ex: +/- 5%); and
- such other conditions as the Audit Committee may deem fit.

However, in case of related party transactions which cannot be foreseen and where the above details are not available, Audit Committee may grant omnibus approval provided the value does not exceed Rs. 1 Crore per transaction.

The Audit Committee shall review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approval given.

Such omnibus approval shall be valid for a period of 1 year and shall require fresh approvals after the expiry of 1 year.

Further in terms of the Act, omnibus approval shall not be made for transactions in respect of selling or disposing of the Undertaking of the Company, as defined under the Act, from time to time.

ii. Approval of the Board of Directors of the Company:

As per the provisions of Section 188 of the Act, all kinds of transactions specified under the said Section and which are not in the ordinary course of business or at an arm's length basis, shall be placed before the Board for its approval.

The following kinds of transactions with related parties shall also be placed before the Board for its approval:

- Transactions which may be in the ordinary course of business and at arm's length basis, but which are as per the policy determined by the Board from time to time (i.e. value threshold and/or other parameters) require Board approval in addition to Audit Committee approval;
- Transactions in respect of which the Audit Committee is unable to determine whether or not they are in the ordinary course of business and/or at arm's length basis and decides to refer the same to the Board for approval;
- Transactions exceeding the materiality thresholds laid down Clause 4 of the Policy, which are intended to be placed before the shareholders for approval.

Any transaction of giving loan, making investment, providing guarantee or security where in transaction is considered as financial in nature, which are not covered in Section 188 may also be considered for Board's approval.

iii. Approval of Shareholders of the Company:

Shareholders' approval for Material RPTs as may be required under the Act and Listing Regulations shall be obtained in the manner as required under the respective provisions.

Minimum Information to be placed before Shareholders for review and approval of a proposed RPT is enclosed as Para B of Annexure II.

Exception in terms of Regulation 23 (5) of the Listing Regulations and the Act:

Transactions entered into between the Company and its wholly owned subsidiaries, whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval, are exempt from:

- seeking approval of the Audit Committee
- seeking approval of the Shareholders (including Material RPTs)

6) DISCLOSURE

This Policy shall be disseminated to relevant functions and shall be hosted on the website of the Company and web link thereto shall be provided in the Annual Report of the Company every year.

7) POLICY REVIEW

In the event of regulatory changes which make any of the provisions in the Policy inconsistent, such amended regulatory changes would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with applicable law(s).

This Policy will be reviewed periodically by the Board/ Audit Committee as may be deemed necessary and to comply with any regulatory amendments or statutory modifications and subject to the necessary approvals of the Board of Directors in cases of material changes to the Policy.

In addition to the above, the Policy shall be reviewed by the Board at least once every three years.

This Policy was amended on January 28, 2026.

Annexure I

Schedule XII: MATERIAL RELATED PARTY TRANSACTIONS

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 the following:

Consolidated Turnover of the Company Threshold	Threshold
(I) Up to ₹20,000 Crore	10% of the annual consolidated turnover of the Company
(II) More than ₹20,000 Crore to upto ₹40,000 Crore	₹2,000 Crore + 5% of the annual consolidated turnover of the Company above ₹20,000 Crore
(III) More than ₹40,000 Crore	₹3,000 Crore + 2.5% of the annual consolidated turnover of the Company above ₹40,000 Crore or ₹5000 Crores, whichever is lower.

Explanation: For the purpose of computing the thresholds stated above, the annual consolidated turnover of the Company shall be determined based on the last audited financial statements of the Company.

Annexure II

A. Minimum Information to be provided to Audit Committee for approval of RPTs:

The Company shall provide the audit committee with the information as prescribed in the Industry Standards formulated by the Industry Standards Forum (“ISF”) comprising of representatives from three industry associations, viz. ASSOCHAM, CII and FICCI in consultation with SEBI, “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions”, while placing any proposal for review and approval of an RPT.

Provided that if a transaction with a related party, whether individually or taken together with previous transaction(s) during a financial year (including transaction(s) which are approved by way of ratification), do not exceed 1% of annual consolidated turnover of the Company as per the last audited financial statements of the Company or Rupees Ten Crore, whichever is lower, the Company shall provide ‘Minimum information to the Audit Committee for approval of Related Party Transactions’ specified in Annexure-13A of SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025.

Provided further that the above requirements, shall not be applicable to transaction(s) with a related party to be entered into individually or taken together with previous transactions during a financial year (including which are approved by way of ratification) which does not exceed Rupees One Crore.

B. Minimum Information to be provided to shareholders for approval of RPTs:

The notice being sent to the shareholders seeking approval for any RPT shall, in addition to the requirements under the Companies Act, 2013, include the information as part of the explanatory statement as prescribed in the Industry Standards formulated by the Industry Standards Forum (“ISF”) comprising of representatives from three industry associations, viz. ASSOCHAM, CII and FICCI in consultation with SEBI, “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions.

Provided that if a transaction with a related party, whether individually or taken together with previous transaction(s) during a financial year (including transaction(s) which are approved by way of ratification), do not exceed 1% of annual consolidated turnover of the Company as per the last audited financial statements of the Company or Rupees Ten Crore, whichever is lower, the Company shall provide ‘Minimum information to the Shareholders for approval of Related Party Transactions’ specified in Annexure-13A of SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025.

Provided further that the above requirements, shall not be applicable to transaction(s) with a related party to be entered into individually or taken together with previous transactions during a financial year (including which are approved by way of ratification) which does not exceed Rupees One Crore.
