

RELATED PARTY TRANSACTION POLICY:

The Board of Directors (the “Board”) of **Indoco Remedies Limited** (the “Company” or “INDOCO”), has following policy and procedures with regard to Related Party Transactions as defined below. The Audit Committee will review and may amend this policy from time to time.

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.

Related Party Transaction (RTP) 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.

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 five percent of the annual turnover or twenty percent of the net worth of the company as per the last audited financial statements of the company, whichever is higher.

Policy:

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

Prohibitions related to Related Party Transactions:

All Related Party Transactions of the Company as prescribed under the Companies Act, 2013 and Clause 49 of the Listing Agreement shall require prior approval of Audit Committee.

Further, all Material Related Party Transactions shall require approval of the Board and shareholders through special resolution and the Related Parties shall abstain from voting on such resolutions, provided that such consent not to be required in the following cases:

- The transactions are entered into by the company in its ordinary course of business and are on an arms' length basis; and
- The transaction/transactions to be entered into individually or taken together with previous transactions during a financial year does not exceed 5% of the annual turnover or 20% of the net worth of the company, as per the last audited financial statements of the company, whichever is higher.

Where Board Consent / Shareholders' approval is required, a) the agenda of the Board Meeting at which the resolution is proposed to be moved and b) explanatory statement to be annexed to the notice of such general meeting, shall disclose all such details / information about the contract as are prescribed under the Companies (Meeting of Board and its Powers) Rule, 2014.

Where RPTs requires approval of the board and shareholders through special resolution, a) any director who is interested in any contract or arrangement with a related party, shall not be present at the meeting during the discussions on such subject-matter of the resolution relating to such contract and arrangement and b) such Related Part (ies) shall abstain from voting on such resolutions of the shareholders.

The Policy on Related Party Transactions shall be governed by the Companies Act, 2013 read with Rules made thereunder, as may be in force for time being as well as Clause 49 of the Listing Agreement or such other Rules / Regulations, as may be notified by SEBI from time to time.