

Policy for Related Party Transactions

1. Preamble

The Board of Directors of Zodiac Ventures Limited (hereinafter referred to as "ZVL" or "the Company") has adopted the following policy and procedures to regulate the transactions between the Company and its Related Parties based on the applicable laws and regulations and the upholding principles of good Corporate Governance.

2. Definitions

"Key Managerial Personnel" or "KMP" shall have the meaning as defined in Companies Act, 2013 and the Rules made thereunder.

"Material Related Party Transaction" shall have the meaning as defined in applicable listing regulations and provisions.

"Related Party" shall have the meaning as defined in Section 2(76) of the Companies Act, 2013 and in the applicable listing regulations and provisions.

"Related Party Transaction" means any transaction involving transfer of resources, services or obligations between the Company and a related party, regardless of whether a price is charged, including but not limited to the following:

- i. sale, purchase or supply of any goods or materials;
- ii. selling or otherwise disposing of, or buying, property of any kind;
- iii. leasing of property of any kind;
- iv. availing or rendering of any services;
- v. appointment of any agent for purchase or sale of goods, materials, services or property;
- vi. appointment to any office or place of profit in the Company.

A "transaction" with a related party shall be construed to include single transaction or a group of transactions in a contract."

3. Approval Process

Approval of Audit Committee

Every Related Party Transactions shall be subject to the prior approval of the Audit Committee of the Company. Any member of the Committee who has a potential interest in any Related Party Transaction will abstain from any discussions or voting on such proposals.

The Audit Committee may, subject to applicable regulatory provisions including Companies Act, 2013 and the listing regulations, however grant omnibus approval for Related Party Transactions proposed to be entered into by the Company on such terms and conditions as it may deem appropriate.

To review a Related Party Transaction, the Committee will be provided with all relevant material information 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.

Approval of Board of Directors

If the Audit 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 Board shall approve the Related Party Transaction, as may be necessary.

In case of any material change in the terms of a Related Party Transaction, subsequent to its approval by the Audit Committee or the Board, as the case may be, the revised terms shall be presented to the Audit Committee for appropriate decision.

Approval of Shareholders

All Material Related Party Transactions will be placed for approval of the shareholders of the Company and the related parties shall abstain from voting on such resolutions, as prescribed under applicable regulations.

In respect of other transactions, other than the Material Related Party Transaction, with the related parties which are not in the Ordinary Course of Business and at Arms' Length Basis, the Company shall comply with the provisions of the Companies Act 2013 and the applicable listing regulations and provisions and obtain approval of the Board and / or its

shareholders, as applicable, for such transactions.

The requirement of seeking approval of the Audit Committee or the Shareholders, shall not apply in respect of exempted transactions as specified under Companies Act, 2013 and in applicable listing regulations and provisions.

4. Disclosure

- All directors and KMPs of the Company are required to disclose to the Company their concern or interest in any company, firm, body corporate or association of individuals in which they are deemed to be interested.
- Each director and KMP of the Company shall promptly notify the Company of any material transaction or relationship that could reasonably be expected to give rise to a conflict of interest.

5. Duty to Report

Every officer or employee of the Company, who becomes aware of any potential Related Party Transaction to be entered into by the Company without following the process prescribed under this Policy or of any ongoing Related Party Transaction which is in violation of this Policy, must report the matter to the Company Secretary of the Company.

6. Scope and Limitation

In the event of any conflict between the provisions of this Policy and of Companies Act, 2013, the applicable listing regulations and provisions or any other applicable statutes, the latter will prevail over this Policy.