



POLICY ON RELATED AND MATERIALLY RELATED PARTY TRANSACTIONS

PREAMBLE:

The Board of Directors (the "Board") of Bangalore Fort Farms Limited (the "Company" or "BFFL"), has adopted the following policy and procedures with regard to Related and Materially Related Party Transactions as defined below. The Audit Committee will review and may amend this policy from time to time.

Further any changes in Clause 49 (vii) of the Listing Agreement or the Companies Act, 2013 will become applicable, even if this Policy has not been amended by the Audit Committee.

This policy will be applicable to the Company. This policy is to regulate transactions between the Company and its Related Parties based on the applicable laws and regulations applicable on the Company.

PURPOSE:

This policy is framed as per requirement of Clause 49 of the Listing Agreement entered by the Company with the Stock Exchanges and intended to ensure the proper approval and reporting of transactions between the Company and its Related Parties. Such transactions are appropriate only if they are in the best interest of the Company and its shareholders. The Company is required to disclose each year in the Financial Statements certain transactions between the Company and Related Parties as well as policies concerning transactions with Related Parties.

DEFINITIONS:

The definitions for all terms are as defined under Clause 49 of the Listing Agreement and The Companies Act, 2013.

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. (Section 188 of Companies Act, 2013)

INTERESTED DIRECTOR means a director who is in any way, whether by himself or through any of his relatives or firm, body corporate or other association of individuals, in which he or any of his relatives is a partner, director or a member, interested in a contract or arrangement, or proposed contract or arrangement, entered into or to be entered into by or on behalf of a company

MATERIAL RELATED PARTY TRANSACTION means a transaction with a related party if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the Company.

RELATED PARTY means related party as defined in Clause 49 of the Listing Agreement which is as follows: An entity shall be considered as related to the Company if:

- (i) Such entity is a related party under Section 2(76) of the Companies Act, 2013;
- (ii) Such entity is a related party under the applicable accounting standards. Relative, with reference to any person, means anyone who is related to another, if -

They are members of a Hindu Undivided Family;

- They are husband and wife; or
- One person is related to the other in such manner as may be prescribed.



Rule 4 of the Definition Rules have prescribed the following persons who shall be deemed to be the relative of another, if he or she is related to another in the following manner;

Father including step-father; Mother including step-mother; Son including step-son; Son's wife;

Daughter; Daughter's husband;

Brother including step brother; Sister including step-sister

Related Party Transaction means any transaction directly or indirectly involving any Related Party which is a transfer of resources, services or obligations between a company and a related party, regardless of whether a price is charged.

POLICY:

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

IDENTIFICATION OF POTENTIAL RELATED PARTY TRANSACTIONS:

All related party shall inform one month or such other shorter period as may be allowed and considered by Audit Committee on case to case basis before entering into any related party transaction(s) to the Company. It is the duty of every Director and Key Managerial Personnel of IGFL to provide with notice in advance of every Related Party Transaction when entered involving him or her or his/her relative to Audit Committee through the Company Secretary, including any additional information about the transaction that the Audit Committee may reasonably request. Audit Committee will determine whether the transaction constitute a related party transaction or not.

PROHIBITIONS & APPROVAL RELATED TO RELATED PARTY TRANSACTIONS:

All Related Party Transactions shall require prior approval of the Audit Committee. However, the Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into by the Company subject to the following conditions:

- ✓ 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.
- ✓ The Audit Committee shall satisfy itself the need for such omnibus approval and that such approval is in the interest of the Company;
- ✓ 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.

To review the transactions, the audit committee shall be provided with the necessary information to the extent relevant.

It is further 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 the limit as prescribed under equity listing agreement or any other applicable from time to time. Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals



after the expiry of one year or shall be valid for such other period as may be prescribed under any other applicable laws from time to time. The committee shall review the details of related party transactions entered vide omnibus approval on quarterly basis. Further, all Material Related Party Transactions shall require approval of the shareholders through special resolution and all entities falling under the definition of Related Parties shall abstain from voting irrespective of whether the entity is a party to the particular transaction or not.

Review and Approval of Related Party Transactions:

Related Pam Transactions will be referred to the next regularly scheduled meeting of Audit Committee for review and approval. Any- member of the Committee who has a potential interest in any Related Party Transaction will recues himself or herself and abstain from discussion and voting on the approval of the Related Pam Transaction.

To review a Related Party Transaction, the Committee will be provided with all relevant material information of the Related Party Transaction, including the terms of the transaction. The business purpose of the transaction, the benefits to the Company and to the Related Party, and any other relevant matters. In determining whether to approve a Related Party_ Transaction, the Committee will consider the following factors, among others, to the extent relevant to the Related Party Transaction:

- 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 Pam
- Whether there are prudent business considerations for the Company to enter into the Related Party Transaction:
- Whether the Related Party Transaction would affect the independence of an independent director;
- Whether the proposed transaction includes any potential reputational risk issues that may arise as a result of or in connection with the proposed transaction.
- Whether the Company was notified about the Related Party Transaction before its commencement and if not. why pre-approval was not sought and whether subsequent ratification is allowed and would be detrimental to the Company; and
- Whether the Related Party Transaction would present an improper conflict of interest for any director or Key Managerial Personnel of the Company, taking into account the size of the transaction, the overall financial position of the director. Executive Officer or other Related Patty. The direct or indirect nature of the director's. Key Managerial Personnel's or other Related Party's interest in the transaction and the ongoing nature of any proposed relationship and any other factors the Board/Committee deems relevant.

If the Committee determines that a Related Party Transaction should be brought before the Board, or if the Board in any case elects to review any such matter or it is mandatory under any law for Board to approve the Related Party Transaction, then the considerations set forth above shall apply to the Board's review and approval of the matter, with such modification as may be necessary or appropriate under the circumstances.

Notwithstanding the foregoing. the following Related Party Transactions shall not require approval of Audit Committee or Shareholders:

- i. Any 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.

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- ii. Any transaction in which the Related Party-'s interest arises solely from ownership of securities issued by the Company and all holders of such securities receive the same benefits pro rata as the Related Party.

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 matter shall be reviewed by the Committee. The Committee shall consider all of the relevant facts and circumstances regarding the Related Party Transaction, and shall evaluate all options available to the Company, including ratification, revision or termination of the Related Party Transaction. The Committee shall also examine the facts and circumstances pertaining to the failure of reporting such Related Part< Transaction to the Committee under this Policy, and shall take any such action it deems appropriate.

In any case, where the Committee determines not to ratify a Related Party Transaction that has been commenced without approval, the Committee, as appropriate, may direct additional actions including, but not limited to, immediate discontinuation or rescission of the transaction. In connection with any review of a Related Party Transaction, the Committee has authority to modify or waive am procedural requirements of this Policy.

This Policy will be communicated to all operational employees and other concerned persons of the Company.

AMENDMENT:

The Audit Committee shall review and amend this policy as and when required, subject to the approval of Board of Directors. Any subsequent amendment/modification of the listing agreement and/or other applicable laws in this regard shall automatically apply to this Policy.