

# WINMORE LEASING AND HOLDINGS LTD.

## POLICY FOR DETERMINING MATERIALITY OF RELATED PARTY TRANSACTIONS OF THE COMPANY AND FOR DEALING WITH RELATED PARTY TRANSACTIONS

### **Objective of the Policy**

The Board of Directors of Winmore Leasing and Holdings Ltd. (the Company) after considering requirements of the Companies Act, 2013 ('the Act') and Reg.23(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 ('Regulations') as also recommendation of the Board's Audit Committee, has adopted this policy (revised) and associated procedures with regard to Related Party Transactions (RPTs).

This Policy is intended to ensure transparency in RPTs and to avoid conflict of interest with stakeholders.

### **The Policy**

The Company shall engage with Related Parties in the ordinary course of business and on an arm's length basis and ensure that transactions with Related Parties are, fully compliant with applicable Regulations.

### **Determining Materiality of Related Party Transactions:**

Any RPT shall be determined to be material if value of the related party transaction proposed to be entered into individually or taken together with previous such transactions during the financial year, exceeds ten percent of the annual consolidated turnover of the Company as per its last audited financial statements.

### **Dealing with Related Party Transactions:**

All RPTs shall be dealt with in the following manner:

1. Every Director, Managerial Personnel shall notify any proposed RPT involving himself or his relative(s) to the Company.
2. The proposed RPT shall need prior approval of the Audit Committee as required under the Act and the Regulations.
3. The RPT, when approved and executed shall be recorded into the Company's registers as required by law.
4. Audit Committee / AGM / Board can pass an omnibus resolution, subject to relevant provisions of the Act and rules thereunder and the SEBI Regulations. A quarterly report on all RPTs will be laid before the Board's Audit Committee as also after end of the financial year for information of members thereof.
5. All other requirements in relation to RPT under all applicable laws shall be complied with.

### **Amendments to the Policy**

The Audit Committee of the Company shall review and may amend this policy from time to time, subject to approval of the Company's Board of Directors.

Any or all provisions of this policy would be subject to revision / amendment in accordance with applicable Rules, Regulations, Notifications, etc. as may be issued by relevant statutory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s), etc. issued by relevant authorities, being inconsistent with provisions laid down hereunder, the said amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereof and this policy shall stand amended accordingly from the effective date as laid down under the said amendment(s), clarification(s), circular(s), etc.